2022 Universal Registration Document

Including the 2022 Annual Financial Report

GROUPE Casino

Contents

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

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CHAPTER 1

Always a step ahead

ALWAYS A STEP AHEAD

In a world undergoing major change at a constantly accelerating pace, retail players are the first to detect new consumer behaviours and patterns. We have always seen these changes as opportunities to reinvent ourselves; not to follow the trend, but to stay one step ahead to prepare for the retail patterns of tomorrow. Innovating, having a vision and staying a step ahead have always been in our DNA.

A step ahead to be even more agile and efficient in our logistics processes, more creative and more digital, to better serve our customers.

A step ahead in our corporate responsibility, because innovation is essential and we cannot envision growth without addressing human resources, societal and environmental challenges.

Being a step ahead means creating solutions and services that make our customers' lives easier, while taking action to make retail more sustainable.

Jean-Charles Naouri
Chairman and Chief Executive Officer of Casino Group

INTERVIEW WITH THE CHAIRMAN

"WE OPENED OVER TWO CONVENIENCE STORES PER DAY, FOR A TOTAL OF 879 STORES IN FRANCE IN 2022."

"A UNIQUE MIX OF CONVENIENCE, PREMIUM AND E-COMMERCE"

2022 was a particularly dynamic year for Casino Group. How would you sum up the year?
In an economic landscape marked by the aftermath of the pandemic, the war in Ukraine and high inflation, our Group has demonstrated its resilience and ability to continually adapt to best meet its customers' needs. We opened nearly a thousand convenience stores in France this year, notably increasing the density of our geographic network with our convenience banners Le Petit Casino, Vival, Spar and Sherpa.
By capitalising on our digital lead, deploying anti-inflation offerings, developing omnichannel sales, transforming our hypermarket offering (for example, with the launch of Casino #Hyper Frais in France and the development of cash & carry in Brazil with Assaí) and reinforcing our position as a European leader in e-commerce, we have also proven our agility and ability to adapt to turbulent conditions. As a result, we saw a return to growth in all our stores in the second quarter.
Lastly, true to our values and in line with the goal of European energy independence, we proudly continued to innovate in the field of energy savings and recovery thanks to the inroads made by GreenYellow.

How will the debt reduction plan help the Group to continue accelerating its growth?
The €4.5 billion non-strategic asset disposal plan will soon be completed – in fact, we have already sold over €4.1 billion.

Consumer habits are constantly changing. How do you respond to these changes?
Knowing how to anticipate and stay alert to these changes to make sure we are attuned to our customers is one of our greatest strengths. Consumer expectations are now evolving in three directions, with demand for socially responsible, high-quality products emerging alongside the need for simple, rapid service in stores, as well as increased digitalisation integrated into consumer practices (from finding information to online purchasing).
We are responding to these new trends without departing from our convenience offering – which has unparalleled geographic coverage, especially in Île-de-France – or our digital offering featuring our Casino Max and Monopflix apps and subscription solutions. These complementary physical and digital approaches allow us to personalise the customer relationship and support a more sustainable food industry and less carbon-intensive supply chain.

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On that subject, the year 2022 was particularly shaped by an increased awareness of environmental and social issues. What are the Group's priorities on these challenges?
Our commitment in this area is long-standing. Casino Group has been a pioneer in terms of social and environmental issues for over 20 years. As I underlined just now, the complementary nature of convenience, premium and digital allows us to effectively support healthier food and responsible agri-food distribution channels.
The second goal is the Group's contribution to the ecological transition through the reduction of its environmental footprint. We have been a trailblazer in this area with our subsidiary GreenYellow, which in 15 years has become a leader in the strategic field of low-carbon energy. By selling a majority stake to Ardian in late 2022, we are enabling this unicorn business to grow even further. In terms of greenhouse gas emissions, in 2022 we achieved the 38% reduction target* we had set ourselves for 2030. We are also taking care to eliminate plastic wherever possible, especially in our private-label product packaging.
Thirdly, we are committed to workplace equality and diversity. We are working to achieve gender balance in the Group's management bodies. And last but not least, the Group employs more than 9,000 people with disabilities and we will continue to work to support their inclusion in our teams.

How are you approaching 2023?
The structural factors that characterised the past year have not gone away, particularly geopolitical instability and the related challenges of energy independence and high inflation. To limit the impact on people's budgets in France, we introduced as early as March an anti-inflation price freeze in Casino stores locking in the price of 500 products below €1 for a period of three months. 2023 is set to be a challenging year, and we are approaching it with a fighting spirit and confidence in our teams' dedication. We also plan to build on our recent achievements, complete ongoing transitions and continue to innovate to create new growth drivers. For example, we will be fully rolling out Octopia, Cdiscount's B2B subsidiary, which has the potential to become a major player in Europe. The rise of e-commerce, omnichannel sales and home delivery will also be a priority, for which we can draw on the strength of our nationwide coverage and complementary offerings. We will also continue to expand our convenience network in 2023 with the planned opening of 1,000 Franprix, Monop' and Naturalia stores in urban and suburban areas and also Vival, Spar, Le Petit Casino and Sherpa stores in other regions of France.
Since its creation 125 years ago, Casino Group has established itself as a key player in food retail by being the first to prioritise forward-looking formats and by being at the forefront of technological innovations, particularly the emergence of e-commerce and artificial intelligence. Building on its strong history, our Group has the strategic assets and the human and operational excellence to meet the challenges of the coming year, while remaining true to the values that have always been its foundation.

** Scopes 1 and 2 versus 2015.*

"FOR OVER 20 YEARS, WE HAVE BEEN A PIONEER IN SOCIAL AND ENVIRONMENTAL ISSUES."

Jean-Charles Naouri
Chairman and Chief Executive Officer of Casino Group

125 YEARS,
A FEW KEY DATES

1901

First private label

In 1901, to meet its customers' needs with ever-greater precision, Casino Group was the first retailer to create a private label by launching Casino-branded products, a brand which has come to represent quality, trust and the defence of purchasing power.

1996-97

Casino acquires Prisunic, Franprix and Leader Price

By focusing early on forward-looking formats such as convenience and premium, the Group extended its sphere of influence and covered a broad spectrum of consumer habits. The year 1996 saw in particular the acquisition of Prisunic and a stake in Monoprix, of which the Group became the sole owner in 2013.

1998

Acquisition of GPA in Brazil and Grupo Éxito in Colombia

The year 1998 marked a major milestone in the Group's international expansion with the signing of key partnerships in Latin America to acquire GPA in Brazil and Grupo Éxito in Colombia.

2000

Acquisition of Cdiscount

Casino Group invested in e-commerce while it was still in its early stages, with the acquisition of Cdiscount. Originally dedicated solely to cultural goods, the online shopping site now offers more than 80 million items and has become the French e-commerce champion.

Since 2018

Accelerating innovation with the Ocado partnership and the creation of the AI & Machine Learning Chair at École Normale Supérieure

Through its pioneering e-commerce strategy and its investment in the development of AI, Casino Group is at the forefront of technological innovation in retail.

2020

Casino Group recognised worldwide for its CSR commitments

A pioneer in social and environmental issues for over 20 years, the Group and its employees demonstrate a day-in, day-out commitment that was singled out in 2020, when the Group was ranked 40th on the **Wall Street Journal**'s list of most sustainably managed companies.

2023

The Group celebrates its 125th anniversary

On the eve of its 125th anniversary, Casino Group is pursuing its goal of promoting responsible consumption and offering practical solutions to the major challenges of our time by helping everyone, everywhere in the world, to consume better.

INVESTED AND RESPONSIBLE GOVERNANCE

JEAN-CHARLES NAOURI

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

GUILLAUME APPÉRÉ

GENERAL SECRETARY AND EXECUTIVE COMMITTEE SECRETARY

MAGALI DAUBINET-SALEN

CHIEF OPERATING OFFICER OF DISTRIBUTION CASINO FRANCE

HERVÉ DAUDIN

MERCHANDISE DIRECTOR AND CHAIRMAN OF ACHATS MARCHANDISES CASINO

VINCENT DOUMERC

CHIEF EXECUTIVE OFFICER OF FRANPRIX

MARIE EVEN

CHIEF OPERATING OFFICER OF CDISCOUNT

CARLOS MARIO GIRALDO MORENO

CHIEF EXECUTIVE OFFICER OF GRUPO ÉXITO

EMMANUEL GRENIER

EXECUTIVE DIRECTOR, E-COMMERCE

Casino Group Executive Committee at the date of publication

RAPHAËLE HAUZY

DIRECTOR OF HUMAN RESOURCES FRANCE

NICOLAS JOLY

M&A PROJECTS DIRECTOR AND CHAIRMAN OF CASINO IMMOBILIER*

JULIEN LAGUBEAU

CHIEF OPERATING OFFICER

DAVID LUBEK

CHIEF FINANCIAL OFFICER

MATTHIEU RICHÉ

DIRECTOR OF CSR AND ENGAGEMENT

TINA SCHULER

CHIEF EXECUTIVE OFFICER OF CASINO SUPERMARCHÉS, GÉANT CASINO AND CASINO CONVENIENCE

GUILLAUME SÉNÉCLAUZE

CHAIRMAN OF MONOPRIX AND CHAIRMAN OF NATURALIA

STÉPHANIE ZOLESIO

CHIEF EXECUTIVE OFFICER OF CASINO IMMOBILIER

** Until 21 April 2023.*

A BALANCED AND COMMITTED BOARD OF DIRECTORS

JEAN-CHARLES NAOURI

Chairman and Chief Executive Officer.

NATHALIE ANDRIEUX

Director of various companies.
Independent Director.

MAUD BAILLY

Chief Executive Officer of Sofitel, Sofitel Legend, MGallery and Emblems (Accor group).
Independent Director.

THIERRY BILLOT

Lead Independent Director of the Bel group.
Lead Independent Director.

JOSSELINE DE CLAUSADE

Representative of Carpinienne de Participations[1].
Adviser to the Chairman of Casino.

BÉATRICE DUMURGIER

Deputy Chief Executive Officer of Believe.
Independent Director.

CHRISTIANE FÉRAL-SCHUHL[1]

Lawyer/Partner.
Independent Director.

FRANCK HATTAB

Representative of Foncière Euris[1]. Chief Operating Officer of Euris and Chairman and Chief Executive Officer of Foncière Euris.

DIDIER LÉVÊQUE

Representative of Finatis. Chairman and Chief Executive Officer of Finatis.

ODILE MURACCIOLE

Representative of Euris[1]. Legal Counsel on employment matters at Casino Services.

THOMAS PIQUEMAL

Representative of Fimalac[1]. Deputy Chief Executive Officer of Fimalac.

ALEXIS RAVALAIS

Representative of Matignon Diderot. Chief Executive Officer of Rallye.

DAVID DE ROTHSCHILD[2]

Chairman of the Supervisory Board of Rothschild & Co.

FRÉDÉRIC SAINT-GEOURS[1]

Former Chairman of the Supervisory Board of SNCF.
Company Director.

KAREEN CEINTRE

Secretary of the Board of Directors.

(1) Re-election subject to shareholder approval at the Annual General Meeting of 10 May 2023.
(2) Term expiring at the end of the Annual General Meeting of 10 May 2023.

DIRECTORS

14

WOMEN

43%

INDEPENDENT DIRECTORS

36%

COMMITTEES CHAIRED BY A WOMAN

2

Robust corporate governance

The Board of Directors stands out for the diversity of its members' backgrounds, skills and experience, which are aligned with the Group's businesses and growth strategy. The membership is also gender balanced and comprises a number of highly engaged independent directors, including the Lead Director (who also chairs the Audit Committee and sits on the Governance and Social Responsibility Committee). He acts as guarantor of the sound governance and independence of the Board. Casino Group is committed to complying with the recommendations of the Afep-Medef Code.

Regular presentations were made to the Board covering business developments and all of the measures deployed by Group Senior Management and the banners to support stakeholders. The Board continued to deploy the strategic priorities set out in the debt reduction and asset disposal plan, in line with the objective of creating value and developing sustainable growth.

A commitment to social responsibility

The Board of Directors sets the Company's business strategy and oversees its implementation, in line with its corporate interests, taking into consideration the social and environmental challenges of its business.

The Audit Committee assists the Board of Directors in defining and monitoring the execution of its strategic orientations. In line with the Group's sustainable growth strategy, the Governance and Social Responsibility Committee assists the Board by examining the Group's ethics, environmental, social and governance commitments and policies, as well as their implementation. The Board also specifically tasked the Committee with protecting Casino's corporate interests and managing potential conflicts of interest in connection with the safeguard proceedings initiated at the level of the Group's parent companies.

Three specialised committees chaired by independent members

- Audit Committee
- Appointments and Compensation Committee
- Governance and Social Responsibility Committee

BOARD MEETINGS

13

ATTENDANCE AT BOARD MEETINGS

94%

SPECIALISED COMMITTEE MEETINGS

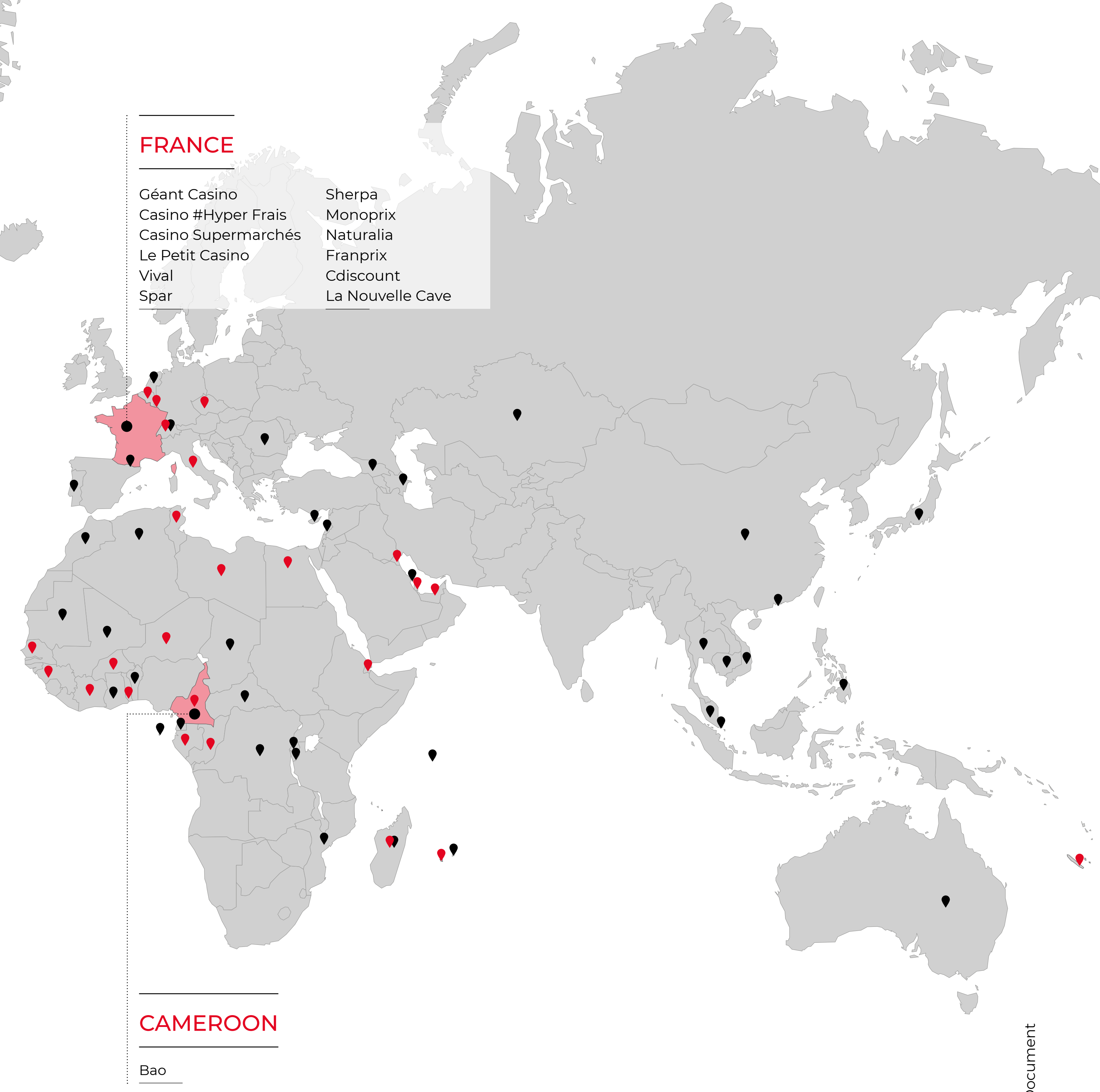
24

ATTENDANCE AT COMMITTEE MEETINGS

91.2%

A GLOBAL LEADER IN RETAIL

With historic roots in France and Latin America, Casino Group continues to expand its banners' international footprint, with 389 franchised stores worldwide. At the same time, it is rolling out private-label brands in new markets.



FRANCHISED STORES
EUROPE: Belgium, Italy, Luxembourg, Switzerland. **OVERSEAS FRENCH TERRITORIES:** French Guiana, Guadeloupe, Martinique, New Caledonia, Reunion, Saint-Martin. **AFRICA:** Burkina Faso, Cameroon, Côte d'Ivoire, Djibouti, Egypt, Gabon, Guinea, Libya, Niger, Republic of Congo, Senegal, Togo, Tunisia. **MIDDLE EAST:** United Arab Emirates, Kuwait, Qatar. **INDIAN OCEAN:** Madagascar.

SUPPLY FLOWS
EUROPE: Andorra, Cyprus, Czech Republic, Georgia, Netherlands, Portugal, Romania, Switzerland. **AMERICAS:** Canada, Dominica, Haiti, Saint Lucia, United States, Venezuela. **INDIAN OCEAN:** Madagascar, Mauritius, Saint Vincent and the Grenadines, Seychelles. **AFRICA:** Algeria, Benin, Burundi, Central African Republic, Chad, Democratic Republic of the Congo, Equatorial Guinea, Ghana, Mali, Mauritania, Morocco, Mozambique, Rwanda, São Tomé and Principe. **MIDDLE EAST:** Bahrain, Lebanon. **ASIA:** Azerbaijan, Cambodia, China, Georgia, Hong Kong, Japan, Kazakhstan, Malaysia, Philippines, Singapore, Thailand, Vietnam. **OCEANIA:** Australia.

KEY FINANCIAL FIGURES

AT 31 DECEMBER 2022

CONSOLIDATED NET SALES

€33.6BN

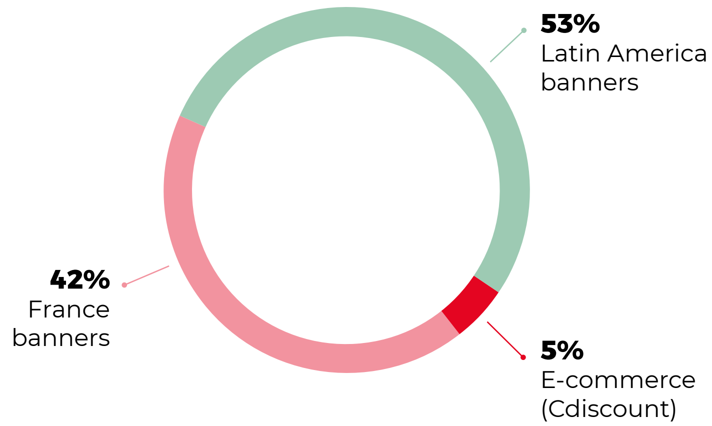
EBITDA

€2.5BN

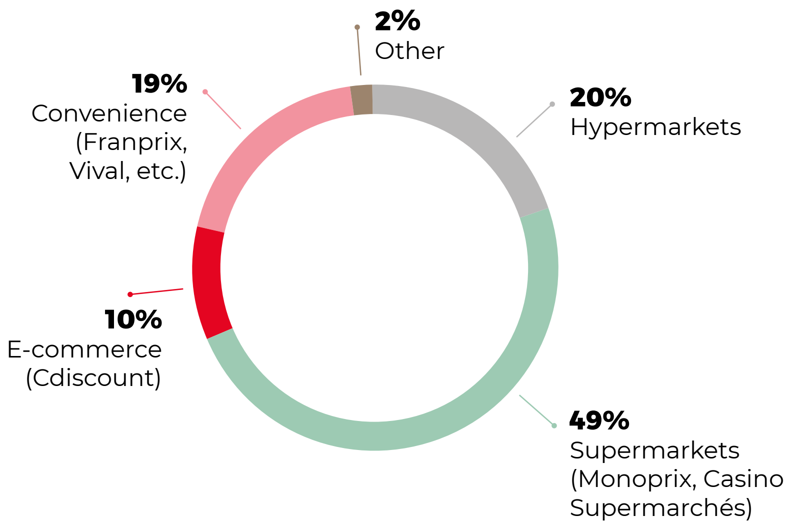
TRADING PROFIT

€1.1BN

BREAKDOWN OF CONSOLIDATED NET SALES



BREAKDOWN OF NET SALES IN FRANCE



STOCK MARKET VALUE OF LISTED COMPANIES

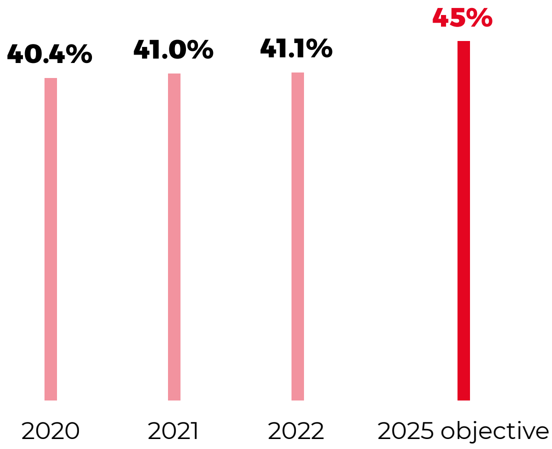
Listed company	Share price at 31 Dec. 2022	Market capitalisation *(100%, in € millions)*	% direct interest[1]	Casino's share *(€ millions)*
GPA (Brazil)	BRL 16.52	790	40.9%	324
Assaí (Brazil)	BRL 19.47	4,653	30.5%	1,419
Cnova (France)	EUR 3.09	1,067	64.8%	692
TOTAL				**2,435**

(1) At 31 December 2022.

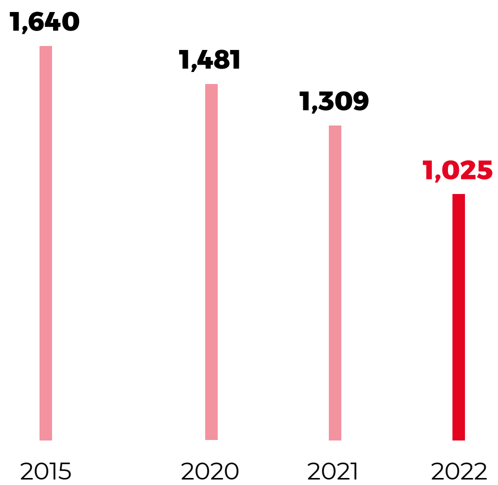
AND KEY NON-FINANCIAL FIGURES

AT 31 DECEMBER 2022

PROPORTION OF WOMEN MANAGERS



CHANGE IN GROUP CARBON EMISSIONS[1]



(1) Scope 1 and 2 greenhouse gas emissions in France in thousand tonnes of CO_2 equivalent.

EMPLOYEES

208,000

PERMANENT EMPLOYEES

95%

EMPLOYEES WITH A DISABILITY

9,133

STORES

12,389

MEALS DONATED TO FOOD BANKS

61.5M

CARBON FOOTPRINT[2] SINCE 2015

-38%

(2) Scopes 1 and 2.

SIGNIFICANT EVENTS OF THE YEAR

GÉANT CASINO BECOMES CASINO #HYPER FRAIS

51 Géant Casino stores have been renamed Casino #Hyper Frais. The hypermarkets' transformation reflects a commitment to offering more fresh products, whose share has risen **from 35% to 50%** of the products offered in the stores. The range of regional products has also been expanded to suit the area in which each store is located and to meet consumers' expectations. However, the fundamentals of the banner remain unchanged: affordable prices and a varied, high-quality offering.

GPA and Grupo Éxito recognised for their environmental and social commitments

GPA, a subsidiary of Casino Group in Brazil, and Grupo Éxito in Colombia have once again been recognised by the Merco Responsabilidad ESG 2022 ranking and Standard & Poor's Sustainability Yearbook for **their commitment to a more responsible, sustainable and social consumption model**. This commitment is demonstrated throughout the Group, up to the highest level.

Conversion of Extra hypermarkets to the cash & carry format in Brazil

In a fundamental strategic shift in Brazil, 47 hypermarkets were converted into cash & carry stores under the Assaí banner. After the success of the spin-off in 2021, Assaí, which currently has 263 stores, is **stepping up its development in a promising format** that is particularly popular among Brazilians.

Le Club Leader Price ventures into the metaverse

Through Le Club Leader Price, Casino Group is pursuing its Web3 ambitions and investing in the metaverse by acquiring plots of virtual land on The SandBox. A real innovation lab for the Group, **Le Club Leader Price offers its customers an online gaming experience** where they can win vouchers and in-store promotions.

CASINO GROUP SELLS A MAJORITY STAKE IN GREENYELLOW

Launched by the Group 15 years ago, GreenYellow is a real success story, having grown to become an expert in photovoltaic power production and energy efficiency projects. Sold for an enterprise value of €1.4 billion, **it now belongs to Ardian**, a French investment fund. This sale will allow GreenYellow to step up its development in new markets.

Supporting purchasing power in France

To support French households' purchasing power in the face of inflation and rising prices, **the Casino Group's banners have introduced numerous anti-inflation initiatives**, including the development of Leader Price corners with products starting at €0.50 at Casino and Franprix, an immediate 10% discount with the Monopflix subscription, 30% off anti-waste discounts at Franprix and partial reimbursement of fuel purchases in vouchers to be redeemed in Casino stores. Already taking action through their "Purchasing Power Pack", the Casino banners have stepped up their efforts to safeguard purchasing power in France by freezing the price of 500 "essential" Casino and Leader Price products at under €1, starting 15 March for a period of three months.

Monoprix opens a store dedicated to household goods and home décor

After 90 years of creating products that serve the everyday life of city dwellers, Monoprix has opened a store exclusively dedicated to household goods and home décor, called "Monoprix Maison". **This new banner offers home essentials, everyday items and home décor products reflecting the latest style trends.** "Monoprix Maison" is already making its mark as a leading brand in the sphere of home goods.

Key partnerships to drive development in e-commerce

The Group is expanding its partnerships with various food e-commerce players, in particular though the extension of the agreement with Ocado, a new partnership with Just Eat, extension of the partnership with Gorillas to include the Frichti platform and establishment of a partnership between GPA and Magalu in Brazil. **The signing of these agreements illustrates the Group's ambition to further develop its omnichannel strategy.**

“We decided to join forces and open several stores.”

"AT FRANPRIX, WE MEET GREAT PEOPLE – CUSTOMERS, OF COURSE, BUT OTHER FRANCHISEES AS WELL."

Nicolas, 45
and Emmanuel, 44

NICOLAS

I worked in several jobs before opening my first store, but I felt limited because I had few qualifications. That's why I approached several franchises and when I met with Franprix the decision was made. It's a people-focused, agile company and I liked that! We are given a lot of freedom to run our business while being supported and advised on a daily basis. There is a lot of flexibility. Plus, we get to meet other Franprix franchisees! That's how I met Emmanuel, and together we have opened other shops in the Paris region.
The adventure just gets better and better!

EMMANUEL

I grew up with Franprix! That's because I spent my childhood in the Franprix my father opened in 1980, where I used to work with him after school. He even took me to the central purchasing unit. After my studies, I explored other sectors but soon came back to work in the store with my father. He knows everyone in the neighbourhood, and so do I! Community spirit is one of the strengths of this network. You have to be a people person, that's essential. I have now opened several shops with Nicolas and my key responsibility is managing the teams. I can count on Franprix's highly effective management tools to help with this. We also receive support to help us identify consumer trends and take care of our customers every day!

INVENTING *NEW CONVENIENCE CONCEPTS*

The events of 2020 and 2021 profoundly changed consumer habits and accelerated the spread of strong trends, including the use of home delivery, awareness of the societal and environmental impact of purchasing behaviours, and the booming popularity of convenience stores. A leader in this format, Casino Group has made convenience a major part of its strategy since it was founded 125 years ago.

With its impressive geographic coverage in urban, suburban and rural areas, and its vast portfolio of banners with strong identities, the Group's convenience formats contribute to the transformation and vibrancy of regions while meeting emerging consumer expectations, both in major urban hubs and in small towns. Nearly 1,000 convenience stores were opened in 2022 by Casino Group's banners, a sustained rate of expansion that will continue in the years to come by combining digital performance, logistical efficiency and proximity to consumers.

Similarly, the development of the Cdiscount marketplace and the rollout of Octopia's solutions for other retailers are successes on which the Group can build to continue to shape the future of retail.

Local, responsible stores

Complementary to online sales, convenience stores are powerful vectors of social cohesion that tend to become places in the community for people to socialise and interact, particularly in rural areas. Attractive, welcoming spaces that open early in the morning until late in the evening, Casino Group's stores and banners offer a wide range of quality products and services to improve the customer experience. These include home delivery thanks to the Group's various partnerships, a fast food offering, and a broad choice of everyday products and services such as key exchange solutions and drop off or collection of Vinted parcels at Franprix. Committed to supporting rural and small town revitalisation, since 2021 Casino banners have been developing "*Cultures & Vie*" ("life & culture") spaces in their rural convenience stores, giving customers free access to online cultural collections and installing self-service bookshelves.

Rooted in their regions, the Group's banners help promote more responsible consumption among its customers by supporting and developing long-term partnerships with local producers. These short supply chains, which both limit transport distances and promote regional savoir-faire, contribute to local economic development while protecting the planet.

SURGE IN NEW STORE OPENINGS

Over 2
stores opened per day

17 stores opened per week
73 stores opened per month

A total of *879* Group convenience stores opened in 2022

4 QUESTIONS FOR

Vincent Doumerc,

Chief Executive Officer of Franprix

“The year 2022 was particularly positive for the Franprix banner. How do you see the results?
We have regained strong momentum in our stores, in particular thanks to the return of tourists to Île-de-France. We have also become leaders in quick commerce in Paris, offering home grocery delivery in 30 to 45 minutes. Last but not least, 2022 was shaped by unprecedented expansion, with almost 180 new stores opened during the year, increasing the total from 920 points of sale to 1,098 by the end of 2022.

Will this growth momentum continue in the coming years?
Our goal is to double our network of franchisees by 2026, which corresponds to opening one store every two days over the next four years, primarily in Île-de-France, Lyon and Marseille. This fast-paced expansion, driven both by a new generation of franchisees and by our long-standing franchise partners, confirms the attractiveness and robustness of the Franprix model. This accelerated growth will also allow us to create 800 jobs in the neighbourhoods where these stores will be located.

How do you explain the success of Franprix?
The recent energy, public health and inflationary crises have demonstrated just how robust the Franprix model is, given its ability to seamlessly meet the needs of its customers, whatever the situation. In addition to our Franprix brand, which is synonymous with quality and affordability, we offer our customers a wide range of Leader Price products, low-price promotions

in all our stores and even anti-waste baskets with our partner Phenix. As a responsible retailer, we are developing anti-waste discount corners in certain Franprix stores to combat food waste with products at 30% off to be consumed within three days.
Our concept perfectly meets the expectations of city-dwellers today looking for convenience and innovative services that make their daily lives easier. To do so, we have joined forces with new brands such as Monoprix Maison, offering kitchen utensils or stationery for example, Decathlon through corners at 70 of our stores, and Vinted Go and Amazon Locker to collect goods.
Lastly, for several years now, we have made reducing energy consumption a strategic pillar for our stores by taking practical initiatives like introducing LED lighting and closed refrigerated units, which have enabled us to reduce our electricity consumption by more than 18%.

How are you approaching 2023?
2023 will be a year of expansion, bold moves and responsible decisions. Franprix is a dynamic banner with agile, responsive and highly efficient teams. By doubling our network of stores, we will help more and more consumers preserve their purchasing power by doing their shopping more regularly and closer to home.
As pioneers in waterway transport, we deliver more than 800 tonnes of food products daily to supply around 300 stores via the Seine river. Thanks to our barges, we have avoided using the equivalent of 36,000 trucks, which would have travelled more than 4 million kilometres in ten years. We are still the only retailer to have adopted this delivery method.”

“OUR CONCEPT PERFECTLY MEETS THE EXPECTATIONS OF CITY-DWELLERS TODAY LOOKING FOR CONVENIENCE AND INNOVATIVE SERVICES THAT MAKE THEIR DAILY LIVES EASIER.”

"The store near our home helps us choose our fruit and vegetables."

"LOCAL AND SEASONAL, IT'S ALL GOOD!"

Alice, 24
and Noam, 25

"Among the rules we have set for our daily life, we have made a point of prioritising the quality of what we eat: no tinned food, no junk food and taking turns to cook healthy meals! So we buy fresh and in season ingredients whenever possible. The store near our home helps us choose our fruit and vegetables by displaying a seasonality chart. We even discover vegetables in season that we would not have thought of cooking. By eating seasonal fruit and veg harvested close to home, we avoid transport, reduce the carbon footprint of our purchases and save money. At our level, every effort is important."

PROMOTING "BETTER CONSUMPTION"

Better consumption, better eating and better production are the three priority challenges Casino Group has been working on for over 25 years. Through its CSR commitment, which is supported at the highest level of the company and deployed in each of its banners, Casino Group aims to promote the development of more responsible consumption patterns and to provide concrete solutions to major environmental, human resources and societal challenges. With its customers' health always in mind, the Group looks carefully at the quality and supply of its products so it can offer them healthy, sustainable food.
For example, this commitment is reflected in a wide selection of organic products, an extensive range of plant-based protein products and a Nutri-Score label currently displayed on all Casino brand products.

Rethinking existing models
Rethinking consumption involves a radical transformation of existing models. Thanks to a culture of innovation and change that is deeply rooted in its teams, Casino Group has always been a forerunner in this area. As the first retailer to stop selling eggs that come from caged hens, Casino Group created an animal welfare label with leading NGOs such as La Fondation Droit Animal, Éthique et Sciences (LFDA), Compassion in World Farming France (CIWF France) and Œuvre d'Assistance aux Bêtes d'Abattoirs (OABA). This labelling is now used by many players in the sector, and the Group is continually working with its stakeholders to develop the most relevant solutions.
The Group takes action on a daily basis to reduce the impact of its operations on the environment by optimising the energy efficiency of its stores, limiting refrigerant leaks, reducing food waste, using better delivery methods, cutting down on plastic packaging, and promoting plant-based proteins, packaging-free goods, organic products and seasonal fruit and vegetables.
Committed to furthering social progress, Casino Group actively promotes diversity by supporting the employment of young people and people with disabilities, with a Group-wide objective (France and Latin America) for employees with disabilities to make up 4.5% of the workforce by 2025. The Group also works every day to promote gender equality in the workplace.
These commitments make a key contribution to the Group's operational excellence and performance.

COMMITMENTS

*-38%**

The targeted reduction in greenhouse gas emissions between 2015 and 2030 has already been achieved

100%

of private-label product packaging to be reusable, recyclable or compostable by 2025

More than 70

controversial substances to be removed from private-label products by the end of 2022

** Scopes 1 and 2.*

4 QUESTIONS FOR

Melek Figuet,

CSR and Communications Director
for the Casino Banners

What is the seasonality chart displayed in Casino stores?
We designed the seasonality chart to encourage our customers to opt for seasonal products by providing them with clear and simple information through an educational display.
The roll-out of this unprecedented initiative in all Casino stores aims to guide them towards healthier consumption that respects the rhythm of the seasons. With this chart, Casino is making a concrete commitment to the climate and to great taste.

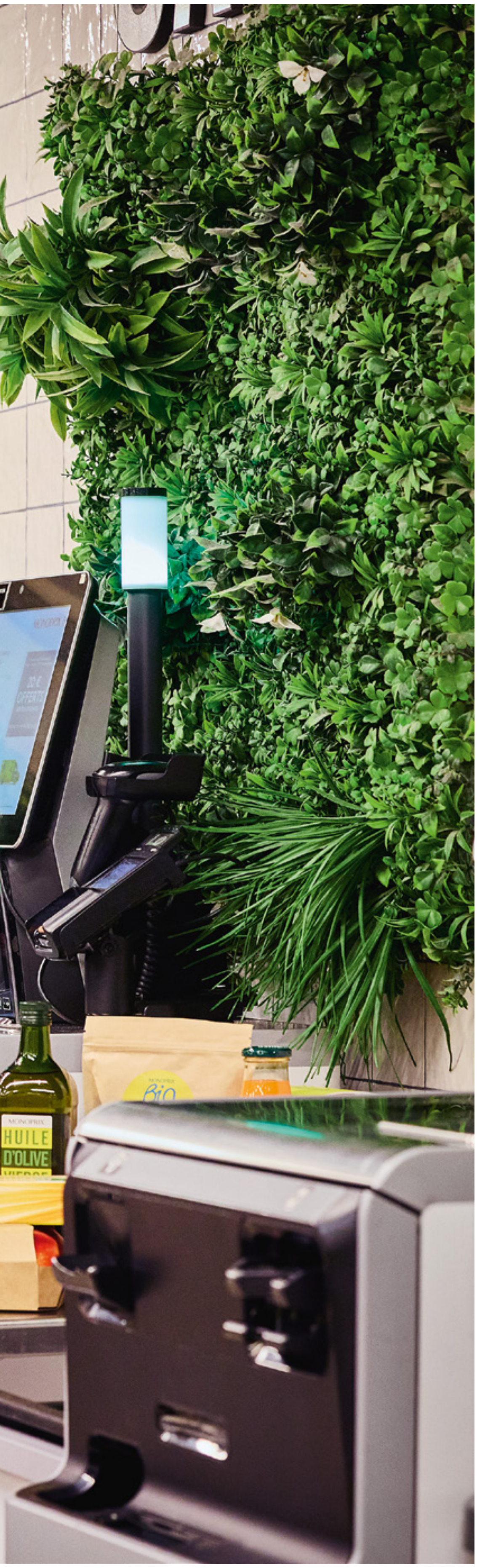
How have customers responded to it?
We carried out an internal survey of our loyalty card holders six months after the launch of the chart to measure its success. Some 80% of them said that they thought it was an "interesting and proactive initiative". Moreover, 60% of those surveyed said they wanted Casino Group to help them consume more responsibly, indicating strong societal expectations concerning these issues, accentuated since the Covid-19 crisis.

In concrete terms, how are Casino Group's banners working to protect the planet?
For over two years, we have structured our CSR commitments around our CAP (Casino Acting for the Planet) programme, which includes ten commitments in favour of the Climate, Good Eating and Solidarity. Seeing how we're currently doing, providing clear and precise information, reminding people of our objectives and explaining our banners' commitments are all part of both our drive and our duty to inform and support our customers. This approach is intended to be as concrete and practical as possible, which is why each of our priorities is represented by a well-known ambassador. For example, our commitment to the climate was reflected in our "true taste of each season" partnership with Chef Mauro Colagreco in 2022. Together, we have developed an educational programme aimed at raising public awareness regarding seasonal produce, thereby helping to promote local and regional production.
In October 2022, the Casino banners were awarded the "Responsible Banner" label by Le Collectif Génération Responsable. This distinction recognises our commitment and the work of all our employees.

Is it possible to eat better without spending more?
Yes, it is absolutely possible! As a retailer, our role is to help our customers consume better by giving them access in our stores to healthier products that are better for them, for the planet, and for their budget. Our Casino brand is on average 24% cheaper than the national brand, and 60% of its products have a Nutri-Score of A, B or C. With the Casino Max subscription, customers also benefit from a 15% discount on all products in all the fresh produce and market sections of our hypermarkets, every day of the week and without limit.

"OUR PRIORITY IS TO INFORM AND SUPPORT OUR CUSTOMERS TO PROMOTE MORE RESPONSIBLE CONSUMPTION."

“I can also order online from home or the office, in just a few clicks.”



"MONOPFLIX? MY FAVOURITE SUBSCRIPTION."

Sofia, 35

These days, we all have subscriptions! But the one I use the most is with Monoprix. In fact, it's more than a subscription, it's the key to making my life easier. For €9.15 per month, I get a 10% discount on all my purchases at checkout and free delivery of my groceries, in the time slot of my choosing. And when I don't have time to go to the store, I can order online at Monoprix Plus from home or the office, in just a few clicks. It's practical, simple and efficient!

SHAPING THE FUTURE OF RETAIL

For 125 years, Casino Group has been committed to leveraging innovation to better serve its customers. This approach has gained further momentum with exclusive innovations that are now also impacting traditional businesses, particularly in retail. This presents an excellent opportunity for our convenience, premium and e-commerce banners, forward-looking formats that are at the heart of the sector's transformation.

New leadership

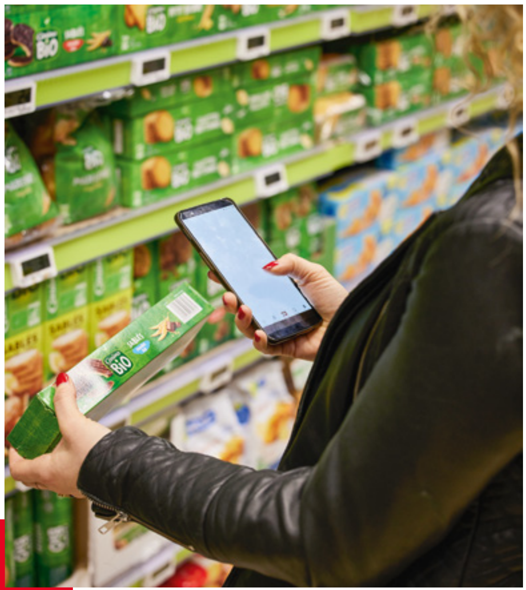
Innovation is primarily focused on uses that offer practical benefits for customers. To this end, the Group has rolled out a wide variety of e-commerce solutions, ranging from home delivery to "quick commerce", meaning delivery within a very short time frame. Monoprix and Franprix have signed exclusive agreements with Gorillas, which acquired Frichti before being bought by Getir.

The digital expertise developed within the Group in recent years enables it to offer a wide range of innovative, diverse and effective services designed to simplify the customer experience. Examples include the Casino Max and Monopflix subscriptions that reward customer loyalty while allowing them to save money and enjoy digitalised customer shopping pathways that offer a fluid and personalised shopping experience. The Group is also capitalising on new sales channels such as WhatsApp with Le Club Leader Price, voice commerce in testing with Monoprix Plus and the Web3 gaming experience with Le Club Leader Price.

Data, managed by RelevanC, is another particularly dynamic area of innovation in which Casino Group has always been a pioneer. Artificial intelligence is also a promising field.

Casino Group is developing AI tools to provide its customers with the best possible experience on its digital platforms, staying one step ahead of their needs and offering them a tailored selection of products. To this end, Casino Group and France's prestigious École Normale Supérieure have created a sponsorship chair dedicated to algorithms and machine learning.

For the Group, digital transformation also means developing high value-added related activities, particularly in B2B. With Octopia and the Cdiscount Ads Retail Solution tools, the Group can now offer Cdiscount's expertise to retailers in France and internationally. This means providing services for data management and developing and operating marketplaces. Similarly, the partnership with Ocado has enabled the Group to market a novel e-commerce solution for groceries. Operated by Monoprix Plus and Casino Plus, it positions Casino Group as a leader in this sector in the cities where it operates, offering an unparalleled customer experience.



2022
KEY FIGURES

370,000

total subscribers to Casino banners, Monoprix and Naturalia

66%

growth in Octopia's B2B revenues

4 QUESTIONS FOR

Valérie Maucotel,

Marketing Director at Monoprix

You launched the Monopflix subscription in 2021. What advantages does it offer your customers?
The first advantage of Monopflix is simple: by subscribing for €9.15 per month for six months or €8.33 per month for one year, our customers systematically receive a 10% discount on all their food, hygiene and cleaning product purchases. On average, this represents savings of almost €40 per month, a valuable gain in the current inflationary environment. In addition, the subscription plan is omnichannel, working both in-store and online.

A year and a half later, how would you describe the launch?
It's a real success! We already have over 65,000 Monopflix subscribers and we are aiming to increase subscription renewals to 75,000. Subscribers make purchases twice as often as our other customers, with higher purchase amounts. Now that we've won over our most regular customers, our next challenge is to develop subscriptions among shoppers with a more distant relationship with the banner.

How important is the omnichannel approach in Monoprix's strategy?
It's one of the pillars of our strategy. By 2025, we aim to double our omnichannel sales. In practical terms, in addition to in-store sales, we plan to develop our various home delivery formats, in particular delivering goods from our stores on foot or by bicycle, to keep the environmental impact to a minimum. Thanks to Monoprix Plus and Ocado's technology, we are able to make next-day home deliveries on larger orders of over 40 items within a one-hour time slot with an error rate of less than 1%, the lowest on the market. We also offer two-hour delivery with Amazon and in minutes through our partnership with Gorillas and Frichti. Lastly, our products are also available on the UberEats and Deliveroo platforms. In a highly competitive e-commerce market undergoing consolidation, the key is to work with the best partners in each segment.

What are Monoprix's goals for 2023?
This year, we want to develop small formats such as Monop', which meet customers' expectations of practicality and which are the most buoyant format. Our goal is to open 100 new stores in 2023, mainly through franchising.
We also plan to strengthen our fundamentals in terms of the in-store customer experience.
Our aim is to offer our customers a fresh city shopping experience every day in our stores.

Monopflix.

"MONOPFLIX, AN OMNICHANNEL SUBSCRIPTION THAT WORKS BOTH ONLINE AND IN STORE."

A multi-format, multi-banner and multi-channel model

OUR STRENGTHS

Banners with strong, differentiated identities, positioned on the market's most buoyant formats

Geographic coverage centred on growing markets

A culture of innovation, digital technology and partnerships

A strong position in food and non-food e-commerce

Development of new growth drivers

OUR 2022 KEY FIGURES

€33.6bn
in net sales

More than 120 years
of history

208,254
employees

No. 2
in e-commerce in France

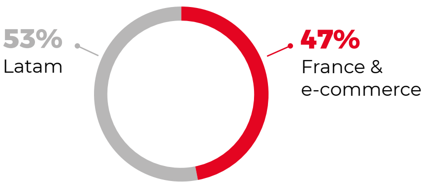
No. 1
in convenience stores in France

No. 2
retailer in Brazil

No. 1
retailer in Colombia

Rated 74/100
by Moody's ESG (vs. 56/100 in 2016)

Breakdown of consolidated net sales



A selection of products and services adapted to the needs of each customer

STORES

12,389 stores in France and Latin America

Premium

A superior offering, many innovative services and a high-quality shopping experience

Banners:

- France: Monoprix, Naturalia (format dedicated to organic products), Casino Supermarchés
- Latin America: Pão de Açúcar, Carulla, etc.

Monoprix and Casino Supermarchés: **55%** of sales in France

Convenience

An offering of everyday basics to meet the expectations of consumers in search of quality, authenticity and service

Banners:

- France: Franprix, Le Petit Casino, Vival, Spar, etc.
- Latin America: Carulla Express, Minuto Pão de Açúcar, etc.

No. 1 network of convenience stores in France, of which 87% operated as franchises

Hypermarkets/ cash & carry

A wide range of quality products at affordable prices, with an emphasis on fresh food

Banners:

- France: Géant Casino/ Casino #Hyper Frais
- Latin America: Assaí, Extra, Éxito, Surtimayorista, etc.

Cash & carry: **75%** of sales in Brazil

Increasingly DIGITALISED access to our offering through

- **applications** (e.g., Casino Max)
- the banners' **merchant websites** (e.g., www.monoprix.fr) and partners' websites (e.g., Amazon Prime Now)
- in-store **services**: shop & go, click & collect, drive pick-up solutions, Cdiscount corners, shop-in-shops for specialised brands, etc.
- next-day, express and quick commerce home **delivery**

NON-FOOD E-COMMERCE

No. 2 in e-commerce in France

€3.5 billion in gross merchandise volume (GMV)

MONETISATION OF ASSETS

New businesses

Data & data centres: Data business with RelevanC, providing brands and retailers with customer acquisition and retention solutions, based on targeting strategies and impact measurement; data centre business with ScaleMax.

Commercial real estate: development and management of shopping centres (IGC in France and Viva Malls in Colombia).

Operational excellence and improving our CSR performance are central to our business

SUPPLIES

Select quality products at the right price:

- **Buy at the right price,** thanks largely to the development of international purchasing hubs with other retailers
- **Guarantee the safety and food quality** of products
- **Develop responsible purchasing and sustainable partnerships** with producers
- **Monitor and improve** the supply chain

LOGISTICS

Optimise the economic cost and environmental impact of transport and storage:

- **Optimise transport and storage** through automation, robotisation, pooling of warehouses and partnerships with last-mile delivery experts
- **Reduce the environmental footprint of the supply chain** by using alternative modes of transport

SALES AND CUSTOMER EXPERIENCE

Guarantee a range of products and services adapted to consumer requirements:

- **Offer a wide choice of quality products,** drawing on strong private-label brands
- **Anticipate new** consumer **habits**
- **Promote healthier, more sustainable consumption patterns** by developing organic and responsible sectors
- **Offer a more seamless, enhanced buying experience** by developing innovative concepts
- **Digitalise and enrich the customer experience** with an omni-channel model and personalised digital services
- **Create more delivery options** for customers (clean delivery, especially on foot)

… to create and share value with our stakeholders

HUMAN RESOURCES, SOCIETAL AND ENVIRONMENTAL IMPACT

REVENUE GENERATED

CUSTOMERS AND PARTNERS

€33.6bn in net sales across our banners

€394m in revenue from other activities (property, energy, etc.)

€61m in income on financial investments

Offer more responsible products

- **Nearly 2,600** private-label organic products
- **100%** of Casino and Franprix products display the Nutri-Score
- **Nearly 70** controversial substances removed from private-label products by the end of 2022
- **Roll-out of a responsible product range:** plant-based proteins, packaging-free goods, local products, products that respect animal welfare, etc.

REVENUE DISTRIBUTED

SUPPLIERS

€28bn in purchases of goods and services

Improve the supply chain

- **87%** of plants manufacturing private-label brands in countries at risk are audited
- **More than 1,200** supplier audits
- Local production chains supported: **close to 90%** of the fruit and vegetables sold by Éxito in Colombia are purchased directly from local farmers

EMPLOYEES

€3.6bn in gross wages, payroll taxes and benefits paid

Support employment

- **208,254** employees
- **7,270** work/study trainees
- **95%** of employees on permanent contracts

Advance professional equality

- **41.1%** of management positions held by women

Promote diversity

- **9,133** employees with recognised disabilities

LOCAL COMMUNITIES AND NON-PROFIT ASSOCIATIONS

€120m committed to community outreach (donations and foundations)

Help the most disadvantaged

- **More than 60m** meal equivalents contributed to food bank networks

STATE AND TERRITORY

€139m in taxes paid

Reduce the environmental impact

- **528 kWh** of electricity consumed per sq.m of retail space, i.e., a reduction of **11%** compared with 2015
- **1,025 kt CO_2eq** in Scope 1 and 2 GHG emissions in 2022, i.e., a **38%** reduction compared with 2015

FINANCIAL INSTITUTIONS

€985m in interest paid

Maintain stable governance and shareholding

- Women account for **43%** of the Board of Directors
- **44,992** (compared with **41,762** in 2021) identified individual shareholders hold **26.6%** (**18.77%** in 2021) of the Company's share capital

OUR BUSINESSES,
OUR BANNERS

GÉANT CASINO/ CASINO #HYPER FRAIS

Casino #Hyper Frais, formerly "Géant Casino", remains faithful to the fundamentals of the banner: affordable prices and diversified, quality products, all to better serve the customer. The range of fresh produce and regional products has been expanded to meet new consumer expectations. The banner also offers unique access to a range of specialist brands in dedicated corners. Coupled with the power of digital technology and the professionalism of the banner's teams, this wide offering enables Casino #Hyper Frais to offer a unique customer experience.

CASINO SUPERMARCHÉS

At the forefront of superior products and new consumer trends, Casino supermarkets are trusted by customers as leaders in good food. In a covered market atmosphere, from early morning to late evening, the stores offer a selection centred around quality, enjoyment and responsibility, with a special focus on welcoming their customers. Casino supermarkets and their teams cater to the everyday needs of consumers in city centres and holiday areas.

LE PETIT CASINO

Located in the heart of towns and neighbourhoods, Le Petit Casino and Casino Shop are convenience stores with a personal touch and innovative everyday services. Adapted to each region, the banner offers an assortment focused on local producers, scoop-and-weigh services, private-label products and snacks.

VIVAL

The leader in rural convenience, Vival stores have been multi-service sales outlets since 1999, designed as places for locals to meet and socialise. Located in small and medium-sized rural towns, as well as in urban areas, Vival is the No. 1 food franchise in France in terms of number of stores.

SPAR

Firmly established in France in tourist areas on the coast and in the mountains, Spar convenience stores and supermarkets offer a wide range of national brands, Casino private-label items and local products, as well as an enjoyable and efficient customer journey. Spar stores are now present in 49 countries.

SHERPA

Nature, fresh ingredients, vitality, authenticity and performance: Sherpa embraces the values of the mountain lifestyle through a selection that caters to the expectations of customers passionate about winter sports. Sherpa has become the leading banner at ski resorts, offering a balanced mix of national brands, private-label products and local items.

MONOPRIX

As France's leading city-centre retailer, Monoprix has been serving the everyday needs of city-dwellers for over 90 years by offering high-quality, affordable food and beauty products as well as appealing fashion and home collections. The banner builds trust with its customers through its network of stores, its omnichannel ecosystem – monoprix.fr, Monoprix Plus and Monopflix – and its various home delivery solutions. Attentive to its customers' expectations, Monoprix maintains a one-of-a-kind brand positioning, synonymous with enjoyment, excellence and bold style.

MONOP'

Since 2005, Monop' has offered a wide range of quality products that cater to the new consumer habits of urban professionals. Both personal and connected, the banner develops innovative services, offers extended store hours and places a major focus on takeaway food and fresh produce.

NATURALIA

Naturalia offers city shoppers the freedom to choose alternative consumption practices. A pioneering organic food chain in France, Naturalia's stores stand out for their varied offering of fresh produce, dry goods and cosmetics. The first food retailer to obtain B Corp certification in France, Naturalia promotes biodiversity and local French agriculture.

FRANPRIX

At the heart of neighbourhood life, Franprix stores offer city residents choice, quality products and innovative concepts. The ever-evolving banner continues to reinvent the local neighbourhood shop to meet all its customers' needs for everyday essentials. Present in numerous large urban areas in France, Franprix knows how to build trust among its customers thanks to a carefully chosen food offering and ultra-convenient services designed to make life easier.

LA NOUVELLE CAVE

La Nouvelle Cave offers a wide range of wines, spirits and beers in its soon-to-be three Parisian stores, as well as on its e-commerce site and delivery platforms (Deliveroo, UberEats, Epicery and JustEat) in Île-de-France, Lyon, Lille, Bordeaux, Marseille and Toulouse. Its foray into Web3 with a virtual boutique and NFTs of ***grand cru*** wines earned it the silver medal for Innovation at the 2022 BFM Business/Fevad awards.

LEADER PRICE

With its 3,500 mainly private-label products, Leader Price discount supermarkets offer quality products at the right price. The banner is pursuing an innovative omnichannel strategy whereby customers can benefit from discounts of up to 15% with the Le Club Leader Price subscription or place orders on WhatsApp and Instagram.

CDISCOUNT

A French champion of technology and e-commerce, Cdiscount makes the best products and services available to as many people as possible, while building a responsible, inclusive and supportive European economy. Through its platform, Cdiscount offers its nearly 9 million customers 80 million products, thanks in particular to the power of its marketplace made up of 14,000 sellers, a third of which are located in France. In supporting the sector's digitalisation, Cdiscount leverages its expertise in the B2B market to create new drivers of growth and profitability through its subsidiaries Octopia, Cdiscount Advertising and C-Logistics.

OCTOPIA

Octopia has developed a comprehensive, modular marketplace solution to support e-commerce retailers in Europe, Africa and Latin America. Thanks to its scalable technology, its qualified vendors and its logistical expertise, Octopia enables retailers to develop their e-commerce business. The Cdiscount subsidiary generates over 50% of its net sales internationally.

C-LOGISTICS

The logistics arm of Cdiscount, C-Logistics offers its services to brick-and-mortar and e-commerce retailers to help them develop their online business. C-Logistics ships 25 million parcels every year, providing state-of-the-art delivery in 27 European countries, combining speed, flexibility and environmental friendliness.

RELEVANC

An expert in retail media, RelevanC provides white-label solutions to retailers, marketplaces and advertisers worldwide. Thanks to sophisticated optimisation based on artificial intelligence, these solutions allow them to speed up the monetisation of their data and of their advertising space.

ASSAÍ

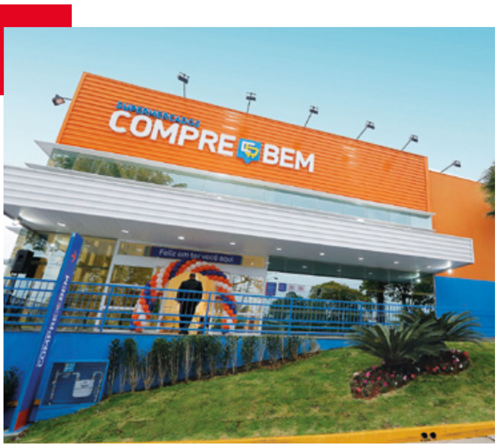
Specialists in cash & carry, Assaí stores are aimed at both small retailers and restaurants, as well as individuals drawn to the low prices and efficiency of the wholesale model. Operating in 24 Brazilian states, the banner offers more than 8,000 products from major brands at discounted prices, ranging from dry goods to fresh produce, beverages, packaging, home and garden, hygiene and cleaning products. Assaí is the only Brazilian cash & carry player on the stock exchange since its listing in March 2021.

PÃO DE AÇÚCAR

Pão de Açúcar is widely reputed in Brazil for its top-quality product selection and is a pioneer in driving responsible consumption in the country. By offering a unique shopping experience to the most discerning customers, the banner satisfies all consumers' expectations.

MINUTO PÃO DE AÇÚCAR

As the convenience format of the upscale benchmark Pão de Açúcar, Minuto stores offer excellent customer service, sustainable consumption options, tailored product ranges and a stylish atmosphere to meet the highest international standards.



COMPRE BEM

Compre Bem is a new supermarket model rolled out in Brazil with a regional focus. Seeking to better meet consumer needs, it combines a comprehensive offering, top-quality local fresh produce and delicatessen services, as well as digitalisation with express home delivery.

MINI EXTRA

The small Mini Extra stores, developed by GPA in major Brazilian cities, offer a range of products and services at highly competitive prices. Widely present in São Paulo and Recife, they effectively meet the needs of urban shoppers looking for convenience and simplicity.

MERCADO EXTRA

Designed as convenience supermarkets, Mercado Extra stores meet the needs of customers on the lookout for simplicity, fresh produce and low prices. Already present in six Brazilian states, the banner is accelerating its development and has introduced a food e-commerce offer in half of its outlets.

ÉXITO

Colombia's long-standing No. 1 retailer Éxito addresses a broad customer base thanks to a dense country-wide network of hypermarkets, supermarkets and convenience stores and a rapidly expanding digital presence. The banner's transformation is embodied by its innovative hypermarket format, Éxito Wow, which offers customers a unique experience that provides the best of omnichannel retail, and an extensive range of products and services catering to all of the population's needs.

CARULLA

The Colombian specialist in quality fresh produce, Carulla premium supermarkets and convenience stores boast an attractive market-style space, quality traditional food sections, gourmet items and a vast selection of local products. The Carulla FreshMarket format goes even further to offer its customers products with strong environmental credentials.

SUPER INTER

A leading retailer in south-west Colombia, Super Inter is a regional banner that owes its success to its competitive offering combining quality food products and recognised expertise in delicatessen services.

SURTIMAX

Surtimax is a popular "soft discount" chain that sells quality products at affordable prices. Traditionally based in major Colombian cities like Bogotá and Medellín, it is successfully developing a new discount store concept under the Donde Max banner.

SURTIMAYORISTA

Surtimayorista offers a comprehensive cash & carry selection in Colombia, in particular fresh produce at affordable prices. Using efficient processes and a logistics system designed to handle large volumes, the company acts as a supply hub for businesses, wholesalers and small retailers.

LIBERTAD

Libertad meets new consumer expectations through its network of hypermarkets in northern Argentina, as well as its convenience stores located in city centres. The banner has also developed the responsible FreshMarket concept that was created in Uruguay, as well as an effective omnichannel strategy aimed at developing e-commerce sales.

DEVOTO

Primarily located in Montevideo and Punta del Este in Uruguay, Devoto's supermarkets and Devoto Express convenience stores offer a quality food and non-food product range focused on feel-good purchases. Through an increasing number of partnerships with start-ups, Devoto has become a pioneer in e-commerce and omnichannel innovation.

DISCO

Designed to meet the needs of city dwellers and holiday makers, Disco supermarkets and hypermarkets in Uruguay offer a wide range of food products. The banner has also developed its FreshMarket stores in Colombia, which focus on fresh produce, snacks and more responsible consumption.

BAO

Bao is a cash & carry banner inspired by the Assaí concept developed in Latin America. Bao has been highly successful in Cameroon with a selection of essential products offered in large quantities or individually and sold at the most competitive prices on the market.

STORE NETWORK

	Number of stores at 31 December			Sales area *(in thousands of sq.m)*		
	2020	2021	**2022**	2020	2021	**2022**
Géant Casino/Casino #Hyper Frais (hypermarkets)	105	95	77	740	692	584
o/w French franchises/affiliates	4	3	3			
o/w International franchises/affiliates	7	7	9			
Casino Supermarchés (supermarkets)	419	429	474	668	720	856
o/w French franchises/affiliates	71	61	63			
o/w International franchises/affiliates	24	26	24			
Monoprix (Monop', Naturalia, etc.)	799	838	858	746	769	796
o/w franchises/affiliates	192	206	255			
o/w Naturalia integrated stores	184	198	181			
o/w Naturalia franchises	32	51	65			
Franprix (Franprix, Marché d'à côté, etc.)	872	942	1,098	347	336	358
o/w franchises	479	614	775			
Convenience (Spar, Vival, Le Petit Casino, etc.)	5,206	5,728	6,313	710	754	802
Other businesses	235	290	287	2	51	57
TOTAL FRANCE	**7,636**	**8,322**	**9,107**	**3,215**	**3,321**	**3,454**
Argentina	25	25	33	106	104	105
Libertad hypermarkets	15	15	14	104	102	92
Libertad (other)	0	0	9	0	0	11
Mini Libertad and Petit Libertad mini-supermarkets	10	10	10	2	2	2
Uruguay	93	94	96	92	92	93
Géant hypermarkets	2	2	2	16	16	16
Disco supermarkets	30	30	30	35	35	35
Möte (Disco textile)	2	2	2	0.4	0.4	0.4
Devoto supermarkets	24	24	26	34	34	34
Devoto Express mini-supermarkets	35	36	36	6	7	7
Brazil	1,057	1,021	998	2,005	1,974	1,956
Extra hypermarkets	103	72	3	638	454	14
Pão de Açúcar supermarkets	182	181	194	234	234	272
Extra and Mercado Extra supermarkets	147	146	154	165	165	187
Compre Bem supermarkets	28	28	29	33	33	39
Assaí (discount)	184	212	263	809	964	1,307
Mini Mercado Extra and Minuto Pão de Açúcar mini-supermarkets	236	240	281	58	59	70
Drugstores	103	68	0	9	9	9
+ Service stations	74	74	74	58	59	59
Colombia	1,983	2,063	2,155	1,010	1,013	1,041
Éxito hypermarkets	92	91	94	485	483	489
Éxito and Carulla supermarkets	153	158	154	204	206	212
Super Inter supermarkets	69	61	60	66	59	57
Surtimax (discount)	1,544	1,632	1,733	205	212	228
o/w Aliados	*1,470*	*1,560*	*1,663*			
Cash & carry	34	36	46	34	35	43
Éxito Express and Carulla Express	91	85	68	16	16	13
TOTAL INTERNATIONAL	**3,158**	**3,203**	**3,282**	**3,213**	**3,183**	**3,195**

SIMPLIFIED ORGANISATION CHART

AT 31 DECEMBER 2022

Casino, Guichard-Perrachon

% control/% interest

EUROPE

Country	Company	% control/% interest
France	Distribution Casino France	100%/100%
France	Casino Carburants	100%/100%
France	Floréal	100%/100%
France	Codim 2	100%/100%
France	ExtenC	100%/100%
France	Franprix Holding	100%/100%
France	Monoprix	100%/100%
France	Naturalia France	100%/100%
France	Cdiscount	100%/78.99%
France	RelevanC	100%/100%
France	Infinity Advertising	50%/50%
France	Achats Marchandises Casino (AMC)	100%/100%
France	Auxo Achats Alimentaires	30%/30%
France	Auxo Achats Non Alimentaires	70%/70%
France	Auxo Achats Non-Marchands	50%/50%
France	Easydis	100%/100%
France	L'Immobilière Groupe Casino	100%/100%
France	Sudéco	100%/100%
Belgium	Global Retail Services	50%/50%
Netherlands	Cnova NV (listed company)	99.48%/78.83%
Luxembourg	Casino Re	100%/100%
Poland	Mayland Real Estate	100%/100%

LATIN AND CENTRAL AMERICA

Country	Company	% control/% interest
Argentina	Libertad SA	100%/39.50%
Brazil	Companhia Brasileira de Distribuição (listed company)	40.92%/40.92%
Brazil	Sendas Distribuidora SA (listed company)	30.51%/30.51%(1)
Colombia	Almacenes Éxito SA (listed company)	96.52%/39.50%
Uruguay	Devoto Hermanos SA	100%/39.50%
Uruguay	Grupo Disco del Uruguay	75.10%/24.68%

Listed company

(1) See Chapter 2, section 2.2 "Sale of a stake in Assaí", page 57.

CHAPTER 2

Financial and accounting information


Arrivage
Profitez-en
Profitez-en
-30

FINANCIAL HIGHLIGHTS

Casino Group's key consolidated figures for 2022 were as follows:

(€ millions)	2022	2021 (restated)[*]	Reported change	Change at CER[1]
Consolidated net sales	33,610	30,549	+10.0%	+3.8%
Gross margin	7,895	7,617	+3.7%	
EBITDA[2]	2,508	2,516	-0.3%	-5.5%
Net depreciation and amortisation	(1,391)	(1,329)	+4.6%	
Trading profit	1,117	1,186	-5.9%	-12.1%
Other operating income and expenses	(512)	(656)	+22.0%	
Net financial expense, o/w:	(939)	(813)	-15.5%	
Net finance costs	*(581)*	*(422)*	*-37.6%*	
Other financial income and expenses	*(358)*	*(391)*	*+8.4%*	
Profit (loss) before tax	(334)	(283)	-18.0%	
Income tax benefit (expense)	9	86	-89.5%	
Share of profit of equity-accounted investees	10	49	-79.1%	
Net profit (loss) from continuing operations	(314)	(147)	n.m.	
o/w Group share	*(279)*	*(280)*	*+0.3%*	
o/w attributable to non-controlling interests	*(35)*	*132*	*n.m.*	
Net profit (loss) from discontinued operations	(31)	(255)	+87.8%	
o/w Group share	*(37)*	*(254)*	*+85.5%*	
o/w attributable to non-controlling interests	*6*	*(1)*	*n.m.*	
Consolidated net profit (loss)	(345)	(402)	+14.2%	
o/w Group share	*(316)*	*(534)*	*+40.9%*	
o/w attributable to non-controlling interests	*(29)*	*132*	*n.m.*	
Underlying net profit, Group share[3]	(102)	89	n.m.	n.m.
Underlying diluted earnings per share	(1.38)	0.49	n.m.	n.m.

(1) At constant exchange rates. The change in net sales is shown on an organic basis, excluding fuel and calendar effects.

(2) EBITDA = Trading profit + recurring amortisation and depreciation expense.

(3) Underlying net profit corresponds to net profit from continuing operations, adjusted for the impact of other operating income and expenses, non-recurring financial items, income tax expense/benefits related to these adjustments, and the application of IFRIC 23. See section on alternative performance indicators on page 56.

(*) The 2021 financial statements have been restated to permit meaningful comparisons with 2022. See Note 1.3 to the consolidated financial statements.

SIGNIFICANT EVENTS IN 2022

IMPACT OF THE WAR IN UKRAINE AND OF THE ECONOMIC CRISIS

The geopolitical situation in Eastern Europe worsened on 24 February 2022 following Russia's invasion of Ukraine. The Group is not directly exposed to the countries involved in the conflict and has not observed any material direct impact on its performance, given that it has no stores in Ukraine or Russia and makes very limited purchases in the two countries.

However, the conflict continues to weigh heavily on the global economy and capital markets, and is exacerbating an already difficult macro-economic climate due to accelerating inflation and disruptions to global supply chains.

The indirect effects of the conflict (higher inflation and fluctuating energy and commodity prices) lead to higher freight costs and higher purchasing costs for some products, and this may negatively impact the Group's supply chain. All of these effects may compromise the Group's ability to supply certain products and lead to changes in customer purchasing behaviour and cost structures.

The Group does not operate in the conflict zones but continues to monitor the impacts of the war and the ways in which it is indirectly exposed.

ASSET DISPOSAL PLAN IN FRANCE

Casino Group has launched a vast asset disposal programme in France to focus on buoyant formats. The €1.5 billion plan launched in June 2018 was raised to €2.5 billion in March 2019 and completed with an additional €2.0 billion plan, as announced in August 2019, bringing the plan total to €4.5 billion.

As of 31 December 2022, the Group had signed or secured €4.1 billion in asset sales since 2018. The disposals carried out by the Group in 2022 are detailed below:

- On 31 January 2022, Casino Group and Crédit Mutuel Alliance Fédérale completed the sale of Floa to BNP Paribas for €200 million (of which €192 million were collected net of costs in early 2022), with an earn-out for Casino Group representing 30% of the future value created by 2025.
- On 21 February 2022, the Group completed the disposal of 6.5% of Mercialys equity through a total return swap (TRS) for €59 million. On 4 April 2022, the Group sold its remaining 10.3% stake in Mercialys under a new TRS maturing in December 2022 for €86 million.
- On 18 October 2022, Casino Group completed the sale of GreenYellow to Ardian. At end-December 2022, it continued to have a stake in the company's value creation through a €150 million reinvestment. Net of the reinvestment, disposal proceeds for Casino Group amount to €617 million, including €30 million paid into a segregated account that will be released if certain operating indicators are met.
- The Group had €152 million in multiple secured disposals in 2022 (Sarenza, CChezVous, real estate).
- In addition, the Group secured and recorded in advance a €12 million earn-out in 2022 in relation to the Apollo and Fortress joint ventures (in addition to €118 million already secured in 2021).

In view of the current outlook and the options available, the Group is confident to complete its €4.5 billion disposal plan in France (of which €0.4 billion remains outstanding) by the end of 2023 at the latest.

DEBT REDUCTION IN FRANCE: €1,062 MILLION OF DEBT[1] REPAID IN 2022

- **Bond buybacks: €673 million of bonds cancelled in 2022**

  In 2022, the Group cancelled its bonds maturing in 2022, 2023 and 2024 and its secured 2024 Quatrim bonds for an aggregate nominal amount of €673 million.

- **2023 Segisor debt repayment: €150 million**
- **Repayment of the first half of the Cdiscount government-backed loan (PGE) in August 2022: €60 million**
- **€179 million reduction in short-term debt[2] (mainly NEUCP)**

RESTRUCTURING OF THE GROUP'S OPERATIONS IN LATIN AMERICA

Following the simplification of the Group's structure in Latin America and the spin-off of GPA and Assaí activities at the end of 2020, Casino Group continued to reorganise its operations.

At the end of 2021, GPA and Assaí announced plans for GPA to sell 70 Extra hypermarkets to Assaí with the intention of converting them into the cash & carry format, and for GPA to transform remaining Extra hypermarkets into Mercado Extra, Compre Bem and Pão de Açúcar supermarkets. In 2022, the process of converting Extra hypermarkets to Assaí's cash & carry format made excellent progress, with a total of 47 conversions during the year. GPA completed the conversion of the 23 hypermarkets that were not sold.

In order to accelerate its deleveraging, the Group sold 10.44% of Assaí's capital for approximately €491 million in November 2022.

Following the success of the GPA and Assaí spin-off, a plan to spin off Grupo Éxito was launched on 5 September 2022 in order to unlock Grupo Éxito's value. GPA's Board of Directors announced that it was considering distributing approximately 83% of Grupo Éxito's capital to its shareholders and retaining a minority stake of around 13% which could be sold at a later date. The Grupo Éxito spin-off was approved by GPA's Extraordinary Shareholders' Meeting of 14 February 2023 and should be completed in the first half of 2023, subject to obtaining the necessary authorisations.

On completion of the transaction, Casino Group would hold interests in three separate listed assets in Latin America, opening up various monetisation options. Following the Grupo Éxito spin-off, the Group would have a direct 34% stake in Grupo Éxito and an indirect holding via GPA's minority stake of 13% (i.e., 47% of voting rights and 39% of capital overall). At 31 December 2022, Casino Group held 30.5% of Assaí[3] and 40.9% of GPA.

(1) Data are presented based on nominal values.
(2) Commercial paper, RCF drawdown.
(3) Casino Group announced a new secondary offering of Assaí shares on 7 March 2023. On completion of the transaction, Casino Group's Assaí capital stake will be 11.7% (see "Subsequent events" on page 57).

LEGAL REORGANISATION OF OPERATIONS IN FRANCE

On 15 June 2022, the Group announced that it planned to simplify and increase the clarity of its legal organisation in France by placing all of its food retail subsidiaries (mainly Franprix, Monoprix, Distribution Casino France, Easydis and AMC) under a common holding company wholly owned by Casino, Guichard-Perrachon.

This company, CGP Distribution France, was incorporated in the second half of 2022. After informing and consulting the employee representative bodies of the subsidiaries concerned, the Group's subsidiaries in the Monoprix scope were immediately placed under this holding company, which is wholly owned by Casino, Guichard-Perrachon. The final stage of this reorganisation, consisting of the transfer of Distribution Casino France's activities, will take place in the first half of 2023.

STRENGTHENING PARTNERSHIPS

- **On 17 February 2022, Casino Group and Ocado announced that they had signed a memorandum of understanding to extend their exclusive partnership in France.** The memorandum provides for:
  - the creation of a joint venture to provide services for automated warehouses equipped with Ocado technology to online food retailers in France;
  - the integration of Octopia's marketplace solution into the Ocado smart platform, allowing Ocado's partners across the globe to launch their own marketplace offerings;
  - Casino Group to deploy Ocado's in-store fulfilment solution across its Monoprix store estate.
- **On 30 June 2022, Casino Group and Gorillas signed a strategic agreement to extend their partnership to the Frichti banner.**

  This agreement gives Frichti access to Casino's national-brand products and to Monoprix's private-label products. These products are now available on the Frichti platform for delivery to consumers in a matter of minutes in the areas where Frichti currently operates.

  Through this partnership, which follows Gorillas' acquisition of French banner Frichti, Casino Group intends to strengthen the ties between Monoprix and Frichti, the French leader in quick commerce. As a result, Casino Group will become directly involved in Frichti's value creation through its stake in the company's capital.

CONVERSION OF TRADITIONAL HYPERMARKETS

The Group's banners adapted their offerings to new consumer trends in 2022. The Group has accelerated the conversion of its traditional Géant hypermarkets into (i) Casino Supermarkets (20 conversions completed in 2022) and (ii) Casino #Hyper Frais, a new concept launched in 2022 to replace the 61 remaining Géant Casino stores in France. At the end of 2022, 51 conversions had been completed and the remaining 10 hypermarkets will be converted to the Casino #Hyper Frais format in the first half of 2023. This new concept allows hypermarkets to increase the percentage of fresh produce in the store from 35% to 50%, while maintaining their fundamentals (accessible prices and high-quality, diversified products). There will also be more regional products to better reflect the area in which each store is located.

2.1. BUSINESS REPORT

The comments in the Annual Financial Report reflect comparisons with 2021 results from continuing operations.

The financial statements for 2021 have been restated following the retrospective application of the IFRS IC agenda decision – Configuration or Customisation Costs in a Cloud Computing Arrangement.

Organic changes are calculated based on a comparable scope of consolidation and at constant exchange rates, excluding fuel and calendar effects. Same-store changes exclude fuel and calendar effects.

Main changes in the scope of consolidation in 2022

- Disposal of Floa Bank completed on 31 January 2022.
- Disposal of Mercialys completed through two TRS fully settled in 2022.
- Disposal of GreenYellow completed on 18 October 2022.
- Disposal of a 10.44% stake in Assaí on 29 November 2022.

Currency effects

Currency effects were favourable in 2022, with the Brazilian real gaining an average 17.3% against the euro compared with 2021.

Continuing operations (*€ millions*)	**2022**	2021 (restated)	Reported change	Change at CER[1]
Net sales	33,610	30,549	+10.0%	+3.8%
EBITDA	2,508	2,516	-0.3%	-5.5%
Trading profit	1,117	1,186	-5.9%	-12.1%
Underlying net profit, Group share	(102)	89	n.m.	n.m.

(1) At constant exchange rates. The change in net sales is shown on an organic basis, excluding fuel and calendar effects.

2.1.1. CASINO GROUP 2022 HIGHLIGHTS

In France

- France Retail:
  - The Group continued to develop its buoyant formats:
    - Renewed growth for Parisian banners and convenience stores (same-store sales growth[1] of 6.6% for convenience stores, 3.4% for Franprix and 11.2% for Monop'), in line with the upturn in tourism and consumer spending in the Paris region;
    - Strong growth in convenience formats: success of the expansion plan, with 879 store openings (Franprix, Vival, Spar, etc.) and supermarkets joining the franchise network;
    - Growth in food E-commerce of 17% over the year, vindicating the focus on home delivery and partnerships forged with world leaders (Amazon and Ocado);
    - Development of a discount offering (Leader Price) adapted to the inflationary environment in hypermarkets and supermarkets (up 95% in Q4) and in the franchise network.
  - EBITDA margin for the retail banners came in at 9.9% in H2 (8.4% for the year). Trading profit for the retail banners was stable in the second half, with an increase in trading profit and the trading margin at Monoprix, Franprix and Casino convenience stores.

(1) Excluding fuel and calendar effects.

- Cdiscount[1]:
  - The transformation of the business model continued, with progress on growth and profitability drivers: (i) increase in the marketplace share, to 52% of GMV in 2022 (up 6 pts), (ii) growth in Advertising Services (up 5% year on year, x1.8 vs. 2019), with the deployment of the AI-based CARS platform, and (iii) acceleration of B2B services with Octopia (up 66% year on year).
  - The swift implementation of the cost savings plan led to a sequential improvement in EBITDA during the year after a difficult first half (EBITDA at €15 million in H1 and €39 million in H2).
- Disposal plan in France:
  - By end-2022, a total of €4.1 billion in disposals had been made under the disposal plan launched in 2018. In view of the current outlook and the options available, the Group remains confident in its ability to complete its €4.5 billion disposal plan in France by the end of 2023.
- Net debt in France:
  - Net debt in France[2] fell to €4.5 billion at 31 December 2022 (from €4.9 billion at the end of 2021), mainly due to the early repayment of the entire bank debt subscribed by Segisor (initial maturity July 2023) using proceeds from the partial disposal of Assaí.
  - The Group met the covenants contained in its revolving credit facility[3], with gross debt headroom of €270 million for the secured gross debt/EBITDA after lease payments covenant, and EBITDA headroom of €115 million for the EBITDA after lease payments/net finance costs covenant.

In Latin America

- In Latin America, EBITDA was up 11.9% for the year (14.9% excluding tax credits)[4]:
  - Excellent 41.0% increase in Assaí EBITDA (49.4% excluding tax credits)[4]
  - Grupo Éxito EBITDA up 8.7%
  - Decline in GPA EBITDA amid efforts to reposition the business model following the sale of Extra hypermarkets
- The Group continues to reorganise its operations in Brazil, with good progress on the conversion plan for the Extra hypermarkets (47 conversions to the cash & carry format in 2022, conversion plan completed at GPA for the 23 hypermarkets not sold to Assaí).
- The Grupo Éxito spin-off was approved by GPA's Extraordinary Shareholders' Meeting of 14 February 2023 and should be completed in the first half of 2023, subject to obtaining the necessary authorisations. Following the spin-off, the Group would hold interests in three separate listed assets, opening up various monetisation options for these assets.
- In this context, the Group sold 10.44% of Assaí's capital for approximately €491 million in November 2022[5].

2.1.2. FRANCE RETAIL

(€ millions)	**2022**	2021 (restated)
Net sales	14,205	14,071
EBITDA	1,268	1,351
EBITDA margin	8.9%	9.6%
Trading profit	482	530
Trading margin	*3.4%*	*3.8%*

France Retail net sales totalled €14,205 million in 2022 versus €14,071 million in 2021, up 1.5% on a same-store basis excluding fuel and calendar effects. All banners returned to growth in the second quarter, maintaining the good momentum into the third quarter with a sharp acceleration in Parisian banners (Franprix, Monoprix) in a market shaped by the return of tourists. The fourth quarter remained stable, with a further solid performance in buoyant formats (Paris, convenience and premium) and a more difficult environment for hypermarkets and supermarkets.

(1) Data published by the subsidiary.
(2) France including Cdiscount, GreenYellow and Segisor.
(3) Covenants tested on the last day of each quarter – outside of these dates, there is no limit on the amounts that can be drawn down.
(4) Tax credits restated by the Brazilian subsidiaries in the calculation of adjusted EBITDA and adjusted trading profit.
(5) Casino Group announced a new secondary offering of Assaí shares on 7 March 2023 (see "Subsequent events" on page 57).

The year saw a significant ramp-up in the expansion strategy, with 879 new stores opened in convenience formats (Franprix, Spar, Vival, etc.), exceeding the initial target of 800 openings in 2022. The Group also accelerated its pace of converting traditional Géant hypermarkets into Casino Hyper Frais stores, with 32 new conversions completed in the fourth quarter (after 15 conversions in the third quarter and 4 in the second quarter), bringing the total number of converted stores to 51 at end-2022. The remaining 10 hypermarkets will be converted into the Casino #Hyper Frais format in first-half 2023. This strategy is reflected in increased customer loyalty, with the success of subscriptions in the Casino, Monoprix and Naturalia banners. The Group had over 370,000 paying subscribers at end-2022.

Over the full year, the following can be noted per format:

- Net sales at Monoprix[1] came in at €4,393 million for 2022, up 1.2% on a same-store basis. Growth was driven by strong momentum at Monoprix City and Monop' stores, which recorded same-store sales growth of 2.1% over the year and a 9.2% rise in customer traffic. Food e-commerce continues to grow rapidly, driven by partnerships with Ocado, Amazon, Gorillas, Uber Eats and Deliveroo. The banner further expanded its store network, with 54 new store openings over the year, and plans to accelerate its expansion, with almost 100 store openings planned for 2023, primarily under the Monop' banner. Monoprix also continued to focus on innovation, with the opening of the first Monoprix Maison home decor store in October 2022.
- Franprix net sales were up by 3.4% on a same-store basis in 2022 to €1,477 million, driven by the recovery in consumption in Paris due to the return of tourists and office workers. The banner benefited from good momentum in customer traffic, the sale of Leader Price products (a target share of 10% in stores by 2023) and the acceleration of e-commerce. Total gross sales under banner rose by 4.1% over the year. The expansion strategy in target areas (Paris and the Île-de-France region, the Rhône-Alpes region and the northern Mediterranean region) continued, with 181 new stores opened during the year, including 136 in the Île-de-France region (960 stores in Île-de-France at end-2022). The banner plans to maintain this pace of new store openings in 2023 and step up its strategy in first-half 2023 of attracting independent retailers to the franchise network.
- Net sales in the Convenience segment came to €1,507 million. The banner reported good sales momentum with same-store net sales growth of 6.6% and an increase of 7.8% in gross sales under banner, driven by the appeal of a format suited to customer needs in high-growth areas (notably Rhône-Alpes and Côte d'Azur) and the development of partnerships with Uber Eats, Deliveroo and the "mescoursesdeproximité.com" website. Store network expansion accelerated over the year, with 652 stores opened, i.e., almost two new stores per day.
- Casino Supermarkets and Hypermarkets sales totalled €3,402 million and €3,091 million, respectively, in 2022, down 0.4% and 0.1%, respectively, on a same-store basis. After expanding in the first nine months of the year, the two banners experienced a reverse trend in the fourth quarter, due to a more difficult competitive environment late in the year, in which the Group controlled its spending on promotions and communication. E-commerce nevertheless remains upbeat, with double-digit growth driven notably by partnerships with Uber Eats, Deliveroo and Shopopop. The Casino Hypermarkets/Supermarkets and Convenience banners have also sharply ramped up subscriptions via the Casino Max application, with an ever-growing number of subscribers.

France Retail EBITDA was €1,268 million (€1,351 million in 2021), with an 8.9% EBITDA margin. EBITDA for the retail banners (France Retail excluding GreenYellow and property development) was €1,199 million (€1,273 million in 2021). The EBITDA margin, at 8.4%, improved in the second half of the year (9.9%) thanks to renewed growth at Monoprix, Franprix and convenience stores.

France Retail trading profit was €482 million (€530 million in 2021), with a trading margin of 3.4%. Trading profit for the retail banners (France Retail excluding GreenYellow and property development) was €421 million (€479 million in 2021), with a trading margin of 3.0%.

(1) Monoprix City including e-commerce, Monop' and Naturalia.

2.1.3. RELEVANC

RelevanC pursued its strategy of external development after having built up its expertise with the Group's banners:

- Launch of the white label Retail Media solution launched with GPA in Brazil;
- Rollout of the personalised white label digital catalogue offer launched with Monoprix.

RelevanC continued to forge strategic and ambitious partnerships during the year, which included a new five-year partnership with In The Memory signed in the fourth quarter. Internationally, Latin America continued to enjoy strong momentum after the opening of new offices in Colombia.

2.1.4. E-COMMERCE (CDISCOUNT)

(€ millions)	**2022**	2021 (restated)
GMV (Gross Merchandise Volume) as published by Cnova	3,497	4,206
EBITDA	54	105
EBITDA margin	*3.3%*	*5.2%*
Trading profit	(42)	18
Trading margin	*-2.6%*	*0.9%*

In 2022, Cdiscount[1] accelerated its transformation towards a profitable business model.

Sharp increase in Cdiscount's gross margin, up to 23.2% of net sales in 2022 (up 1.3 pts year on year, up 5.4 pts versus 2019), driven by an improved business mix in favour of marketplace GMV, which accounted for 52% of total GMV over the year (up 6 pts year on year, up 13 pts versus 2019).

€191 million in marketplace revenues in 2022 (down 2% year on year), up 28% on 2019, with a solid and steady increase in the GMV take rate[2] to 16.2% (up 0.7 pts year on year, up 1.7 pts on 2019).

Continued development of digital marketing, with revenues up 5% over the year (x1.8 versus 2019). The GMV take rate[2] has risen steadily over the last few years, reaching 3.1% in 2022 (up 0.7 pts versus 2021, up 1.6 pts versus 2019).

B2B business growth remains a major source of long-term value creation. Octopia reported 66% growth in B2B revenues in 2022, with 14 new clients over the year for its turnkey marketplace solution. It had a total of 26 clients at the end of 2022, of which 17 are already on the platform.

The cost savings plan targeting €75 million on a full-year basis by end-2023 is ongoing, outperforming the objectives initially set. It generated €47 million in savings in 2022 (a €29 million decrease in general expenses and an €18 million decrease in capital expenditure), or €17 million more than the expected savings.

E-commerce EBITDA[3] was €54 million (versus €105 million in 2021), with a sequential improvement in the second half of 2022 driven by the success of the cost savings plan (€39 million in the second half after €15 million in the first).

E-commerce[3] reported a €42 million trading loss (€18 million trading profit in 2021), impacted in particular by the increase in depreciation and amortisation linked to investments made over the last few years to expand Octopia's operations.

(1) Data published by the subsidiary.
(2) Calculated as revenues divided by product GMV excluding tax.
(3) Contribution to consolidated EBITDA.

2.1.5. LATAM RETAIL

(€ millions)	**2022**	2021 (restated)
Net sales	17,785	14,448
EBITDA	1,186	1,060
EBITDA margin	*6.7%*	*7.3%*
Trading profit	677	638
Trading margin	*3.8%*	*4.4%*

Latam Retail net sales were €17,785 million in 2022, up 10.5% on an organic basis and 12.3% on a same-store basis excluding fuel and calendar effects. Food sales in Brazil rose 6.9% on an organic basis and 9.1% on a same-store basis excluding fuel and calendar effects.

- Assaí stepped up its development in 2022, with (i) a 30%[1] increase in net sales, (ii) a 27%[1] increase in EBITDA, and (iii) record expansion with the opening of 60 stores over the year, including 47 conversions of Extra hypermarkets, bringing the total number of stores to 263 at the end of 2022.
- Grupo Éxito also continued to enjoy strong commercial momentum, with a 21%[1] increase in net sales driven by innovative formats and omnichannel. The store base also continued to expand, with 92 store openings during the year.
- Following the sale of Extra hypermarkets, GPA is focusing its development on premium and convenience formats.

EBITDA for Latin America increased by 14.9% year on year excluding tax credits, driven by Assaí (49.4% excluding tax credits). Including tax credits[2] (€28 million in 2021 and €0 in 2022), EBITDA came out at €1,186 million, a rise of 11.9%.

Trading profit excluding tax credits was up 10.9% year on year, driven by Assaí (up 44% excluding tax credits), in line with business growth. Including tax credits[2], trading profit was up 6.1% to €677 million.

2.1.6. OVERVIEW OF THE CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to European Commission Regulation No. 1606/2002 of 19 July 2002, the consolidated financial statements of Casino Group have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), as adopted by the European Union as of the date of approval of the financial statements by the Board of Directors and applicable at 31 December 2022.

The accounting methods described in the notes to the consolidated financial statements have been applied continuously across the periods presented in the consolidated financial statements.

These standards are available on the European Commission's website: https://ec.europa.eu/info/business-economy-euro/company-reporting-and-auditing/company-reporting/financial-reporting_en

Net sales

In 2022, the Group's consolidated net sales amounted to €33,610 million versus €30,549 million in 2021, up 5.2% on a same-store basis[3], up 3.8% on an organic basis[3] and up 10.0% as reported after taking into account the effects of exchange rates (+6.4%), fuel (+0.3%), the calendar effect (-0.2%) and changes in scope (-0.3%).

A more detailed review of changes in net sales can be found above in the review of each of the Group's three business segments.

(1) *Change at constant exchange rates, excluding tax credits.*
(2) *Tax credits restated by the Brazilian subsidiaries in the calculation of adjusted EBITDA and adjusted trading profit.*
(3) *Excluding fuel and calendar effects.*

EBITDA

Consolidated EBITDA came to €2,508 million, a decrease of 0.3% including currency effects and of 5.5% at constant exchange rates.

A more detailed review of changes in EBITDA can be found above in the review of each of the Group's three business segments.

Trading profit

Consolidated trading profit came to €1,117 million in 2022, down 5.9% including currency effects (down 3.6% excluding tax credits) and down 12.1% at constant exchange rates (down 5.2% excluding tax credits).

A more detailed review of changes in trading profit can be found above in the review of each of the Group's three business segments.

Net financial expense

Net financial expense totalled €939 million in 2022 (€813 million in 2021), reflecting:

- Finance costs, net of €581 million versus €422 million in 2021.
- Other net financial expenses of €358 million, compared with other net financial expenses of €391 million in 2021.

Underlying net financial expense for the period was €935 million (€592 million excluding interest on lease liabilities) compared to €813 million in 2021 (€500 million excluding interest on lease liabilities), reflecting a decrease in financial expenses in France linked to debt repayments and redemptions, and an increase in financial expenses in Latin America due to the Assaí investment plan and higher interest rates.

Other operating income and expenses represented a net expense of €512 million (net expense of €656 million in 2021). In France (including Cdiscount, excluding GreenYellow), other operating income and expenses amounted to a net expense of €170 million (€309 million in 2021), an improvement of €139 million primarily due to net capital gains on the France disposal plan. In Latin America, other operating income and expenses amounted to a net expense of €336 million (€300 million in 2021), reflecting the completion of the sale of Extra hypermarkets to Assaí.

Income tax represented a benefit of €9 million versus €86 million in 2021.

The Group's share of profit of equity-accounted investees was €10 million (€49 million in 2021).

Non-controlling interests in profit/(loss) from continuing operations came to a loss of €35 million compared to a profit of €132 million in 2021. Excluding non-recurring items, underlying minority interests were €117 million in 2022 versus €272 million in 2021.

Net profit (loss), Group share

Profit (loss) from continuing operations, Group share came out at a loss of €279 million, compared with a loss of €280 million in 2021, excluding the capital gain on the disposal of Assaí recognized in equity.

Net profit (loss) from discontinued operations, Group share came out at a net loss of €37 million in 2022, compared with a net loss of €254 million in 2021, which included the impacts of the Leader Price sale.

Consolidated net profit (loss), Group share amounted to a net loss of €316 million, versus a net loss of €534 million in 2021.

Underlying net loss[1] from continuing operations, Group share totalled €102 million compared with underlying net profit of €89 million in 2021, reflecting lower trading profit owing to business in the first quarter in France and at Cdiscount, a rise in net finance costs in Latin America, and an accounting tax charge (no cash impact) of €240 million relating to the review of capitalisable tax loss carryforwards in France.

Diluted underlying earnings per share[2] stood at a loss of €1.38, vs. earnings of €0.49 in 2021.

Financial position at 31 December 2022

Consolidated net debt was €6.4 billion (versus €5.9 billion at end-2021), including €4.5 billion in France[3] (€4.9 billion at end-2021) and €1.9 billion in Latin America (€979 million at end-2021). In France[3], the reduction in debt was notably due to bond redemptions and to the Segisor repayment (€150 million). The increase in debt in Latin America is the result of higher debt at Assaí owing to its investment plan.

At 31 December 2022, the Group's liquidity in France (including Cdiscount) was €2.4 billion, with €434 million in cash and cash equivalents and €2.0 billion in confirmed undrawn lines of credit, available at any time[4]. The balance of the unsecured segregated account was €36 million at 31 December 2022, enabling the Group to meet its January 2023 debt servicing obligations.

(1) See section on alternative performance indicators on following page.
(2) Underlying diluted EPS includes the dilutive effect of TSSDI deeply-subordinated bond distributions.
(3) France including Cdiscount, GreenYellow and Segisor.
(4) As defined in the refinancing documentation.

Financial information relating to the covenants[1]

At 31 December 2022, the Group complied with the covenants contained in the revolving credit facility. The ratio of secured gross debt to EBITDA (after lease payments[2]) was 3.1x[3], within the 3.5x limit, representing debt headroom of €270 million and EBITDA headroom of €77 million. The ratio of EBITDA (after lease payments) to net finance costs stood at 3.0x (above the required 2.5x), representing EBITDA headroom of €115 million.

The Board of Directors will recommend to the 2023 Annual General Meeting not to pay a dividend in 2023 in respect of 2022.

2.1.7. ALTERNATIVE PERFORMANCE INDICATORS

The definitions of key non-GAAP indicators are available on the Group's website (https://www.groupe-casino.fr/en/investors/regulated-information/), particularly the underlying net profit as shown below.

Underlying net profit corresponds to net profit from continuing operations, adjusted for (i) the impact of other operating income and expenses, as defined in the "Significant accounting policies" section in the notes to the consolidated financial statements, (ii) the impact of non-recurring financial items, as well as (iii) income tax expense/benefits related to these adjustments and (iv) the application of IFRIC 23.

Non-recurring financial items include fair value adjustments to equity derivative instruments and the effects of discounting Brazilian tax liabilities.

Underlying profit is a measure of the Group's recurring profitability.

(€ millions)	2021 (restated)	Restated items	2021 underlying (restated)	**2022**	Restated items	2022 underlying
Trading profit	**1,186**	**0**	**1,186**	**1,117**	**0**	**1,117**
Other operating income and expenses	(656)	656	0	(512)	512	0
Operating profit	**530**	**656**	**1,186**	**605**	**512**	**1,117**
Net finance costs	(422)	0	(422)	(581)	0	(581)
Other financial income and expenses[1]	(391)	(0)	(391)	(358)	3	(354)
Income taxes[2]	86	(147)	(61)	9	(185)	(176)
Share of profit of equity-accounted investees	49	0	49	10	0	10
Net profit (loss) from continuing operations	**(147)**	**509**	**362**	**(314)**	**330**	**15**
o/w attributable to non-controlling interests[3]	*132*	*140*	*272*	*(35)*	*153*	*117*
o/w Group share	**(280)**	**369**	**89**	**(279)**	**177**	**(102)**

(1) Other financial income and expenses have been restated, primarily for the impact of discounting tax liabilities, as well as for changes in the fair value of equity derivative instruments.
(2) Income tax expense is restated for tax effects corresponding to the above restated financial items and the tax effects of the restatements.
(3) Non-controlling interests have been restated for the amounts relating to the restated items listed above.

(1) France scope (including Cdiscount), excluding GreenYellow.
(2) As defined in the refinancing documentation.
(3) Secured debt of €2.1 billion and EBITDA after lease payments of €690 million.

2.2. *SUBSEQUENT EVENTS*

TERACT AND CASINO GROUP SIGN AN EXCLUSIVE AGREEMENT TO CREATE THE FRENCH LEADER IN RESPONSIBLE AND SUSTAINABLE RETAIL ACTIVITIES

On 9 March 2023, TERACT and Casino Group announced that they had entered into an exclusive agreement to create two separate entities:

- an entity, controlled by Casino, bringing together the retail activities in France. Casino Group would contribute over 9,100 stores, its undisputed leadership in convenience formats, the strength of its banners, its digital offering and its good CSR practices. TERACT would bring its know-how and expertise in the operation of garden centres, pet retail and food distribution;
- a new entity, named TERACT Ferme France and controlled by InVivo, in charge of supplying local agricultural products through short food supply chains that help to promote France's regions and showcase agricultural products. TERACT Ferme France will benefit from strong proximity to the agricultural industry through the InVivo group, its majority shareholder.

The transaction would value the activities contributed by Casino Group and TERACT at 85% and 15%, respectively, on a debt-free cash-free basis.

This project remains subject to the signing of a binding agreement between Casino Group and TERACT, which could be achieved before the end of the second quarter of 2023. This project would be subject to the consultation of the employee representative bodies of both groups as well as to the approval of the respective governance bodies of Casino Group, TERACT and InVivo. Further communication to the market would be made upon the signing of the binding agreement, which would be submitted to the approval of the antitrust authorities and of the shareholders and creditors of both parties.

SALE OF A STAKE IN ASSAÍ

In order to accelerate its deleveraging, on 7 March 2023 Casino Group announced that it was considering a plan to sell part of its stake[(1)] in Assaí for approximately USD 600 million. This amount could be increased depending on market conditions.

On 17 March 2023, the Group announced that it had completed the book building process for the secondary offering of Assaí shares. As part of the offering, 254 million Assaí shares held by Casino Group (representing 18.8% of Assaí's share capital) were allocated for a total placement amount of approximately €723 million[(2)]. The transaction took place on 21 March 2023.

Upon completion of the transaction, Casino Group will hold an 11.7% stake in Assaí's capital and will therefore no longer control the company.

SUCCESSFUL TENDER OFFER FOR QUATRIM NOTES MATURING IN JANUARY 2024

On 31 March 2023, Casino Group announced the success the tender offer launched on 24 March 2023 for the notes issued by its subsidiary Quatrim S.A.S. which mature on 15 January 2024.

This transaction results in the early redemption and cancellation of tendered notes in an aggregate principal amount of €100 million at a purchase price of 94% (plus accrued and unpaid interest) and is being financed with available cash on hand.

Following the cancellation of these notes, the aggregate principal amount outstanding will be €553 million.

(1) Casino held 30.5% of Assaí's capital at 31 December 2022.
(2) Based on an exchange rate of BRL 5.62/euro.

2.3. *OUTLOOK*

The Group's priorities for 2023 are increased operational efficiency and a reduction in debt:

- **Operational efficiency and development**
  - Inventory reduction plan: €190 million reduction in the first half of the year to compensate for surplus inventories at end-2022.
  - New cost reduction plan: €250 million in savings in the retail banners.
  - Acceleration of the expansion strategy in convenience formats: +1,000 stores representing more than €500 million in full-year gross sales under banner.
- **Deleveraging**
  - Completion of the disposal plan in France: €400 million by the end of 2023.
  - Continued monetisation of assets in Latin America.
  - Debt decrease.

2.4. *PARENT COMPANY INFORMATION*

2.4.1. BUSINESS

Casino, Guichard-Perrachon, the parent company of Casino Group, is a holding company. Its activities consist of defining and implementing the Group's development strategy and coordinating the businesses of the various subsidiaries, acting jointly with their respective management teams. The Company also manages a portfolio of banners, designs and models licensed to the subsidiaries and is responsible for overseeing the proper application of Group legal and accounting rules by the subsidiaries.

The significant events of the year are presented in section 1 of the introduction to the notes to the 2022 parent company financial statements (see section 2.6 of Chapter 2).

In 2022, the Company reported net sales (excluding taxes) of €136 million, versus €141 million in 2021, corresponding mainly to trademark and banner royalties, as well as services billed to subsidiaries.

The Company does not have any branches or specific research and development activities.

2.4.2. COMMENTS ON THE PARENT COMPANY FINANCIAL STATEMENTS

The parent company financial statements have been prepared in accordance with Regulation No. 2014-03 issued by the French accounting standards setter (*Autorité des normes comptables* – ANC) on French generally accepted accounting principles, updated by ANC Regulation No. 2018-01 of 20 April 2018.

The accounting policies applied for the year ended 31 December 2022 are consistent with those used for the previous year.

These principles and policies are described in the notes to the financial statements, which also include a detailed analysis of the main balance sheet and income statement items, as well as movements during the year.

At 31 December 2022, the Company had total assets of €17,190 million and equity of €7,749 million.

Non-current assets amounted to €16,378 million, mainly corresponding to long-term investments.

Total liabilities stood at €8,059 million, versus €8,563 million at 31 December 2021. A breakdown of loans and other borrowings as well as net debt is provided in Note 13 to the parent company financial statements.

At 31 December 2022, the Casino, Guichard-Perrachon's liquidity position comprised:

- confirmed, undrawn lines of credit for a total of €2,201 million, of which €1,760 million is due in more than one year;
- €36 million held in segregated accounts in France and able to be used at any time to pay down debt.

Casino, Guichard-Perrachon had the following financing facilities at 31 December 2022 (France Retail):

- unsecured bonds amounting to €2,287 million, of which €400 million in high-yield bonds maturing in January 2026 and €525 million in high-yield bonds maturing in April 2027;
- a term loan ("Term Loan B") for €1,425 million, maturing in August 2025.

Casino, Guichard-Perrachon may also raise financing through the Negotiable European Commercial Paper programme (NEU CP). Amounts outstanding under this programme totalled €59 million at 31 December 2022. These issues are made under a programme capped at €2,000 million, with the availability of funds depending on market conditions and investor appetite. These issues are not subject to any covenants.

As required by Article L. 441-14 of the French Commercial Code (*Code de commerce*), the following table sets out supplier and customer payment terms:

		Article D. 441 I-1: Invoices received and due but not yet settled at the year-end						Article D. 441 I-2: Invoices issued and due but not yet settled at the year-end					
		0 day	1 to 30 days	31 to 60 days	61 to 90 days	91+ days	Total (1 day or more)	0 day	1 to 30 days	31 to 60 days	61 to 90 days	91+ days	Total (1 day or more)
(A) Overdue invoices by period													
Number of invoices concerned	**Total**	**0**					**130**	**0**					**98**
	o/w Group	*0*					*4*	*0*					*87*
	o/w non-Group	*0*					*126*	*0*					*11*
Total value including taxes of the invoices concerned	**Total**	**0**	**827**	**67**	**255**	**1**	**1,150**	**0**	**612**	**169**	**117**	**791**	**1,690**
	o/w Group	*0*	*49*	*0*	*0*	*0*	*49*	*0*	*612*	*169*	*117*	*777*	*1,676*
	o/w non-Group	*0*	*779*	*67*	*255*	*1*	*1,101*	*0*	*0*	*0*	*0*	*14*	*14*
Percentage of total purchases excluding taxes for the year	**Total**	**0%**	**2%**	**0%**	**1%**	**0%**	**2%**						
	o/w Group	*0%*	*0%*	*0%*	*0%*	*0%*	*0%*						
	o/w non-Group	*0%*	*2%*	*0%*	*1%*	*0%*	*2%*						
Percentage of net sales (excluding taxes) for the year	**Total**							**0%**	**0%**	**0%**	**0%**	**65%**	**66%**
	o/w Group							*0%*	*0%*	*0%*	*0%*	*1%*	*1%*
	o/w non-Group							*0%*	*0%*	*0%*	*0%*	*64%*	*64%*
(B) Invoices excluded from (A) because they are disputed or not recognised in the financial statements													
Number of invoices excluded	**Total**						**0**						**10**
	o/w Group						*0*						*7*
	o/w non-Group						*0*						*3*
Total value including taxes of the invoices excluded	**Total**						**0**						**2,418**
	o/w Group						*0*						*2,402*
	o/w non-Group						*0*						*16*
(C) Benchmark contractual or statutory payment terms used - Article L. 441-6 or L. 443-1 of the French Commercial Code													
Payment terms used to determine overdue invoices		Statutory: 60 days from invoice date						Contractual: quarterly invoicing with advance payment					

In 2022, the Company reported an operating profit of €14 million, versus €17 million in 2021.

Net financial expense came in at €89 million, versus net financial expense of €710 million in 2021. The improvement in 2022 is mainly due to the €804-million year-on-year decrease in impairment of investments in subsidiaries and associates (impairment losses on Casino Finance and Geimex shares for €182 million and €69 million respectively in 2022, compared with an impairment loss on Casino France Distribution shares for €1,042 million in 2021).

The recurring loss before tax came in at €75 million, versus €694 million the previous year.

Non-recurring expense amounted to €65 million, versus €51 million in 2021.

The expense in 2022 mainly comprised:

- costs relating to the continued implementation of the Group disposal plan for €25 million, mainly concerning the disposal of GreenYellow;
- costs relating to litigation and measures to defend the Group's interests for €22 million;
- restructuring costs for €12 million;
- costs relating to development and Group strategic operations for €11 million.

The loss before tax was €140 million, versus €745 million in 2021.

The net loss for the year came to €62 million, versus €675 million in 2021.

2.4.3. NON-DEDUCTIBLE EXPENSES

In accordance with the disclosures required by Article 223 *quater* of the French General Tax Code (*Code général des impôts*), the 2022 parent company financial statements include an amount of €29,625 corresponding to non-deductible depreciation recognised against passenger vehicles pursuant to paragraph 4 of Article 39 of the French General Tax Code. Tax in respect of said expenses and charges amounted to €7,650.

2.5. *SUBSIDIARIES AND ASSOCIATES*

The business performance of the main subsidiaries and controlled companies is described on pages 47 to 54.

A list of consolidated companies is provided on pages 177 to 179.

Information on Casino, Guichard-Perrachon's subsidiaries and associates is provided on pages 212 and 213.

2.5.1. INVESTMENTS MADE AND CONTROL ACQUIRED IN 2022

Casino, Guichard-Perrachon did not acquire any direct interests or direct control in other entities in 2022. The indirect control acquired as a result of company formations, acquisitions and merger-related asset transfers in France in 2022 were as follows:

Casino Participations France group

Auxo Achats Non-Marchands (50%), Bankin' (81.75%[1]), Forecas 4 (100%) and Forecas 5 (100%).

Lugh sub-group

Lugh Financial Services (100%).

Distribution Casino France group

Augustine (100%), Cadis S.A.S. (100%), Holding Grand Est (100%) and Ibaa Distribution (100%).

Codim 2 sub-group

Ajaccio Impérial (100%).

Franprix-Leader Price Holding sub-group

B.E.R (100%), B.N.E (100%), Chauchat Distribution (72.50%), Expansion Mag Proximité (72.50%), JS (100%), MK Alma (51%), MK Distribution (51%), MK Levis (51%), MK Mouchotte (51%), Operascribe Distribution (72.50%), Placidis (72.50%), Richardis (72.50%) and Sup de Valles (100%).

Grand Est Holding sub-group

Grand Est Aix (100%), Grand Est Charleville (100%), Grand Est Chaumont (100%), Grand Est Dombasle (100%), Grand Est Fontenay (100%), Grand Est Gray (100%), Grand Est Is (100%), Grand Est Montbard (100%), Grand Est Montmirail (100%), Grand Est Mouzon (100%), Grand Est Provins (100%), Grand Est Saint Dizier (100%), Grand Est Saint Mard (100%) and Grand Est Souppes (100%).

Monoprix group

O'Logistics (50%).

2.5.2. SHAREHOLDER AGREEMENTS

Only one significant shareholder agreement is worthy of note, that concerning the Grupo Disco del Uruguay S.A. sub-group, in which Almacenes Éxito indirectly holds 75% of the voting rights by virtue of an agreement signed on 18 August 2021 with the founding families.

(1) A company wholly owned by Casino, Guichard-Perrachon.

2.5.3. PLEDGED ASSETS

Assets pledged by the Company or companies in the Group do not represent a material percentage of the Group's assets (1% of non-current assets or €138 million). The amount of €138 million does not include the guarantees given in connection with the Group's financing transaction in November 2019 (see Note 11.5.4 to the consolidated financial statements).

2.5.4. RELATED-PARTY TRANSACTIONS

The Company maintains normal relations with all of its subsidiaries in its day-to-day management of the Group, as described on page 59.

Due to the Group's legal and operational organisation structure, all or some of the Group companies may also engage in business relations or provide services to each other.

The Company also receives strategic support from Euris, the ultimate holding company, which is chaired by its majority shareholder Jean-Charles Naouri. Euris provides strategy and development consultancy services on a permanent basis under an agreement signed in 2003 and the amendments thereto. The annual amount paid by the Company for these services in 2022 was €850,000 excluding taxes, versus €790,000 excluding taxes in 2021.

In accordance with the provisions of Article L. 225-40-1 of the French Commercial Code, the Board of Directors has reviewed the agreements entered into and authorised in previous years which remained in force during the past financial year, and concluded that they required no particular observations.

No agreements were entered into in 2022, directly or through an intermediary, between a Company subsidiary and (i) the Chief Executive Officer, (ii) a Director or (iii) a shareholder holding more than 10% of the Company's voting rights, other than those pertaining to ordinary business operations and concluded under arms' length terms.

Detailed information on related-party transactions is provided in Notes 3.3.6 and 14 to the consolidated financial statements (see Chapter 2, section 2.6 of this document).

To strengthen the Company's good governance practices specifically concerning related-party agreements, in February 2015 the Board of Directors introduced a formal internal review procedure to be led by the Audit Committee or by a special-purpose committee concerning certain agreements and transactions between the Company or one of its wholly-owned subsidiaries, on the one hand, and a related party on the other. The procedure, which concerns related-party agreements in particular, aims to guarantee balanced related-party transactions and thereby protect minority interests. Further details are provided in the section "Prior review of agreements between related parties by the Audit Committee", on page 454 of this document.

Further to changes in the legal provisions governing related-party agreements pursuant to the Pacte Law of 22 May 2019 (Article L. 22-10-12, paragraph 2 of the French Commercial Code), at its meeting of 12 December 2019 the Board of Directors, on the unanimous recommendation of the Governance and Social Responsibility Committee, tasked the Audit Committee with regularly reviewing the "arm's length" agreements entered into by the Company, and also approved, on the Audit Committee's recommendation, the terms of the dedicated charter on identifying and reviewing arm's length agreements. This charter sets out the methodology to be used to classify agreements into arm's length and related-party agreements referred to in Article L. 225-38 of the French Commercial Code. Further details are provided in the section "Regular review by the Audit Committee of arm's length agreements entered into by the Company pursuant to Article L. 22-10-12, second paragraph, of the French Commercial Code", on page 454 to 456 of this document.

2.6. *CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022*

2.6.1. STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended 31 December 2022

This is a translation into English of the Statutory Auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users. This Statutory Auditors' report includes information required by European regulations and French law, such as information about the appointment of the Statutory Auditors or verification of the information concerning the Group presented in the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Annual General Meeting of Casino, Guichard-Perrachon,

Opinion

In compliance with the engagement entrusted to us by your Annual general meeting, we have audited the accompanying consolidated financial statements of Casino, Guichard-Perrachon for the year ended 31 December 2022.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2022 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code *(Code de commerce)* and the French Code of Ethics *(Code de déontologie)* for Statutory Auditors, for the period from 1 January 2022 to the date of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon. We do not provide a separate opinion on specific items of the consolidated financial statements.

Goodwill impairment tests

Risk identified	Our response
See Notes 3 "Scope of consolidation", 10.1 "Goodwill" and 10.5 "Impairment of non-current assets" to the consolidated financial statements	
As at December 31, 2022, the net carrying value of goodwill recorded in the consolidated statement of financial position amounts to €6,933 million, i.e. approximately 21.9% of total consolidated assets. In respect of the valuation of these assets, the Group performs goodwill impairment tests at least once a year and whenever an indication of impairment is identified, according to the methods described in Notes 10.1 and 10.5 to the consolidated financial statements. We considered the assessment of values in use to determine the recoverable value of goodwill to be a key audit matter due to: ▪ the materiality of goodwill in the consolidated financial statements; ▪ the importance of the estimates underlying the calculation of their value in use, including revenue and EBITDA forecasts, discount rates and the perpetual growth rates used to determine the terminal value; ▪ the sensitivity of certain assumptions on which the assessment of these values in use are based.	We assessed the compliance of the methodology implemented by the Group with the applicable accounting standards. We also assessed the main estimates underlying the assessment of value in use when it is determined based on discounted future cash flows, in particular: ▪ the consistency of cash flow projections with the medium-term budgets and plans prepared under the responsibility of the Board of Directors, as well as the consistency of revenue and EBITDA forecasts with the Group's historical performance, in the economic context in which the Group operates: ▪ the methods and parameters used to determine the discount rates and perpetual growth rates applied to estimated cash flows. With the assistance of our valuation specialists, we recalculated the discount rates based on the latest available market data and compared the results with (i) the rates used by the Group and (ii) the rates for several players operating in the same business sector as the Group; ▪ the sensitivity scenarios adopted by the Group, for which we verified the arithmetical accuracy. Finally, we also assessed the appropriateness of the disclosures in the notes to the consolidated financial statements, in particular those relating to sensitivity analyses.

Compliance with bank ratios relating to the "RCF" syndicated corporate loan facility

Risk identified	Our response
See Notes 2 "Significant events of the year" and 11.5 "Financial risk management objectives and policies" to the consolidated financial statements	
Certain bonds and bank financing require the Company and certain French subsidiaries to comply with "bank covenants", as stated in Note 11.5.4. "Liquidity risk" to the consolidated financial statements. Non-compliance with the bank covenants could result in the immediate repayment of all or part of the financing concerned, some of which is also subject to cross-default clauses. We considered compliance with bank ratios under the "RCF" corporate loan facility to be a key audit matter in view of the amount of the authorized credit line, which is €2,051 million. Any non-compliance with the bank ratios could have an impact on the availability of this credit line and consequently, due to the existence of cross-default clauses as described in the notes to the consolidated financial statements, on the current/non-current presentation of financial liabilities in the consolidated financial statements, the Group's liquidity position and, if relevant, the Company's ability to continue as a going concern.	As part of our audit work, we: ▪ gained an understanding of the internal control procedures relating to the monitoring of the Group's liquidity and net financial debt, including the processes for (i) establishing cash flow forecasts, (ii) monitoring net financial debt and (iii) calculating ratios and monitoring compliance with bank covenants; ▪ analyzed the contractual bank documentation relating to the "RCF" syndicated corporate loan facility; ▪ reconciled the methods adopted to determine the aggregates used to monitor the covenants of the "RCF" corporate loan facility as implemented by the Company: "secured gross debt", "EBITDA" and "cost of net financial debt", with their contractual definition; ▪ assessed the assumptions used by the Company to establish projections for the calculation of financial ratios for the next quarterly milestones over the forthcoming 12 months, ▪ assessed the appropriateness of the disclosures in the notes to the consolidated financial statements.

Valuation of rebates to be received from suppliers at year-end

Risk identified	Our response
See Notes 6.2 "Cost of goods sold" and 6.8 "Other current assets" to the consolidated financial statements	
In respect of its retail activities, the Group receives rebates from its suppliers in the form of discounts and commercial cooperation fees. These rebates, generally paid on the basis of a percentage defined contractually according to purchase volumes and applied to purchases made from suppliers, are deducted from cost of goods sold. Considering the material impact of these rebates, the large number of contracts involved and the need for the Group to estimate the amount of rebate for each supplier, we considered the valuation of rebates to be received from suppliers at year-end to be a key audit matter for the Distribution Casino France, Monoprix, Franprix, C Discount and Éxito brands.	As part of our audit work, we: ▪ gained an understanding of the internal control environment relating to the process of monitoring these rebates in the Distribution Casino France, Monoprix, Franprix, C Discount and Éxito brands; ▪ assessed the key controls implemented by the Group relating to the determination of the purchase volumes concerned by the rebates, and the application of contractual commercial terms: we assessed their design and tested their operational effectiveness on a sampling basis; ▪ reconciled, for a sample of contracts, the rates used to assess the rebates with the commercial terms indicated in the contracts signed with suppliers; ▪ assessed, for a sample of contracts and by comparison with the annual purchase amounts confirmed by the suppliers and those recorded in information systems, the year-end purchase volumes used by the Group to assess the amount of rebates to be received by product family for each supplier; ▪ assessed the settlement of accrued invoices booked as at 31 December 2021, compared to amounts received in 2022; and ▪ assessed the information available to date relating to the settlement of accrued invoices booked as at 31 December 2022, compared to amounts received in early 2023.

Valuation of tax credits (ICMS and PIS/COFINS) and contingent tax liabilities at GPA and Sendas

Risk identified	Our response
See Notes 5.1 "Key indicators by reportable segment", 6.8 "Other current assets", 6.9.1 "Analysis of other non-current assets" and 13.3 "Contingent assets and liabilities" to the consolidated financial statements	
Within the scope of its retail activities at GPA and Sendas, the Group recognizes ICMS and PIS/COFINS tax credits. As at 31 December 2022, the recorded ICMS tax credits amount to €366 million and the PIS/COFINS tax credits to €504 million. These tax credits were recognized insofar as GPA and Sendas consider their recoverability to be probable. In Brazil, GPA and Sendas are also involved in various administrative and legal proceedings, arising notably from tax claims filed by the Brazilian tax authorities. A portion of these tax risks, estimated at €2,471 million, were classified as contingent liabilities and no provisions were recognized at 31 December 2022, as stated in Note 13.3 to the consolidated financial statements.	We familiarized ourselves with the procedures put in place by the Group to identify and assess tax credits and tax risks in the Brazilian subsidiaries (identification of credits and risks, credit recovery plan, documentation of risk assessment, use of external experts). As part of this procedure, we also interviewed the various individuals who hold responsibilities in the GPA and Sendas organization to identify and gain an understanding of the tax credits and existing disputes, as well as the judgements relating thereto. Concerning the ICMS and PIS/COFINS tax credits, with the assistance of our Brazilian indirect tax specialists: ▪ we analyzed the internal control environment relating to the processes implemented to monitor the tax credits and ensure their recoverability. We assessed the design of the related key controls and tested their operating effectiveness, including controls over the projections prepared by Management which support the assessment of tax credit recoverability; ▪ we tested the material assumptions used by Management in its assessment of the recoverability of these tax credits and tested the accuracy of the underlying data; ▪ we assessed the application of tax laws and special tax regimes used in the assessment of tax credit recoverability; ▪ we tested the data used by Management to determine the amounts of tax credits recorded; ▪ we assessed the appropriateness of the disclosures in Notes 5.1, 6.8, 6.9.1 and 13.3 to the consolidated financial statements.

Valuation of tax credits (ICMS and PIS/COFINS) and contingent tax liabilities at GPA and Sendas (continued)

<table>
<tr><th>Risk identified</th><th>Our response</th></tr>
<tr><td colspan="2">See Notes 5.1 “Key indicators by reportable segment”, 6.8 “Other current assets”, 6.9.1 “Analysis of other non-current assets” and 13.3 “Contingent assets and liabilities” to the consolidated financial statements (continued)</td></tr>
<tr><td>We considered the recoverability of tax credits and the assessment of contingent tax liabilities in Brazil to be key audit matters due to (i) the materiality of the tax credits receivable and contingent tax liabilities in the consolidated financial statements for the year ended 31 December 2022, (ii) the complexity of Brazilian tax legislation and (iii) the use of judgements and estimates as part of the assessment of tax credits and contingent tax liabilities.</td><td>Concerning contingent liabilities, with the assistance of our Brazilian tax specialist, we:

gained an understanding of the internal control environment relating to the process of identifying, monitoring and estimating the level of risk associated with the various disputes, assessed the design of the related key controls and tested their operational effectiveness, in particular controls relating to the assumptions and technical bases of the tax positions used to assess loss probabilities, as well as those relating to the assessment and presentation of the amounts associated with contingent tax liabilities.
evaluated the assessment made by GPA and Sendas Management of the probability and estimation of losses for a sample of material contingent tax liabilities:

gained an understanding of the judgements made by GPA and Sendas Management, the technical bases and documentation used by Management to assess risk, including analyses of tax opinions or other tax advice obtained from GPA and Sendas’ external legal and tax advisors;
inspection and assessment of the responses to external confirmations sent to GPA and Sendas’ principal legal and tax advisors;
review of Management’s estimates based on the knowledge and experience of our tax experts in Brazil, regarding the application of tax laws and changes in the regulatory and tax environments.

analyzed the underlying assumptions and data and the accuracy of the calculation of the amounts related to the contingent tax liabilities presented; and
assessed the appropriateness of the disclosures in Note 13.3 to the consolidated financial statements.
</td></tr>
</table>

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the Group's information given in the management report of the Board of Directors.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the consolidated non-financial performance statement required by Article 225-102-1 of the French Commercial Code (*Code de commerce*) is included in the Group's management report, and highlight that, in accordance with Article 823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein and this information must be reported by an independent third party.

Other information or verifications required by legal and regulatory texts

Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by statutory auditors relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code *(Code monétaire et financier)*, prepared under the responsibility of the Chairman and Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

Due to the technical limits inherent in the macro-tagging of consolidated financial statements in accordance with the European single electronic format, it is possible that the content of certain tags in the notes to the consolidated financial statements are not presented in an identical manner to the accompanying consolidated financial statements.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as Statutory Auditors of Casino, Guichard-Perrachon by the Annual General Meetings held on 29 April 2010 for Deloitte & Associés and on 10 May 2022 for KPMG S.A.

As of 31 December 2022, Deloitte & Associés was in its thirteenth year of uninterrupted engagement and KPMG S.A. in its first year.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Group's ability to continue as a going concern, disclosing, if applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and, where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditor exercises professional judgement throughout the audit and furthermore:

- identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the consolidated financial statements;
- assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The Statutory Auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit programme implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgement, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this audit report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as set out in particular in Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*Code de déontologie*) for Statutory Auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, 20 March 2023

The Statutory Auditors

DELOITTE & ASSOCIES		KPMG S.A.	
Stéphane Rimbeuf	Patrice Choquet	Eric Ropert	Rémi Vinit Dunand

2.6.2. CONSOLIDATED FINANCIAL STATEMENTS

2.6.2.1. Consolidated income statement

(€ millions)	Notes	2022	2021 (restated)[1]
Continuing operations			
Net sales	5/6.1	33,610	30,549
Other revenue	6.1	394	504
Total revenue	**6.1**	**34,004**	**31,053**
Cost of goods sold	6.2	(26,109)	(23,436)
Gross margin	**6.2**	**7,895**	**7,617**
Selling expenses	6.3	(5,366)	(5,122)
General and administrative expenses	6.3	(1,413)	(1,308)
Trading profit	**5.1**	**1,117**	**1,186**
As a % of net sales		*3.3%*	*3.9%*
Other operating income	6.5	764	349
Other operating expenses	6.5	(1,275)	(1,005)
Operating profit		**605**	**530**
As a % of net sales		*1.8%*	*1.7%*
Income from cash and cash equivalents	11.3.1	61	27
Finance costs	11.3.1	(642)	(449)
Net finance costs	**11.3.1**	**(581)**	**(422)**
Other financial income	11.3.2	300	116
Other financial expenses	11.3.2	(658)	(507)
Profit (loss) before tax		**(334)**	**(283)**
As a % of net sales		*-1.0%*	*-0.9%*
Income tax benefit (expense)	9.1	9	86
Share of profit of equity-accounted investees	3.3.3	10	49
Net profit (loss) from continuing operations		**(314)**	**(147)**
As a % of net sales		*-0.9%*	*-0.5%*
Attributable to owners of the parent		(279)	(280)
Attributable to non-controlling interests		(35)	132
Discontinued operations			
Net profit (loss) from discontinued operations	**3.5.2**	**(31)**	**(255)**
Attributable to owners of the parent	3.5.2	(37)	(254)
Attributable to non-controlling interests	3.5.2	6	(1)
Continuing and discontinued operations			
Consolidated net profit (loss)		**(345)**	**(402)**
Attributable to owners of the parent		(316)	(534)
Attributable to non-controlling interests	12.8	(29)	132

(1) Previously published comparative information has been restated (Note 1.3).

Earnings per share

(€)	Notes	**2022**	2021 (restated)[1]
From continuing operations, attributable to owners of the parent	**12.10.2**		
▪ basic		(3.02)	(2.93)
▪ diluted		(3.02)	(2.93)
From continuing and discontinued operations, attributable to owners of the parent	**12.10.2**		
▪ basic		(3.36)	(5.29)
▪ diluted		(3.36)	(5.29)

(1) Previously published comparative information has been restated (Note 1.3).

2.6.2.2. Consolidated statement of comprehensive income

(€ millions)	**2022**	2021 (restated)[1]
Consolidated net profit (loss)	**(345)**	**(402)**
Items that may be subsequently reclassified to profit or loss	**203**	**(84)**
Cash flow hedges and cash flow hedge reserve[2]	9	38
Foreign currency translation adjustments[3]	194	(108)
Debt instruments at fair value through other comprehensive income (OCI)	(1)	(1)
Share of items of equity-accounted investees that may be subsequently reclassified to profit or loss	2	(3)
Income tax effects	(1)	(10)
Items that will never be reclassified to profit or loss	**5**	**2**
Equity instruments at fair value through other comprehensive income	(30)	-
Actuarial gains and losses	46	2
Share of items of equity-accounted investees that will never be subsequently reclassified to profit or loss	-	-
Income tax effects	(11)	-
Other comprehensive income (loss) for the year, net of tax	**208**	**(82)**
Total comprehensive income (loss) for the year, net of tax	**(138)**	**(484)**
Attributable to owners of the parent	*(237)*	*(533)*
Attributable to non-controlling interests	*99*	*49*

(1) Previously published comparative information has been restated (Note 1.3).
(2) The change in the cash flow hedge reserve was not material in either 2022 or 2021.
(3) The €194 million positive net translation adjustment in 2022 arose primarily from the appreciation of the Brazilian real for €299 million, partially offset by the depreciation of the Colombian peso for €123 million. In 2021, the €108 million negative net translation adjustment arose primarily from the depreciation of the Colombian peso for €124 million.

Changes in other comprehensive income are presented in Note 12.7.2.

2.6.2.3. Consolidated statement of financial position

Assets

(€ millions)	Notes	31 December 2022	31 December 2021 (restated)[1]	1 January 2021 (restated)[1]
Goodwill	10.1	6,933	6,667	6,656
Intangible assets	10.2	2,065	2,006	2,048
Property, plant and equipment	10.3	5,319	4,641	4,279
Investment property	10.4	403	411	428
Right-of-use assets	7.1.1	4,889	4,748	4,888
Investments in equity-accounted investees	3.3.3	382	201	191
Other non-current assets	6.9	1,301	1,183	1,217
Deferred tax assets	9.2.1	1,490	1,195	1,022
Total non-current assets		**22,781**	**21,053**	**20,728**
Inventories	6.6	3,640	3,214	3,209
Trade receivables	6.7	854	772	941
Other current assets	6.8	1,636	2,033	1,770
Current tax assets		174	196	167
Cash and cash equivalents	11.1	2,504	2,283	2,744
Assets held for sale	3.5.1	110	973	932
Total current assets		**8,917**	**9,470**	**9,763**
TOTAL ASSETS		**31,698**	**30,523**	**30,491**

(1) Previously published comparative information has been restated (Note 1.3).

Equity and liabilities

(€ millions)	Notes	**31 December 2022**	31 December 2021 (restated)[(1)]	1 January 2021 (restated)[(1)]
Share capital	12.2	166	166	166
Additional paid-in capital, treasury shares, retained earnings and consolidated net profit (loss)		2,625	2,577	3,135
Equity attributable to owners of the parent		**2,791**	**2,742**	**3,301**
Non-controlling interests	**12.8**	**2,947**	**2,880**	**2,855**
Total equity	**12**	**5,738**	**5,622**	**6,155**
Non-current provisions for employee benefits	8.2	216	273	289
Other non-current provisions	13.1	515	376	374
Non-current borrowings and debt, gross	11.2	7,377	7,461	6,701
Non-current lease liabilities	7.1.1	4,447	4,174	4,281
Non-current put options granted to owners of non-controlling interests	3.4.1	32	61	45
Other non-current liabilities	6.10	309	225	201
Deferred tax liabilities	9.2.2	503	405	508
Total non-current liabilities		**13,398**	**12,975**	**12,398**
Current provisions for employee benefits	8.2	13	12	12
Other current provisions	13.1	229	216	189
Trade payables		6,522	6,099	6,190
Current borrowings and debt, gross	11.2	1,827	1,369	1,355
Current lease liabilities	7.1.1	743	718	705
Current put options granted to owners of non-controlling interests	3.4.1	129	133	119
Current tax liabilities		19	8	98
Other current liabilities	6.10	3,069	3,196	3,059
Liabilities associated with assets held for sale	3.5.1	12	175	210
Total current liabilities		**12,563**	**11,926**	**11,937**
TOTAL EQUITY AND LIABILITIES		**31,698**	**30,523**	**30,491**

(1) Previously published comparative information has been restated (Note 1.3).

2.6.2.4. Consolidated statement of cash flows

(€ millions)	Notes	2022	2021 (restated)[1]
Profit (loss) before tax from continuing operations		(334)	(283)
Profit (loss) before tax from discontinued operations	3.5.2	(29)	(330)
Consolidated profit (loss) before tax		**(363)**	**(613)**
Depreciation and amortisation	6.4	1,391	1,329
Provision and impairment expense	4.1	398	299
Losses (gains) arising from changes in fair value	11.3.2	(2)	(5)
Expenses (income) on share-based payment plans	8.3.1	13	14
Other non-cash items		(119)	(47)
(Gains) losses on disposals of non-current assets	4.4	(81)	(128)
(Gains) losses due to changes in percentage ownership of subsidiaries resulting in acquisition/loss of control		(386)	20
Dividends received from equity-accounted investees	3.3.1/3.3.2	11	17
Net finance costs	11.3.1	581	422
Interest paid on leases, net	11.3.2	343	313
No-drawdown credit lines costs, non-recourse factoring and associated transaction costs	11.3.2	108	88
Disposal gains and losses and adjustments related to discontinued operations		(7)	114
Net cash from operating activities before change in working capital, net finance costs and income tax		**1,888**	**1,824**
Income tax paid		(139)	(184)
Change in operating working capital	4.2	(475)	(24)
Income tax paid and change in operating working capital: discontinued operations		(119)	(97)
Net cash from operating activities		**1,155**	**1,519**
of which continuing operations		*1,310*	*1,832*
Cash outflows related to acquisitions of:			
▪ Property, plant and equipment, intangible assets and investment property	4.3	(1,651)	(1,122)
▪ Non-current financial assets	4.11	(232)	(174)
Cash inflows related to disposals of:			
▪ Property, plant and equipment, intangible assets and investment property	4.4	467	156
▪ Non-current financial assets	4.11	712	163
Effect of changes in scope of consolidation resulting in acquisition or loss of control	4.5	587	(15)
Effect of changes in scope of consolidation related to equity-accounted investees	4.6	280	1
Change in loans and advances granted		(12)	(30)
Net cash from (used in) investing activities of discontinued operations		(42)	(81)

(€ millions)	Notes	2022	2021 (restated)[1]
Net cash from (used in) investing activities		**108**	**(1,101)**
of which continuing operations		*150*	*(1,020)*
Dividends paid:			
▪ to owners of the parent	12.9	-	-
▪ to non-controlling interests	4.7	(66)	(102)
▪ to holders of deeply-subordinated perpetual bonds	12.9	(42)	(35)
Increase (decrease) in the parent's share capital		-	-
Transactions between the Group and owners of non-controlling interests	4.8	442	15
(Purchases) sales of treasury shares	12.4	-	-
Additions to loans and borrowings	4.9	1,973	4,203
Repayments of loans and borrowings	4.9	(1,984)	(3,514)
Repayments of lease liabilities		(602)	(623)
Interest paid, net	4.10	(985)	(752)
Other repayments		(49)	(30)
Net cash used in financing activities of discontinued operations		(3)	(10)
Net cash used in financing activities		**(1,317)**	**(848)**
of which continuing operations		*(1,314)*	*(838)*
Effect of changes in exchange rates on cash and cash equivalents of continuing operations		97	(22)
Effect of changes in exchange rates on cash and cash equivalents of discontinued operations		-	-
CHANGE IN CASH AND CASH EQUIVALENTS	**4.9**	**43**	**(452)**
Net cash and cash equivalents at beginning of year		**2,223**	**2,675**
▪ of which net cash and cash equivalents of continuing operations	11.1	2,224	2,675
▪ of which net cash and cash equivalents of discontinued operations		(1)	(1)
Net cash and cash equivalents at end of year		**2,265**	**2,223**
▪ of which net cash and cash equivalents of continuing operations	11.1	2,265	2,224
▪ of which net cash and cash equivalents of discontinued operations		-	(1)

(1) Previously published comparative information has been restated (Note 1.3).

2.6.2.5. Consolidated statement of changes in equity

(€ millions) *(before allocation of profit)*	Share capital	Additional paid-in capital[(1)]	Treasury shares
AT 1 JANUARY 2021 (REPORTED)	**166**	**3,901**	**(22)**
Effect of applying IFRS IC agenda decision on Costs in a Cloud Computing Arrangement (Note 1.3)	-	-	-
AT 1 JANUARY 2021 (RESTATED)[(*)]	**166**	**3,901**	**(22)**
Other comprehensive income (loss) for the year (restated)[(*)]	-	-	-
Net profit (loss) for the year (restated)[(*)]	-	-	-
Consolidated comprehensive income (loss) for the year (restated)[(*)]	**-**	**-**	**-**
Issue of share capital	-	-	-
Purchases and sales of treasury shares[(5)]	-	-	8
Dividends paid/payable to shareholders[(6)]	-	-	-
Dividends paid/payable to holders of deeply-subordinated perpetual bonds[(6)]	-	-	-
Share-based payments	-	-	-
Changes in percentage interest resulting in the acquisition/loss of control of subsidiaries	-	-	-
Changes in percentage interest not resulting in the acquisition/loss of control of subsidiaries	-	-	-
Other movements[(9)]	-	-	-
AT 31 DECEMBER 2021 (RESTATED)[(*)]	**166**	**3,901**	**(14)**
Other comprehensive income (loss) for the year	-	-	-
Net profit (loss) for the year	-	-	-
Consolidated comprehensive income (loss) for the year	**-**	**-**	**-**
Issue of share capital	-	-	-
Purchases and sales of treasury shares[(5)]	-	-	12
Dividends paid/payable to shareholders[(6)]	-	-	-
Dividends paid/payable to holders of deeply-subordinated perpetual bonds[(6)]	-	-	-
Share-based payments	-	-	-
Changes in percentage interest resulting in the acquisition/loss of control of subsidiaries[(7)]	-	-	-
Changes in percentage interest not resulting in the acquisition/loss of control of subsidiaries[(8)]	-	-	-
Other movements[(9)]	-	-	-
AT 31 DECEMBER 2022	**166**	**3,901**	**(2)**

(*) Previously published comparative information has been restated (Note 1.3).
(1) Additional paid-in capital includes (a) premiums on shares issued for cash or for contributions in kind, or in connection with mergers or acquisitions, and (b) legal reserves.
(2) See Note 12.6.
(3) Attributable to the shareholders of Casino, Guichard-Perrachon.
(4) See Note 12.8.
(5) See Note 12.4 for information about treasury share transactions.
(6) See Note 12.9 for dividends paid and payable to holders of ordinary shares and deeply-subordinated perpetual bonds. Dividends paid and payable to non-controlling interests during the year primarily concern Uruguay for €20 million, Sendas for €14 million and Éxito for €13 million (2021: Sendas, GPA and Éxito for €28 million, €11 million and €19 million, respectively).
(7) The €118 million negative impact on the Group's consolidated equity mainly reflects the loss of control of GreenYellow (Note 3.1.3).
(8) The €348 million impact on the Group's consolidated equity mainly reflects the disposal of a 10.44% stake in Assaí (Note 3.1.4).
(9) Primarily relating to the remeasurement at Libertad in application of IAS 29 – Financial Reporting in Hyperinflationary Economies.

Deeply-subordinated perpetual bonds (TSSDI)	Retained earnings and profit for the year	Other reserves[2]	Equity attributable to owners of the parent[3]	Non-controlling interests[4]	Total equity
1,350	**1,000**	**(3,087)**	**3,309**	**2,856**	**6,165**
-	(8)	-	(8)	(2)	(10)
1,350	**992**	**(3,087)**	**3,301**	**2,855**	**6,155**
-	-	1	1	(83)	(82)
-	(534)	-	(534)	132	(402)
-	**(534)**	**1**	**(533)**	**49**	**(484)**
-	-	-	-	-	-
-	(8)	-	-	-	-
-	-	-	-	(69)	(69)
-	(36)	-	(36)	-	(36)
-	8	-	8	12	20
-	-	-	-	-	-
-	(21)	-	(21)	(3)	(25)
-	25	-	25	37	62
1,350	**426**	**(3,086)**	**2,742**	**2,880**	**5,622**
-	-	79	79	129	208
-	(316)	-	(316)	(29)	(345)
-	**(316)**	**79**	**(237)**	**99**	**(138)**
-	-	-	-	-	-
-	(12)	-	-	-	-
-	-	-	-	(53)	(53)
-	(47)	-	(47)	-	(47)
-	5	-	5	11	15
-	22	-	22	(140)	(118)
-	211	53	264	85	348
-	42	-	42	65	107
1,350	**331**	**(2,955)**	**2,791**	**2,947**	**5,738**

2.6.3. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Detailed summary of notes to the financial statements

INFORMATION ABOUT THE CASINO, GUICHARD-PERRACHON GROUP

Casino, Guichard-Perrachon ("the Company") is a French *société anonyme* listed in compartment A of Euronext Paris. The Company and its subsidiaries are hereinafter referred to as "the Group" or "Casino Group". The Company's registered office is at 1, Cours Antoine Guichard, 42008 Saint-Étienne, France.

The consolidated financial statements for the year ended 31 December 2022 reflect the accounting situation of the Company and its subsidiaries, as well as the Group's interests in associates and joint ventures.

The 2022 consolidated financial statements of Casino, Guichard-Perrachon were approved for publication by the Board of Directors on 9 March 2023.

NOTE 1 SIGNIFICANT ACCOUNTING POLICIES

1.1. Accounting standards

Pursuant to European Commission Regulation No. 1606/2002 of 19 July 2002, the consolidated financial statements of Casino Group have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), as adopted by the European Union as of the date of approval of the financial statements by the Board of Directors and applicable at 31 December 2022.

These standards are available on the European Commission's website: https://ec.europa.eu/info/business-economy-euro/company-reporting-and-auditing/company-reporting/financial-reporting_en.

The accounting policies set out below have been applied consistently in all periods presented, after taking account of the new standards, amendments to existing standards and interpretations listed below.

Standards, amendments to standards, and interpretations adopted by the European Union and mandatory for financial years beginning on or after 1 January 2022

The European Union has adopted the following standards, amendments and interpretations which must be applied by the Group for its financial year beginning on 1 January 2022 and do not have a material impact on its consolidated financial statements:

- Amendments to IFRS 3 – Reference to the Conceptual Framework

  These amendments are mandatorily applicable on a prospective basis for reporting periods beginning on or after 1 January 2022.

  They update a reference to the Conceptual Framework in IFRS 3 but do not change the accounting requirements for business combinations.

- Amendments to IAS 16 – Property, Plant and Equipment – Proceeds before Intended Use

  These amendments are applicable on a retrospective basis as from 1 January 2022. They cancel the exception to the general rule set out in IAS 16.17e. The amendments prevent entities from deducting from the cost of an item of property, plant and equipment any proceeds produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by Management. Proceeds from the sale of such assets must be recognised in the income statement

- Amendments to IAS 37 – Onerous Contracts – Cost of Fulfilling a Contract

  These amendments are applicable on a retrospective basis as from 1 January 2022. They specify which costs an entity includes in determining the cost of fulfilling a contract for the purpose of assessing whether the contract is onerous. In particular, they specify that the cost of fulfilling a contract includes both the incremental costs of fulfilling that contract (for example: direct labour and material costs) and an allocation of other costs that relate directly to fulfilling the contract, such as for example depreciation charged against an item of property, plant and equipment used to fulfil the contract.

- IFRS Annual Improvements 2018-2020 Cycle

  The main standards concerned are:

  - IFRS 9: these amendments clarify which fees an entity includes when it applies the '10% test' in assessing whether to derecognise a financial liability;
  - IFRS 16: these amendments modify illustrative example 13 and eliminate the example dealing with payments by the lessor in respect of leasehold improvements;
  - IFRS 1 and IAS 41: minor amendments were issued to these standards but are not applicable to the Group.

IFRS IC agenda decision – Configuration or Customisation Costs in a Cloud Computing Arrangement

In April 2021 the IFRS IC issued a decision on accounting for the costs of configuring or customising software in a cloud computing (SaaS) arrangement.

During the first half of 2022, the Group finished identifying SaaS contracts and analysing the different types of costs incurred in order to determine those items affected by this decision. These analyses led the Group to change the method of accounting for customisation and configuration costs when they did not meet the criteria for capitalisation under IAS 38 and when they did not relate to the development of an interface with the SaaS solution. These costs are now expensed – mostly as they are incurred – and especially if the work is carried out internally or by a third party supplier (not related to the SaaS solution provider). These costs are recognised over the term of the SaaS contract if the work is carried out by the SaaS solution provider or its subcontractor and cannot be separated from the rights to access the SaaS solution. However, the Group is not significantly concerned by this last case. The effects of applying this agenda decision on a retrospective basis are presented in Note 1.3.

IFRS IC agenda decision – Demand Deposits with Restrictions on Use

In April 2022, the IFRS IC issued an agenda decision clarifying whether an entity should include a demand deposit as a component of cash and cash equivalents in its statements of financial position and cash flows when the deposit is subject to contractual restrictions on use agreed with a third party.

In its decision, the IFRS IC concluded that restrictions on the use of a demand deposit arising from a contract with a third party do not result in the deposit no longer being cash, unless those restrictions change the nature of the deposit in a way that it would no longer meet the definition of cash in IAS 7.

The Group has identified and analysed such contracts: this has not led to any material change in the presentation of its consolidated financial statements.

1.2. Basis of preparation and presentation of the consolidated financial statements

1.2.1. Basis of measurement

The consolidated financial statements have been prepared using the historical cost convention, with the exception of the following:

- assets and liabilities acquired in a business combination, which are measured at fair value in accordance with IFRS 3;
- derivative financial instruments and financial assets, which are measured at fair value. The carrying amounts of assets and liabilities hedged by a fair value hedge which would otherwise be measured at cost are adjusted for changes in fair value attributable to the hedged risk.

The consolidated financial statements are presented in euros, which is the Company's functional currency. The figures in the tables have been rounded to the nearest million euros and include individually rounded data. Consequently, the totals and sub-totals shown may not correspond exactly to the sum of the reported amounts.

1.2.2. Use of estimates and judgements

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions that may affect the reported amounts of assets and liabilities and income and expenses, as well as the disclosures made in certain notes to the consolidated financial statements. Due to the inherent uncertainty of assumptions, actual results may differ from the estimates. Estimates and assessments are reviewed at regular intervals and adjusted where necessary to take into account past experience and any relevant economic factors.

The main judgements, estimates and assumptions are based on the information available when the financial statements are drawn up and concern the following:

- classification and measurement of assets in accordance with IFRS 5 (Note 3.5);
- recognition, presentation and measurement of the recoverable amounts of tax credits or taxes (mainly ICMS, PIS and COFINS in Brazil) (Notes 5.1, 6.9 and 13);
- IFRS 16 application method, notably the determination of discount rates and the lease term for the purpose of measuring the lease liability for leases with renewal or termination options (Note 7);
- measurement of deferred tax assets (Note 9);
- valuation of non-current assets and goodwill (Note 10.5);
- Group liquidity risk (Note 11.5.4);
- analysis of control of Sendas and GPA (Note 12.8);
- provisions for risks (Note 13), particularly tax and employee-related risks in Brazil.

1.2.3. Addressing risks related to climate change

In 2021, the Group set up a Sustainable Finance department, whose role includes ensuring an alignment between the financial statements and climate issues, responding to new regulations in this area, and making sure that environmental issues are factored into decision-making processes, particularly investments.

Owing to its geographical footprint, Casino Group is exposed to significant country risks related to climate change. These involve a broad range of transition and physical risks, since current climate-related disruptions can have impacts at several different levels, for example:

- on the Group's businesses, due to the increase in extreme weather events such as a mix of drought and torrential rain in Brazil, and floods, storms, landslides and earthquakes in Colombia;
- on Group products sold by stores, due to significant changes in customers' purchasing behaviour;
- on the supply chain, due to the potential scarcity of raw materials;
- on access to financing, in the event of a failure to meet target greenhouse gas reduction goals under the Paris Agreement;
- on the Group's image and reputation among its customers and stakeholders, who expect companies to actively fight against climate change;
- on its employees, whose working conditions could be affected, particularly in areas vulnerable to heatwaves.

An increase in the occurrence of such extreme events would have not only direct consequences for the Group's operations (business interruption/supply chain difficulties), but also an indirect impact through higher raw material prices, energy, transport and distribution costs, a drop in sales of seasonal products, changes in consumer habits and an increase in insurance premiums. All such factors could be exacerbated by the introduction of new regulations in the countries in which the Group operates.

The following commitments also demonstrate how the Group is addressing climate risks and opportunities:

- 18% reduction in its Scope 1 (direct emissions from combustion) and Scope 2 (indirect emissions associated with energy) greenhouse gas emissions by 2025 compared to 2015 and by 38% by 2030 compared to 2015;
- 10% reduction in its Scope 3 (indirect emissions arising from the Group's operations) emissions between 2018 and 2025.

These commitments could have an impact on certain choices regarding investments relating to its operations.

In the course of its business, the Group addresses the climate change risks identified at the level of its business plans. These risks are considered:

- in assessing the value of certain assets through their useful life or, in the case of intangible assets with an indefinite useful life, in assessing events that may result in the identification of impairment indicators;
- in implementing decarbonisation roadmaps through the identification of measures to reduce emissions and the evaluation of the related financial impacts, notably concerning the transfer of traditional cold stores to hydrid or natural gas cold stores, the installation of equipment to improve energy efficiency and the deployment of low-carbon modes of transport;
- in developing product ranges in line with the potential future behaviour of consumers, who are increasingly aware of the carbon impact of what they consume. The Group is developing 100% vegan product ranges and store concepts, eco-certified products, local product offers, bulk sales and second-hand or reconditioned products;
- in analysing funding opportunities.

In 2022, the Group hired an external firm to conduct a physical climate risk study in France, Colombia and Brazil in order to identify potential risks to assets. Based on this study, the Group's exposure to acute and chronic physical climate risks was found to be low. The Group will continue to review the findings of this study, as well as the applicable adaptation solutions, which will be deployed where necessary. Accordingly, the direct impacts of climate change on the Group's financial statements are not considered to be material at this point in time.

1.3. Changes in accounting methods and restatement of comparative information

The following tables show the impact on the previously published consolidated income statement, consolidated statement of comprehensive income, consolidated statement of financial position and consolidated statement of cash flows resulting from the retrospective application of the IFRS IC agenda decision – Configuration or Customisation Costs in a Cloud Computing Arrangement (Note 1.1).

Impact on the main consolidated income statement indicators in 2021

(€ millions)	2021 (reported)	Impact of the IFRS IC – Costs in a Cloud Computing Arrangement	2021 (restated)
Net sales	30,549	-	30,549
Other revenue	504	-	504
TOTAL REVENUE	**31,053**	**-**	**31,053**
Cost of goods sold	(23,436)	-	(23,436)
Selling expenses	(5,122)	-	(5,122)
General and administrative expenses	(1,302)	(6)	(1,308)
Trading profit	**1,193**	**(7)**	**1,186**
Operating profit	**537**	**(7)**	**530**
Net finance costs	(422)	-	(422)
Other financial income and expenses	(391)	-	(391)
Profit (loss) before tax	**(276)**	**(7)**	**(283)**
Income tax benefit (expense)	84	2	86
Share of profit of equity-accounted investees	49	-	49
Net profit (loss) from continuing operations	**(142)**	**(5)**	**(147)**
Attributable to owners of the parent	*(275)*	*(4)*	*(280)*
Attributable to non-controlling interests	*133*	*(1)*	*132*
Net profit (loss) from discontinued operations	**(255)**	**-**	**(255)**
Attributable to owners of the parent	*(254)*	-	*(254)*
Attributable to non-controlling interests	*(1)*	-	*(1)*
CONSOLIDATED NET PROFIT (LOSS)	**(397)**	**(5)**	**(402)**
Attributable to owners of the parent	*(530)*	*(4)*	*(534)*
Attributable to non-controlling interests	*133*	*(1)*	*132*

Impact on the main consolidated statement of comprehensive income indicators in 2021

(€ millions)	2021 (reported)	Impact of the IFRS IC – Costs in a Cloud Computing Arrangement	2021 (restated)
Consolidated net profit (loss)	**(397)**	**(5)**	**(402)**
Items that may be subsequently reclassified to profit or loss	**(84)**	**-**	**(84)**
Items that will never be reclassified to profit or loss	**2**	**-**	**2**
Other comprehensive income (loss) for the year, net of tax	**(82)**	**-**	**(82)**
Total comprehensive income (loss) for the year, net of tax	**(479)**	**(5)**	**(484)**
Attributable to owners of the parent	*(529)*	*(4)*	*(533)*
Attributable to non-controlling interests	*50*	*(1)*	*49*

Impact on the main consolidated statement of financial position indicators at 1 January 2021

(€ millions)	**At 1 January 2021 (reported)**	Impact of the IFRS IC – Costs in a Cloud Computing Arrangement	**1 January 2021 (restated)**
Total non-current assets	**20,738**	**(10)**	**20,728**
of which intangible assets	*2,061*	*(12)*	*2,048*
of which deferred tax assets	*1,019*	*2*	*1,022*
Total current assets	**9,763**	**-**	**9,763**
TOTAL ASSETS	**30,501**	**(10)**	**30,491**
Total equity	**6,165**	**(10)**	**6,155**
of which attributable to owners of the parent	*3,309*	*(8)*	*3,301*
of which attributable to non-controlling interests	*2,856*	*(2)*	*2,855*
Total non-current liabilities	**12,398**	**-**	**12,398**
Total current liabilities	**11,937**	**-**	**11,937**
TOTAL EQUITY AND LIABILITIES	**30,501**	**(10)**	**30,491**

Impact on the main consolidated statement of financial position indicators at 31 December 2021

(€ millions)	**31 December 2021 (reported)**	Impact of the IFRS IC – Costs in a Cloud Computing Arrangement	**31 December 2021 (restated)**
Total non-current assets	**21,067**	**(14)**	**21,053**
of which intangible assets	*2,024*	*(18)*	*2,006*
of which deferred tax assets	*1,191*	*4*	*1,195*
Total current assets	**9,470**	**-**	**9,470**
TOTAL ASSETS	**30,537**	**(14)**	**30,523**
Total equity	**5,638**	**(15)**	**5,622**
of which attributable to owners of the parent	*2,755*	*(13)*	*2,742*
of which attributable to non-controlling interests	*2,883*	*(3)*	*2,880*
Total non-current liabilities	**12,975**	**-**	**12,975**
Total current liabilities	**11,925**	**1**	**11,926**
of which trade payables	*6,097*	*2*	*6,099*
of which other current liabilities	*3,197*	*(1)*	*3,196*
TOTAL EQUITY AND LIABILITIES	**30,537**	**(14)**	**30,523**

Impact on the main consolidated statement of cash flow indicators in 2021

(€ millions)	**2021 (reported)**	Impact of the IFRS IC – Costs in a Cloud Computing Arrangement	**2021 (restated)**
Net cash from operating activities	**1,529**	**(10)**	**1,519**
of which consolidated profit (loss) before tax	*(606)*	*(7)*	*(613)*
of which depreciation and amortisation	*1,334*	*(4)*	*1,329*
of which other components of cash flow	*801*	*2*	*803*
Net cash from (used in) investing activities	**(1,111)**	**10**	**(1,101)**
of which cash used in acquisitions of property, plant and equipment, intangible assets, and investment property	*(1,131)*	*10*	*(1,122)*
Net cash used in financing activities	**(848)**	**-**	**(848)**
Effect of changes in exchange rates on cash and cash equivalents	(22)	-	(22)
Change in cash and cash equivalents	**(452)**	**-**	**(452)**
Net cash and cash equivalents at beginning of year	2,675	-	2,675
Net cash and cash equivalents at end of year	2,223	-	2,223

NOTE 2 SIGNIFICANT EVENTS OF THE YEAR

Significant events of the year are the following:

Impact of the conflict in Ukraine and of the economic crisis on the consolidated financial statements

The geopolitical situation in Eastern Europe worsened on 24 February 2022 following Russia's invasion of Ukraine. The Group does not operate in Ukraine, Russia or Belarus and does not own any assets or equity interests in these countries, nor does it operate any franchise agreements. The Group is not significantly affected by the trade restrictions and sanctions that certain governments have imposed on Russia. However, the conflict continues to weigh heavily on the global economy and capital markets, and is exacerbating an already difficult macro-economic climate defined by accelerating inflation and disruptions to global supply chains. For example, export/import controls and economic sanctions against Russia may adversely affect the Group's operations, supply chains, business partners or customers. Similarly, indirect effects in the form of higher inflation and fluctuating energy and commodity prices lead to higher freight costs and higher purchasing costs for some products.

All of these factors may compromise the Group's ability to supply certain products and lead to changes in customer purchasing behaviour and cost structures (including inventory, freight costs and payroll). This in turn could have an adverse impact on our earnings, financial position and cash flows.

Casino Group did not experience any significant supply issues during the year, despite a few localised and temporary shortages. However, in a tight supply chain environment, the Group stands ready to ensure regular supplies, for example by increasing emergency inventories in certain at-risk product categories, in order to improve the availability of products at favourable purchasing conditions.

The Group does not operate in the conflict zones but continues to monitor the impacts of the war and the ways in which it is indirectly exposed.

Completion of the sale of Floa to BNP Paribas

On 31 January 2022, Casino Group and Crédit Mutuel Alliance Fédérale completed the sale of Floa to BNP Paribas (Note 3.1.1).

Signing of a memorandum of understanding with Ocado to extend their partnership

On 17 February 2022, Casino Group and Ocado announced that they had signed a memorandum of understanding to extend their exclusive partnership in France. The memorandum provides for:

- the creation of a joint venture to provide services for automated warehouses equipped with Ocado technology to all online food retailers in France;
- an agreement under which Ocado will integrate technology from Octopia (a Cdiscount subsidiary) into its service platform, enabling Ocado's international partners to launch their own marketplace;
- the deployment by Casino Group of Ocado's in-store fulfilment solutions in its Monoprix stores.

This new partnership did not have a material accounting impact on the Group's consolidated financial statements at 31 December 2022.

GreenYellow borrowings

On 21 February 2022, GreenYellow announced that it had raised nearly €200 million in financing, including:

- €109 million in 5-year convertible bonds with warrants attached subscribed by an institutional investor, Farallon Capital. This transaction was accounted for as a hybrid instrument comprising debt and an embedded derivative, recorded respectively in borrowings and debt for €101 million and in derivatives at fair value through profit or loss for €8 million (€10 million at 30 June 2022);
- €87 million via a syndicated credit facility with a pool of top-tier banks with a one-year initial maturity (31 December 2022).

Disposal of the entire stake in Mercialys' share capital

Casino Group completed the sale of its remaining stake in Mercialys through two total return swaps (TRS) which were settled during the year: a first TRS for 6.5% of the share capital entered into in 21 February 2022 and a second TRS for 10.3% of the share capital entered into on 4 April 2022 (Note 3.1.2).

Sale of GreenYellow

On 18 October 2022, Casino Group sold a majority stake in GreenYellow for an enterprise value of €1.4 billion and an equity value of €1.1 billion. Net of the reinvestment, disposal proceeds for Casino Group would amount to €587 million, in addition to €30 million paid at closing into a segregated account contingent on achievement of certain operating indicators. The disposal gain less the costs of disposal came to €302 million. At 31 December 2022, the remaining 11.8% stake is accounted for as an equity investment (Note 3.1.3).

Legal reorganisation of Casino Group in France

On 15 June 2022, the Group announced that it planned to simplify and increase the clarity of its legal organisation in France by placing all of its French food retail subsidiaries (mainly Franprix, Monoprix, Distribution Casino France, Easydis and AMC) under a common holding company wholly owned by Casino, Guichard-Perrachon. The holding company, CGP Distribution France, was incorporated in the second half of 2022. The employee representative bodies of the subsidiaries concerned have been informed and consulted in accordance with the law, and the entities in the Monoprix scope are now owned by CGP Distribution France. The final phase of this reorganisation, consisting primarily of the contribution of Distribution Casino France's operations, is expected to take place in the first half of 2023.

The reporting segments and management structure of the Group remain unchanged. This reorganisation had no material accounting impact on the consolidated financial statements at 31 December 2022.

Strategic agreement signed to extend the Group's partnership with Gorillas to Frichti banner

On 30 June 2022, Casino Group signed an agreement with Gorillas to extend their partnership established in December 2021. This agreement gives Frichti access to Casino's national-brand products and to Monoprix's private-label products. These products are now available on the Frichti platform for delivery to consumers in a matter of minutes in the areas where Frichti currently operates. Through this partnership, which follows Gorillas' acquisition of French banner Frichti, Casino Group intends to strengthen the ties between Frichti, the French leader in quick commerce, and Monoprix, the leader in home delivery in city centres. As a result, Casino Group will become directly involved in Frichti's value creation through its stake in the company's capital.

The acquired stake is shown under "Other non-current assets" within equity instruments at fair value through other comprehensive income.

Following the acquisition of the entire share capital of Gorillas GmbH by the Getir group in December 2022, the Group's shareholding in Gorillas (a subsidiary of Gorillas GmbH) was written down in an amount of €30 million against "Other comprehensive income" (Note 12.7.2).

Distribution by GPA of 83% of the capital of Grupo Éxito to its shareholders

On 5 September 2022, the Board of Directors of GPA, a Casino Group subsidiary, announced that it was considering distributing approximately 83% of Grupo Éxito's capital to its shareholders and retaining a minority stake of around 13% which could be sold at a later date. Casino's Board of Directors' meeting held on the same date approved the principle of the GPA and Grupo Éxito spin-off in order to realise maximum capital gains on Grupo Éxito. At the Extraordinary General Meeting held on 14 February 2023, GPA's capital reduction of BRL 7.1 billion was approved by delivering 1.08 billion Éxito shares to GPA shareholders, i.e., four Éxito shares for each GPA share held.

The distribution of Grupo Éxito shares to GPA shareholders in the form of Brazilian Depository Receipts (BDR) and American Depository Receipts (ADR) is expected to take place in the first half of 2023, after the end of the creditors' objection period and following completion of the registration and listing of the BDR and ADR programmes.

As this is an internal transaction (no change in Casino's control over the Éxito sub-group), it did not have a material accounting impact on the Group's financial statements at 31 December 2022, with the exception of the costs incurred in connection with this transaction recorded under "Other operating expenses" and the tax impact.

Following this transaction, Casino Group will hold 47% of the voting rights (39% interest) and will continue to control its subsidiary, Éxito.

Franprix and the Zouari family extend their partnership

On 21 September 2022 Franprix, a Casino Group subsidiary, and the Zouari family, decided to extend their long-standing strategic partnership. Their collaboration will help to drive the ongoing development of the banner and create new synergies, with a joint objective of opening 75 new stores (Note 3.1.5).

Group partnership with BUT, Conforama, MDA Company and Intermarché

On 29 September 2022, BUT, Conforama, MDA Company, Casino Group and Intermarché announced a new purchasing partnership for technical goods (large and small household appliances and audiovisual equipment) with the creation of Sirius Achats, a central purchasing unit.

This partnership has been operational since the 2023 purchasing round. The Sirius Achats central purchasing unit is responsible for negotiating the French banners' purchasing conditions with the largest international suppliers of household appliances. By combining the volumes of the French leaders in home furnishings (BUT and Conforama), e-commerce (Cdiscount), food retail (Casino Group and Intermarché) and local technical product distribution (MDA-GPDIS-Pulsat), Sirius Achats is positioning itself as a major player in technical goods and aims to support its industry partners in the commercial and environmental challenges of the future. The new partnership is aimed at optimising purchasing for all these banners and championing the development of responsible goods, including energy-efficient, eco-designed and repairable products.

This new partnership did not have a material accounting impact on the Group's consolidated financial statements at 31 December 2022.

Sale of a stake in Assaí

In order to accelerate its deleveraging, on 26 October 2022 Casino Group announced that it was studying the possibility of selling part of its stake in Assaí (Sendas). This project came to fruition on 29 November 2022 in the form of a secondary offering. Under the offering, 140.8 million Assaí shares held by the Group (including 2.0 million shares in the form of ADSs, with each ADS comprising 5 Assaí shares), or 10.44% of Assaí's share capital, were allocated at a price of BRL 19.00 per share (USD 17.90 per ADS). The total amount of the offering was therefore BRL 2,675 million, or €491 million. Settlement and delivery of the shares sold took place on 2 December, reducing the Group's stake in Assaí to 30.5% (Note 3.1.4).

Disposal plan for non-strategic assets

In mid-2018, the Group initiated a plan to dispose of certain non-strategic assets, under which a total of €3.2 billion in assets had been sold at 31 December 2021. The Group pressed ahead with this plan in 2022, involving mainly the sale of its residual interest in Mercialys (Note 3.1.2) and the sale of GreenYellow (Note 3.1.3). The Group has now sold a total of €4.1 billion in non-strategic assets out of the announced €4.5 billion disposal plan.

NOTE 3 SCOPE OF CONSOLIDATION

ACCOUNTING PRINCIPLES

Basis of consolidation

The consolidated financial statements include the financial statements of all material subsidiaries, joint ventures and associates over which the parent company exercises control, joint control or significant influence, either directly or indirectly (see list of consolidated companies in Note 17).

Subsidiaries

Subsidiaries are companies controlled by the Group. Control exists when the Group (i) has power over the entity, (ii) is exposed or has rights to variable returns from its involvement with the entity, and (iii) has the ability to affect those returns through its power over the entity.

The consolidated financial statements include the financial statements of subsidiaries from the date when control is acquired to the date at which the Group no longer exercises control. All controlled companies are fully consolidated in the Group's statement of financial position, regardless of the percentage interest held.

Potential voting rights

Control is assessed by taking potential voting rights into account, but only if they are substantive; that is, if the entity has the practical ability to exercise its rights with respect to the exercise price, date and terms.

The Group may own share warrants, share call options, debt or equity instruments that are convertible into ordinary shares or other similar instruments that have the potential, if exercised or converted, to give the Group voting power or reduce another party's voting power over the financial and operational policies of an entity. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control of another entity. Potential voting rights are not currently exercisable or convertible when, for example, they cannot be exercised or converted until a future date or until the occurrence of a future event.

Joint ventures

A joint venture is a joint arrangement in which the parties that exercise joint control over an entity have rights to its net assets. Joint control involves the contractually agreed sharing of control over an entity, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

Joint ventures are accounted for in the consolidated financial statements using the equity method.

Associates

Associates are companies in which the Group exercises significant influence over financial and operational policies without having control. They are accounted for in the consolidated financial statements using the equity method.

Equity method of accounting

The equity method provides that an investment in an associate or a joint venture be recognised initially at acquisition cost and subsequently adjusted by the Group's share in profit or loss and, where appropriate, in other comprehensive income of the associate or joint venture. Goodwill related to these entities is included in the carrying amount of the investment. Any impairment losses and gains or losses on disposal of investments in equity-accounted entities are recognised in "Other operating income and expenses".

Profits/losses from internal acquisitions or disposals with equity-accounted associates are eliminated to the extent of the Group's percentage interest in these companies. In the absence of any guidance in IFRS concerning cases where the amount to be eliminated is greater than the carrying amount of the investment in the equity-accounted company, the Group has elected to cap the amount eliminated from the accounts in the transaction year and to deduct the uneliminated portion from its share of the equity-accounted company's profits in subsequent years. The Group follows a transparent approach to accounting for associates under the equity method and takes into account, if relevant, its final percentage interest in the associate for the purpose of determining the proportion of profit (loss) to be eliminated.

In the absence of any standard or interpretation covering dilution of the Group's interest in a subsidiary of an equity-accounted company, the dilution impact is recognised in the Group's share of the profit (loss) of the equity-accounted investee.

Business combinations

As required by IFRS 3 revised, the consideration transferred (acquisition price) in a business combination is measured at the fair value of the assets transferred, equity interests issued and liabilities incurred on the date of the transaction. Identifiable assets acquired and liabilities assumed are measured at their acquisition-date fair values.

Acquisition-related costs are recognised in "Other operating expenses", except for those related to the issue of equity instruments.

Any excess of the consideration transferred over the fair value of the identifiable assets acquired and liabilities assumed is recognised as goodwill. At the date when control is acquired and for each business combination, the Group may elect to apply either the partial goodwill method (in which case, the amount of goodwill is limited to the portion acquired by the Group) or the full goodwill method. Under the full goodwill method, non-controlling interests are measured at fair value and goodwill is recognised on the full amount of the identifiable assets acquired and liabilities assumed.

Business combinations completed prior to 1 January 2010 were accounted for using the partial goodwill method, which was the only method applicable prior to publication of the revised version of IFRS 3.

In the case of an acquisition achieved in stages (step acquisition), the previously-held interest is remeasured at fair value at the date control is acquired. The difference between the fair value and carrying amount of the previously-held interest is recognised directly in profit or loss (under "Other operating income" or "Other operating expenses").

The provisional amounts recognised on the acquisition date may be adjusted retrospectively if the information needed to revalue the assets acquired and the liabilities assumed corresponds to new information obtained by the buyer and concerns facts and circumstances that existed as of the acquisition date. Goodwill may not be adjusted after the measurement period (not exceeding 12 months from the date when control is acquired). Any subsequent acquisitions of non-controlling interests do not give rise to the recognition of additional goodwill.

Any contingent consideration is included in the consideration transferred at its acquisition-date fair value, whatever the probability that it will become due. Subsequent changes in the fair value of contingent consideration due to facts and circumstances that existed as of the acquisition date are recorded by adjusting goodwill if they occur during the measurement period or directly in profit or loss for the period under "Other operating income" or "Other operating expenses" if they arise after the measurement period, unless the obligation is settled in equity instruments. In that case, the contingent consideration is not remeasured subsequently.

Intra-group transfers of shares in consolidated companies

In the absence of any guidance in IFRS on the accounting treatment of intra-group transfers of shares in consolidated companies leading to a change in percentage interest, the Group applies the following principle:

- the transferred shares are maintained at historical cost and the gain or loss on the transfer is eliminated in full from the accounts of the acquirer;
- non-controlling interests are adjusted to reflect the change in their share of equity, and a corresponding adjustment is made to consolidated reserves, without affecting profit or total equity.

Costs and expenses related to intra-group transfers of shares and to internal restructuring in general are included in "Other operating expenses".

Foreign currency translation

The consolidated financial statements are presented in euros, which is the functional currency of the Group's parent company. Each Group entity determines its own functional currency and all of their financial transactions are measured in that currency.

The financial statements of subsidiaries that use a different functional currency from that of the parent company are translated using the closing rate method, as follows:

- assets and liabilities, including goodwill and fair value adjustments, are translated into euros at the closing rate, corresponding to the spot exchange rate at the reporting date;
- income statement and cash flow items are translated into euros using the average rate of the period unless significant variances occur.

The resulting translation differences are recognised directly within "Other comprehensive income (loss)". When a foreign operation is disposed of, the cumulative differences recognised in equity on translation of the net investment in the operation concerned at successive reporting dates are reclassified to profit or loss. Because the Group applies the step-by-step method of consolidation, the cumulative translation differences are not reclassified to profit or loss if the foreign operation disposed is part of a sub-group. This reclassification will occur only at the disposal of the sub group.

Foreign currency transactions are initially translated into euros using the exchange rate on the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated at the closing rate and the resulting translation differences are recognised in the income statement under "Foreign currency exchange gains" or "Foreign currency exchange losses". Non-monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate applicable on the transaction date.

Exchange differences arising on translation of the net investment in a foreign operation are recognised in the consolidated financial statements as a separate component of equity and reclassified to profit or loss on disposal of the net investment.

Exchange differences arising on translation of (i) foreign currency borrowings hedging a net investment denominated in a foreign currency or (ii) permanent advances made to subsidiaries are also recognised in equity and reclassified to profit or loss on disposal of the net investment.

In accordance with IAS 29, the statements of financial position and income statements of subsidiaries operating in hyperinflationary economies are (i) restated to take account of changes in the general purchasing power of the local currency, using official price indices applicable on the reporting date, and (ii) converted into euros at the exchange rate on the reporting date. The Group has qualified Argentina as a hyperinflationary economy since 2018.

3.1. Transactions affecting the scope of consolidation in 2022

3.1.1. Sale of FLOA

On 31 January 2022, Casino Group and Crédit Mutuel Alliance Fédérale completed the sale of Floa to BNP Paribas. The resulting gain on disposal was not material to the 2022 consolidated financial statements.

The sale price (excluding expenses) amounted to €200 million, of which €192 million has been collected net of expenses (Note 4.6), breaking down as (i) €150 million relating to the disposal of shares representing 50% of FLOA's capital and (ii) €50 million relating to the sale of technology assets of the "Floa Pay" split payment solution and to the renewal of commercial agreements between Cdiscount, the Casino banners and Floa (Cdiscount continues to operate its split payment solution via card through Floa and BNP Paribas).

Casino Group will also remain invested in the successful development of the "Floa Pay" business through a 30% stake in future value created (by 2025). No gains were recognised in this respect in the consolidated financial statements at 31 December 2022.

3.1.2. Sale of Mercialys and loss of significant influence

The Group completed the disposal of its residual stake in Mercialys through two total return swaps (TRS), which were settled in full during the year.

The impact of these transactions in the Group's consolidated financial statements represents a cash inflow of €140 million (Note 4.6) and a disposal loss recognised under "Other operating expenses" for €20 million (Note 6.5).

Casino Group no longer holds any voting rights or equity interest in Mercialys as of 31 December 2022. The loss of significant influence was recognised at the end of April 2022 when the Group resigned from the Board of Directors of Mercialys.

3.1.3. Sale of GreenYellow

On 18 October 2022, Casino Group sold to Ardian a majority stake in GreenYellow, the Group's energy subsidiary, based on an enterprise value of €1.4 billion and an equity value of €1.1 billion. At end-December, Casino Group continued to have a stake in the company's value creation through a €150 million reinvestment.

The disposal proceeds for Casino Group represented €587 million, less the €150 million reinvested, of which (i) €350 million was received on 20 September 2022 through a pre-financing transaction with Farallon Capital, (ii) €222 million received on the day of closing, and (iii) €15 million received on 23 December 2022 as part of a syndication (Note 4.5). In addition, €30 million was paid into a segregated account and will be released if certain operating indicators are met. An amount of €11 million in income was recognised in the year.

This transaction led to the recognition of a net capital gain before tax of €302 million, presented in "Net gains and losses related to changes in scope of consolidation" (Note 6.5) within "Other operating income", including a negative €21 million impact from the reclassification of translation adjustments from equity to disposal gains in income (Note 12.7.2) The impact of this transaction on non-controlling interests is a negative €142 million. The interest retained by Casino Group following its reinvestment is accounted for under the equity method. As 31 December 2022, the equity-accounted investment represented €147 million and a 11.8% holding (Note 3.3.1).

3.1.4. Sale of a 10.44% stake in Assaí

On 29 November 2022, the Group sold a 10.44% stake in Assaí in the form of a secondary offering of 140.8 million Assaí shares (including 2.0 million shares in the form of ADSs, with each ADS comprising 5 Assaí shares) at a price of BRL 19 per share (USD 17.90 per ADS), representing a total offering amount of BRL 2,675 million. Settlement and delivery of this offering took place on 2 December 2022. The price received in December 2022 net of disposal costs amounted to BRL 2,537 million, or €466 million (Note 4.8).

Following this transaction, the Group held 30.51% of the share capital of Assaí, which continues to be fully consolidated in the Group's consolidated financial statements in light of the fact that Casino still has de facto control over the entity (Note 12.8). This sale without loss of control was accounted for as a transaction between owners. The impacts of this transaction on equity attributable to the owners of the parent and on non-controlling interests were €228 million and €130 million, respectively.

3.1.5. Changes in scope relating to the Franprix sub-group

On 21 September 2022, the Group announced that it had extended its long-standing, strategic partnership with the Zouari family through its subsidiary Pro Distribution, which is fully consolidated in the Group's financial statements.

The new partnership led to:

- a 2.5% increase in Franprix Leader Price Holding's stake in the capital of Pro Distribution for a price of €20 million (Note 4.8);
- the sale of 25 Franprix stores to Pro Distribution;
- the extension of the put and call agreements for a period of five years (Note 3.4.1).

Following this transaction, Casino Group holds 72.5% of the capital of Pro Distribution (Note 17). The sale was accounted for as a transaction between owners with a non-material impact on equity attributable to owners of the parent and on non-controlling interests.

The liability recognised in respect of the put option granted to non-controlling interests represented €28 million at 31 December 2022 (Note 3.4.1).

3.2. Transactions affecting the scope of consolidation in 2021

3.2.1. Mercialys TRS

On 9 December 2021, the Group completed the definitive disposal of an additional 3% of Mercialys equity through a total return swap (TRS) maturing in March 2022, leading to the immediate collection of an amount of €24 million. At 31 December 2021, all of the shares underlying the TRS had been sold and Mercialys continued to be accounted for by the equity method based on a percentage interest of 16.9%. In all, the Group collected €23 million in 2021 in respect of the TRS (Note 4.6).

3.2.2. Control of Supermercados Disco del Uruguay SA

Supermercados Disco del Uruguay SA was previously controlled by virtue of a shareholder agreement signed in April 2015, giving Éxito 75% of the voting rights it needed in order to exercise control. This agreement expired on 1 July 2021. There was no change in the control or management of this company and a new agreement was signed on 18 August 2021, under which Éxito continues to own 75% of the voting rights and therefore exercise control.

3.3. Investments in equity-accounted investees

3.3.1. Significant associates and joint ventures

The following table presents the condensed financial statements (on a 100% basis) for the four main equity-accounted investees on a continuing-operations basis. These condensed financial statements prepared in accordance with IFRS correspond to the investees' published financial statements, as restated where appropriate for the adjustments made by the Group, for example fair value adjustments on the date control is acquired or lost, adjustments to bring the investee's accounting policies into line with Group policies, or adjustments to eliminate gains and losses on intra-group acquisitions and disposals for the portion corresponding to the Group's percentage interest in the investee:

	2022[1]		2021			
(€ millions)	Tuya[2]	FIC[3]	Mercialys[4]	Tuya[2]	FLOA Bank	FIC[3]
Country	Colombia	Brazil	France	Colombia	France	Brazil
Business	Banking	Banking	Real estate	Banking	Banking	Banking
Type of relationship	Joint venture	Associate	Associate	Joint venture	Joint venture	Associate
% interests and voting rights[5]	50%	36%	17%	50%	50%	36%
Total revenue	342	259	228	243	275	162
Net profit (loss) from continuing operations	(16)	45	78	2	20	42
Other comprehensive income (loss)	-	-	-	-	-	-
TOTAL COMPREHENSIVE INCOME	**(16)**	**45**	**78**	**2**	**20**	**42**
Non-current assets	26	6	2,755	25	39	6
Current assets[6]	967	2,072	365	843	2,119	1,385
Non-current liabilities	(464)	(31)	(1,275)	(322)	(37)	(7)
Current liabilities	(418)	(1,767)	(213)	(424)	(1,891)	(1,173)
of which credit activities related liabilities	*(828)*	*(291)*	-	*(662)*	*(1,865)*	*(307)*
Net assets	**111**	**280**	**1,632**	**121**	**230**	**211**
Dividends received from associates or joint ventures	**-**	**6**	**8**	**-**	**-**	**3**

(1) Following the loss of control of GreenYellow, the Group retained a stake in GreenYellow Holding in the context of a reinvestment (Note 3.1.3). At 31 December 2022, the Group held 11.8% of GreenYellow Holding, giving it significant influence over the company. This is primarily based on the Group's representation on GreenYellow Holding's Board of Directors, the protective rights granted and the existing business relationship that was maintained following the sale. This new structure, which carries on the GreenYellow business, only had three months of operations in 2022; at the reporting date, its accounts were still being prepared and are not therefore presented in this note.

(2) Tuya was set up in partnership with Éxito and Bancolombia to manage the banking services offered to customers of the stores in Colombia, primarily the possibility of signing up for credit cards in the stores. The partnership structure changed in October 2016 when Éxito became a 50% shareholder of Tuya.

(3) FIC was set up by GPA/Sendas in partnership with Banco Itaú Unibanco SA ("Itaú Unibanco") to finance purchases by GPA's customers. It is accounted for using the equity method as GPA and Sendas exercises significant influence over its operating and financial policies.

(4) At 31 December 2021, the Group held 17% of the capital of Mercialys and exercised significant influence over the company. This stake in Mercialys was sold in 2022 (Note 3.1.2).

(5) The percentage interest corresponds to that held by Casino, except in the case of Tuya (interest held by the Éxito sub-group) and FIC (interest held by GPA/Sendas). Since the spin-off of Sendas, the 36% stake in FIC has been owned in equal proportions by GPA and Sendas.

(6) The current assets of Floa Bank, Tuya and FIC primarily concern their credit business.

3.3.2. Other investments in associates and joint ventures

The aggregate amounts of key financial statement items for other associates and joint ventures are not material. Dividends received from these associates and joint ventures amounted to €5 million in 2022 (2021: €5 million).

3.3.3. Changes in investments in equity-accounted investees

(€ millions)	
At 1 January 2021	**191**
Share of profit for the year	49
Dividends	(18)
Other movements	(21)
At 31 December 2021	**201**
Share of profit for the year	9
Dividends	(14)
Other movements[1]	185
AT 31 DECEMBER 2022	**382**

(1) In 2022, other movements mainly reflect the reinvestment in GreenYellow Holding for €150 million (Note 3.1.3).

3.3.4. Impairment losses on investments in equity-accounted investees

No impairment losses relating to equity-accounted investees were recognised in 2022 (€26 million recognised in 2021).

3.3.5. Share of contingent liabilities of equity-accounted investees

At 31 December 2022 and 31 December 2021, none of the Group's associates or joint ventures had any material contingent liabilities.

3.3.6. Related-party transactions (equity-accounted investees)

The related-party transactions shown below mainly concern transactions carried out in the normal course of business with companies over which the Group exercises significant influence (associates) or joint control (joint ventures) that are accounted for in the consolidated financial statements using the equity method. These transactions are carried out on arm's length terms.

	2022		2021	
(€ millions)	Associates	Joint ventures	Associates	Joint ventures
Loans	56	5	77	47
of which impairment	*(2)*	-	*(4)*	-
Receivables	41	25	33	24
of which impairment	-	-	-	-
Payables	43	229[3]	109[1]	234[3]
Expenses	125	1,120[3]	39[2]	969[3]
Income	233[4]	31	200[4]	52

(1) Including lease liabilities in favour of Mercialys for property assets amounting to €100 million at 31 December 2021, of which €29 million due within one year.

(2) Following the application of IFRS 16, the above 2021 amounts do not include the lease payments associated with the 51 leases signed with Mercialys. These payments represented €39 million.

(3) Including €1,084 million in fuel purchases from Distridyn (2021: €928 million). At 31 December 2022, the Group had a current account with Distridyn for €30 million (31 December 2021: €30 million).

(4) Income of €233 million in 2022 includes sales of goods by Franprix to master franchisees accounted for by the equity method amounting to €114 million (2021: €200 million, including sales of goods by Franprix to master franchisees accounted for by the equity method amounting to €94 million. The income figure also includes proceeds from property development transactions with Mercialys reported under "Other revenue" for €44 million, including an EBITDA impact of €27 million (Note 5.1), versus €21 million reported under "Other revenue" in 2021 including an EBITDA impact of €12 million.

3.3.7. Commitments to joint ventures

The Group had given guarantees to Distridyn (also presented in Note 6.11.1) for an amount of €60 million at 31 December 2022 (€60 million at end-December 2021).

3.4. Commitments related to the scope of consolidation

3.4.1. Put options granted to owners of non-controlling interests – "NCI puts"

ACCOUNTING PRINCIPLE

The Group has granted put options to the owners of non-controlling interests in some of its subsidiaries. The exercise price may be fixed or based on a predetermined formula. The options may be exercisable at any time or on a specified date. In accordance with IAS 32, obligations under these NCI puts are recognised as "Financial liabilities"; fixed price options are recognised at their discounted present value and variable price options at the discounted present value of the estimated exercise price. "Put options granted to owners of non-controlling interests".

IAS 27 revised, which was effective for annual periods beginning on or after 1 January 2010, and subsequently IFRS 10, effective for annual periods beginning on or after 1 January 2014, describe the accounting treatment of acquisitions of additional shares in subsidiaries. The Group has decided to apply two different accounting methods for these NCI puts, depending on whether they were granted before or after 1 January 2010, as recommended by France's securities regulator (*Autorité des marchés financiers*):

- NCI puts granted before the effective date of IAS 27 revised are accounted for using the goodwill method whereby the difference between the financial liability and the carrying amount of the non-controlling interests is recognised in goodwill. In subsequent years, this liability is remeasured and any changes adjust goodwill; NCI puts granted since IAS 27 revised came into effect are accounted for as transactions between shareholders;
- with the difference between the financial liability and the carrying amount of the non-controlling interests recognised as a deduction from equity. In subsequent years, this liability is remeasured and any changes adjust equity.

"NCI puts" can be analysed as follows at 31 December 2022:

(€ millions)	% Group interest	Commitment to non-controlling interests	Fixed or variable exercise price	Non-current liabilities[(3)]	Current liabilities[(3)]
Franprix[(1)]	60.00% to 72.50%	40.00% to 27.50%	V	32	-
Éxito (Disco)[(2)]	62.49%	29.82%	V	-	127
Other				-	2
TOTAL NCI PUT LIABILITIES				**32**	**129**

(1) The value of the NCI puts on subsidiaries of the Franprix sub-group is based on net profit and a multiple of net sales. A 10% increase or decrease in these indicators would not have a material impact. The put options expire between 2023 and 2027.

(2) This option is exercisable at any time until 30 June 2025. The exercise price is the highest amount obtained using different calculation formulas or a minimum price. At 31 December 2022, the exercise price represents the minimum price.

(3) At 31 December 2021, NCI put liabilities amounted to €195 million, including current liabilities of €133 million, and related mainly to the Disco subsidiary for €113 million and to Franprix subsidiaries for €45 million.

3.4.2. Off-balance sheet commitments

ACCOUNTING PRINCIPLE

Puts and calls relating to non-controlling interests are generally accounted for as derivative instruments. The exercise price of these options generally reflects the fair value of the underlying assets.

Under the terms of the option contracts, the exercise price of written put and call options may be determined using earnings multiples of the companies concerned. In this case, the options are valued based on the latest published earnings for options exercisable at any time and earnings forecasts or projections for options exercisable as of a given future date. In many cases, the put option written by the Group is matched by a call written by the other party; in these cases, the value shown corresponds to that of the written put.

At 31 December 2022, there were no outstanding puts relating to non-controlling interests.

Call options granted to the Group on shares in non-controlled companies stood at zero at 31 December 2022 (31 December 2021: €312 million). At the end of 2021, the main call option, exercisable until 30 September 2022, was on a property asset previously sold to Immosiris and granted in connection with Mercialys transactions. This option was recognised at the higher of the fair value and a guaranteed minimum IRR.

3.5. Non-current assets held for sale and discontinued operations

ACCOUNTING PRINCIPLE

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and their fair value less costs to sell. A non-current asset or disposal group is classified as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. For this condition to be met, the asset (or disposal group) must be available for immediate sale in its present condition and its sale must be highly probable. Management must be committed to a plan to sell the asset which, in accounting terms, should result in the conclusion of a sale within one year of the date of this classification. Considering these characteristics, net assets held for sale attributable to owners of the parent of the selling subsidiary are presented as a deduction from net debt (Note 11).

Property, plant and equipment, intangible assets and right-of-use assets classified as held for sale are no longer depreciated or amortised.

If a disposal plan changes, and/or when the criteria for classification as held for sale are no longer met, assets can no longer be presented in this category. In this case, the asset (or disposal group) is to be carried at the lower of:

- its carrying amount before it was classified as held for sale, adjusted for any depreciation, amortisation or revaluations that would have been recognised had the asset (or disposal group) not been classified as held for sale;
- its recoverable amount at the date of the subsequent decision not to sell.

The impact of these adjustments, which primarily relate to the catching-up of depreciation and/or amortisation not recognised in the period during which the assets were classified as held for sale, is included in "Other operating expenses".

A discontinued operation is a component of an entity that either has been disposed of or is classified as held for sale, and:

- represents either a separate major line of business or a geographical area of operations or is part of a single coordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs when the operation is disposed of or on a prior date when it fulfils the criteria for classification as held for sale.

When an operation is classified as discontinued, the comparative income statement and statement of cash flows are restated as if the operation had fulfilled the criteria for classification as discontinued as from the first day of the comparative period. Discontinued operations are presented on a separate line of the consolidated income statement, "Profit from discontinued operations", which includes the net profit or loss of the discontinued operation up to the date of disposal, and if appropriate, any impairment loss recognised to write down the net assets held for sale to their fair value less costs to sell and/or any after-tax disposal gains or losses.

3.5.1. Assets held for sale and liabilities associated with assets held for sale

		2022		2021	
(€ millions)	Notes	Assets	Liabilities	Assets	Liabilities
France Retail[1]		92	12	836	175
Latam Retail[2]		18	-	133	-
E-commerce		-	-	4	-
TOTAL		**110**	**12**	**973**	**175**
Net assets		98		798	
of which attributable to owners of the parent of the selling subsidiary	*11.2*	*97*		*798*	

(1) *At 31 December 2021, this line corresponds mainly to stores, property assets and the shareholding in Floa Bank in connection with asset disposal plans and plans to streamline the store base.*

(2) *At 31 December 2021, this line mainly concerned (i) 17 store properties at GPA for BRL 517 million (€82 million) as part of the conversion of Extra stores into Assaí stores and (ii) real estate assets at Sendas in connection with sale-and-leaseback transactions for BRL 147 million, or €23 million.*

3.5.2. Discontinued operations

The net loss from discontinued operations in 2022 reflects the residual impacts of the discontinued operations of Leader Price and Via Varejo sold in 2019. In 2021, the net loss from discontinued operations essentially reflected (i) commitments made with Aldi France in connection with the gradual conversion of the Leader Price stores sold (completed in late September 2021), and (ii) upstream and logistics activities along with the Leader Price head office, which were to a large extent involved in the supply of these stores.

Net profit (loss) from discontinued operations can be analysed as follows:

(€ millions)	2022	2021
Net sales	66	284
Net expenses	(95)	(615)
NET PROFIT (LOSS) BEFORE TAX FROM DISCONTINUED OPERATIONS	**(29)**	**(330)**
Income tax benefit (expense)	(1)	76
Share of profit of equity-accounted investees	(1)	(1)
NET PROFIT (LOSS) FROM DISCONTINUED OPERATIONS	**(31)**	**(255)**
Attributable to owners of the parent	*(37)*	*(254)*
Attributable to non-controlling interests	*6*	*(1)*

Earnings per share of discontinued operations are presented in Note 12.10.

NOTE 4 ADDITIONAL CASH FLOW DISCLOSURES

ACCOUNTING PRINCIPLE

The statement of cash flows is prepared using the indirect method starting from consolidated net profit (loss) and is organised in three sections:

- cash flows from operating activities, including taxes, transaction costs for acquisitions of subsidiaries, dividends received from associates and joint ventures and payments received in respect of government grants;
- cash flows from (used in) investing activities, including acquisitions of subsidiaries (excluding transaction costs), proceeds from disposals of subsidiaries (including transaction costs), acquisitions and disposals of investments in non-consolidated companies, associates and joint ventures (including transaction costs), contingent consideration paid for business combinations during the measurement period and up to the amount of the identified liability, and acquisitions and disposals of intangible assets and property plant and equipment (including transaction costs and deferred payments);
- cash flows from (used in) financing activities, including new borrowings and repayments of borrowings, issues of equity instruments, transactions between shareholders (including transaction costs and any deferred payments), repayments of lease liabilities, net interest paid (cash flows related to finance costs, non-recourse factoring and associated transaction costs, and interest on leases), treasury share transactions and dividend payments. This category also includes cash flows from trade payables reclassified as debt (mainly in relation to reverse factoring transactions).

4.1. Reconciliation of provision expense

(€ millions)	Notes	**2022**	2021
Goodwill impairment	10.1.2	-	-
Impairment of intangible assets	10.2.2	(13)	(90)
Impairment of property, plant and equipment	10.3.2	(125)	(123)
Impairment of investment property	10.4.2	(1)	(3)
Impairment of right-of-use assets	7.1.1	(107)	(33)
Impairment of other assets		(50)	(51)
Net (additions to) reversals of provisions for risks and charges	13.1	(122)	(27)
TOTAL PROVISION EXPENSE		**(419)**	**(328)**
Provision expense reported within discontinued operations		21	28
PROVISION EXPENSE ADJUSTMENT IN THE STATEMENT OF CASH FLOWS		**(398)**	**(299)**

4.2. Reconciliation of changes in working capital to the statement of financial position

(€ millions)	Notes	1 January 2022	Cash flows from operating activities	Changes in scope of consolidation[1]	Effect of movements in exchange rates	Reclassifications and other[2]	**31 December 2022**
Goods inventories	6.6	(3,122)	(433)	2	(63)	19	(3,597)
Property development work in progress	6.6	(91)	4	52	-	(6)	(43)
Trade payables	B/S	6,099	436	(45)	82	(49)	6,522
Trade receivables	6.7	(772)	(201)	119	(5)	5	(854)
Other (receivables) payables	6.8.1/6.9.1/6.10	206	(280)	(20)	(69)	604	441
TOTAL		**2,319**	**(475)**	**108**	**(56)**	**573**	**2,469**

(€ millions)	Notes	1 January 2021 (restated)	Cash flows from operating activities	Changes in scope of consolidation	Effect of movements in exchange rates	Reclassifications and other[(2)]	31 December 2021 (restated)
Goods inventories	6.6	(3,059)	(82)	(4)	24	(1)	(3,122)
Property development work in progress	6.6	(150)	2	(1)	1	56	(91)
Trade payables	B/S	6,190	175	1	(53)	(214)	6,099
Trade receivables	6.7	(941)	124	10	5	30	(772)
Other (receivables) payables	6.8.1/6.9.1/6.10	274	(243)	57	(12)	130	206
TOTAL		**2,314**	**(24)**	**62**	**(34)**	**1**	**2,319**

(1) In 2022, changes in scope of consolidation primarily reflect the loss of control of GreenYellow (Note 3.1.3).

(2) In 2022, this column mainly reflects (i) cash flows from investing activities, including the use of segregated accounts for €468 million (Note 4.11) and an increase in net debt on non-current assets for €148 million, and (ii) cash flows related to discontinued operations, representing a net cash outflow of €162 million. In 2021, this column mainly reflected cash flows from discontinued operations.

4.3. Reconciliation of acquisitions of non-current assets

(€ millions)	Notes	2022	2021 (restated)
Additions to and acquisitions of intangible assets	10.2.2	(290)	(262)
Additions to and acquisitions of property, plant and equipment[(1)]	10.3.2	(1,586)	(1,021)
Additions to and acquisitions of investment property	10.4.2	(22)	(22)
Additions to and acquisitions of lease premiums included in right-of-use assets		(3)	(6)
Changes in amounts due to suppliers of non-current assets		171	179
Neutralisation of capitalised borrowing costs (IAS 23)[(2)]	10.3.3	78	8
Effect of discontinued operations		1	3
CASH USED IN ACQUISITIONS OF INTANGIBLE ASSETS, PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTY		**(1,651)**	**(1,122)**

(1) The increase in acquisitions of property, plant and equipment is mainly due to Assaí's expansion.

(2) Non-cash movements.

4.4. Reconciliation of disposals of non-current assets

(€ millions)	Notes	2022	2021
Disposals of intangible assets	10.2.2	3	2
Disposals of property, plant and equipment	10.3.2	140	46
Disposals of investment property	10.4.2	1	-
Disposals of lease premiums included in right-of-use assets		9	3
Gains on disposals of non-current assets[(1)]		110	131
Changes in receivables related to non-current assets		51	(71)
Disposals of non-current assets classified as "Assets held for sale" as per IFRS 5[(2)]		154	46
Effect of discontinued operations		(1)	(1)
CASH FROM DISPOSALS OF INTANGIBLE ASSETS, PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTY		**467**	**156**

(1) Prior to the restatement of sale-and-leaseback transactions in accordance with IFRS 16.

(2) In 2022: relating to sale-and-leaseback transactions in Brazil (Note 7.1.4).

4.5. Effect on cash and cash equivalents of changes in scope of consolidation resulting in acquisition or loss of control

(€ millions)	**2022**	2021
Amount paid for acquisitions of control	(18)	(21)
Cash acquired (bank overdrafts assumed) in acquisitions of control	-	-
Proceeds from losses of control	719	4
(Cash sold) bank overdrafts transferred in losses of control	(114)	1
EFFECT OF CHANGES IN SCOPE OF CONSOLIDATION RESULTING IN ACQUISITION OR LOSS OF CONTROL	**587**	**(15)**

In 2022, the net impact of these transactions on the Group's cash and cash equivalents is mainly due to the loss of control of GreenYellow for €444 million (Note 3.1.3).

4.6. Effect of changes in scope of consolidation related to equity-accounted investees

(€ millions)	**2022**	2021
Amount paid for the acquisition of shares in equity-accounted investees	(29)	(19)
Net inflow relating to the Mercialys TRS (Notes 3.1.2 and 3.2.1)	140	23
Disposal of Floa, net of expenses (Note 3.1.1)[1]	166	-
Other	3	(3)
EFFECT OF CHANGES IN SCOPE OF CONSOLIDATION RELATED TO EQUITY-ACCOUNTED INVESTEES	**280**	**1**

(1) Excluding operating cash flows relating to commercial agreements.

4.7. Reconciliation of dividends paid to non-controlling interests

(€ millions)	Notes	**2022**	2021
Dividends paid and payable to non-controlling interests	12.8	(53)	(69)
Change in the liability for dividends payable to non-controlling interests		(11)	(31)
Effect of movements in exchange rates		(2)	(1)
DIVIDENDS PAID TO NON-CONTROLLING INTERESTS AS PRESENTED IN THE STATEMENT OF CASH FLOWS		**(66)**	**(102)**

4.8. Effect on cash and cash equivalents of transactions with non-controlling interests

(€ millions)	**2022**	2021
Sale of a 10.44% stake in Assaí (Note 3.1.4)	466	-
Franprix – acquisition of 2.5% of Pro Distribution (Note 3.1.5)	(20)	-
GPA – exercise of stock options	3	8
Other	(7)	7
EFFECT ON CASH AND CASH EQUIVALENTS OF TRANSACTIONS WITH NON-CONTROLLING INTERESTS	**442**	**15**

4.9. Reconciliation between change in cash and cash equivalents and change in net debt

(€ millions)	Notes	2022	2021
Change in cash and cash equivalents		**43**	**(452)**
Additions to loans and borrowings[1]	11.2.2	(1,973)	(4,203)
Repayments of loans and borrowings[1]	11.2.2	1,984	3,514
Allocation to (use of) segregated account	4.11	(448)	(3)
Outflows (inflows) of financial assets		(111)	16
Non-cash changes in debt[1]		(470)	(10)
Change in net assets held for sale attributable to owners of the parent		*(719)*	*77*
Change in other financial assets		*143*	*60*
Effect of changes in scope of consolidation		*260*	*(62)*
Change in fair value hedges		*82*	*13*
Change in accrued interest		*(184)*	*(57)*
Other		*(52)*	*(41)*
Effect of movements in exchange rates[1]		(237)	(4)
Change in loans and borrowings of discontinued operations		-	(5)
CHANGE IN NET DEBT		**(1,212)**	**(1,147)**
Net debt at beginning of year		5,060	3,914
Net debt at end of year	11.2	6,273	5,060

(1) These impacts relate exclusively to continuing operations.

4.10. Reconciliation of net interest paid

(€ millions)	Notes	2022	2021
Net finance costs reported in the income statement	**11.3.1**	**(581)**	**(422)**
Neutralisation of unrealised exchange gains and losses		1	9
Neutralisation of amortisation of debt issuance/redemption costs and premiums		32	64
Capitalised borrowing costs	10.3.3	(78)	(8)
Change in accrued interest and in fair value hedges of borrowings		87	2
Interest paid on lease liabilities	11.3.2	(338)	(308)
No-drawdown credit lines costs, non-recourse factoring and associated transaction costs	11.3.2	(108)	(88)
INTEREST PAID, NET AS PRESENTED IN THE STATEMENT OF CASH FLOWS		**(985)**	**(752)**

4.11. Cash flows in investing activities related to financial assets

In 2022, cash outflows and inflows related to financial assets amounted to €232 million and €712 million, respectively, representing a net cash inflow of €480 million. They mainly reflect the use of segregated accounts, primarily the account linked to the RCF financing operation (Note 11.2.1).

In 2021, cash outflows and inflows related to financial assets amounted to €174 million and €163 million, respectively, representing a net cash outflow of €11 million. They were mainly attributable to changes in segregated accounts (Note 11.2.1).

NOTE 5 SEGMENT INFORMATION

ACCOUNTING PRINCIPLE

In accordance with IFRS 8 – Operating Segments, segment information is disclosed on the same basis as the Group's internal reporting system used by the chief operating decision maker (the Chairman and Chief Executive Officer) in deciding how to allocate resources and in assessing performance.

The Group's reportable segments are as follows:

- France Retail: reportable segment comprising retail operating segments (mainly the Casino, Monoprix and Franprix sub-group banners);
- GPA: reportable segment comprising the retail operations of GPA's food banners in Brazil;
- Assaí: reportable segment comprising the retail operations of the Assaí food chain in Brazil;
- Grupo Éxito: reportable segment comprising the food retail operations of the Éxito, Disco - Devoto and Libertad sub-group banners in Colombia, Uruguay and Argentina, respectively;
- E-commerce: reportable segment comprising Cdiscount and the Cnova NV holding company.

Following the spin-off of GPA and Sendas assets, the conversion of Extra hypermarkets into Assaí stores, the proposed spin-off of GPA (distribution of 83% of Grupo Éxito's shares to its shareholders) and the disposal of a block of Assaí shares (Note 2), the Latam Retail reportable segment now comprises GPA, Assaí and Grupo Éxito.

A "Latam Retail" sub-total is also presented in certain notes to the consolidated financial statements.

The operating segments included in France Retail have similar businesses in terms of product type, assets and human resources required for operations, customer profile, distribution methods, marketing offer and long-term financial performance.

These reportable segments reflect pure retail activities and retail-related activities. Given the dual strategy and the interconnection between retail and real estate, the operating segments include real estate asset management activities, property development activities and energy-related activities until September 2022 (GreenYellow).

Management assesses the performance of these segments on the basis of net sales, trading profit (which included the allocation of holding company costs to all of the Group's business units) and EBITDA. EBITDA (earnings before interest, taxes, depreciation and amortisation) is defined as trading profit plus recurring depreciation and amortisation expense.

Segment assets and liabilities are not specifically reported internally for management purposes and are therefore not disclosed in the Group's IFRS 8 segment information.

Segment information is determined on the same basis as the consolidated financial statements.

5.1. Key indicators by reportable segment

(€ millions)	France Retail	E-commerce	Latam Retail	of which GPA	of which Assaí	of which Grupo Éxito	**2022**
External net sales (Note 6.1)	14,205	1,620	17,785	3,344	10,016	4,424	33,610
EBITDA	1,268[1]	54	1,186[2]	135[2]	689	362	2,508
Recurring depreciation and amortisation (Notes 6.3 and 6.4)	(785)	(96)	(509)	(200)	(176)	(134)	(1,391)
Trading profit	482	(42)	677[2]	(65)[2]	514	228	1,117

(1) Of which €32 million in respect of property deals carried out in France, corresponding in 2022 to the recognition of previously eliminated margins on property development transactions involving Casino and Mercialys following the disposal of assets by Mercialys and disposal of Casino's residual interest in Mercialys (Notes 3.1.2 and 3.3.6).

(2) In June 2022, Brazil's Superior Court of Justice (STJ) confirmed that sales of certain technological products provided for by law – which had been the subject of an initial unfavourable court ruling – were to be excluded when calculating PIS/COFINS tax. As a result of this decision, GPA recognised a BRL 160 million (€29 million) tax credit in first-half 2022. A ruling was also handed down in favour of GPA in another legal action that also concerned the exclusion of ICMS from the base used to calculate PIS/COFINS tax. This led the Group to recognise a tax credit in the second half of 2022 amounting to BRL 106 million (€19 million), of which BRL 35 million (€6 million) recognised in net sales and BRL 71 million (€13 million) in other financial income.

(€ millions)	France Retail	E-commerce	Latam Retail	of which GPA	of which Assaí	of which Grupo Éxito	2021 (restated)
External net sales (Note 6.1)	14,071	2,031	14,448	4,184	6,568	3,695	30,549
EBITDA	1,351[1]	105	1,060[2]	238[2]	489[2]	333	2,516
Recurring depreciation and amortisation (Notes 6.3 and 6.4)	(820)	(87)	(422)	(195)	(104)	(123)	(1,329)
Trading profit	530	18	638[2]	43[2]	384[2]	211	1,186

(1) Of which €14 million in respect of property deals carried out in France, corresponding in 2021 to the recognition of previously eliminated margins on property development transactions involving Casino and Mercialys following the decrease in Casino's stake in Mercialys.

(2) In May 2021, a new ruling by the Brazilian federal supreme court (STF) upheld the decisions in favour of the taxpayers that had been handed down in 2017 in relation to the exclusion of ICMS from the PIS/COFINS tax base. In light of this ruling, in 2021 Sendas recognised a BRL 216 million (€34 million) tax credit, of which BRL 175 million (€28 million) was recognised in net sales and BRL 41 million (€6 million) in other financial income (Note 11.3.2). In 2021, GPA also revalued the tax credits recognised in 2020 and, as a result, reversed the provision set aside in 2020 for BRL 280 million (€44 million), of which BRL 171 million (€27 million) in sales and BRL 109 million (€17 million) in other financial income (Note 11.3.2)

5.2. Key indicators by geographic area

(€ millions)	France	Latin America	Other regions	**Total**
External net sales for the year ended 31 December 2022	**15,783**	**17,787**	**39**	**33,610**
External net sales for the year ended 31 December 2021	16,073	14,448	28	30,549

(€ millions)	France	Latin America	Other regions	**Total**
Non-current assets as at 31 December 2022[1]	**10,158**	**9,800**	**51**	**20,009**
Non-current assets restated at 31 December 2021[1]	10,388	8,117	183	18,689

(1) Non-current assets include goodwill, intangible assets and property, plant, and equipment, investment property, right-of-use assets, investments in equity-accounted investees, contract assets and prepaid expenses beyond one year.

NOTE 6 ACTIVITY DATA

6.1. Total revenue

ACCOUNTING PRINCIPLE

Total revenue

Total revenue comprises "Net sales" and "Other revenue". "Net sales" include sales by the Group's stores, service stations and E-commerce sites, franchise fees, revenues from business leases and financial services revenues.

Most of the amount reported under Group "Net sales" corresponds to revenue included in the scope of IFRS 15.

"Other revenue" consists of revenue from the property development and property trading businesses, rental revenues, miscellaneous service revenues, incidental revenues and revenues from secondary activities, and revenues from the energy business.

The majority of amounts reported under "Other revenue" are included in the scope of IFRS 15, while rental revenues are included in the scope of IFRS 16.

Revenue is measured at the contract price, corresponding to the consideration to which the Group expects to be entitled in exchange for the supply of goods or services. The transaction price is allocated to the performance obligations in the contract, which represent the units of account for revenue recognition purposes. Revenue is recognised when the performance obligation is satisfied, i.e., when control of the good or service passes to the customer. Revenue may therefore be recognised at a specific point in time or over time based on the stage of completion.

The Group's main sources of revenue are as follows:

- Sales of goods (including through the property trading business): in this case, the Group generally has only one performance obligation, that of delivering the good to the customer. Revenue from these sales is recognised when control of the good is transferred to the customer upon delivery, i.e., generally:
  - at the checkout for in-store sales;
  - on receipt of the goods by the franchisee or affiliated store;
  - on receipt of the goods by the customer for E-commerce sales.
- Sales of services, for example sales of subscriptions, franchising fees, logistics services, rental revenue and property management services: in this case, for operations included in the scope of IFRS 15, the Group generally has only one performance obligation, to supply the service. The related revenues are recognised over the period in which the services are performed.
- Property development revenues: in this case, the Group generally has several performance obligations, some of which may be satisfied at a given point in time and others over time based on the project's percentage of completion. The corresponding revenues are then recognised on a percentage-of-completion basis and determined according to costs incurred (input method).
- Revenues from the energy business, for which the Group generally identifies a performance obligation when the solar power plant is delivered (in exchange for variable consideration in some cases) or when the energy performance contracts are sold. The Group also sells energy services for which the related revenue is recognised when the service is performed.

The vast majority of revenues are recognised at a given point in time.

If settlement of the consideration is deferred for an unusually long time and no promise of financing is explicitly stated in the contract or implied by the payment terms, revenue is recognised by adjusting the consideration for the effects of the time value of money. If significant, the difference between this price and the unadjusted transaction price is recognised in "Other financial income" over the payment deferral period, determined using the effective interest method.

The Group operates loyalty programmes that enable customers to obtain discounts or award credits on their future purchases. Award credits granted to customers under loyalty programmes represent a performance obligation that is separately identifiable from the initial sales transaction. This performance obligation gives rise to the recognition of a contract liability. The corresponding revenue is deferred until the award credits are used by the customer.

Contract assets and liabilities, incremental costs to obtain a contract and costs to fulfil a contract

- A contract asset corresponds to an entity's right to consideration in exchange for goods or services that the entity has transferred to a customer when that right is conditioned on something other than the passage of time. Based on this definition, a receivable does not constitute a contract asset.

  The Group recognises a contract asset when it has fulfilled all or part of its performance obligation but does not have an unconditional right to payment (i.e., the Group does not yet have the right to invoice the customer). In light of its business, contract assets recognised by the Group are not material.

- A contract liability corresponds to an entity's obligation to transfer goods or services to a customer for which the entity has received consideration from the customer.

  The Group recognises contract liabilities mainly for award credits granted under its loyalty programmes, advances received and sales for which all or part of the performance obligation has not yet been fulfilled (e.g., sales of subscriptions and gift cards, and future performance obligations of the property development business for which the customer has already been invoiced followed by payment of consideration).

- The incremental costs to obtain a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained and which it expects to recover.

  The costs to fulfil a contract are costs related directly to a contract that generate or enhance the resources that will be used by the Group in satisfying its performance obligations and which it expects to recover.

For the Group, the costs to obtain and fulfil contracts correspond primarily to the costs incurred in connection with its franchising and affiliation business. These costs are capitalised and amortised over the life of the franchise or affiliation contract. The capitalised amounts are tested regularly for impairment.

Contract assets and the costs of obtaining and fulfilling contracts are tested for impairment under IFRS 9.

6.1.1. Breakdown of total revenue

(€ millions)	France Retail	E-commerce	Latam Retail	of which GPA	of which Assaí	of which Grupo Éxito	**2022**
Net sales	14,205	1,620	17,785	3,344	10,016	4,424	33,610
Other revenue	223	-	171	25	10	136	394
TOTAL REVENUE	**14,428**	**1,620**	**17,956**	**3,369**	**10,026**	**4,561**	**34,004**

(€ millions)	France Retail	E-commerce	Latam Retail	of which GPA	of which Assaí	of which Grupo Éxito	2021
Net sales	14,071	2,031	14,448	4,184	6,568	3,695	30,549
Other revenue	341	-	163	38	5	120	504
TOTAL REVENUE	**14,412**	**2,031**	**14,611**	**4,222**	**6,573**	**3,816**	**31,053**

6.1.2. Incremental costs of obtaining and fulfilling contracts, contract assets and liabilities

(€ millions)	Notes	**2022**	2021
Costs to obtain contracts included in "Intangible assets"	10.2	113	101
Contract assets	6.8/6.9	-	2
Right of return assets included in inventories	6.6	-	2
Contract liabilities	6.10	145	127

6.2. Cost of goods sold

ACCOUNTING PRINCIPLE

Gross margin

Gross margin corresponds to the difference between "Net sales" and the "Cost of goods sold".

"Cost of goods sold" comprises the cost of purchases net of discounts, commercial cooperation fees and any tax credits associated with the purchases, changes in retail inventories and logistics costs. It also includes property development and property trading business costs and changes in the related inventories.

Commercial cooperation fees are measured based on contracts signed with suppliers. They are billed in instalments over the year. At each year-end, an accrual is recorded for the amount receivable or payable, corresponding to the difference between the value of the services actually rendered to the supplier and the sum of the instalments billed during the year.

Change in inventories

Changes in inventories, which may be positive or negative, are determined after taking into account any impairment losses.

Logistics costs

Logistics costs correspond to the cost of logistics operations managed or outsourced by the Group, comprising all warehousing, handling and freight costs incurred after goods are first received at one of the Group's sites. Transport costs included in suppliers' invoices (e.g., for goods purchased on a "delivery duty paid" or "DDP" basis) are included in "Purchases and change in inventories". Outsourced transport costs are recognised under "Logistics costs".

(€ millions)	Notes	**2022**	2021 (restated)
Purchases and change in inventories		(24,664)	(22,065)
Logistics costs	6.3	(1,444)	(1,371)
COST OF GOODS SOLD		**(26,109)**	**(23,436)**

6.3. Expenses by nature and function

ACCOUNTING PRINCIPLE

Selling expenses

"Selling expenses" consist of point-of-sale costs.

General and administrative expenses

General and administrative expenses correspond to overheads and the cost of corporate units, including the purchasing and procurement, sales and marketing, IT and finance functions.

Pre-opening and post-closure costs

Pre-opening costs that do not meet the criteria for capitalisation and post-closure costs are recognised in operating expense when incurred.

(€ millions)	Logistics costs[1]	Selling expenses	General and administrative expenses	2022
Employee benefits expense	(540)	(2,312)	(721)	(3,573)
Other expenses	(760)	(2,044)	(455)	(3,259)
Depreciation and amortisation (Notes 5.1/6.4)	(144)	(1,010)	(237)	(1,391)
TOTAL	**(1,444)**	**(5,366)**	**(1,413)**	**(8,223)**

(€ millions)	Logistics costs[1]	Selling expenses	General and administrative expenses	2021 (restated)
Employee benefits expense	(512)	(2,225)	(694)	(3,431)
Other expenses	(716)	(1,939)	(386)	(3,041)
Depreciation and amortisation (Notes 5.1/6.4)	(143)	(958)	(228)	(1,329)
TOTAL	**(1,371)**	**(5,122)**	**(1,308)**	**(7,801)**

(1) Logistics costs are reported under "Cost of goods sold".

6.4. Depreciation and amortisation

(€ millions)	Notes	2022	2021 (restated)
Amortisation of intangible assets	10.2.2	(241)	(219)
Depreciation of property, plant and equipment	10.3.2	(459)	(440)
Depreciation of investment property	10.4.2	(11)	(13)
Depreciation of right-of-use assets	7.1.1	(681)	(667)
TOTAL DEPRECIATION AND AMORTISATION EXPENSE		**(1,392)**	**(1,339)**
Depreciation and amortisation reported under "Profit from discontinued operations"		1	9
DEPRECIATION AND AMORTISATION OF CONTINUING OPERATIONS	**5.1/6.3**	**(1,391)**	**(1,329)**

6.5. Other operating income and expenses

ACCOUNTING PRINCIPLE

This caption covers two types of items:

- income and expenses which, by definition, are not included in an assessment of a business unit's recurring operating performance, such as gains and losses on disposals of non-current assets, impairment losses on non-current assets (including the catch-up in depreciation and amortisation not recognised during the time the assets are classified as held for sale), and income/expenses related to changes in the scope of consolidation (for example, transaction costs and fees for acquisitions of control, gains and losses from disposals of subsidiaries, remeasurement at fair value of previously-held interests); and
- income and expenses arising from major events occurring during the period that would distort analyses of the Group's recurring profitability. They are defined as significant items of income and expense that are limited in number, unusual or abnormal, whose occurrence is rare. Examples include restructuring costs (such as reorganisation costs and the costs of converting stores to new concepts) and provisions and expenses for litigation and risks (including discounting adjustments).

(€ millions)	**2022**	2021
Total other operating income	**764**	**349**
Total other operating expenses	**(1,275)**	**(1,005)**
	(512)	**(656)**
BREAKDOWN BY TYPE		
Gains and losses on disposal of non-current assets[(1)(7)]	41	133
Net asset impairment losses[(2)(7)]	(296)	(111)
Net income/(expense) related to changes in scope of consolidation[(3)(7)]	89	(302)
Gains and losses on disposal of non-current assets, net impairment losses on assets and net income (expense) related to changes in scope of consolidation	**(166)**	**(281)**
Restructuring provisions and expenses[(4)(7)]	(240)	(270)
Provisions and expenses for litigation and risks[(5)]	(96)	(54)
Other[(6)]	(9)	(51)
Sub-total	**(346)**	**(376)**
TOTAL NET OTHER OPERATING INCOME (EXPENSES)	**(512)**	**(656)**

(1) Net gains on disposal of non-current assets in 2022 primarily concerned the France Retail segment for €37 million. Net gains on disposal of non-current assets in 2021 primarily reflected the France Retail segment, with the recognition of contingent consideration deemed highly probable relating to the sale-and-leaseback transactions carried out in 2019 with the funds managed by Fortress and Apollo Global Management, for €118 million (Note 11.2.2).

(2) Net impairment losses in 2022 mainly concerned the France Retail segment and related to (a) integrated loss-making stores that will be monetised and operated under a franchise model and (b) impairment tests performed on individual assets. Net impairment losses in 2021 mainly concerned the France Retail segment and related to the asset disposal plan and to impairment tests performed on individual assets.

(3) Net income of €89 million recognised in 2022 resulted mainly from the loss of control of GreenYellow for which a capital gain of €302 million was recognised (Note 2), partially offset by additional costs of €179 million incurred in the conversion of Extra hypermarkets into Assaí stores. The net €302 million expense recognised in 2021 was mainly due to the conversion of Extra hypermarkets into Assaí stores, (impact of €232 million), as well as fees of €25 million in connection with the listing of Assaí in Brazil.

(4) Restructuring provisions and expenses in 2022 mainly concerned (a) France Retail for €178 million, of which €98 million (mainly at Distribution Casino France) relating to the strategic transformation phase, the change in store concepts and €69 million in organisational streamlining costs and (b) Latam Retail (mainly GPA) for €50 million relating in particular to employee disputes and store and warehouse restructuring costs in connection with the closure of the Extra hypermarkets business. Restructuring provisions and expenses in 2021 primarily concerned the France Retail segment for €234 million (mainly employee-related costs, store closure and reorganisation costs and costs incurred in connection with the restructuring of logistics operations and converting stores to new concepts for €199 million) and the Latam Retail segment (mainly GPA) for €35 million.

(5) Provisions and expenses for litigation and risks represented a net expense of €96 million in 2022, including €70 million for tax, payroll and civil risks at GPA and Sendas. Provisions and expenses for litigation and risks represented a net expense of €54 million in 2021, including €20 million for tax risks at GPA.

(6) In 2021, this mainly included recognition of a €30 million charge in a France Retail subsidiary resulting from prior year process deficiencies that were remedied during the year.

(7) Reconciliation of the breakdown of asset impairment losses with the tables of asset movements:

(€ millions)	Notes	**2022**	2021
Goodwill impairment losses	10.1.2	-	-
Impairment (losses) reversals on intangible assets, net	10.2.2	(13)	(90)
Impairment (losses) reversals on property, plant and equipment, net	10.3.2	(125)	(123)
Impairment (losses) reversals on investment property, net	10.4.2	(1)	(3)
Impairment (losses) reversals on right-of-use assets, net	7.1.1	(107)	(33)
Impairment (losses) reversals on other assets, net (IFRS 5 and other)		(80)	(54)
TOTAL NET IMPAIRMENT LOSSES		**(326)**	**(304)**
Net impairment losses of discontinued operations		8	16
NET IMPAIRMENT LOSSES OF CONTINUING OPERATIONS		**(318)**	**(288)**
of which presented under "Restructuring provisions and expenses"		*(33)*	*(45)*
of which presented under "Net impairment (losses) reversals on assets"		*(296)*	*(111)*
of which presented under "Net income/(expense) related to changes in scope of consolidation"		*11*	*(131)*
of which presented under "Gains and losses on disposal of non-current assets"		-	*(1)*

6.6. Inventories

ACCOUNTING PRINCIPLE

Inventories are measured at the lower of cost and probable net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Provisions for impairment of inventories is recognised if the probable net realisable value is lower than cost. This analysis takes into account the business unit's operating environment and the type, age, turnover characteristics and sales pattern of the products concerned.

The cost of inventories is determined by the first-in-first-out (FIFO) method, except for inventories held by GPA and Sendas which use the weighted average unit cost method, primarily for tax reasons. As the inventory turnover rate of GPA and Sendas is very high, inventory values would not be materially different if the FIFO method was applied. The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing them to their present location and condition. Accordingly, logistics costs are included in the carrying amount together with supplier discounts deducted from "Cost of goods sold". The cost of inventories also includes gains or losses on cash flow hedges of future inventory purchases initially accumulated in equity.

For its property development and property trading businesses, Casino Group recognises assets and projects in progress in inventories.

(€ millions)	**2022**	2021
Goods	3,656	3,163
Property assets	45	95
Gross amount	**3,702**	**3,258**
Accumulated impairment losses on goods	(59)	(41)
Accumulated impairment losses on property assets	(3)	(3)
Accumulated impairment losses	**(62)**	**(44)**
NET INVENTORIES (NOTE 4.2)	**3,640**	**3,214**

6.7. Trade receivables

ACCOUNTING PRINCIPLE

The Group's trade receivables are current financial assets (Note 11) that correspond to an unconditional right to receive consideration. They are initially recognised at fair value and subsequently measured at amortised cost less any expected impairment losses. The fair value of trade receivables usually corresponds to the amount on the invoice. A loss allowance for expected credit losses is recorded upon recognition of the receivable. The Group applies the simplified approach for the measurement of expected credit losses on all of its trade receivables, which are determined based on credit losses observed for receivables with the same profile, as adjusted to take into account forward-looking factors such as the customer's credit status or the economic environment.

Trade receivables can be sold to banks or other financial institutions and continue to be carried as assets in the statement of financial position for as long as the contractual cash flows and substantially all the related risks and rewards are not transferred to a third party.

6.7.1. Breakdown of trade receivables

(€ millions)	Notes	2022	2021
Trade receivables	11.5.3	965	882
Accumulated impairment losses on trade receivables	6.7.2	(111)	(110)
NET TRADE RECEIVABLES	**4.2**	**854**	**772**

6.7.2. Accumulated impairment losses on trade receivables

(€ millions)	2022	2021
ACCUMULATED IMPAIRMENT LOSSES ON TRADE RECEIVABLES AT 1 JANUARY	**(110)**	**(100)**
Additions	(49)	(48)
Reversals	46	36
Other (changes in scope of consolidation, reclassifications and foreign exchange differences)	2	2
ACCUMULATED IMPAIRMENT LOSSES ON TRADE RECEIVABLES AT 31 DECEMBER	**(111)**	**(110)**

The criteria for recognising impairment losses are presented in Note 11.5.3 "Counterparty risk".

6.8. Other current assets

6.8.1. Breakdown of other current assets

(€ millions)	Notes	2022	2021
Financial assets		**987**	**1,381**
Other receivables		789	769
Financial assets held for cash management purposes and short-term financial investments	11.2.1	7	1
Financial assets arising from a significant disposal of non-current assets	11.2.1	85	99
Guarantees and segregated accounts[1]	11.2.1	124	514
Current accounts of non-consolidated companies		15	10
Accumulated impairment losses on other receivables and current accounts	6.8.2	(46)	(32)
Fair value hedges – assets	11.5.1	5	7
Derivatives not qualifying for hedge accounting and cash flow hedges – assets	11.5.1	8	12
Contract assets	6.1.2	-	2
Non-financial assets		**648**	**652**
Other receivables		272	289
Tax and employee-related receivables in Brazil	6.9	271	269
Accumulated impairment losses on other receivables	6.8.2	-	-
Prepaid expenses		105	94
OTHER CURRENT ASSETS		**1,636**	**2,033**

(1) Of which €36 million relating to the segregated accounts associated with the November 2019 refinancing transaction (2021: €484 million).

Other receivables primarily include tax and employee-related receivables (excluding Brazil) and receivables from suppliers. Prepaid expenses mainly concern purchases, other occupancy costs and insurance premiums.

6.8.2. Accumulated impairment losses on other receivables and current accounts

(€ millions)	2022	2021
ACCUMULATED IMPAIRMENT LOSSES ON OTHER RECEIVABLES AND CURRENT ACCOUNTS AT 1 JANUARY	**(32)**	**(34)**
Additions	(65)	(36)
Reversals	39	36
Other (changes in scope of consolidation, reclassifications and foreign exchange differences)	12	1
ACCUMULATED IMPAIRMENT LOSSES ON OTHER RECEIVABLES AND CURRENT ACCOUNTS AT 31 DECEMBER	**(46)**	**(32)**

6.9. Other non-current assets

6.9.1. Analysis of other non-current assets

(€ millions)	Notes	2022	2021
Financial assets		**479**	**534**
Financial assets at fair value through profit or loss		13	33
Financial assets at fair value through other comprehensive income		42	44
Financial assets arising from a significant disposal of non-current assets	11.2.1	19	24
Non-current economic and fair value hedges – assets	11.5.1	85	28
Other financial assets		332	418
Loans		*85*	*160*
Non-hedging derivatives – assets	*11.5.1*	*-*	*1*
Other long-term receivables		*247*	*258*
Impairment of other non-current assets	6.9.2	(12)	(13)
Non-financial assets		**822**	**649**
Other non-financial assets		145	135
Legal deposits paid by GPA and Sendas	*13.2*	*145*	*135*
Other long-term receivables		*-*	*-*
Impairment of other non-current assets	6.9.2	-	-
Tax and employee-related receivables in Brazil (see below)		659	501
Prepaid expenses		19	13
OTHER NON-CURRENT ASSETS		**1,301**	**1,183**

GPA and Sendas have tax and payroll receivables respectively totalling €596 million (of which €495 million of long-term receivables and €101 million of short-term receivables) and €335 million (€164 million long-term and €170 million short-term) corresponding primarily to ICMS (VAT) for €366 million, PIS/COFINS (VAT) for €504 million and INSS (employer social security contributions) for €60 million.

The main tax receivable (PIS/COFINS) is expected to be recovered as follows:

(€ millions)	2022	of which GPA	of which Sendas
Within one year	178	113	65
In one to five years	326	287	39
In more than five years	-	-	-
TOTAL	**504**	**399**	**104**

The ICMS tax receivable is expected to be recovered as follows:

(€ millions)	**2022**	of which GPA	of which Sendas
Within one year	206	110	96
In one to five years	120	26	94
In more than five years	40	16	24
TOTAL	**366**	**152**	**215**

GPA and Sendas recognise ICMS and other tax credits when they have formally established and documented their right to use the credits and expects to use them within a reasonable period. These credits are mainly recognised as a deduction from the cost of goods sold.

6.9.2. Impairment of other non-current assets

(€ millions)	**2022**	2021
ACCUMULATED IMPAIRMENT LOSSES ON OTHER NON-CURRENT ASSETS AT 1 JANUARY	**(13)**	**(7)**
Additions	(2)	(5)
Reversals	-	1
Other reclassifications and movements	2	(2)
ACCUMULATED IMPAIRMENT LOSSES ON OTHER NON-CURRENT ASSETS AT 31 DECEMBER	**(12)**	**(13)**

6.10. Other liabilities

	2022			2021 (restated)		
(€ millions)	Non-current portion	Current portion	Total	Non-current portion	Current portion	Total
Financial liabilities	**121**	**1,951**	**2,072**	**133**	**1,946**	**2,079**
Derivative instruments – liabilities (Note 11.5.1)	-	4	4	23	1	24
Tax, social security and other liabilities	54	1,492	1,546	64	1,646	1,710
Amounts due to suppliers of non-current assets	67	404	471	46	260	306
Current account advances	-	51	51	-	39	39
Non-financial liabilities	**187**	**1,118**	**1,305**	**92**	**1,250**	**1,342**
Tax, social security and other liabilities	140[(1)]	877	1,017	56	1,021	1,077
Contract liabilities (Note 6.1.2)	28	117	145	23	104	127
Deferred income	20	123	143	13	124	137
TOTAL	**309**	**3,069**	**3,377**	**225**	**3,196**	**3,422**

(1) Including BRL 600 million (€106 million) in the 9% social contribution surtax on profit (CSSL) recognised by GPA (Note 9.1.2).

6.11. Off-balance sheet commitments

ACCOUNTING PRINCIPLE

At every year-end, Management determines, to the best of its knowledge, that there are no off-balance sheet commitments likely to have a material effect on the Group's current or future financial position other than those described in this note.

The completeness of this information is checked by the Finance, Legal and Tax departments, which also participate in drawing up contracts that are binding on the Group.

Commitments entered into in the ordinary course of business mainly concern the Group's operating activities except for undrawn confirmed lines of credit, which represent a financing commitment.

Off-balance sheet commitments relating to the scope of consolidation are presented in Note 3.4.2.

6.11.1. Commitments given

The amounts disclosed in the table below represent the maximum (undiscounted) potential amounts that might have to be paid under guarantees issued by the Group. They are not netted against sums which might be recovered through legal action or counter-guarantees received by the Group.

(€ millions)	**2022**	2021
Assets pledged as collateral[(1)]	138	301
Bank guarantees given[(2)]	2,359	2,205
Guarantees given in connection with disposals of non-current assets	20	7
Other commitments	73	52
TOTAL COMMITMENTS GIVEN	**2,590**	**2,565**
Expiring:		
Within one year	*223*	*154*
In one to five years	*2,327*	*2,319*
In more than five years	*39*	*91*

(1) Current and non-current assets pledged, mortgaged or otherwise given as collateral. As at 31 December 2022, this concerns GPA for €103 million, mainly in connection with the tax disputes described in Note 13.2 (2021: €116 million). In 2021, this item also concerned GreenYellow for an amount of €101 million in connection with project-related liabilities. The amount of €138 million at 31 December 2022 (€301 million at 31 December 2021) does not include the guarantees given in connection with the November 2019 financing transaction (Note 11.5.4).

(2) At 31 December 2022, this amount includes €2,198 million in bank guarantees obtained by GPA and Sendas (31 December 2021: €1,985 million) mainly in connection with the tax disputes described in Note 13.2. It also comprises guarantees issued on behalf of joint ventures for €60 million (31 December 2021: €60 million) described in Note 3.3.7 and a guarantee granted to Aldi France in connection with the sale of Leader Price for €50 million (2021: €100 million).

6.11.2. Commitments received

The amounts disclosed in the table below represent the maximum (undiscounted) potential amounts in respect of commitments received.

(€ millions)	**2022**	2021
Bank guarantees received	102	52
Secured financial assets	68	65
Undrawn confirmed lines of credit (Note 11.2.4)	2,202	2,216
Other commitments	27	53
TOTAL COMMITMENTS RECEIVED	**2,398**	**2,386**
Expiring:		
Within one year	*284*	*179*
In one to five years	*1,958*	*2,114*
In more than five years	*157*	*92*

NOTE 7 LEASES

ACCOUNTING PRINCIPLE

Group as lessee

The Group is a lessee in a large number of property leases primarily relating to store properties, warehouses, office buildings and apartments for lessee managers. It also acts as lessee in leases of vehicles, store machinery and equipment (notably cooling systems) and logistics equipment, primarily in France.

The Group's lease contracts are recognised in accordance with IFRS 16 – Leases, taking into account the terms and conditions of each lease and all relevant facts and circumstances.

At the inception of such contracts, the Group determines whether or not they meet the definition of (or contain) a lease, i.e., whether they convey the right to control the use of an identified asset for a period of time in exchange for consideration.

Leases are carried in the lessee's statement of financial position as follows:

- a right-of-use asset reflecting the right to use a leased asset over the lease term is recorded in "Right-of-use assets" in the consolidated statement of financial position;
- a lease liability reflecting the obligation to make lease payments over that same period is recorded in "Current lease liabilities" and "Non-current lease liabilities" in the consolidated statement of financial position. Lease liabilities are not included in the calculation of consolidated net debt.

Initial measurement

At the lease commencement date:

- lease liabilities are recognised at the present value of future fixed lease payments over the estimated term of the lease, as determined by the Group. The Group generally uses its incremental borrowing rate to discount these future lease payments. Future fixed lease payments include adjustments for payments that depend on an index or a contractually defined growth rate. They can also include the value of a purchase option or estimated early termination penalties, when Casino is reasonably certain to exercise these options. Any lease incentives receivable at the lease commencement date are deducted from the fixed lease payments;
- right-of-use assets are recognised for the value of the lease liabilities, less any lease incentives received from the lessor, plus any lease payments made at or before the commencement date, initial direct costs and an estimate of costs to be incurred in respect of any contractual restoration obligations.

The Group only includes the lease component of the contract when measuring its lease liabilities. For certain categories of assets where the lease includes a service component as well as a lease component, the Group may recognise a single lease contract (i.e., with no distinction between the service and lease components).

Subsequent measurement

After the commencement date, lease liabilities are carried at amortised cost using the effective interest rate method.

Lease liabilities are:

- increased by interest expenses, as calculated by applying a discount rate to the liabilities at the start of the financial period. These interest expenses are recognised in the income statement within "Other financial expenses";
- reduced by any lease payments made;
- cash payments for the principal portion of lease liabilities along with cash payments for the interest portion of those liabilities are included within net cash used in financing activities in the consolidated statement of cash flows. These lease payments are generally shown on the "Repayments of lease liabilities" and "Interest paid, net" lines. However, lease payments under leases where the underlying asset can be shown to have suffered a prolonged decline in value are presented on a separate line. This is the case, for example, when assets have been written down in full: these lease payments are then presented within "Other repayments" within cash flow from financing activities.

The carrying amount of lease liabilities is remeasured against right-of-use assets to reflect any lease modifications and in the event of:

- changes in the lease term;
- changes in the assessment of whether or not a purchase option is reasonably certain to be exercised;
- changes in amounts expected to be payable under a residual value guarantee granted to the lessor;

- changes in variable lease payments that depend on an index or rate when the index or rate adjustment takes effect (i.e., when the lease payments are effectively modified).

In the first two cases, lease liabilities are remeasured using a discount rate as revised at the remeasurement date. In the last two cases, the discount rate used to measure the lease liabilities on initial recognition remains unchanged.

Right-of-use assets are measured using the amortised cost model as from the lease commencement date and over the estimated term of the lease. This gives rise to the recognition of a straight-line depreciation expense in the income statement. Right-of-use assets are reduced by any impairment losses recognised in accordance with IAS 36 (Note 10.5) and are readjusted in line with the remeasurement of lease liabilities.

In the event a lease is terminated early, any gains or losses arising as a result of derecognising the lease liabilities and right-of-use assets are taken to the income statement within other operating income or other operating expenses.

Estimating the lease term

The lease term corresponds to the enforceable period of the lease (i.e., the period during which the lease cannot be cancelled by the lessor, plus all possible contractual extensions permitted that are able to be decided unilaterally by the lessee), and takes account of any periods covered by an option to terminate or extend the lease if the Group is reasonably certain respectively to not exercise or exercise that option.

In estimating the reasonably certain term of a lease, the Group considers all of the characteristics associated with the leased assets (local laws and regulations, location, category – e.g., stores, warehouses, offices, apartments, property/equipment leases, expected useful life, etc.). Under leases of store properties, the Group may also consider economic criteria such as the performance of the leased assets, and whether or not significant recent investments have been made in the stores.

Generally, the term of property leases and equipment leases corresponds to the initial term provided for in the lease contract.

More specifically, for "3-6-9"-type commercial leases in France, the Group generally recognises a term of nine years as the enforceable period of the lease as of the lease commencement date, in accordance with the ANC's 3 July 2020 position statement.

For contracts with automatic renewal clauses (notably "3-6-9"-type leases), the Group considers that it is unable to anticipate this automatic renewal period at the inception of the lease, and that this tacit renewal period only becomes reasonably certain upon expiry of the initial lease term. The right-of-use asset and lease liability are re-estimated at that date, provided that no previous modifying events have occurred, based on an automatically renewable period of nine years.

Lastly, the Group may be required to revise the lease term in the event significant leasehold improvements are made during the lease term that could lead to a significant penalty which is reflected in the residual value of the leasehold improvements at the end of the lease.

Discount rate

The discount rate generally used to calculate the lease liability for each lease contract depends on the Group's incremental borrowing rate at the lease commencement date. This rate is the rate of interest that a lessee would have to pay at the lease commencement date to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment. The Group calculates a discount rate for each country, taking into account the entity's credit spread and the lease terms.

Lease premiums

Any lease premiums relating to lease contracts are included within "Right-of-use assets". Depending on the legal particulars inherent to each lease premium, they are either amortised over the underlying lease term if the lease premium cannot be separated from the right-of-use asset, or (most commonly) are not amortised, but are tested annually for impairment if the lease premium is distinct from the right-of-use asset.

Short-term leases and leases of low-value assets

The Group has chosen to apply the recognition exemptions in IFRS 16 concerning:

- short-term leases (i.e., with a term of 12 months or less at inception). Leases with purchase options are not classified as short-term leases;
- leases for which the underlying asset is of low value (value of underlying leased asset less than €5,000).

Within the Group, these exemptions apply mainly to leases of store equipment and office equipment such as tablets, computers, mobile telephones and photocopiers.

Payments under these leases are included in operating expenses in the consolidated income statement, in the same way as variable lease payments which are not included in the initial measurement of lease liabilities. Cash flows relating to lease payments made are included within net cash from operating activities in the consolidated statement of cash flows.

Sale-and-leaseback transactions

A sale-and-leaseback transaction is a transaction in which the owner of assets sells those assets to third parties and then leases them back. If the sale of the assets by the seller-lessee meets the definition of a sale under IFRS 15:

- the seller-lessee measures the right-of-use asset under the lease as a proportion of the net carrying amount of the asset transferred, which corresponds to the right of use retained by that seller-lessee. Accordingly, the seller-lessee only recognises the net disposal gain or loss that relates to the rights transferred to the buyer-lessor;
- the buyer-lessor accounts for the purchase of the asset applying applicable standards and for the lease applying IFRS 16.

If the sale of the asset by the seller-lessee does not meet the definition of a sale under IFRS 15, the sale-and-leaseback is accounted for as a financing transaction. Accordingly:

- the seller-lessee recognises the transferred asset in its statement of financial position and recognises a financial liability equal to the consideration received from the buyer-lessor;
- the buyer-lessor does not recognise the transferred asset in its statement of financial position but recognises a financial asset equal to the consideration transferred.

Deferred taxes

In the event a lease gives rise to a temporary difference, deferred tax is recognised (Note 9).

Group as lessor

When the Group acts as lessor, it classifies each of its leases as either a finance lease or an operating lease.

- Finance leases are treated as a sale of non-current assets to the lessee financed by a loan granted by the lessor. To recognise a finance lease, the Group:
  - derecognises the leased asset from its statement of financial position;
  - recognises a financial receivable in “Financial assets at amortised cost” within “Other current assets” and “Other non-current assets” in its consolidated statement of financial position at an amount equal to the present value, discounted at the contractual interest rate or incremental borrowing rate, of the lease payments receivable under the lease, plus any unguaranteed residual value accruing to the Group;
  - splits the lease income into (i) interest income recognised in the consolidated income statement within “Other financial income”, and (ii) amortisation of the principal, which reduces the amount of the receivable.
- For operating leases, the lessor includes the leased assets within “Property, plant and equipment” in its statement of financial position and recognises lease payments received under “Other revenue” in the consolidated income statement on a straight-line basis over the lease term.

7.1. Group as lessee

Details of these leases are provided below.

7.1.1. Statement of financial position information

■ **Composition of and change in right-of-use assets**

(€ millions)	Land and land improvements	Buildings, fixtures and fittings	Other property, plant and equipment	Other intangible assets	Total
Carrying amount at 1 January 2021	**35**	**4,545**	**181**	**127**	**4,888**
New assets	8	457	14	-	479
Modifications/remeasurements	4	403	2	6	415
Derecognised assets	(7)	(260)	(23)	-	(290)
Depreciation for the year	(6)	(603)	(49)	(9)	(667)
Impairment (losses) reversals, net	-	(21)	(12)		(33)
Changes in scope of consolidation	-	(15)	-	-	(15)
Effect of movements in exchange rates	-	(10)	(1)	1	(9)
IFRS 5 reclassifications	-	(7)	-	-	(7)
Other reclassifications and movements	-	(21)	7	1	(12)
Carrying amount at 31 December 2021	**34**	**4,468**	**120**	**126**	**4,748**
New assets	5	574	3	9	591
Modifications/remeasurements	5	357	1	5	367
Derecognised assets	(6)	(170)	(21)	(15)	(213)
Depreciation for the year	(5)	(636)	(29)	(11)	(681)
Impairment (losses) reversals, net[1]	-	(105)	-	(2)	(107)
Changes in scope of consolidation	(5)	(1)	(7)	-	(13)
Effect of movements in exchange rates	1	127	-	16	144
IFRS 5 reclassifications	-	(4)	(1)	(1)	(6)
Other reclassifications and movements	-	57	1	1	60
CARRYING AMOUNT AT 31 DECEMBER 2022	**27**	**4,668**	**66**	**128**	**4,889**

(1) Mainly related to a plan to transfer loss-making integrated stores to a franchise model (Note 6.5).

Lease liabilities

(€ millions)	Notes	2022	2021
Current portion		743	718
Non-current portion		4,447	4,174
TOTAL	**11.5.4**	**5,190**	**4,891**
of which France Retail		*2,646*	*2,904*
of which Latam Retail[1]		*2,411*	*1,820*
of which E-commerce		*133*	*167*

(1) The increase is primarily attributable to a currency effect and sale and leaseback transactions in Brazil.

Note 11.5.4 provides an analysis of lease liabilities by maturity.

7.1.2. Income statement information

The following amounts were recognised in the income statement in respect of leases (excluding lease liabilities):

(€ millions)	2022	2021
Rental expense relating to variable lease payments[1]	73	62
Rental expense relating to short-term leases[1]	6	6
Rental expense relating to leases of low-value assets that are not short-term leases[1]	113	104

(1) Leases not included in lease liabilities recognised in the statement of financial position.

Depreciation charged against right-of-use assets is presented in Note 7.1.1, while interest expense on lease liabilities is shown in Note 11.3.2.

Sub-letting income included within right-of-use assets is set out in Note 7.2.

7.1.3. Statement of cash flow information

Total lease payments made in the year amounted to €1,135 million (2021: €1,058 million).

7.1.4. Sale-and-leaseback transactions

The impact on the consolidated financial statements of the Group's sale-and-leaseback transactions carried out in 2022 are as follows:

- recognition of a right-of-use asset for €107 million and a lease liability for €147 million;
- decrease of €43 million in property, plant and equipment and of €106 million in assets held for sale (Note 3.5.1);
- recognition of disposal gains of €110 million within other operating income.

In 2022, the main sale-and-leaseback transaction carried out was the transaction planned as part of the operation to convert Extra hypermarkets into Assaí stores and concerning 17 store properties (see Note 2 to the 2021 consolidated financial statements). At 31 December 2022, 16 assets had been sold.

7.2. Group as lessor

Operating leases

The following table provides a maturity analysis of payments receivable under operating leases:

(€ millions)	2022	2021
Within one year	63	66
In one to two years	24	27
In two to three years	16	15
In three to four years	12	11
In four to five years	9	10
In five or more years	43	43
UNDISCOUNTED VALUE OF LEASE PAYMENTS RECEIVABLE	**167**	**173**

The following amounts were recognised in the income statement:

(€ millions)	2022	2021
Operating leases		
Lease income[(1)]	148	119
Sub-letting income included within right-of-use assets	34	39

(1) Including €15 million in variable lease payments in 2022 that do not depend on an index or rate (2021: €12 million).

NOTE 8 EMPLOYEE BENEFITS EXPENSE

8.1. Employee benefits expense

Employee benefits expense is analysed by function in Note 6.3.

8.2. Provisions for pensions and other post-employment benefits

ACCOUNTING PRINCIPLE

Provisions for pensions and other post-employment benefits

Group companies provide their employees with various employee benefit plans depending on local laws and practice.

- **Under defined contribution plans**, the Group pays fixed contributions into a fund and has no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. Contributions to these plans are expensed as incurred.
- **Under defined benefit plans**, the Group's obligation is measured using the projected unit credit method based on the agreements effective in each company. Under this method, each period of service gives rise to an additional unit of benefit entitlement and each unit is measured separately to build up the final obligation. The final obligation is then discounted. The actuarial assumptions used to measure the obligation vary according to the economic conditions prevailing in the relevant country. The obligation is measured by independent actuaries annually for the most significant plans and for the employment termination benefit, and regularly for all other plans. Assumptions include expected rate of future salary increases, estimated average years of service, life expectancy and staff turnover rates (based on resignations only).

Actuarial gains and losses arise from the effects of changes in actuarial assumptions and experience adjustments (differences between results based on previous actuarial assumptions and what has actually occurred). All actuarial gains and losses arising on defined benefit plans are recognised in other comprehensive income.

Past service cost, corresponding to the increase in the benefit obligation resulting from the introduction of a new benefit plan or modification of an existing plan, is expensed immediately.

The expense in the income statement comprises:

- service cost, i.e., the cost of services provided during the year, recognised in trading profit;
- past service cost and the effect of plan curtailments or settlements, generally recognised in "Other operating income and expenses";
- interest cost, corresponding to the discounting adjustment to the projected benefit obligation net of the return on plan assets, recorded in "Other financial income and expenses". Interest cost is calculated by applying the discount rate defined in IAS 19 to the net obligation (i.e., the projected obligation less related plan assets) recognised in respect of defined benefit plans, as determined at the beginning of the year.

The provision recognised in the statement of financial position is measured as the net present value of the obligation less the fair value of plan assets.

Provisions for other in-service long-term employee benefits

- **Other in-service long-term employee benefits,** such as jubilees, are also covered by provisions, determined on the basis of an actuarial estimate of vested rights as of the reporting date. Actuarial gains and losses on these benefit plans are recognised immediately in profit or loss.

8.2.1. Breakdown of provisions for pensions and other post-employment benefits and for long-term employee benefits

	2022			2021		
(€ millions)	Non-current portion	Current portion	Total	Non-current portion	Current portion	Total
Pensions	187	12	199	233	11	244
Jubilees	23	1	24	30	1	31
Bonuses for services rendered	5	1	6	10	-	10
PROVISIONS FOR PENSIONS AND OTHER POST-EMPLOYMENT BENEFITS AND FOR LONG-TERM EMPLOYEE BENEFITS	**216**	**13**	**228**	**273**	**12**	**285**

8.2.2. Presentation of pension plans

Defined contribution plan

Defined contribution plans are plans in which the Company pays regular contributions into a fund. The Company's obligation is limited to the amount it agrees to contribute to the fund and it offers no guarantee that the fund will have sufficient assets to pay all of the employees' entitlements to benefits. This type of plan predominantly concerns employees of the Group's French subsidiaries, who participate in the government-sponsored basic pension scheme.

The expense relating to defined contribution plans in 2022 was €221 million, of which 86% concerns the Group's French subsidiaries.

Defined benefit plan

In certain countries, local laws or conventional agreements provide for the payment of a lump sum to employees either when they retire or at certain times post-retirement, based on their years of service and final salary at the age of retirement.

8.2.3. Main assumptions used in determining total defined benefit obligations (pension plans)

Defined benefit plans are exposed to risks concerning future interest rates, salary increase rates, turnover and mortality rates.

The following table presents the main actuarial assumptions used to measure the projected benefit obligation:

	France		International	
	2022	2021	2022	2021
Discount rate	3.8%	1.0%	7.8% – 13.7%	7.8% – 8.5%
Expected rate of future salary increases	2.0% – 2.8%	1.0% – 1.9%	3.5% – 9.6%	3.5%
Retirement age	62-65	62-65	57-62	57-62

For French companies, the discount rate is determined by reference to the Bloomberg 15-year AA corporate composite index.

■ **Sensitivity analysis**

A 100-basis point increase (decrease) in the discount rate would have the effect of reducing the projected benefit obligation by 8% (increasing the projected benefit obligation by 9%).

A 100-basis point increase (decrease) in the expected rate of salary increases would have the effect of increasing the projected benefit obligation by 9% (reducing the projected benefit obligation by 8%).

8.2.4. Change in retirement benefit obligations and plan assets

The following tables show a reconciliation of the projected benefit obligations of all Group companies to the provisions recognised in the consolidated financial statements for the years ended 31 December 2022 and 31 December 2021.

		France		International		Total	
(€ millions)		**2022**	2021	**2022**	2021	**2022**	2021
Projected benefit obligation at 1 January		**255**	**267**	**4**	**5**	**259**	**272**
Items recorded in the income statement		**3**	**5**	**4**	**1**	**8**	**5**
Service cost		19	20	-	-	19	20
Interest cost		2	2	1	-	3	2
Past service cost		-	-	4	-	4	-
Curtailments/settlements		(18)	(17)	-	-	(18)	(17)
Items included in other comprehensive income		**(42)**	**(2)**	**(1)**	**(1)**	**(43)**	**(3)**
(1) Actuarial (gains) and losses related to:		(42)	(2)	(1)	(1)	(43)	(2)
(i) changes in financial assumptions		*(44)*	*(4)*	*(1)*	*(1)*	*(45)*	*(4)*
(ii) changes in demographic assumptions		*(5)*	-	-	-	*(5)*	-
(iii) experience adjustments		*7*	*2*	-	-	*7*	*2*
(2) Effects of movements in exchange rates		-	-	-	-	-	-
Other		**(10)**	**(15)**	**(1)**	**(1)**	**(11)**	**(16)**
Paid benefits		(14)	(14)	(1)	(1)	(14)	(15)
Changes in scope of consolidation		(1)	(1)	-	-	(1)	(1)
Other movements		5	-	-	-	5	-
Projected benefit obligation at 31 December	**A**	**205**	**255**	**7**	**4**	**213**	**259**
Weighted average duration of plans						**14**	**17**

		France		International		Total	
(€ millions)		**2022**	2021	**2022**	2021	**2022**	2021
Fair value of plan assets at 1 January		**16**	**17**	**-**	**-**	**16**	**17**
Items recorded in the income statement		**-**	**-**	**-**	**-**	**-**	**-**
Interest on plan assets		-	-	-	-	-	-
Items included in other comprehensive income		**-**	**1**	**-**	**-**	**-**	**1**
Actuarial (losses) gains (experience adjustments)		-	1	-	-	-	1
Effect of movements in exchange rates		-	-	-	-	-	-
Other		**(2)**	**(2)**	**-**	**-**	**(2)**	**(2)**
Paid benefits		(2)	(2)	-	-	(2)	(2)
Changes in scope of consolidation		-	-	-	-	-	-
Other movements		-	-	-	-	-	-
Fair value of plan assets at 31 December	**B**	**14**	**16**	**-**	**-**	**14**	**16**

(€ millions)		France 2022	France 2021	International 2022	International 2021	Total 2022	Total 2021
Net post-employment benefit obligation	A-B	191	239	7	4	199	244
Unfunded projected benefit obligation under funded plans		**1**	**1**	**-**	**-**	**1**	**1**
Projected benefit obligation under funded plans		15	16	-	-	15	16
Fair value of plan assets		(14)	(16)	-	-	(14)	(16)
Projected benefit obligation under unfunded plans		**190**	**238**	**7**	**4**	**198**	**243**

Plan assets consist mainly of units in fixed-rate bond funds.

Reconciliation of provisions recorded in the statement of financial position

(€ millions)	France 2022	France 2021	International 2022	International 2021	Total 2022	Total 2021
At 1 January	**240**	**250**	**4**	**5**	**244**	**255**
Expense for the year	3	5	4	1	8	5
Actuarial gains and losses	(43)	(2)	(1)	(1)	(43)	(2)
Effect of movements in exchange rates	-	-	-	-	-	-
Paid benefits	(12)	(12)	(1)	(1)	(12)	(13)
Partial reimbursement of plan assets	-	-	-	-	-	-
Changes in scope of consolidation	(1)	(1)	-	-	(1)	(1)
Other movements	5	-	-	-	5	-
AT 31 DECEMBER	**192**	**240**	**7**	**4**	**199**	**244**

Breakdown of expense for the year

(€ millions)	France 2022	France 2021	International 2022	International 2021	Total 2022	Total 2021
Service cost	19	20	-	-	19	20
Interest cost[1]	2	2	-	-	3	2
Past service cost	-	-	4	-	4	-
Curtailments/settlements	(18)	(17)	-	-	(18)	(17)
EXPENSE FOR THE YEAR	**3**	**4**	**4**	**1**	**7**	**5**

(1) Reported under "Other financial income and expenses".

Undiscounted future cash flows

		Undiscounted cash flows					
(€ millions)	Statement of financial position	2023	2024	2025	2026	2027	Beyond 2027
Post-employment benefits	199	12	10	14	18	25	820

8.3. Share-based payments

ACCOUNTING PRINCIPLE

Share-based payments

Management and selected employees of the Group receive stock options (options to purchase or subscribe for shares) and free shares.

The benefit represented by stock options, measured at fair value on the grant date, constitutes additional compensation. The grant-date fair value of the options is recognised in "Employee benefits expense" over the option vesting period or in "Other operating expenses" when the benefit relates to a transaction that is also recognised in "Other operating income and expenses" (Note 6.5). The fair value of options is determined using the Black-Scholes option pricing model, based on the plan attributes, market data (including the market price of the underlying shares, share price volatility and the risk-free interest rate) at the grant date and assumptions concerning the probability of grantees remaining with the Group until the options vest.

The fair value of free shares is also determined on the basis of the plan attributes, market data at the grant date and assumptions concerning the probability of grantees remaining with the Group until the shares vest. If the free shares are not subject to any vesting conditions, the cost of the plan is recognised in full on the grant date. Otherwise, it is deferred and recognised over the vesting period as and when the vesting conditions are met. When bonus shares are granted to employees in connection with a transaction affecting the scope of consolidation, the related cost is recorded in "Other operating income and expenses".

Free shares are granted to certain Company managers and store managers. In certain cases, the shares vest in tranches, subject to the attainment of a performance target for the period concerned. In all cases, the shares are forfeited if the grantee leaves the Group before the end of the vesting period.

8.3.1. Impact of share-based payments on earnings and equity

The total net cost of share-based payment plans recognised in operating profit in 2022 was €13 million (2021: €14 million), including €5 million each for Casino, Guichard-Perrachon and GPA, and €3 million for Sendas. The impact on equity was an increase for the same amount.

8.3.2. Casino, Guichard-Perrachon stock option plans

At 31 December 2022, no Casino, Guichard-Perrachon stock options were outstanding.

8.3.3. Casino, Guichard-Perrachon free share plans

Free share plan features and assumptions

Date of plan	Vesting date	Number of free shares authorised	Number of unvested shares at 31 Dec. 2022	Of which number of performance shares[1]	Share price (€)[2]	Fair value of the share (€)[2]
15/12/2022	31/08/2024	61,836	61,836	-	10.33	10.33
10/05/2022	28/02/2024	6,798	4,326	-	16.69	16.31
10/05/2022	10/05/2025	318,727	252,635	252,635	16.69	14.37
15/12/2021	31/07/2023	9,052	9,052	-	23.25	22.55
28/07/2021	30/04/2023	22,641	22,045	-	24.50	23.62
28/07/2021	31/01/2023	7,049	7,049	-	24.50	23.35
28/07/2021	28/07/2026	3,972	3,972	3,972	24.50	16.76
28/07/2021	28/07/2024	231,932	149,857	149,857	24.50	18.46
27/04/2020	27/04/2025	8,171	8,171	8,171	35.87	26.25
27/04/2020	27/04/2023	160,033	95,794	95,794	35.87	25.34
07/05/2019	07/05/2024	7,809	7,809	7,809	35.49	14.65
15/05/2018	15/05/2023	7,326	3,808	3,808	40.75	17.01
TOTAL		**845,346**	**626,354**	**522,046**		

(1) Performance conditions mainly concern organic sales growth and the level of trading profit or EBITDA of the company that employs the grantee.
(2) Weighted average.

Changes in free shares

Free share grants	2022	2021
Unvested shares at 1 January	**880,921**	**621,481**
Free share rights granted	387,361	538,969
Free share rights cancelled	(300,381)	(47,082)
Shares issued	(341,547)	(232,447)
UNVESTED SHARES AT 31 DECEMBER	**626,354**	**880,921**

8.3.4. Features of GPA stock option plans

- "B Series" stock options are exercisable between the 37th and the 42nd months following the grant date. The exercise price is BRL 0.01 per option.
- "C Series" stock options are exercisable between the 37th and the 42nd months following the grant date. The exercise price corresponds to 80% of the average of the last 20 closing prices for GPA shares quoted on the Bovespa stock exchange.

Name of plan	Grant date	Exercise period start date	Expiry date	Number of options granted *(thousands)*	Option exercise price (BRL)	Number of options outstanding at 31 Dec. 2022 *(thousands)*
C7 Series	31/01/2021	31/05/2023	30/11/2023	497	12.60	217
B7 Series	31/01/2021	31/05/2023	30/11/2023	673	0.01	223
C8 Series	31/05/2022	31/05/2025	30/11/2025	1,328	17.28	1,328
B8 Series	31/05/2022	31/05/2025	30/11/2025	1,617	0.01	1,270
					8.46	**3,038**

Main assumptions used to value stock options

GPA uses the following assumptions to value its plans ("Series" 7 and 8 respectively):

- dividend yield: 1.61% and 4.50%;
- projected volatility: 37.09% and 43.48%;
- risk-free interest rate: 5.47% and 11.96%.

The average fair value of outstanding stock options at 31 December 2022 was BRL 12.80 or €2.27.

The table below shows changes in the number of outstanding options and weighted average exercise prices in the years presented:

	2022		2021	
	Number of outstanding options *(thousands)*	Weighted average exercise price *(BRL)*	Number of outstanding options *(thousands)*	Weighted average exercise price *(BRL)*
Options outstanding at 1 January	**1,412**	**5.71**	**1,468**	**30.71**
of which exercisable options	-	-	-	-
Options granted during the year	2,945	7.80	1,225	22.37
Options exercised during the year	(985)	1.94	(1,157)	7.65
Options cancelled during the year	(291)	10.82	(54)	10.50
Options that expired during the year	(43)	6.34	(70)	11.57
OPTIONS OUTSTANDING AT 31 DECEMBER	**3,038**	**8.46**	**1,412**	**5.71**
of which exercisable options	-	-	-	-

8.3.5. Features of Sendas stock option plans

- "B Series" stock options are exercisable between the 37th and the 42nd months following the grant date. The exercise price is BRL 0.01 per option.
- "C Series" stock options are exercisable between the 37th and the 42nd months following the grant date. The exercise price corresponds to 80% of the average of the last 20 closing prices for Sendas shares quoted on the Bovespa stock exchange.

Name of plan	Grant date	Exercise period start date	Expiry date	Number of options granted *(thousands)*	Option exercise price *(BRL)*	**Number of options outstanding at 31 Dec. 2022** *(thousands)*
B8 Series	31/05/2021	01/06/2024	30/11/2024	363	0.01	314
C8 Series	31/05/2021	01/06/2024	30/11/2024	363	13.39	314
B9 Series	31/05/2022	01/06/2025	30/11/2025	2,163	0.01	2,131
C9 Series	31/05/2022	01/06/2025	30/11/2025	1,924	12.53	1,892
					6.01	**4,651**

Main assumptions used to value stock options

Sendas uses the following assumptions to value its plans ("Series" 8 and 9 respectively):

- dividend yield: 1.28% and 1.20%;
- projected volatility: 37.06% and 37.29%;
- risk-free interest rate: 7.66% and 12.18%;
- exit rate: 8%.

The average fair value of outstanding stock options at 31 December 2022 was BRL 17.21, BRL 7.69, BRL 15.27 and BRL 7.35, respectively, for the B8, C8, B9 and C9 Series (€3.05, €1.36, €2.71 and €1.30, respectively, for these Series).

The table below shows changes in the number of outstanding options and weighted average exercise prices in the years presented:

	2022		2021	
	Number of outstanding options *(thousands)*	Weighted average exercise price *(BRL)*	Number of outstanding options *(thousands)*	Weighted average exercise price *(BRL)*
Options outstanding at 1 January	**668**	**6.70**	**-**	**-**
of which exercisable options	-	-	-	-
Options granted during the year	4,087	5.90	726	6.70
Options exercised during the year	(104)	6.01	-	-
Options cancelled during the year	-	-	(58)	6.70
Options that expired during the year	-	-	-	-
OPTIONS OUTSTANDING AT 31 DECEMBER	**4,651**	**6.01**	**668**	**6.70**
of which exercisable options	-	-	-	-

8.4. Gross remuneration and benefits of the members of the Group Executive Committee and the Board of Directors

(€ millions)	2022	2021
Short-term benefits excluding social security contributions[1]	16	25
Social security contributions on short-term benefits	6	4
Termination benefits for key executives	6	-
Share-based payments[2]	1	3
TOTAL	**30**	**32**

(1) Gross salaries, bonuses, discretionary and statutory profit-sharing, benefits in kind and directors' fees.
(2) Expense recognised in the income statement in respect of stock option and free share plans.

The members of the Group Executive Committee are not entitled to any specific supplementary pension benefits.

8.5. Average number of Group employees

Average full-time equivalent employees by category	2022	2021
Managers	10,395	10,811
Staff	158,802	165,454
Supervisors	19,614	20,043
GROUP TOTAL	**188,811**	**196,307**

NOTE 9 INCOME TAXES

ACCOUNTING PRINCIPLE

Income tax expense corresponds to the sum of the current taxes due by the various Group companies, adjusted for deferred taxes.

Substantially all qualifying French subsidiaries are members of the tax group headed by Casino, Guichard-Perrachon and file a consolidated tax return.

Current tax expense reported in the income statement corresponds to the tax expense of the parent company of the tax group and of companies that are not members of a tax group.

Deferred tax assets correspond to future tax benefits arising from deductible temporary differences, tax loss carryforwards, unused tax credits and certain consolidation adjustments that are expected to be recoverable.

Deferred tax liabilities are recognised in full for:

- taxable temporary differences, except where the deferred tax liability results from recognition of a non-deductible impairment loss on goodwill or from initial recognition of an asset or liability in a transaction which is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit or the tax loss; and
- taxable temporary differences related to investments in subsidiaries, associates and joint ventures, except when the Group controls the timing of the reversal of the difference and it is probable that it will not reverse in the foreseeable future.

Deferred taxes are recognised using the balance sheet approach and in accordance with IAS 12. They are calculated by the liability method, which consists of adjusting deferred taxes recognised in prior periods for the effect of any enacted changes in the income tax rate.

The Group reviews the probability of deferred tax assets being recovered on a periodic basis for each tax entity. This review may, if necessary, lead to the derecognition of deferred tax assets recognised in prior years. The probability for recovery is assessed based on a tax plan indicating the level of projected taxable profits.

The assumptions underlying the tax plan are consistent with those used in the medium-term business plans and budgets prepared by Group entities and approved by Senior Management.

The French corporate value-added tax (*Cotisation sur la Valeur Ajoutée des Entreprises* – CVAE), which is based on the value-added reflected in the separate financial statements, is included in “Income tax expense” in the consolidated income statement.

When payments to holders of equity instruments are deductible for tax purposes, the tax effect is recognised by the Group in the income statement.

In accordance with IFRIC 23 – Uncertainty over Income Tax Treatments, the Group presents provisions for uncertain income tax positions within income tax liabilities.

On 14 December 2022, all EU Member States formally adopted the Directive, which aims to ensure a global minimum level of taxation for multinationals and large-scale domestic groups in the Union, implementing at EU level the global agreement reached by the OECD Inclusive Framework on 8 October 2021.

The Pillar 2 Directive should be transposed into French law before the end of 2023. Its provisions will be applicable to financial years beginning on or after 31 December 2023 (for the tax liability rule, while the under-taxed payments rule will be applicable to financial years beginning on or after 31 December 2024).

9.1. Income tax expense

9.1.1. Analysis of income tax expense

	2022			2021 (restated)		
(€ millions)	France	International	Total	France	International	Total
Current income tax	(62)	57	(5)	(34)	(79)	(114)
Other taxes (CVAE)	(27)	-	(27)	(30)	-	(30)
Deferred taxes	(73)	114	41	29	201	230
Total income tax (expense) benefit recorded in the income statement	**(162)**	**171**	**9**	**(35)**	**121**	**86**
Income tax on items recognised in “Other comprehensive income” (Note 12.7.2)	**(12)**	**(1)**	**(13)**	**(10)**	**(1)**	**(10)**
Income tax on items recognised in equity	**-**	**(118)**	**(118)**	**1**	**-**	**1**

9.1.2. Tax proof

(€ millions)	2022		2021 (restated)	
Profit (loss) before tax	**(334)**		**(283)**	
Theoretical income tax benefit (expense)[1]	**86**	**-25.83%**	**80**	**-28.41%**
Reconciliation of the theoretical income tax benefit (expense) to the actual income tax benefit (expense)				
Impact of differences in foreign tax rates	(28)	8.5%	(29)	10.4%
Recognition of previously unrecognised tax benefits on tax losses and other deductible temporary differences[2]	24	-7.3%	13	-4.7%
Unrecognised deferred tax assets/valuation allowances on recognised deferred tax assets on tax loss carryforwards or other deductible temporary differences[3]	(327)	98.1%	(58)	20.4%
Change in corporate tax rate[4]	(47)	14.1%	(19)	6.5%
CVAE net of income tax	(20)	6.0%	(22)	7.6%
Non-deductible interest expense[5]	(21)	6.2%	(24)	8.5%
Non-deductible asset impairment losses	3	-0.9%	(3)	0.9%
Other taxes on distributed earnings[6]	(7)	2.0%	(4)	1.5%
Deductible interest on deeply-subordinated perpetual bonds	13	-3.9%	10	-3.7%
Reduced-rate asset disposals and changes in scope of consolidation[7]	269	-80.7%	(27)	9.7%
Change in Brazilian taxation[8]	73	-21.9%	171	-60.4%
Other	(10)	3.0%	(3)	1.2%
ACTUAL INCOME TAX BENEFIT (EXPENSE)/EFFECTIVE TAX RATE	**9**	**-2.7%**	**86**	**-30.5%**

(1) The reconciliation of the effective tax rate paid by the Group is based on the current French rate of 25.83% (28.41% in 2021).

(2) In 2022, this primarily concerns the France Retail segment in an amount of €21 million. In 2021, it concerned the France Retail segment for €9 million and the Latam Retail segment for €4 million.

(3) In 2022, this concerns France Retail, Latam Retail and E-commerce segments for negative amounts of €285 million, €8 million and €34 million, respectively (Notes 9.2.3 and 9.2.4). During the year, and in accordance with IAS 12, the Group capped its recognition of deferred taxes relating to the tax losses of the Casino, Guichard-Perrachon tax consolidation group and recorded an expense of €240 million. In 2021, this concerned the France Retail segment for €21 million, the Latam Retail segment for €22 million and the E-commerce segment for €15 million.

(4) As a result of a Brazilian Federal Supreme Court (STF) ruling dated February 2023, which has been applied retrospectively since 2007, GPA is now liable for the 9% social contribution surtax on profit (CSLL) which, together with the corporate income tax rate of 25%, raises its tax rate to 34%. As a result of this ruling, a non-current tax liability was recognised for BRL 600 million (€106 million – Note 6.10). The impact of this ruling, net of the revised deferred tax amount, is an expense of BRL 407 million (€75 million).

(5) Tax laws in some countries cap the deductibility of interest paid by companies. The impact on the two periods presented essentially concerns the France scope.

(6) Corresponding to taxation of intra-group dividends.

(7) In 2022 relating to (a) the Group's plan to dispose of non-strategic assets and, in particular, GreenYellow and Mercialys, and (b) the ongoing restructuring of our Brazilian operations.

(8) Following a change in Brazilian legislation in the second half of 2021 stipulating the non-taxation of investment grants, a tax reduction was recognised in respect of grants received in 2022, in line with the reduction already recognised in the second half of 2021. In 2021, further to a change in Brazilian legislation, the tax on investment grants was cancelled and a tax credit of €125 million recognised in respect of taxation levied in previous years. The Brazilian subsidiaries also benefited from a favourable ruling from the STF regarding the exclusion of monetary corrections relating to judicial proceedings from the tax base. This resulted in the recognition of a tax credit for €46 million.

9.2. Deferred taxes

9.2.1. Change in deferred tax assets

(€ millions)	2022	2021 (restated)
At 1 January	**1,195**	**1,022**
(Expense) benefit for the year[1]	132	191
Impact of changes in scope of consolidation	2	1
IFRS 5 reclassifications	3	-
Effect of movements in exchange rates and other reclassifications	165	(11)
Changes recognised directly in equity and other comprehensive income	(8)	(7)
AT 31 DECEMBER	**1,490**	**1,195**

(1) Impairment, net.

The deferred tax benefit net of deferred tax liabilities (Note 9.2.2) relating to discontinued operations was €9 million in 2022 (€76 million in 2021).

9.2.2. Change in deferred tax liabilities

(€ millions)	2022	2021
At 1 January	**405**	**508**
Expense/(benefit) for the year	82	(115)
Impact of changes in scope of consolidation	(2)	1
IFRS 5 reclassifications	-	-
Effect of movements in exchange rates and other reclassifications	13	11
Changes recognised directly in equity and other comprehensive income	4	-
AT 31 DECEMBER	**503**	**405**

9.2.3. Deferred tax assets and liabilities by source

		Net	
(€ millions)	Notes	2022	2021 (restated)
Intangible assets		(571)	(466)
Property, plant and equipment		165	(34)
Right-of-use assets net of lease liabilities		214	166
Inventories		25	26
Financial instruments		(7)	15
Other assets		(86)	(42)
Provisions		256	174
Regulated provisions		(55)	(58)
Other liabilities		80	43
Tax loss carryforwards and tax credits		966	965
NET DEFERRED TAX ASSET (LIABILITY)		**987**	**790**
Deferred tax assets recognised in the statement of financial position	9.2.1	1,490	1,195
Deferred tax liabilities recognised in the statement of financial position	9.2.2	503	405
NET		**987**	**790**

The tax saving realised by the Casino, Guichard-Perrachon tax group amounted to €124 million in 2022 versus €103 million in 2021.

Recognised tax loss carryforwards and tax credits mainly concern the Casino, Guichard-Perrachon, GPA and Éxito tax groups. The corresponding deferred tax assets have been recognised in the statement of financial position as their utilisation is considered probable in view of the forecast future taxable profits of the companies concerned. At 31 December 2022, deferred tax assets amounted to €509 million for Casino, Guichard-Perrachon, €175 million for GPA and €77 million for Éxito. These amounts are expected to be recovered by 2030 (Casino, Guichard-Perrachon and GPA), and 2027 (Éxito).

Deferred tax assets are recognised on tax loss carryforwards over the period during which they are expected to be recovered, based on the likely existence of future taxable profits. The estimated recovery of tax loss carryforwards is based on the achievement of projected taxable profit targets. For example, for the Casino, Guichard Perrachon tax group, achieving an average of 85% of the operating profitability targets over the period of the plan would mean not being able to use €150 million in deferred taxes arising on tax losses (able to be carried forward indefinitely).

9.2.4. Unrecognised deferred tax assets

At 31 December 2022, unrecognised deferred tax assets arising on tax loss carryforwards amounted to approximately €1,663 million, representing an unrecognised deferred tax effect of €436 million (€821 million at 31 December 2021, representing an unrecognised deferred tax effect of €221 million). These losses mainly relate to the Casino, Guichard-Perrachon tax group, the Franprix sub-group and Cdiscount, and can mostly be carried forward indefinitely.

NOTE 10 INTANGIBLE ASSETS, PROPERTY, PLANT AND EQUIPMENT, AND INVESTMENT PROPERTY

ACCOUNTING PRINCIPLE

The cost of non-current assets corresponds to their purchase cost plus transaction expenses including tax. For intangible assets, property, plant and equipment, and investment property, these expenses are added to the assets' carrying amount and follow the same accounting treatment.

10.1. Goodwill

ACCOUNTING PRINCIPLE

At the acquisition date, goodwill is measured in accordance with the accounting principle applicable to "Business combinations", described in Note 3. It is allocated to the cash generating unit (CGU) or groups of cash generating units that benefit from the synergies of the combination, based on the level at which the return on investment is monitored for internal management purposes (Note 10.1.1). Goodwill is not amortised. It is tested for impairment at each year-end, or whenever events or a change of circumstances indicate that it may be impaired. Impairment losses on goodwill are not reversible. The methods used by the Group to test goodwill for impairment are described in the "Impairment of non-current assets" section in Note 10.5. Negative goodwill is recognised directly in the income statement for the period of the business combination, once the identification and measurement of the acquiree's identifiable assets, liabilities and contingent liabilities have been verified.

10.1.1. Breakdown by business line and geographic area

(€ millions)	**31 December 2022 Net**	31 December 2021 Net
France Retail	**4,375**	**4,309**
Hypermarkets, supermarkets and convenience stores	*1,594*	*1,523*
Franprix	*1,456*	*1,449*
Monoprix	*1,319*	*1,327*
Other	*6*	*10*
E-commerce (France)	**58**	**61**
Latam Retail	**2,500**	**2,298**
Argentina	*88*	*75*
Brazil – GPA	*636*	*569*
Brazil – Assaí	*1,154*	*1,031*
Colombia	*363*	*406*
Uruguay	*259*	*217*
CASINO GROUP	**6,933**	**6,667**

10.1.2. Movements for the year

(€ millions)	**2022**	2021
Carrying amount at 1 January	**6,667**	**6,656**
Goodwill recognised during the year	19	17
Impairment losses recognised during the year	-	-
Goodwill written off on disposals	(13)	(5)
Effect of movements in exchange rates	160	(24)
Reclassifications and other movements	100	24
CARRYING AMOUNT AT 31 DECEMBER	**6,933**	**6,667**

10.2. Other intangible assets

ACCOUNTING PRINCIPLE

Intangible assets acquired separately by the Group are initially recognised at cost and those acquired in business combinations are initially recognised at fair value. Intangible assets consist mainly of purchased software, software developed for internal use, trademarks, patents and costs to obtain contracts. Trademarks that are created and developed internally are not recognised in the statement of financial position. Intangible assets are amortised on a straight-line basis over their estimated useful lives, as determined separately for each asset category. Capitalised development costs are amortised over three years and software over three to ten years. Indefinite life intangible assets (including purchased trademarks) are not amortised, but are tested for impairment at each year-end or whenever there is an indication that their carrying amount may not be recovered.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from derecognition of an asset is determined as the difference between the net sale proceeds, if any, and the carrying amount of the asset. It is recognised in profit or loss ("Other operating income and expenses") when the asset is derecognised.

Residual values, useful lives and depreciation methods are reviewed at each year-end and revised prospectively if necessary.

10.2.1. Breakdown

	2022			2021 (restated)		
(€ millions)	Gross amount	Accumulated amortisation and impairment	Net	Gross amount	Accumulated amortisation and impairment	Net
Concessions, trademarks, licences and banners	1,335	(113)	1,222	1,315	(110)	1,205
Software	1,736	(1,134)	602	1,543	(1,001)	543
Other	484	(242)	241	489	(230)	259
INTANGIBLE ASSETS	**3,554**	**(1,490)**	**2,065**	**3,347**	**(1,341)**	**2,006**

10.2.2. Movements for the year

(€ millions)	Concessions, trademarks, licences and banners	Software	Other intangible assets	**Total**
Carrying amount at 1 January 2021 (restated)	**1,264**	**483**	**302**	**2,048**
Changes in scope of consolidation	29	-	(5)	23
Additions and acquisitions	1	87	173	262
Assets disposed of during the year	-	(1)	(1)	(2)
Amortisation for the year	(2)	(149)	(68)	(219)
Impairment (losses) reversals, net(3)	(79)	(3)	(9)	(90)
Effect of movements in exchange rates	(7)	1	(1)	(8)
IFRS 5 reclassifications	-	(10)	(18)	(28)
Other reclassifications and movements	(1)	135	(113)	21
Carrying amount at 31 December 2021 (restated)	**1,205(1)**	**543**	**259(2)**	**2,006**
Changes in scope of consolidation	(27)	(7)	(26)	(59)
Additions and acquisitions	1	138	151	290
Assets disposed of during the year	-	(3)	(1)	(3)
Amortisation for the year	(2)	(182)	(57)	(241)
Impairment (losses) reversals, net	-	(10)	(4)	(13)
Effect of movements in exchange rates	44	17	-	61
IFRS 5 reclassifications	3	-	(20)	(17)
Other reclassifications and movements	(2)	105	(61)	42
CARRYING AMOUNT AT 31 DECEMBER 2022	**1,222(1)**	**602**	**241(2)**	**2,065**

(1) Including trademarks for €1,220 million (31 December 2021: €1,176 million).
(2) Including costs to obtain contracts for €113 million (31 December 2021: €101 million) (Note 6.1.2).
(3) Of which €78 million relating to impairment losses recognised against the Extra trademark in 2021 (Note 6.5).

Internally-generated intangible assets (mainly information systems developments) represented €107 million at 31 December 2022 (31 December 2021: €103 million).

Intangible assets at 31 December 2022 include trademarks with an indefinite life, carried in the statement of financial position for €1,220 million, allocated to the following groups of CGUs:

(€ millions)	**2022**	2021
Latam Retail	**644**	**600**
of which Brazil – GPA[1]	*415*	*371*
of which Brazil – Sendas[1]	*90*	*81*
of which Colombia	*113*	*127*
of which Uruguay	*25*	*21*
France Retail	**567**	**567**
of which Casino France	*1*	*1*
of which Monoprix[1]	*566*	*566*
E-commerce	**9**	**9**

(1) Trademarks are allocated to the following banners in Brazil and Monoprix banners in France:

(€ millions)	**2022**	2021
Brazil – GPA	**415**	**371**
Pão de Açúcar	185	165
Extra	229	205
Other	1	1
Brazil – Sendas	**90**	**81**
Assaí	90	81
Monoprix	**566**	**566**
Monoprix	552	552
Other	14	14

Intangible assets were tested for impairment at 31 December 2022 using the method described in Note 10.5 "Impairment of non-current assets". The test results are presented in the same note.

10.3. Property, plant and equipment

ACCOUNTING PRINCIPLE

Property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Subsequent expenditures are recognised in assets if they satisfy the recognition criteria of IAS 16. The Group examines these criteria before incurring the expenditure.

Land is not depreciated. All other items of property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives for each category of assets, with generally no residual value. The main useful lives are as follows:

Asset category	Depreciation period (years)
Land	-
Buildings (structure)	50
Roof waterproofing	15
Fire protection of the building structure	25
Land improvements	10 to 40
Building fixtures and fittings	5 to 20
Technical installations, machinery and equipment	5 to 20
Computer equipment	3 to 5

"Roof waterproofing" and "Fire protection of the building structure" are classified as separate items of property, plant and equipment only when they are installed during major renovation projects. In all other cases, they are included in the "Building (structure)" category.

Property, plant and equipment are derecognised on disposal or when no future economic benefits are expected from their use or disposal. The gain or loss arising from derecognition of an asset is determined as the difference between the net sale proceeds, if any, and the carrying amount of the asset. It is recognised in profit or loss ("Other operating income and expenses") when the asset is derecognised.

Residual values, useful lives and depreciation methods are reviewed at each year-end and revised prospectively if necessary.

10.3.1. Breakdown

	2022			2021		
(€ millions)	Gross amount	Accumulated depreciation and impairment	Net	Gross amount	Accumulated depreciation and impairment	Net
Land and land improvements	843	(106)	737	752	(88)	664
Buildings, fixtures and fittings	3,673	(1,338)	2,335	2,813	(1,074)	1,739
Other non-current assets[1]	7,066	(4,820)	2,247	6,659	(4,421)	2,238
PROPERTY, PLANT AND EQUIPMENT	**11,582**	**(6,264)**	**5,319**	**10,224**	**(5,582)**	**4,641**

(1) Other non-current assets consist mainly of facilities, machinery and equipment.

10.3.2. Movements for the year

(€ millions)	Land and land improvements	Buildings, fixtures and fittings	Other property, plant and equipment	**Total**
Carrying amount at 1 January 2021	**660**	**1,559**	**2,060**	**4,279**
Changes in scope of consolidation	-	(5)	46	41
Additions and acquisitions	35	268	719	1,021
Assets disposed of during the year	(10)	(4)	(33)	(46)
Depreciation for the year	(3)	(104)	(333)	(440)
Impairment (losses) reversals, net	(3)	(20)	(99)	(123)
Effect of movements in exchange rates	(15)	(22)	(11)	(48)
IFRS 5 reclassifications[1]	(22)	(75)	(21)	(118)
Other reclassifications and movements	23	141	(90)	74
Carrying amount at 31 December 2021	**664**	**1,739**	**2,238**	**4,641**
Changes in scope of consolidation	-	(128)	(351)	(479)
Additions and acquisitions	14	716	855	1,586
Assets disposed of during the year	(8)	(27)	(105)	(140)
Depreciation for the year	(3)	(101)	(355)	(459)
Impairment (losses) reversals, net	(6)	(16)	(102)	(125)
Effect of movements in exchange rates	(3)	72	63	131
IFRS 5 reclassifications	60	60	44	164
Other reclassifications and movements	20	19	(40)	(1)
CARRYING AMOUNT AT 31 DECEMBER 2022	**737**	**2,335**	**2,247**	**5,319**

(1) In 2021, this mainly concerned the reclassification of property, plant and equipment as "Assets held for sale" (i) at GPA, for an amount of BRL 517 million (€82 million) in respect of the 17 store properties concerned by a sale-and-leaseback transaction (Note 3.5.1) and (ii) at Sendas, for an amount of BRL 349 million (€59 million) (Note 3.5.1).

Property, plant and equipment were tested for impairment at 31 December 2022 using the method described in Note 10.5 "Impairment of non-current assets". The test results are presented in the same note.

10.3.3. Capitalised borrowing costs

ACCOUNTING PRINCIPLE

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale (typically more than six months) are capitalised in the cost of that asset. All other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing costs are interest and other costs incurred by an entity in connection with the borrowing of funds.

Interest capitalised in 2022 amounted to €78 million, reflecting an average interest rate of 13% (2021: €8 million at an average rate of 7.4%).

10.4. Investment property

ACCOUNTING PRINCIPLE

Investment property is property held by the Group or leased by the Group (in which case it gives rise to a right-of-use asset) to earn rental revenue or for capital appreciation or both. The shopping malls owned by the Group are classified as investment property.

Subsequent to initial recognition, they are measured at historical cost less accumulated depreciation and any accumulated impairment losses. Investment property is depreciated over the same useful life and according to the same rules as owner-occupied property.

10.4.1. Breakdown

	2022			2021		
(€ millions)	Gross amount	Accumulated depreciation and impairment	Net	Gross amount	Accumulated depreciation and impairment	Net
INVESTMENT PROPERTY	**546**	**(143)**	**403**	**540**	**(129)**	**411**

10.4.2. Movements for the year

(€ millions)	**2022**	2021
Carrying amount at 1 January	**411**	**428**
Changes in scope of consolidation	-	-
Additions and acquisitions	22	22
Assets disposed of during the year	(1)	-
Depreciation	(11)	(13)
Impairment (losses) reversals, net	(1)	(3)
Effect of movements in exchange rates	(48)	(31)
IFRS 5 reclassifications	-	-
Other reclassifications and movements(1)	30	9
CARRYING AMOUNT AT 31 DECEMBER	**403**	**411**

(1) *Including €28 million at end-2022 (31 December 2021: €19 million) relating to the remeasurement at Libertad in application of IAS 29 – Financial Reporting in Hyperinflationary Economies.*

At 31 December 2022, investment property totalled €403 million, of which 65% (€260 million) concerned Éxito. Investment property at 31 December 2021 amounted to €411 million, of which 68% concerned Éxito.

Amounts recognised in the income statement in respect of rental revenue and operating expenses on investment properties were as follows:

(€ millions)	**2022**	2021
Rental revenue from investment properties	84	66
Directly attributable operating expenses on investment properties		
▪ that generated rental revenue during the year	(20)	(18)
▪ that did not generate rental revenue during the year	(18)	(16)

■ **Fair value of investment property**

The main investment properties at both end-2022 and end-2021 were held by Éxito.

At 31 December 2022, the fair value of investment property was €716 million (31 December 2021: €687 million). For most investment properties, fair value is determined on the basis of valuations carried out by independent valuers. In accordance with international valuation standards, they are based on market value as confirmed by market indicators, representing a level 3 fair value input.

The fair value of investment property classified as "Assets held for sale" was €1 million at 31 December 2022 and primarily concerned the Latam Retail segment (31 December 2021: €1 million, also primarily concerning the Latam Retail segment).

10.5. Impairment of non-current assets (intangible assets, property, plant and equipment, investment property and goodwill)

ACCOUNTING PRINCIPLE

The procedure to be followed to ensure that the carrying amount of assets does not exceed their recoverable amount (recovered by use or sale) is defined in IAS 36.

Intangible assets and property, plant and equipment are tested for impairment whenever there is an indication that their carrying amount may not be recoverable and at least annually, at the end of the year, for goodwill and intangible assets with an indefinite useful life.

Cash Generating Units (CGUs)

A cash generating unit is the smallest identifiable group of assets that includes the asset and that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

The Group has defined its cash generating units as follows:

- for hypermarkets, supermarkets and discount stores, each store is treated as a separate CGU;
- for other networks, each network represents a separate CGU.

Impairment indicators

Apart from the external sources of data monitored by the Group (economic environment, market value of the assets, etc.), the impairment indicators used are based on the nature of the assets:

- land and buildings: loss of rent or early termination of a lease;
- operating assets related to the business (assets of the CGU): ratio of net carrying amount of store assets divided by sales (including VAT) higher than a defined level determined separately for each store category;
- assets allocated to administrative activities (headquarters and warehouses): site closure or obsolescence of equipment used at the site.

Recoverable amount

The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. It is generally determined separately for each asset. When this is not possible, the recoverable amount of the group of CGUs to which the asset belongs is used.

Fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. In the retail industry, fair value less costs to sell is generally determined on the basis of a sales or EBITDA multiple.

Value in use is the present value of the future cash flows expected to be derived from continuing use of an asset plus a terminal value. It is determined internally or by external experts on the basis of:

- cash flow projections contained usually in business plans covering three years. Cash flows beyond this projection period are usually estimated over a period of three years by applying a growth rate as determined by Management (generally constant);
- a terminal value determined by applying a perpetual growth rate to the final year's cash flow projection.

The cash flows and terminal value are discounted at long-term after-tax market rates reflecting market estimates of the time value of money and the specific risks associated with the asset.

Impairment losses

An impairment loss is recognised when the carrying amount of an asset or the CGU to which it belongs is greater than its recoverable amount. Impairment losses are recorded as an expense under "Other operating income and expenses".

Impairment losses recognised in a prior period are reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. However, the increased carrying amount of an asset attributable to a reversal of an impairment loss may not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Impairment losses on goodwill cannot be reversed.

10.5.1. Movements for the year

Net impairment losses recognised in 2022 on goodwill, intangible assets, property, plant and equipment, investment property and right-of-use assets totalled €246 million (Note 6.5), of which €224 million arose in relation to individual assets (mainly in the France Retail segment for €211 million, the Latam Retail segment for €8 million and the E-commerce segment for €6 million), €33 million in relation to restructuring operations (mainly in the France Retail segment for €24 million and in the Latam Retail segment for €9 million), and a negative €11 million impact in relation to changes in the scope of consolidation (mainly in the Latam Retail segment).

Further to the impairment tests conducted in 2021, the Group recognised net impairment losses on goodwill, intangible assets, property, plant and equipment, investment property and right-of-use assets totalling €249 million (Note 6.5), of which €73 million arose in relation to individual assets (mainly in the France Retail segment for €65 million, the Latam Retail segment for €7 million and the E-commerce segment for €2 million), €131 million in relation to changes in the scope of consolidation (mainly in the Latam Retail segment for €113 million and in the France Retail segment for €18 million), and €45 million in relation to restructuring operations (mainly in the France Retail segment for €34 million and the Latam Retail segment for €11 million).

10.5.2. Goodwill impairment losses

Annual impairment testing consists of determining the recoverable amounts of the CGUs or groups of CGUs to which the goodwill is allocated and comparing them with the carrying amounts of the relevant assets. Goodwill arising on the initial acquisition of networks is allocated to the groups of CGUs in accordance with the classifications presented in Note 10.1.1. Some goodwill may also occasionally be allocated directly to CGUs.

Annual impairment testing consists of determining the recoverable amount of each CGU based on value in use, in accordance with the principles described in Note 10.1. Value in use is determined by the discounted cash flows method, based on after-tax cash flows and using the following rates.

Assumptions used in 2022 for internal calculations of values in use

Region	2022 perpetual growth rate(1)	2022 after-tax discount rate(2)	2021 perpetual growth rate(1)	2021 after-tax discount rate(2)
France (retail)	2.0%	6.1%	1.4%	5.5%
France (other)(3)	2.0%	6.1% and 8.6%	1.4% and 1.9%	5.5% and 7.5%
Argentina(4)	-	-	4.0%	11.6%
Brazil – GPA(3)	5.4%	11.0%	4.6%	10.0%
Brazil – Assaí(3)	5.4%	12.2%	6.6%	10.4%
Colombia(3)	3.7%	7.4%	3.0%	7.4%
Uruguay	5.4%	9.2%	5.8%	8.6%

(1) In 2022, the inflation-adjusted perpetual growth rate was nil (2021: between 0% and 1.5% depending on the nature of the CGU's business/banner and country).

(2) The discount rate corresponds to the weighted average cost of capital (WACC) for each country. WACC is calculated at least once a year during the annual impairment testing exercise by taking account of the sector's levered beta, a market risk premium and the Group's cost of debt for France and the local cost of debt for subsidiaries outside France.

(3) At 31 December 2022, the market capitalisation of the listed subsidiaries was as follows: GPA €791 million, Sendas €4,659 million, Éxito €853 million and Cnova €1,067 million. With the exception of Cnova and Sendas, these market capitalisations were less than the carrying amount of the subsidiaries' net assets. Impairment tests on GPA and Éxito goodwill were performed based on their value in use (see below).

(4) For Argentina, the recoverable amount was determined using the adjusted net asset value method.

No impairment loss was recognised at 31 December 2022 from the annual goodwill impairment test conducted at the end of the year.

With the exception of GPA and Argentina, in view of the positive difference between value in use and carrying amount, the Group believes that on the basis of reasonably foreseeable events, any changes in the key assumptions set out above would not lead to the recognition of an impairment loss. The Group considers reasonably foreseeable changes in key assumptions to be a 100-basis point increase in the discount rate or a 25-basis point decrease in the perpetual growth rate used to calculate terminal value or a 50-basis point decrease in the EBITDA margin for the cash flow projection used to calculate the terminal value.

The recoverable amount of the GPA CGU was determined by reference to its value in use, calculated from cash flow projections based on three-year financial budgets approved by Senior Management, extrapolation of projections over a period of two years, a terminal value calculated from perpetual capitalisation of notional annual cash flow based on cash flows taken from the last year of forecasts, and a 11.01% discount rate (2021: 10.00%).

Management believes that a cumulative change in key assumptions could result in a carrying amount equal to the recoverable amount. The table below shows the individual change of the key assumptions required for the estimated recoverable value of the GPA CGU to equal its carrying amount (including €636 million in goodwill).

Change required for the GPA CGU carrying amount to equal its recoverable value	31 December 2022
Post-tax discount rate	+233 bps
Perpetual growth rate net of inflation	-342 bps
EBITDA margin used for the annual cash flow projection	-152 bps

For Argentina, the recoverable amount was determined using the adjusted net asset value method. The remeasurement relates to the Company's property portfolio, which is measured at fair value less costs to sell. Fair value was estimated on the basis of appraisals made by independent experts of all the real estate assets owned by the subsidiary. A 4.9% decrease in fair value less costs to sell would reduce the recoverable amount to the carrying amount.

10.5.3. Trademark impairment losses

The recoverable amounts of trademarks were estimated at the year-end using the discounted cash flows method as applied to the CGU of the relevant banner. The main trademarks concern the subsidiaries GPA and Monoprix. The Extra and Pão de Açúcar banners in Brazil which own the banners with a net carrying amount of €229 million and €185 million, respectively, at 31 December 2022, were tested for impairment. No impairment was recognised as a result of this test. Changes in the key assumptions used (a 100-basis point increase in discount rates, a 25-basis point decrease in the perpetual growth rate used to calculate the terminal value, and a 50-basis point decrease in the EBITDA margin for the cash flow projection used to calculate terminal value) would have led the recoverable amount to equal the carrying amount.

NOTE 11 FINANCIAL STRUCTURE AND FINANCE COSTS

ACCOUNTING PRINCIPLE

Financial assets

Financial assets are initially measured at fair value plus directly attributable transaction costs in the case of instruments not measured at fair value through profit or loss. Directly attributable transaction costs of financial assets measured at fair value through profit or loss are recorded in the income statement.

Financial assets are classified in the following three categories:

- financial assets at amortised cost;
- financial assets at fair value through other comprehensive income (FVOCI);
- financial assets at fair value through profit or loss.

The classification depends on the business model within which the financial asset is held and the characteristics of the instrument's contractual cash flows.

Financial assets are classified as current if they are due in less than one year at the closing date and non-current if they are due in more than one year.

Financial assets at amortised cost

Financial assets are measured at amortised cost when (i) they are not designated as financial assets at fair value through profit or loss, (ii) they are held within a business model whose objective is to hold assets in order to collect contractual cash flows and (iii) they give rise to cash flows that are solely payments of principal and interest on the nominal amount outstanding ("SPPI" criterion).

They are subsequently measured at amortised cost, determined using the effective interest method, less any expected impairment losses in relation to the credit risk. Interest income, exchange gains and losses, impairment losses and gains and losses arising on derecognition are all recorded in the income statement.

This category primarily includes trade receivables (except for GPA and Sendas credit card receivables), cash and cash equivalents as well as other loans and receivables.

Long-term loans and receivables that are not interest-bearing or that bear interest at a below-market rate are discounted when the amounts involved are material.

Financial assets at fair value through other comprehensive income (OCI)

This category comprises debt instruments and equity instruments.

- Debt instruments are measured at fair value through OCI when (i) they are not designated as financial assets at fair value through profit or loss, (ii) they are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and (iii) they give rise to cash flows that are solely payments of principal and interest on the nominal amount outstanding ("SPPI" criterion). Interest income, exchange gains and losses and impairment losses are recorded in the income statement. Other net gains and losses are recorded in OCI. When the debt instrument is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified to profit or loss.

  This category mainly consists of GPA and Sendas credit card receivables.
- Equity instruments that are not held for trading may also be measured at fair value through OCI. This method may be chosen separately for each investment. The choice is irrevocable. Dividends received are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other gains and losses are recorded in OCI and are never reclassified to profit or loss. At present, the Group's use of this option is non-material.

Financial assets at fair value through profit or loss

All financial assets that are not classified as financial assets at amortised cost or at fair value through OCI are measured at fair value through profit or loss. Gain and losses on these assets, including interest or dividend income, are recorded in the income statement.

This category mainly comprises derivative instruments that do not qualify for hedge accounting and investments in non-consolidated companies, for which the Group decided not to use the fair value through other comprehensive income (OCI) option.

Cash and cash equivalents
Cash and cash equivalents consist of cash on hand and short-term investments.

To be classified as cash equivalents under IAS 7, investments must be:

- short-term investments;
- highly liquid investments;
- readily convertible to known amounts of cash;
- subject to an insignificant risk of changes in value.

Usually, the Group uses interest bearing bank accounts or term deposits of less than three months.

Impairment of financial assets
IFRS 9 requires the recognition of lifetime expected credit losses on financial assets. This impairment model applies to financial assets at amortised cost (including cash-based instruments), contract assets and debt instruments at fair value through OCI.

The main financial assets concerned are trade receivables relating to Brazilian credit activities, trade receivables from franchisees and affiliated stores and rent receivables.

For trade and rent receivables and contract assets, the Group applies the simplified approach provided for in IFRS 9. This approach consists of estimating lifetime expected credit losses on initial recognition, usually using a provision matrix that specifies provision rates depending on the number of days that a receivable is past due.

For other financial assets, the Group applies the general impairment model.

Derecognition of financial assets
Financial assets are derecognised in the following two cases:

- the contractual rights to the cash flows from the financial asset have expired; or
- the contractual rights have been transferred. In this latter case:
  - if substantially all the risks and rewards of ownership of the financial asset have been transferred, the asset is derecognised in full,
  - if substantially all the risks and rewards of ownership are retained by the Group, the financial asset continues to be recognised in the statement of financial position for its total amount.

Financial liabilities

Financial liabilities are classified as current if they are due in less than one year at the closing date and non-current if they are due in more than one year.

The accounting treatment of put options granted to owners of non-controlling interests ("NCI puts") is described in Note 3.4.1.

Financial liabilities recognised at amortised cost
Borrowings and other financial liabilities at amortised cost are initially measured at the fair value of the consideration received, and subsequently at amortised cost, using the effective interest method. Transaction costs and issue and redemption premiums directly attributable to the acquisition or issue of a financial liability are deducted from the liability's carrying amount. The costs are then amortised over the life of the liability by the effective interest method.

Within the Group, some loans and other financial liabilities at amortised cost are hedged.

Several subsidiaries have set up reverse factoring programmes with financial institutions to enable their suppliers to collect receivables more quickly in the ordinary course of the purchasing process. The accounting policy for these transactions depends on whether or not the characteristics of the liabilities concerned have been changed. For example, when trade payables are not substantially modified (term and due date, consideration, face value) they continue to be recorded under "Trade payables". Otherwise, they are qualified as financing transactions and included in financial liabilities under "Trade payables - structured programme".

Financial liabilities at fair value through profit or loss
These are mainly derivative instruments (see below). There are no financial liabilities intended to be held on a short-term basis for trading purposes. They are measured at fair value and gains and losses arising from remeasurement at fair value are recognised in the income statement. The Group does not hold any financial liabilities for trading other than derivative instruments at fair value through profit or loss.

Derivative instruments

All derivative instruments are recognised in the statement of financial position and measured at fair value.

Derivative financial instruments that qualify for hedge accounting: recognition and presentation
In accordance with IFRS 9, the Group applies hedge accounting to:

- fair value hedges of a liability (for example, swaps to convert fixed rate debt to variable rate); the hedged item is recognised at fair value and any change in fair value is recognised in profit or loss. Gains and losses arising from remeasurement of the hedge at fair value are also recognised in profit or loss. If the hedge is entirely effective, the loss or gain on the hedged debt is offset by the gain or loss on the derivative;

- cash flow hedges (for example, swaps to convert floating rate debt to fixed rate or to change the borrowing currency, and hedges of budgeted purchases billed in a foreign currency). For these hedges, the ineffective portion of the change in the fair value of the derivative is recognised in profit or loss and the effective portion is recognised in "Other comprehensive income" and subsequently reclassified to profit or loss on a symmetrical basis with the hedged cash flows in terms of both timing and classification (i.e., in trading profit for hedges of operating cash flows and in net financial income and expense for other hedges). The premium/discount component of forward foreign exchange contracts is treated as a hedging cost. Changes in the fair value of this component are recorded in "Other comprehensive income" and reclassified to profit or loss as part of the cost of the hedged transaction on the transaction date (basis of adjustment method);
- hedges of net investments in foreign operations. For these hedges, the effective portion of the change in fair value attributable to the hedged foreign currency risk is recognised net of tax in other comprehensive income and the ineffective portion is recognised directly in financial income or expense. Gains or losses accumulated in other comprehensive income are reclassified to profit or loss on the date of liquidation or disposal of the net investment.

Hedge accounting may only be used if:

- the hedging instruments and hedged items included in the hedging relationship are all eligible for hedge accounting;
- the hedging relationship is clearly defined and documented at inception; and
- the effectiveness of the hedge can be demonstrated at inception and throughout its life.

Derivative financial instruments that do not qualify for hedge accounting: recognition and presentation

When a derivative financial instrument does not qualify or no longer qualifies for hedge accounting, successive changes in its fair value are recognised directly in profit or loss for the period under "Other financial income and expenses".

Definition of net debt

Net debt corresponds to gross borrowings and debt including derivatives designed as fair value hedge (liabilities) and trade payables - structured programme, less (i) cash and cash equivalents, (ii) financial assets held for cash management purposes and as short-term investments, (iii) derivatives designated as fair value hedge (assets), and (iv) financial assets arising from a significant disposal of non-current assets. Previously, the Group also monitored net debt after IFRS 5, which led it to reduce gross debt by its share of the net assets held for sale of the selling subsidiary.

11.1. Net cash and cash equivalents

(€ millions)	**2022**	2021
Cash equivalents	1,648	1,169
Cash	856	1,114
Cash and cash equivalents	**2,504**	**2,283**
Bank overdrafts (Note 11.2.4)	(239)	(59)
NET CASH AND CASH EQUIVALENTS	**2,265**	**2,224**

As of 31 December 2022, cash and cash equivalents are not subject to any material restrictions.

Bank guarantees are presented in Note 6.11.1.

11.2. Loans and borrowings

11.2.1. Breakdown

Gross borrowings and debt amounted to €9,204 million at 31 December 2022 (31 December 2021: €8,829 million), breaking down as follows:

(€ millions)	Notes	2022 Non-current portion	2022 Current portion	2022 Total	2021 Non-current portion	2021 Current portion	2021 Total
Bonds[1]	11.2.3	4,971	79	5,050	4,918	492	5,410
Other loans and borrowings	11.2.4	2,240	1,733	3,972	2,533	876	3,409
Economic and fair value hedges – liabilities[2]	11.5.1	167	15	182	9	1	11
Gross borrowings and debt[3]		**7,377**	**1,827**	**9,204**	**7,461**	**1,369**	**8,829**
Economic and fair value hedges – assets[4]	11.5.1	(85)	(5)	(91)	(28)	(7)	(35)
Other financial assets[3][5]	6.8.1/6.9.1	(24)	(216)	(239)	(41)	(613)	(654)
Loans and borrowings[6]		**7,268**	**1,606**	**8,874**	**7,392**	**749**	**8,141**
of which France Retail		*4,281*	*344*	*4,625*	*4,818*	*122*	*4,940*
of which Latam Retail[7]		*2,945*	*989*	*3,934*	*2,514*	*329*	*2,843*
of which E-commerce		*43*	*273*	*316*	*60*	*298*	*358*
Cash and cash equivalents	11.1	-	(2,504)	(2,504)	-	(2,283)	(2,283)
of which France Retail				*(421)*			*(541)*
of which Latam Retail				*(2,070)*			*(1,721)*
of which E-commerce				*(14)*			*(21)*
NET DEBT		**7,268**	**(898)**	**6,370**	**7,392**	**(1,534)**	**5,858**
of which France Retail				*4,204*			*4,399*
of which Latam Retail				*1,864*			*1,122*
of which E-commerce				*302*			*337*
Net assets held for sale attributable to owners of the parent of the selling subsidiary	3.5.1	-	(97)	(97)	-	(798)	(798)
NET DEBT AFTER IFRS 5 (ASSETS HELD FOR SALE)		**7,268**	**(996)**	**6,273**	**7,392**	**(2,331)**	**5,060**
of which France Retail				*4,124*			*3,737*
of which Latam Retail				*1,847*			*991*
of which E-commerce				*302*			*333*

(1) Including €2,812 million in France and €2,238 million in Brazil at 31 December 2022 (31 December 2021: €3,687 million in France and €1,724 million in Brazil) (Note 11.2.3).

(2) Including €166 million in France and €16 million in Brazil at 31 December 2022 (31 December 2021: €4 million in France and €7 million in Brazil).

(3) Including secured gross debt of €2,145 million. This indicator is used to calculate the covenants following the amendment to the revolving credit facility since 30 June 2021 (RCF) (Note 11.5.4).

(4) Including €58 million in France and €32 million in Brazil at 31 December 2022 (31 December 2021: €30 million in France and €5 million in Brazil).

(5) Including mainly €124 million placed in segregated accounts and posted as collateral (of which €36 million in respect of the revolving credit facility (RCF) – Note 11.5.4) and €104 million of financial assets following the disposal of non-current assets at 31 December 2022 (31 December 2021: €514 million placed in segregated accounts and posted as collateral, of which €484 million in respect of the revolving credit facility (RCF), and €122 million in financial assets further to a major disposal of non-current assets comprising contingent consideration recognised in the year for €94 million, of which €5 million in non-current items).

(6) The Group defines "Loans and borrowings" as gross borrowings and debt adjusted for fair value hedges (assets) and other financial assets.

(7) Segisor is included in the presentation of the Latam Retail segment. Segisor loans and borrowings had been repaid in full at 31 December 2022 (31 December 2021: €149 million).

11.2.2. Change in financial liabilities

(€ millions)	**2022**	2021
Gross borrowings and debt at 1 January	*8,829*	*8,056*
Economic and fair value hedges – assets	*(35)*	*(92)*
Other financial assets	*(654)*	*(586)*
Loans and borrowings at beginning of year	**8,141**	**7,378**
New borrowings[(1)(3)(8)]	1,973	4,203
Repayments of borrowings[(2)(3)(8)]	(1,984)	(3,514)
Change in fair value of hedged debt	(82)	(13)
Change in accrued interest	184	57
Foreign currency translation adjustments[(4)]	255	4
Changes in scope of consolidation[(5)]	(260)	62
Reclassification of financial liabilities associated with non-current assets held for sale	5	-
Change in other financial assets[(6)]	417	(67)
Other and reclassifications[(7)]	226	31
Loans and borrowings at end of year	**8,874**	**8,141**
Gross borrowings and debt at end of period (Note 11.2.1)	*9,204*	*8,829*
Economic and fair value hedges – assets (Note 11.2.1)	*(91)*	*(35)*
Other financial assets (Note 11.2.1)	*(239)*	*(654)*

(1) New borrowings in 2022 mainly included the following: (a) the use by Casino, Guichard-Perrachon of the revolving credit facility for €50 million, (b) the issue by Sendas of debentures for BRL 2,850 million (€524 million), of commercial paper for BRL 1,150 million (€211 million) and new bank loans for BRL 3,201 million (€589 million), (c) the issue by GreenYellow of bonds convertible into shares with warrants for €109 million (Note 2), and (d) the use of confirmed bank lines and the issue of new bank loans by Éxito for COP 764 billion (€171 million).

New borrowings in 2021 mainly included: (a) an unsecured bond issue by Casino, Guichard-Perrachon maturing in April 2027 and a new term loan ("Term Loan B") maturing in August 2025 for a total nominal amount of €1,950 million (Note 2), (b) issues by GPA of debentures for BRL 1,500 million (€235 million) and promissory notes for BRL 1,000 million (€157 million), along with new bank loans contracted for BRL 1,067 million (€167 million), (c) issues by Sendas of debentures for BRL 3,100 million (€486 million) and promissory notes for BRL 2,500 million (€392 million), along with new bank loans contracted for BRL 591 million (€93 million), (d) drawdowns on confirmed bank credit lines at Monoprix for €170 million, (e) drawdowns on confirmed bank credit lines and new bank loans taken out by Éxito for COP 810 billion (€183 million), (f) the refinancing at Segisor of the €188 million bank loan maturing in December 2021, resulting in the repayment of €188 million in the period and a new liability contracted for the same amount (see below in (ii)), and (g) a new €30 million bond issue at GreenYellow along with new bank loans and liabilities contracted with its subsidiaries' shareholders (€82 million).

(2) Repayments of borrowings in 2022 relate mainly to (i) Casino, Guichard-Perrachon (of which €249 million in repayments of NEU CP negotiable short-term debt, €314 million in redemptions of the 2022 bond issue and €232 million in partial redemptions of the January 2023 and March 2024 bond issues), (ii) Quatrim with the partial redemption of secured high-yield bonds for €147 million, and (iii) GPA with BRL 2,000 million (€368 million) in bond redemptions.

Repayments of borrowings in 2021 mainly concerned (i) Casino, Guichard-Perrachon (of which €1,225 million relating to the early repayment of the initial Term Loan B (Note 2), €148 million relating to redemption of the 2021 and 2022 bonds and €165 million to partial early redemptions of the January 2023, March 2024, February 2025 and August 2026 bonds in connection with public buyback offers launched at the end of the year (Note 2)), (ii) GPA (of which BRL 2,450 million (€384 million) in redemptions of bonds and BRL 902 million (€141 million) in repayments of bank loans), (iii) Sendas (of which BRL 5,796 million (€908 million) in redemptions of bonds and BRL 279 million (€44 million) in repayments of bank loans), (iv) Éxito for COP 916 billion (€207 million) in repayments of confirmed credit lines and bank loans, and (v) Segisor for €226 million.

(3) Cash flows relating to financing activities in 2022 represent a net outflow of €658 million, with new borrowings of €1,973 million offset by repayments of borrowings for €1,984 million and net interest payments of €647 million (excluding interest on lease liabilities).

Cash flows relating to financing activities in 2021 represented a net inflow of €245 million, with new borrowings of €4,203 million broadly offset by repayments of borrowings for €3,514 million and net interest payments of €444 million (excluding interest on lease liabilities).

(4) In 2022, foreign currency translation adjustments primarily concern Brazil for €261 million.

(5) In 2022, including a negative impact of €263 million resulting from the loss of control of GreenYellow (Note 3.1.3).

(6) In 2022, changes in other financial assets essentially related to the use of the segregated account (Note 4.11).

In 2021, changes in other financial assets primarily resulted from the recognition of contingent consideration (earn-out) not collected, representing a negative €94 million impact.

(7) Including an increase in bank overdrafts for €175 million in 2022 and a reduction of €11 million in 2021.

(8) Changes in negotiable European commercial paper ("NEU CP") are presented net in this table.

11.2.3. Outstanding bond issues

(€ millions)	Principal[1]	Nominal interest rate[2]	Effective interest rate[2]	Issue date	Maturity date	2022[3]	2021[3]
Casino, Guichard-Perrachon bonds in EUR	**2,287**					**2,151**	**2,892**
2022 bonds	-	F: 1.87%	2.55%	June 2017 January 2018	June 2022	-	313
2023 bonds	36[4]	F: 4.56%	4.47%	January 2013 May 2013	January 2023	36	224
2024 bonds	509[4]	F: 4.50%	4.88%	March 2014	March 2024	498	574
2025 bonds	357	F: 3.58%	3.62%	December 2014	February 2025	337	333
2026 bonds	460	F: 4.05%	4.09%	August 2014	August 2026	427	528
2026 bonds	400	F: 6.625%	7.00%	December 2020	January 2026	397	396
2027 bonds	525	F: 5.25%	5.46%	April 2021	April 2027	457	523
Quatrim bonds in EUR	**653**					**648**	**790**
2024 bonds	653[4]	F: 5.88%	6.66%	November 2019	January 2024	648	790
GreenYellow bonds in EUR	**-**					**-**	**5**
2023 bonds	-	F: 6%	6%	June 2021	June 2023	-	5
GreenYellow bonds in BRL	**-**					**-**	**24**
2028 bonds	-	V: CDI 3.5%	V: CDI 3.5%	September 2021	September 2028	-	24
Cdiscount bonds in EUR	**13**					**13**	**-**
2029 bonds	13	E3M 6%	E3M 6%	June 2022	September 2029	13	-
GPA bonds in BRL	**443**					**437**	**710**
Debentures – 17th issue	-	V: CDI 1.45%	V: CDI 1.45%	January 2020	January 2022 and January 2023	-	317
Debentures – 18th issue – 1st Series	174	V: CDI 1.70%	V: CDI 1.70%	May 2021	May 2025 and May 2026	174	155
Debentures – 18th issue – 2nd Series	92	V: CDI 1.95%	V: CDI 1.95%	May 2021	May 2027 and May 2028	92	82
Promissory notes – 5th issue – 1st Series	89	V: CDI 1.55%	V: CDI 1.55%	July 2021	July 2025	89	79
Promissory notes – 5th issue – 2nd Series	89	V: CDI 1.65%	V: CDI 1.65%	July 2021	July 2026	89	79
Issue fees						(6)	(3)
Sendas bonds in BRL	**1,818**					**1,801**	**989**
Promissory notes – 1st issue – 3rd Series	-	V: CDI 0.72%	V: CDI 0.72%	July 2019	July 2022	-	8
Promissory notes – 1st issue – 4th Series	44	V: CDI 0.72%	V: CDI 0.72%	July 2019	July 2023	44	40
Promissory notes – 1st issue – 5th Series	35	V: CDI 0.72%	V: CDI 0.72%	July 2019	July 2024	35	32
Promissory notes – 1st issue – 6th Series	35	V: CDI 0.72%	V: CDI 0.72%	July 2019	July 2025	35	32
Debentures – 2nd issue – 1st Series	167	V: CDI 1.70%	V: CDI 1.70%	June 2021	May 2026	167	149
Debentures – 2nd issue – 2nd Series	117	V: CDI 1.95%	V: CDI 1.95%	June 2021	May 2028	117	105
Promissory notes – 2nd issue – 1st Series	222	V: CDI 1.47%	V: CDI 1.47%	August 2021	August 2024	222	198
Promissory notes – 2nd issue – 2nd Series	222	V: CDI 1.53%	V: CDI 1.53%	August 2021	August 2025	222	198
Debentures – 3rd issue – 1st Series – CRI	174	V: IPCA 5.15%	V: IPCA 5.15%	October 2021	October 2028	174	156
Debentures – 3rd issue – 2nd Series – CRI	92	V: IPCA 5.27%	V: IPCA 5.27%	October 2021	October 2031	92	82
Debentures – 4th issue – CRI	355	V: CDI 1.75%	V: CDI 1.75%	January 2022	November 2027	355	-
Commercial Paper Notes – 1st series	133	V: CDI 1.70%	V: CDI 1.70%	February 2022	February 2025	133	-
Debentures – 5th issue – CRI	44	V: CDI 0.75%	V: CDI 0.75%	April 2022	March 2025	44	-
Debentures – 6th issue – 1st Series – CRI	13	V: CDI 0.60%	V: CDI 0.60%	September 2022	September 2026	13	-
Debentures – 6th issue – 2nd Series – CRI	10	V: CDI 0.70%	V: CDI 0.70%	September 2022	September 2027	10	-
Debentures – 6th issue – 3rd Series – CRI	84	V: IPCA 6.70%	V: IPCA 6.70%	September 2022	September 2029	84	-
Commercial Paper Notes – 2nd series	71	V: CDI 0.93%	V: CDI 0.93%	December 2022	December 2025	71	-
Issue fees						(17)	(9)
TOTAL BONDS						**5,050**	**5,410**

(1) Corresponds to the principal of the bonds outstanding at 31 December 2022.

(2) F (Fixed rate) – V (Variable rate) – CDI (Certificado de Depósito Interbancário) – IPCA (Extended National Consumer Price Index). The effective interest rates on Casino, Guichard-Perrachon bonds do not reflect the possible impact of the remeasurement component relating to fair value hedges.

(3) The amounts above include the remeasurement component relating to fair value hedges. They are presented excluding accrued interest.

(4) In 2022, the Group carried out early redemptions of a portion of its unsecured bonds maturing in 2023 and 2024 for €184 million and €49 million, respectively, and the secured high-yield bond issue maturing in January 2024 for €147 million (Note 11.5.4).

11.2.4. Other loans and borrowings

(€ millions)	Principal[(1)]	Type of rate	Issue date	Maturity date	2022	2021
France						
Term Loan B	1,425	Variable[(2)]	April 2021 November 2021	August 2025	1,418	1,416
Negotiable European commercial paper (Casino, Guichard-Perrachon)	59	Fixed	[(3)]	[(3)]	59	308
Government-backed loan (Cdiscount)	60	Variable	August 2020	August 2026[(4)]	60	120
Casino Finance RCF	50	Variable	November 2019	October 2023 to July 2026[(5)]	50	-
Confirmed credit lines – Monoprix	170	Variable	July 2021	January 2024 to January 2026[(6)]	170	170
Other[(7)]					153	99
International						
GPA	522	Variable[(8)]	November 2014 to December 2022	May 2023 to November 2026	518	491
Sendas	836	Variable[(8)]	January 2015 to December 2022	April 2022 to May 2027	835	240
Éxito	149	Variable/ Fixed[(8)]	March 2020 to March 2021	March 2025 to March 2030	149	193
Segisor	-		-	-	-	149
Other					-	-
Bank overdrafts[(9)]					**239**	**59**
Accrued interest[(10)]					**321**	**164**
TOTAL OTHER BORROWINGS					**3,972**	**3,409**
of which variable rate					*3,139*	*2,828*

(1) Corresponds to the nominal amount at 31 December 2022.

(2) Interest on this loan is based on Euribor with a zero floor, plus a spread reduced to 4% following the refinancing operations in first-half 2021.

(3) Negotiable European commercial paper (NEU CP) is short-term financing generally with a maturity of less than 12 months.

(4) Loan initially maturing in August 2021 for which Cdiscount exercised its five-year extension option, bringing the new maturity to August 2026 with intermediate instalment requirements. This loan is shown in non-current liabilities (€30 million) and current financial liabilities (also €30 million) at 31 December 2022.

(5) An amount of €10 million falls due in October 2023 and €40 million in July 2026 (May 2025 if Term Loan B maturing in August 2025 is not refinanced at that date).

(6) An amount of €130 million falls due in January 2026. In February 2022, the maturity of the €40 million confirmed facility was extended from January 2023 to January 2024 (July 2023 if the Quatrim high-yield bond maturing in January 2024 is not refinanced at that date).

(7) Including €128 million in one-off asset financing (end-2021: €90 million relating to GreenYellow and €13 million to Cdiscount).

(8) The variable-rate loans in Brazil (GPA and Sendas) and Colombia (Éxito) pay interest at rates based on the CDI and IBR, respectively. Including borrowings in Colombia originally denominated in Colombian pesos for COP 355 billion, or €69 million (31 December 2021: COP 303 billion, or €66 million, swapped for fixed-rate debt).

(9) Overdrafts are mostly in France.

(10) The amount reported for accrued interest is for all borrowings including bonds. At 31 December 2022, accrued interest primarily concerned Casino for €82 million, GPA for €74 million and Sendas for €159 million (31 December 2021: Casino for €90 million, GPA for €35 million and Sendas for €39 million).

Confirmed bank credit lines in 2022 and 2021

2022 *(€ millions)*	Interest rate	Due: Within one year	Due: In more than one year	**Amount of the facility**	**Drawdowns**
Syndicated lines – Casino, Guichard-Perrachon, Casino Finance[1]	Variable[1]	252	1,799	2,051	50
Other confirmed bank credit lines[2]	Variable[3]	19	364	383	183
TOTAL		**271**	**2,163**	**2,435**	**233**

2021 *(€ millions)*	Interest rate	Due: Within one year	Due: In more than one year	Amount of the facility	Drawdowns
Syndicated lines – Casino, Guichard-Perrachon, Casino Finance[1]	Variable[1]	-	2,051	2,051	-
Other confirmed bank credit lines[2]	Variable[3]	160	192	352	187
TOTAL		**160**	**2,243**	**2,403**	**187**

(1) *In 2022 and 2021, syndicated credit lines comprised a revolving credit facility (RCF) for a total of €2,051 million, of which (a) a €1,799 million tranche maturing in July 2026 (May 2025 if the Term Loan B maturing in August 2025 is not repaid or refinanced at that date) bearing interest at Euribor with a zero floor, plus a spread that depends on the ratio of loans and borrowings to EBITDA for the France Retail (excluding GreenYellow) and E-commerce segments as well as the Segisor holding company (no more than 3%), and (b) a €252 million tranche maturing in October 2023 bearing interest at Euribor with a zero floor, plus a spread that depends on the ratio of loans and borrowings to EBITDA for the France Retail and E-commerce segments, as well as the Segisor holding company (no more than 3.50%).*

(2) *In 2022, other confirmed bank credit lines concerned Monoprix, Éxito and Distribution Casino France for €170 million (including a syndicated facility of €130 million – Note 2), €193 million (COP 1,000 billion) and €20 million, respectively, of which €170 million in lines drawn by Monoprix and €13 million in lines drawn by Distribution Casino France. In February 2022, the maturity of the confirmed €40 million line at Monoprix was extended from January 2023 to January 2024 (July 2023 if Quatrim's high-yield bond maturing in January 2024 is not refinanced at that date).*

In 2021, other confirmed bank credit lines concerned Monoprix, GreenYellow and Éxito for €170 million (including a syndicated facility of €130 million – Note 2), €30 million and €152 million (COP 700 billion), respectively, of which €170 million in lines drawn down at Monoprix.

(3) *Interest on the other lines is based on a reference rate (depending on the currency of the credit line) plus a spread. For Monoprix, the spread applicable to the €130 million line varies depending on (i) whether or not societal and environmental performance targets are met and (ii) the amount of the drawdown.*

11.3. Net financial income (expense)

ACCOUNTING PRINCIPLE

Net finance costs

Net finance costs correspond to all income and expenses generated by cash and cash equivalents and loans and borrowings during the period, including income from cash and cash equivalents, gains and losses on disposals of cash equivalents, interest expense on loans and borrowings, gains and losses on economic interest rate hedges (including the ineffective portion, counterparty credit risk and the Group's own default risk) and related currency effects, and trade payables – structured programme costs.

Other financial income and expenses

This item corresponds to financial income and expenses that are not included in net finance costs.

It includes dividends received from non-consolidated companies, non-recourse factoring and associated transaction costs (including fees relating to instalment programme CB4X at Cdiscount), credit line non-utilisation fees (including issuance costs), discounting adjustments (including to provisions for pensions and other post-employment benefit obligations), interest expense on lease liabilities, gains and losses arising from remeasurement at fair value of equity derivatives, and impairment losses and realised gains and losses on financial assets other than cash and cash equivalents. Exchange gains and losses are also recorded under this caption, apart from (i) exchange gains and losses on cash and cash equivalents and loans and borrowings, which are presented under net finance costs, and (ii) the effective portion of accounting hedges of operating transactions, which are included in trading profit.

Financial discounts for prompt payments are recognised in financial income for the portion corresponding to the normal market interest rate and as a deduction from cost of goods sold for the supplement.

11.3.1. Net finance costs

(€ millions)	**2022**	2021
Gains (losses) on disposals of cash equivalents	-	-
Income from cash and cash equivalents	61	27
Income from cash and cash equivalents	**61**	**27**
Interest expense on borrowings after hedging	(642)	(449)
Finance costs	**(642)**	**(449)**
NET FINANCE COSTS	**(581)**	**(422)**
of which France Retail[(1)]	*(213)*	*(267)*
of which Latam Retail	*(350)*	*(144)*
of which E-commerce	*(18)*	*(11)*

(1) Including a positive €51 million impact in 2022 relating to the assessment of the DVA risk on derivatives with a negative fair value (Note 11.4). In 2021, including a negative €38 million impact in connection with the derecognition of the former Term Loan B.

11.3.2. Other financial income and expenses

(€ millions)	**2022**	2021
Total other financial income	**300**	**116**
Total other financial expenses	**(658)**	**(507)**
	(358)	**(391)**
Net foreign currency exchange gains (losses) (other than on borrowings)[(1)]	-	(11)
Gains (losses) on remeasurement at fair value of non-hedging derivative instruments	13	11
Gains (losses) on remeasurement at fair value of financial assets	(11)	(6)
Interest expense on lease liabilities (Note 7.1.2)	(343)	(313)
No-drawdown credit lines costs, non-recourse factoring and associated transaction costs	(108)	(88)
Impact of applying IAS 29 to operations in Argentina	(23)	(10)
Other[(2)]	115	28
TOTAL NET OTHER FINANCIAL EXPENSE	**(358)**	**(391)**

(1) Including €76 million in foreign currency exchange gains and €76 million in foreign currency exchange losses in 2022 (2021: €29 million in forex gains and €40 million in forex losses).

(2) In 2022, this item mainly corresponds to the monetary adjustment at GPA and Sendas relating to the exclusion of ICMS tax from the PIS/COFINS tax base. In 2021, this item included BRL 41 million (€6 million) recognised by Sendas in connection with the exclusion of ICMS from the PIS/COFINS tax base and BRL 109 million (€17 million) recognised by GPA (Note 5.1).

11.4. Fair value of financial instruments

ACCOUNTING PRINCIPLE

The fair value of all financial assets and liabilities is determined at the reporting date generally using standard valuation techniques, either for the purpose of recognition in the financial statements or for disclosure in the notes. This fair value includes the risk of non-performance by the Group and counterparties.

Fair value measurements are classified using the following fair value hierarchy:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2);
- inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

The fair value of financial instruments traded in an active market (e.g., bonds) is the quoted price on the reporting date. A market is considered active if quoted prices are readily and regularly available from an exchange, dealer, broker, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. These instruments are classified as Level 1.

The fair value of financial instruments, which are not quoted in an active market (such as over-the-counter derivatives), is determined using valuation techniques. These techniques use observable market data wherever possible and make little use of the Group's own estimates. If all the inputs required to calculate fair value are observable, the instrument is classified as Level 2.

If one or more significant inputs are not based on observable market data, the instrument is classified as Level 3.

In particular, the measurement of the fair value of derivative financial instruments includes a credit value adjustment (CVA) to reflect counterparty risk for derivative instruments with a positive fair value, and a debit value adjustment (DVA) to reflect own credit risk for derivative instruments with a negative fair value.

Counterparty credit risk and the Group's own default risk used in the calculation of the CVA and DVA are determined on the basis of the credit spreads of the debt securities on the secondary market and trends in credit default swaps (CDS). A probability of loss given default (LGD) is applied, determined according to the market standard.

The Group has not adopted the exemption provided by IFRS 13.48 that allows an entity to measure the fair value of a group of financial assets and financial liabilities on the basis of the price that would be received for the sale of a net long position or the transfer of a net short position, where the entity manages that group of financial assets and financial liabilities on the basis of its net exposure to market or credit risk.

11.4.1. Financial assets and liabilities by category of instrument

Financial assets

The tables below analyse financial assets according to the categories set out in IFRS 9.

		Breakdown by category of instrument			
(€ millions)	Total financial assets	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income (OCI)	Qualifying and non-qualifying hedging instruments	Financial assets at amortised cost
AT 31 DECEMBER 2022					
Other non-current assets(1)	479	13	42	85	339
Trade receivables	854	-	95	-	759
Other current assets(1)	987	12	-	8	967
Cash and cash equivalents	2,504	-	-	-	2,504

(€ millions)	Total financial assets	Breakdown by category of instrument: Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income (OCI)	Qualifying and non-qualifying hedging instruments	Financial assets at amortised cost
AT 31 DECEMBER 2021					
Other non-current assets[1]	534	33	44	29	428
Trade receivables	772	-	41	-	731
Other current assets[1]	1,381	5	-	15	1,361
Cash and cash equivalents	2,283	-	-	-	2,283

(1) Excluding non-financial assets.

Financial liabilities

The following table shows financial liabilities by category.

(€ millions)	Total financial liabilities	Breakdown by category of instrument: Liabilities at amortised cost	NCI Puts	Derivative instruments
AT 31 DECEMBER 2022				
Bonds	5,050	5,050	-	-
Other loans and borrowings	4,154	3,972	-	182
Current put options granted to owners of non-controlling interests	161	-	161	-
Lease liabilities	5,190	5,190	-	-
Trade payables	6,522	6,522	-	-
Other liabilities[1]	2,072	2,069	-	4

(€ millions)	Total financial liabilities	Breakdown by category of instrument: Liabilities at amortised cost	NCI Puts	Derivative instruments
AT 31 DECEMBER 2021				
Bonds	5,410	5,410	-	-
Other loans and borrowings	3,419	3,409	-	11
Current put options granted to owners of non-controlling interests	195	-	195	-
Lease liabilities	4,891	4,891	-	-
Trade payables	6,097	6,097	-	-
Other liabilities[1]	2,080	2,056	-	24

(1) Excluding non-financial liabilities.

11.4.2. Fair value hierarchy for assets and liabilities

The tables below compare the carrying amount and fair value of consolidated financial assets and liabilities, other than those for which the carrying amount corresponds to a reasonable approximation of fair value such as trade receivables, trade payables, contract assets and liabilities, and cash and cash equivalents.

At 31 December 2022 *(€ millions)*	Carrying amount	Fair value	Fair value hierarchy: Market price = Level 1	Models with observable inputs = Level 2	Models with unobservable inputs = Level 3
ASSETS	**255**	**255**	**4**	**231**	**20**
Financial assets at fair value through profit or loss	20	20	-	-	20
Financial assets at fair value through other comprehensive income	136	136	4	133	-
Economic and fair value hedges – assets[1]	91	91	-	91	-
Cash flow hedges and net investment hedges – assets[1]	3	3	-	3	-
Other derivative instruments – assets	5	5	-	5	-
LIABILITIES	**14,558**	**13,659**	**1,926**	**11,572**	**161**
Bonds	5,050	4,190	1,926	2,265	-
Other borrowings[2]	3,972	3,933	-	3,933	-
Lease liabilities	5,190	5,190	-	5,190	-
Economic and fair value hedges – liabilities[1]	182	182	-	182	-
Cash flow hedges and net investment hedges – liabilities[1]	2	2	-	2	-
Other derivative instruments – liabilities	1	1	-	1	-
Put options granted to owners of non-controlling interests[3]	161	161	-	-	161

At 31 December 2021 *(€ millions)*	Carrying amount	Fair value	Fair value hierarchy: Market price = Level 1	Models with observable inputs = Level 2	Models with unobservable inputs = Level 3
ASSETS	**166**	**166**	**5**	**128**	**33**
Financial assets at fair value through profit or loss	33	33	-	-	33
Financial assets at fair value through other comprehensive income	85	85	5	80	-
Economic and fair value hedges – assets[1]	35	35	-	35	-
Cash flow hedges and net investment hedges – assets[1]	8	8	-	8	-
Other derivative instruments – assets	5	5	-	5	
LIABILITIES	**13,940**	**13,949**	**3,663**	**10,088**	**197**
Bonds	5,410	5,382	3,663	1,719	-
Other borrowings[2]	3,409	3,446	-	3,443	3
Lease liabilities	4,891	4,891	-	4,891	-
Economic and fair value hedges – liabilities[1]	11	11	-	11	-
Cash flow hedges and net investment hedges – liabilities[1]	24	24	-	24	-
Other derivative instruments – liabilities	-	-	-	-	-
Put options granted to owners of non-controlling interests[3]	195	195	-	-	195

(1) Derivatives held as fair value hedges are almost fully backed by borrowings.

(2) The fair value of other borrowings was measured using the discounted cash flow method, taking into account the Group's own credit risk and interest rate conditions at the reporting date.

(3) The fair value of put options granted to owners of non-controlling interests is measured by applying the contract's calculation formulas and is discounted, if necessary. These formulas are considered to be representative of fair value and notably use net profit multiples (Note 3.4.1).

11.5. Financial risk management objectives and policies

The main risks associated with the Group's financial instruments are market risks (foreign currency risk, interest rate risk and equity risk), counterparty risk and liquidity risk.

Financial risk monitoring and management is the responsibility of the Corporate Finance department, which is part of the Group Finance department. This team manages all financial exposures in coordination with the Finance departments of the Group's main subsidiaries and reports to Senior Management.

The Corporate Finance department liaises with the Finance departments of subsidiaries to manage financing, cash investments and financial risks. This process is based on principles of prudence and anticipation particularly with respect to counterparty management and liquidity risk. Major transactions are monitored individually.

The Group Corporate Finance department has issued a guide to financing, investment and hedging best practices which is distributed to subsidiary Finance departments. The guide sets out financing methods, selection criteria for banking partners, appropriate hedging products and required authorisation levels.

The French and international business units' cash positions and forecasts are reported weekly and continuously monitored. The Group's other financial risk exposures, such as interest rate risk, currency risk on financial transactions and banking counterparty risk, are measured and analysed in monthly reports to Senior Management that also include action plans for dealing with any material identified risks.

The Group manages its exposure to interest rate risks and foreign currency risks using standard derivative financial instruments such as interest rate swaps and options (caps, floors, swaptions), currency swaps, forward currency contracts and currency options. These instruments are mainly over-the-counter instruments contracted with first-tier bank counterparties. Most of these transactions or derivative instruments qualify for hedge accounting.

Like many other large corporates, the Group may take very small, strictly controlled positions that do not qualify for hedge accounting, for more dynamic and flexible management of its interest rate and currency exposures.

11.5.1. Breakdown of derivative financial instruments

The table below shows a breakdown of derivative financial instruments by type of hedged risk and accounting classification:

(€ millions)	Notes	**2022**	Interest rate risk	Foreign currency risk	Other market risks	2021
Derivatives – assets						
Derivatives at fair value through profit or loss	6.8.1 – 6.9	5	-	5	-	5
Cash flow hedges	6.8.1	3	3	-	-	8
Economic and fair value hedges – assets	6.8.1 - 6.9 - 11.2.1	91	91	-	-	35
TOTAL DERIVATIVES – ASSETS		**99**	**93**	**5**	**-**	**48**
of which non-current		*85*	*85*	-	-	*29*
of which current		*13*	*8*	*5*	-	*19*
Derivatives – liabilities						
Derivatives at fair value through profit or loss	6.10	1	-	1	-	-
Cash flow hedges	6.10	2	-	2	-	24
Economic and fair value hedges	11.2.1	182	165	17	-	11
TOTAL DERIVATIVES – LIABILITIES		**186**	**165**	**20**	**-**	**35**
of which non-current		*167*	*163*	*4*	-	*33*
of which current		*19*	*3*	*16*	-	*2*

At 31 December 2022, non-qualifying derivatives (i.e., derivatives held as fair value hedges but not eligible for hedge accounting) on a notional amount of €3,997 million had a negative net fair value of €92 million and mainly comprised interest rate hedges and currency hedges in France on a notional amount of €3,506 million with a negative fair value of €107 million and in Brazil on a notional amount of €492 million with a positive fair value of €16 million. All the currency and interest rate derivatives are backed by bank borrowings or bonds denominated either in the same currency or in a currency other than the borrower entity's functional currency. The ineffective portion of these fair value hedges is not material.

At 31 December 2022, the cash flow hedge reserve included in equity had a debit balance of €7 million after tax (31 December 2021: debit balance of €14 million after tax). These derivatives concern operations in France and hedge goods purchases billed in currencies other than the euro (mainly the US dollar). Their notional amount was USD 207 million (€194 million – Note 11.5.2). Colombia applied cash flow hedge accounting to hedge interest rates on variable-rate borrowings for a notional amount of €69 million at 31 December 2022. The ineffective portion of these cash flow hedges is not material.

Derivative instruments that do not qualify for hedge accounting under IFRS 9 had a positive fair value of €5 million at 31 December 2022 (31 December 2021: €5 million).

The fair value calculation at 31 December 2022 takes into account the credit valuation adjustment (CVA) and the debit valuation adjustment (DVA) in accordance with IFRS 13. Income of €51 million was recognised in 2022 in this respect (Note 11.3.1).

11.5.2. Market risk

Interest rate risk

The Group's objective is to manage its exposure to the risk of interest rate changes and optimise its financing cost. Its strategy therefore consists of dynamic debt management by monitoring and, where necessary, adjusting its hedging ratio based on forecast trends in interest rates.

Interest rate risks are managed using various vanilla instruments. The main instruments are interest rate swaps and options (caps, floors and swaptions). These instruments do not always qualify for hedge accounting; however all interest-rate instruments are contracted in line with the above risk management policy.

Specifically, Casino, Guichard-Perrachon's debt is mainly composed of fixed-rate bonds and the variable-rate Term Loan B, representing a nominal amount of €2,940 million and €1,425 million, respectively, at 31 December 2022 (Note 11.2.3). This bond debt may be hedged through fixed-to-variable rate swaps generally contracted at the issue date.

At 31 December 2022, Casino, Guichard-Perrachon had a portfolio of 40 interest-rate swaps with around ten bank counterparties. These instruments expire at various dates between 2023 and 2027.

At 31 December 2022, the interest rate risk on Casino, Guichard-Perrachon's bond debt and on the Term Loan B breaks down as: 25% at fixed rates (€1,089 million), 33% at a capped or floored variable rate (€1,425 million) and 42% at a variable rate (€1,852 million).

Sensitivity to a change in interest rates

Sensitivity to rate changes is calculated as shown in the table below.

(€ millions)	Notes	2022	2021
Casino, Guichard-Perrachon variable-rate bonds[1]		1,852	1,788
Casino, Guichard-Perrachon Term Loan B[1]		1,425	1,425
Brazil variable-rate bonds[2]	11.2.3	2,261	1,712
Other variable-rate loans and borrowings[3][4][5]	11.2.4	1,720	1,393
Total variable-rate bonds, other loans and borrowings		**7,258**	**6,317**
Cash and cash equivalents	11.1	(2,504)	(2,283)
Net variable-rate position		**4,753**	**4,035**
100-bps change in interest rates		48	32
Net finance costs	11.3.1	581	422
IMPACT OF CHANGE ON NET FINANCE COSTS		**8.2%**	**7.6%**

(1) Corresponding to fixed-rate bonds and to the Term Loan B, representing a principal amount of €4,365 million (31 December 2021: €5,059 million) (Note 11.2.3), including a principal amount of €1,852 million (31 December 2021: €1,788 million) swapped for variable-rate debt, and a principal amount of €1,425 million for Term Loan B including a floored rate (31 December 2021: €1,425 million).

(2) Principal.

(3) Excluding accrued interest.

(4) Including variable-rate loans and borrowings in Brazil for BRL 7,625 million, or €1,352 million (31 December 2021: BRL 4,645 million, or €736 million).

(5) Including variable-rate borrowings in Colombia for COP 417 billion, or €81 million (31 December 2021: COP 589 billion, or €128 million).

Assuming a constant net debt structure and management policy, a 100-bps annual increase (decrease) in rates across the yield curve would lead to a 8.2% or €48 million increase (8.2% or €48 million decrease) in finance costs. For the purposes of the analysis, all other variables, particularly exchange rates, are assumed to be constant.

Exposure to foreign currency risk

Due to its geographically diversified business base, the Group is exposed to both currency translation risk on the translation of the balance sheets and income statements of subsidiaries outside the eurozone and to transaction risk on transactions denominated in currencies other than the euro.

Translation risk (or balance sheet currency risk) is the risk of an unfavourable change in the exchange rates used to translate the financial statements of subsidiaries located outside the eurozone into euros for inclusion in the consolidated financial statements adversely affecting the amounts reported in the consolidated statement of financial position and income statement, leading to a deterioration of the Group's financial structure ratios.

Transaction risk is the risk of an unfavourable change in exchange rates that adversely affects a cash flow denominated in foreign currency.

The Group's policy for managing transaction risk is to hedge highly probable budgeted exposures, which mainly concern cash flows arising from purchases made in a currency other than the buyer's functional currency and particularly purchases in US dollars which are hedged using forward contracts. These instruments are mainly over-the-counter instruments contracted with first-tier bank counterparties. Most of these transactions or derivative instruments qualify for hedge accounting.

As a general principle, budgeted purchases are hedged using instruments with the same maturities as the underlying transactions.

Currency risks on debts denominated in a currency other than the borrower's functional currency are systematically hedged, except where the debt represents a designated and documented hedge of a net investment in a foreign operation.

The Group's net exposure based on notional amounts after hedging mainly concerns the US dollar (excluding the functional currencies of entities), as shown below:

(€ millions)	**Total exposure 2022**	Of which USD	Total exposure 2021
Exposed trade receivables	(16)	(14)	(6)
Exposed other financial assets	(56)	(19)	(67)
Exposed derivatives at fair value through profit or loss	-	-	-
Exposed trade payables	208	186	179
Exposed financial liabilities	157	142	237
Exposed other financial liabilities	74	74	53
Gross exposure payable/(receivable)	**367**	**370**	**395**
Hedged other financial assets	-	-	-
Hedged trade payables	165	151	141
Hedged financial liabilities	140	140	235
Other hedged financial liabilities	66	66	49
NET EXPOSURE PAYABLE/(RECEIVABLE)	**(4)**	**13**	**(30)**
Hedges of future purchases	**194**	**194**	**190**
Exposed put options granted to owners of non-controlling interests[1]	**127**	**127**	**113**

(1) *Changes in fair value of put options granted to owners of non-controlling interests (including the effect of movements in exchange rates) have no impact on profit or loss, because the puts are treated as transactions between owners and changes in their fair value are therefore recorded directly in equity (Note 3.4.1).*

Sensitivity of net exposure after foreign currency hedging

A 10% appreciation of the euro at 31 December 2022 and 2021 against the currencies included in the Group's exposure would impact net financial expense in the amounts indicated in the table below.

For the purposes of the analysis, all other variables, particularly interest rates, are assumed to be constant.

(€ millions)	**2022**	2021
US dollar	1	1
Other currencies	(2)	(4)
IMPACT ON NET FINANCIAL INCOME (EXPENSE)	**-**	**(3)**

A 10% decline in the euro against those currencies at 31 December 2022 and 2021 would have produced the opposite effect.

Sensitivity to translation risk

A 10% appreciation of the euro compared to the Group's other main currencies would have the following impact on the translation into euros of the sales, profit and equity of subsidiaries whose functional currency is not the euro:

	2022		2021 (restated)	
(€ millions)	Brazilian real	Colombian peso	Brazilian real	Colombian peso
Total revenue	(1,222)	(312)	(985)	(268)
Trading profit	(44)	(14)	(41)	(15)
Net profit (loss)	(9)	(3)	(7)	(8)
Equity	(325)	(104)	(242)	(123)

A 10% decline in the euro against those currencies would have produced the opposite effect.

For the purposes of the analysis, all other variables are assumed to be constant.

Breakdown of cash and cash equivalents by currency

(€ millions)	**2022**	%	2021	%
Euro	411	16%	523	23%
US dollar	37	1%	39	2%
Brazilian real	1,730	69%	1,167	51%
Colombian peso	263	11%	473	21%
Uruguayan peso	46	2%	41	2%
Other currencies	18	1%	40	2%
CASH AND CASH EQUIVALENTS	**2,504**	**100%**	**2,283**	**100%**

Exchange rates against the euro

	2022		2021	
Exchange rates against the euro	Closing rate	Average rate	Closing rate	Average rate
Brazilian real (BRL)	5.6386	5.43763	6.3101	6.3797
Colombian peso (COP)	5,173.70	4,471.77	4,611.32	4,426.54
Argentine peso (ARS)[1]	190.4643	190.4643	116.7629	116.7629
Uruguayan peso (UYP)	42.49402	43.37884	50.5625	51.5217
US dollar (USD)	1.0666	1.0534	1.1326	1.1829
Polish zloty (PLN)	4.6808	4.6856	4.5969	4.5655

(1) In accordance with IAS 29, the financial statements of Libertad have been translated at the year-end exchange rate.

Equity risk

At 31 December 2022, the Group did not hold any significant investments in any listed companies other than its listed subsidiaries or treasury shares.

In addition, the Group does not hold any options or any derivatives backing its own shares. Its policy as regards cash management is to invest only in money market instruments that are not exposed to equity risk.

11.5.3. Counterparty risk

The Group is exposed to various aspects of counterparty risk through its operating activities, cash deposits and interest rate and currency hedging instruments. It monitors these risks regularly using several objective indicators, and diversifies its exposure by dealing with the least risky counterparties (based mainly on their credit ratings and their reciprocal commitments with the Group).

Counterparty risk related to trade receivables

Customer credit risk

Group policy consists of checking the financial health of all customers applying for credit payment terms. Customer receivables are regularly monitored; consequently, the Group's exposure to bad debts is not material.

The table below shows the credit risk exposure and the estimated risk of a loss in value of trade receivables:

		Past-due trade receivables at the reporting date				
(€ millions)	Not yet due	Up to one month past due	Between one and six months past due	More than six months past due	Total past-due trade receivables	Total
At 31 December 2022						
Trade receivables	641	75	84	164	324	965
Allowance for lifetime expected losses	(6)	(4)	(26)	(76)	(105)	(111)
TOTAL, NET (NOTE 6.7.1)	**636**	**71**	**58**	**88**	**218**	**854**
At 31 December 2021						
Trade receivables	503	135	93	150	378	882
Allowance for lifetime expected losses	(5)	(10)	(8)	(88)	(105)	(110)
TOTAL, NET (NOTE 6.7.1)	**499**	**125**	**86**	**62**	**273**	**772**

Counterparty risk related to other assets

Credit risk on other financial assets – mainly comprising cash and cash equivalents, equity instruments, loans, legal deposits paid by GPA and Sendas and certain derivative financial instruments – corresponds to the risk of failure by the counterparty to fulfil its obligations. The maximum risk is limited and equal to the instruments' carrying amount. The Group's cash management policy consists of investing cash and cash equivalents with first-tier counterparties and in first-tier rated instruments.

11.5.4. Liquidity risk

The Group's liquidity policy is to ensure that it has sufficient liquid assets to settle its liabilities as they fall due, in either normal or impaired market conditions.

The liquidity analysis is performed both at the level of the France Retail segment (taking into account the cash pool operated with most French subsidiaries) and for each of the Group's international subsidiaries.

All subsidiaries of the Casino, Guichard-Perrachon holding company scope submit weekly cash reports to the Group and all new financing facilities require prior approval from the Corporate Finance department.

At 31 December 2022, the Group's liquidity position comprised:

- confirmed, undrawn lines of credit for a total of €2,202 million (of which a non-current portion of €1,766 million for France);
- gross cash and cash equivalents totalling €2,504 million (of which €434 million available in France);
- €36 million held in segregated accounts in France and able to be used at any time to pay down debt.

Casino, Guichard-Perrachon had the following financing facilities at 31 December 2022 (France Retail):

- unsecured bonds amounting to €2,287 million, of which €400 million in high-yield bonds maturing in January 2026 and €525 million in high-yield bonds maturing in April 2027;
- secured high-yield bonds for €653 million maturing in January 2024;
- a term loan ("Term Loan B") for €1,425 million, maturing in August 2025.

Casino, Guichard-Perrachon also raises funds through negotiable European commercial paper issues (NEU CP), under which €59 million was outstanding at 31 December 2022 (France Retail); these issues are made under a programme capped at €2,000 million, with the availability of funds depending on market conditions and investor appetite. These issues are not subject to any covenants.

The main liquidity risk management methods consist in:

- diversifying sources of financing to include capital markets, private placements, banks (confirmed and unconfirmed facilities), negotiable European commercial paper (NEU CP) issues and discounting facilities;
- diversifying financing currencies to include the euro, the Group's other functional currencies and the US dollar;
- maintaining a level of confirmed financing facilities in excess of the Group's payment obligations at all times;
- limiting the amount of annual repayments and proactively managing the repayment schedule;
- carrying out asset disposals, particularly in the Latam Retail segment;
- managing the average maturity of financing facilities and, where appropriate, refinancing them before they fall due.

Management of short-term debt

Access to the European negotiable commercial paper (NEU CP) market is subject to market conditions and investor appetite for Casino debt. Outstanding commercial paper issues represented €59 million at 31 December 2022 versus €308 million at 31 December 2021.

In addition, the Group carries out non-recourse receivables discounting without continuing involvement, within the meaning of IFRS 7, as well as reverse factoring.

At 31 December 2022, trade payables totalling €1,217 million (including €520 million in France Retail payables, €664 million in Latam Retail payables and €33 million in E-commerce payables) had been reverse factored, versus €1,158 million at 31 December 2021 (€509 million, €604 million, and €45 million, respectively).

Management of medium- and long-term debt

The Group continues to proactively manage its debt maturities through buybacks and early repayments, and by accessing the market for new loan and bond issues. The form, availability and timing of these operations are dependent on market conditions.

In November 2022, the Group made a public offer to redeem its unsecured bond issue maturing in January 2023 for a nominal amount of €154 million.

The Group also redeemed bond issues through buybacks on the financial markets throughout 2022. These redemptions represented a total nominal amount of €226 million, of which (i) €147 million for the secured high-yield bond maturing in January 2024, (ii) €49 million for the unsecured bond maturing in March 2024 and (iii) €30 million for the unsecured bond maturing in January 2023.

The table below shows the ratings assigned to the financial instruments by Fitch Ratings, Moody's, Scope Ratings and Standard & Poor's:

Financial instrument rating	Fitch Ratings (new rating)	Moody's	Scope ratings	Standard & Poor's
Casino, Guichard-Perrachon	B- with a positive outlook since 25 November 2022	B3 with a negative outlook since 8 September 2022 (previously B3 with a stable outlook)	B+ with a negative outlook since 27 January 2023 (previously BB- with a stable outlook)	CCC+ with a developing outlook since 7 October 2022 (previously B with a negative outlook)
Secured bonds	BB- since 25 November 2022	B2/stable outlook (6 August 2020)	BB- since 27 January 2023 (previously BB)	B- since 7 October 2022 (previously B+)
Term Loan B	BB- since 25 November 2022	B2/stable outlook (6 August 2020)	BB- since 27 January 2023 (previously BB)	B- since 7 October 2022 (previously B+)
Unsecured bonds	CCC+ since 25 November 2022	Caa1/stable outlook (6 August 2020)	B since 27 January 2023 (previously B+)	CCC+ since 7 October 2022 (previously B)

The high-yield bond issue by Quatrim is secured by shares in Immobilière Groupe Casino, a wholly-owned subsidiary of Quatrim which holds property assets (excluding Monoprix and Franprix-Leader Price property assets and certain assets whose disposal was pending).

For the €2,051 million revolving credit facility (RCF) and €1,425 million Term Loan B, Casino has granted security rights over shares, the principal bank accounts and intragroup receivables of its main operating subsidiaries and holding companies in France holding shares in the Group's Latin American operations.

Surety rights have also been granted in respect of miscellaneous liabilities totalling €17 million (mainly loans to companies-stores).

Excluding these financing arrangements, debt carried by Casino, Guichard-Perrachon and its main subsidiaries (GPA, Sendas, Éxito and Monoprix) is not secured by collateral or pledged assets.

Casino, Guichard-Perrachon debt covenants

Following the July 2021 signature of the amendment to the RCF, applicable as from 30 June 2021 in terms of the covenants (see above), Casino, Guichard-Perrachon is required to comply with the following covenants in the France Retail (excluding GreenYellow) and E-commerce scope, calculated each quarter (on a rolling 12-month basis):

Type of covenant (France and E-commerce)	Main types of debt subject to covenant	Frequency of tests	Ratio at 31 December 2022
Secured gross debt[1]/EBITDA[2] not more than 3.5x	RCF for €2,051 million	Quarterly	3.1
EBITDA[2]/net finance costs[3] not less than 2.5x			3.0

(1) Gross debt as defined in the loan documentation only concerns loans and borrowings for which collateral has been posted for the France Retail and E-commerce segments as presented in Note 11.2.1, and certain GPA and Sendas holding companies reported in the Latam Retail segment (notably Segisor). At 31 December 2022, the debt concerned was mainly (i) the Term Loan B for €1,425 million, (ii) high-yield bonds for €653 million, and (iii) the drawn portion of the RCF facility (€50 million drawn at end-2022).

(2) EBITDA as defined in the loan agreements reflects trading profit/loss for the France Retail and E-commerce segments, adjusted for (i) net depreciation, amortisation and provision expense, (ii) repayments of lease liabilities, and (iii) interest expense on lease liabilities for the France Retail and E-commerce scope.

(3) Net finance costs as defined in the loan agreement represent net finance costs for the France Retail and E-commerce scope.

Other clauses and restrictions

Documentation for the RCF, Term Loan B and high-yield bond issues put in place since late 2019 include the usual restrictions for high-yield borrowings applicable to the Group as a whole (excluding the Latam segment and companies less than 50%-owned, but including certain holding companies reported in the Latam segment, notably Segisor). These restrictions concern Casino, Guichard-Perrachon dividend payments, sales of assets as defined in the documentation, additional borrowings, and additional security interests and collateral.

The Term Loan B and high-yield bonds also include incurrence covenants, which only apply upon the occurrence of certain specific events or to enable certain transactions to proceed, in particular:

- an incurrence covenant will apply in the event special dividends are paid in addition to ordinary dividends[1], as follows: gross debt/EBITDA (France Retail + E-commerce): < 3.5x;
- leverage and secured debt leverage covenants or a fixed charge coverage ratio (FCCR) as defined in the documentation may be applied on an independent or additional basis, depending on the transactions planned:
  - FCCR: EBITDA[2]/Fixed charges[2] > 2,
  - Secured debt leverage: Consolidated leverage[2]/EBITDA[2]: < 2

The Group's loan and bond agreements include the usual clauses for such contracts, notably *pari passu*, negative pledge and cross-default clauses.

Change-of-control clauses are included in all of Casino's bond financing documentation issued up to 2018, except for the documentation relating to the €600 million deeply-subordinated perpetual bonds (TSSDI) issued in 2005. Change of control is established when two criteria are met:

- a third party, other than Rallye and its affiliates, acting alone or in concert, acquires shares conferring more than 50% of Casino's voting rights; and
- this change of control directly triggers a downgrade of Casino's long-term credit rating (by at least one notch in the event that Casino's rating is not investment grade).

The impact on the Group's bond issues are as follows:

- for bonds issued under the EMTN programme, representing a cumulative nominal amount of €1,362 million at 31 December 2022, each bond investor would be entitled to request from Casino the early redemption of all its bonds at par, at its individual discretion;
- for €750 million worth of TSSDI issued in 2013, the interest would be raised by an additional spread of 5% per annum and Casino would be entitled to buy back all of the bonds at par.

The documentation for the refinancing transactions put in place since 2019 also includes change-of-control clauses for three entities:

- Casino, Guichard-Perrachon (RCF/Term Loan B/Quatrim high-yield borrowings/2026 and 2027 high-yield bonds): an entity other than Rallye or one of its affiliated entities holds more than 50% of Casino's share capital or if substantially all of the Group's assets are sold/transferred;
- Casino Finance (RCF): a third party (other than Rallye or its affiliates) takes control of Casino Finance;
- Monoprix (RCF): Monoprix is no longer controlled by Casino and/or its subsidiaries or if the percentage of ownership interest or voting rights held (by Casino and/or its subsidiaries) is lower than 40%.

A change of control would offer the lenders the possibility of cancelling their commitments at their individual discretion (limited to one-third of the nominal amount of the RCF in the event of a change of control of Monoprix). In the case of the high-yield bond issue, Quatrim, the wholly-owned subsidiary of Casino, Guichard-Perrachon that issued the bonds, would launch a tender offer (at a specified price) in which investors could participate.

(1) *50% of net profit attributable to owners of the parent, with a minimum of €100 million per year from 2021 and an additional €100 million that may be used for one or several distributions during the life of the debt.*
(2) *As defined in the loan agreements.*

Financing of subsidiaries subject to covenants

Most of the Group's other loan agreements – primarily concerning Monoprix, GPA and Sendas – contain hard covenants (see table below).

Subsidiary	Type of covenant	Frequency of tests	Main types of debt subject to covenant
Monoprix Exploitation	Gross debt/EBITDA < 2.0[1]	Annual	€130 million syndicated credit line
GPA[2]	Net debt[3] may not be higher than equity[4]	Quarterly	All bond issues and certain bank borrowings
	Consolidated net debt/EBITDA < 3.25		
Sendas[2]	Net debt/equity < 3.0	Quarterly	All bond issues and certain bank borrowings
	Net debt/EBITDA < 3.0		

(1) Monoprix Exploitation's covenant is based on its individual financial statements.
(2) All GPA and Sendas covenants are based on consolidated data.
(3) Debt less cash, cash equivalents and receivables.
(4) Consolidated equity (attributable to owners of the parent and non-controlling interests).

These covenants were respected at 31 December 2022.

Exposure to liquidity risk

The table below presents an analysis by maturity of financial liabilities at 31 December 2022, including principal and interest and for undiscounted amounts. For derivative financial instruments, the table has been drawn up based on the contractual net cash inflows and outflows on instruments that settle on a net basis and the gross inflows and outflows on those instruments that require gross settlement. For interest rate instruments, when the amount payable or receivable is not fixed, the amount presented has been determined by reference to observed yield curves as at the reporting date.

	Maturity						
31 December 2022 *(€ millions)*	Due within one year	Due in one to two years	Due in two to three years	Due in three to five years	Due in more than five years	Total contractual cash flows	Carrying amount
NON-DERIVATIVE FINANCIAL INSTRUMENTS RECOGNISED IN LIABILITIES:							
Bonds and other borrowings	1,630	2,562	3,498	2,620	723	11,032	9,022
Current put options granted to owners of non-controlling interests	129	-	12	73	-	215	161
Lease liabilities	1,025	971	907	1,555	4,058	8,516	5,190
Trade payables and other financial liabilities	8,416	142	9	11	13	8,590	8,590
TOTAL	**11,199**	**3,675**	**4,426**	**4,259**	**4,794**	**28,353**	**22,963**
DERIVATIVE FINANCIAL INSTRUMENTS – ASSETS/(LIABILITIES):							
Interest rate derivatives							
Derivative contracts – received	26	25	12	7	-	69	
Derivative contracts – paid	(79)	(75)	(42)	(36)	-	(232)	
Derivative contracts – net settled	(27)	(15)	(11)	(13)	192	126	
Currency derivatives							
Derivative contracts – received	285	13	-	-	-	298	
Derivative contracts – paid	(283)	(14)	-	-	-	(297)	
Derivative contracts – net settled	(21)	(5)	-	-	-	(26)	
Other derivative instruments							
Derivative contracts – received	-	-	-	-	-	-	
Derivative contracts – paid	-	-	-	-	-	-	
Derivative contracts – net settled	-	-	-	-	-	-	
TOTAL	**(100)**	**(71)**	**(41)**	**(41)**	**192**	**(62)**	**(87)**

31 December 2021 *(€ millions)*	Maturity Due within one year	 Due in one to two years	 Due in two to three years	 Due in three to five years	 Due in more than five years	Total contractual cash flows	Carrying amount
NON-DERIVATIVE FINANCIAL INSTRUMENTS RECOGNISED IN LIABILITIES:							
Bonds and other borrowings	1,668	1,410	2,137	4,396	1,153	10,765	8,819
Current put options granted to owners of non-controlling interests	133	52	-	5	12	202	195
Lease liabilities	996	964	902	1,372	2,875	7,110	4,891
Trade payables and other financial liabilities	8,044	20	15	17	56	8,153	8,153
TOTAL	**10,841**	**2,446**	**3,055**	**5,790**	**4,097**	**26,229**	**22,057**
DERIVATIVE FINANCIAL INSTRUMENTS – ASSETS/(LIABILITIES):							
Interest rate derivatives							
Derivative contracts – received	16	9	4	3	-	33	
Derivative contracts – paid	(11)	(8)	(5)	(4)	-	(29)	
Derivative contracts – net settled	15	12	13	28	(46)	22	
Currency derivatives							
Derivative contracts – received	374	19	-	-	-	393	
Derivative contracts – paid	(364)	(19)	-	-	-	(383)	
Derivative contracts – net settled	(11)	(16)	(3)	-	-	(29)	
Other derivative instruments							
Derivative contracts – received	2	-	-	-	-	2	
Derivative contracts – paid	-	-	-	-	-	-	
Derivative contracts – net settled	-	-	-	-	-	-	
TOTAL	**21**	**(3)**	**9**	**27**	**(46)**	**8**	**13**

NOTE 12 EQUITY AND EARNINGS PER SHARE

ACCOUNTING PRINCIPLE

Equity is attributable to two categories of owner: the owners of the parent (Casino, Guichard-Perrachon shareholders) and the owners of the non-controlling interests in its subsidiaries. A non-controlling interest is the equity in a subsidiary not attributable, directly or indirectly, to a parent.

Transactions with the owners of non-controlling interests resulting in a change in the parent company's percentage interest without loss of control affect only equity as there is no change of control of the economic entity. Cash flows arising from changes in ownership interests in a fully consolidated subsidiary that do not result in a loss of control (including increases in percentage interest) are classified as cash flows from financing activities.

In the case of an acquisition of an additional interest in a fully consolidated subsidiary, the Group recognises the difference between the acquisition cost and the carrying amount of the non-controlling interests as a change in equity attributable to owners of Casino, Guichard-Perrachon. Transaction costs are also recognised in equity. The same treatment applies to transaction costs relating to disposals without loss of control. In the case of disposals of controlling interests involving a loss of control, the Group derecognises the whole of the ownership interest and, where appropriate, recognises any investment retained in the former subsidiary at its fair value. The gain or loss on the entire derecognised interest (interest sold and interest retained) is recognised in profit or loss under "Other operating income" or "Other operating expenses", which amounts to remeasuring the retained previously-held investment at fair value through profit or loss. Cash flows arising from the acquisition or loss of control of a subsidiary are classified as cash flows from investing activities.

Equity instruments and hybrid instruments

The classification of instruments issued by the Group in equity or debt depends on each instrument's specific characteristics. An instrument is deemed to be an equity instrument when the following two conditions are met:

- the instrument does not contain a contractual obligation to deliver cash or another financial asset to another entity, or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity; and
- in the case of a contract that will or may be settled in the entity's own equity instruments, it is either a non-derivative that does not include a contractual obligation to deliver a variable number of the entity's own equity instruments, or it is a derivative that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments.

The Group also examines the special provisions of contracts to ensure the absence of an indirect obligation to buy back the equity instruments in cash or by delivering another financial asset or by delivering shares with a value substantially higher than the amount of cash or the other financial asset to be delivered.

In particular, instruments that are redeemable at the Group's discretion and for which the remuneration depends on the payment of a dividend are classified in equity.

When a "debt" component exists, it is measured separately and classified under "financial liabilities".

Equity transaction costs

External and qualifying internal costs directly attributable to equity transactions or transactions involving equity instruments are recorded as a deduction from equity, net of tax. All other transaction costs are recognised as an expense.

Treasury shares

Casino, Guichard-Perrachon shares purchased by the Group are deducted from equity at cost. The proceeds from sales of treasury shares are credited to equity with the result that any disposal gains or losses, net of the related tax effect, have no impact on the income statement for the period.

Options on treasury shares

Options on treasury shares are treated as derivative instruments, equity instruments or financial liabilities depending on their characteristics.

Options classified as derivatives are measured at fair value through profit or loss. Options classified as equity instruments are recorded in equity at their initial amount and changes in value are not recognised. The accounting treatment of financial liabilities is described in Note 11.

12.1. Capital management

The Group's policy is to maintain a strong capital base in order to preserve the confidence of investors, creditors and the markets while ensuring the financial headroom required to support the Group's future business development. The Group aims to continually optimise its financial structure by maintaining an optimum balance between net debt, EBITDA and equity. To this end, it may adjust the amount of dividends paid to shareholders (subject to the restrictions set out in the documentation for the RCF, Term Loan B and high-yield bonds – Note 11.5.4), return part of the capital to shareholders, buy back its own shares or issue new shares. From time to time, the Group may buy back its own shares in the market. These shares are generally acquired for allocation to a liquidity agreement used to make a market in the shares, or to be held for allocation under stock option plans, employee share ownership plans or free share plans for Group employees, or any other share-based payment mechanism.

The policy objectives and management procedures are exactly the same as in previous years.

Apart from legal requirements, the Group is not subject to any external minimum capital requirements.

12.2. Share capital

At 31 December 2022, the Company's share capital amounts to €165,892,132 and is composed of 108,426,230 ordinary shares issued and fully paid (unchanged from 31 December 2021). The shares have a par value of €1.53.

Under the shareholder authorisations given to the Board of Directors, the share capital may be increased, immediately or in the future, by up to €59 million.

12.3. Share equivalents

The Group is committed to granting free shares under various plans (Note 8.3). The Board of Directors intends to fulfil its obligations under those plans by delivering existing shares when the related rights vest.

12.4. Treasury shares

Treasury shares result from shareholder-approved buybacks of Casino, Guichard-Perrachon SA shares. At 31 December 2022, a total of 68,420 shares were held in treasury, representing €2 million (31 December 2021: 409,967 shares representing €14 million). The shares were purchased primarily for allocation upon exercise of the rights under free share plans.

The Group has a liquidity agreement with Rothschild Martin Maurel in accordance with AMF decision 2021-01 dated 22 June 2021, for a total of €15 million. At 31 December 2022 and 2021, no Casino, Guichard-Perrachon SA shares were held in the liquidity account.

12.5. Deeply-subordinated perpetual bonds (TSSDI)

At the beginning of 2005, the Group issued 600,000 deeply-subordinated perpetual bonds (TSSDI) for a total amount of €600 million. The bonds are redeemable solely at the Group's discretion and interest is due only if the Group pays a dividend on its ordinary shares in the preceding 12 months. The bonds pay interest at the ten-year constant maturity swap rate plus 100 bps, capped at 9%. In 2022, the average coupon was 2.69% (2021: 1%).

On 18 October 2013, the Group issued €750 million worth of perpetual hybrid bonds (7,500 bonds) on the market. The bonds are redeemable at the Company's discretion with the first call date set for 31 January 2019 and the second on 31 January 2024. The bonds paid interest at 4.87% until 31 January 2019. Since then, as specified in the prospectus, the interest rate has been reset at 3.992%. This rate will be reset every five years.

Given their specific characteristics in terms of maturity and remuneration, the bonds are carried in equity for the amount of €1,350 million. Issuance costs net of tax have been recorded as a deduction from equity.

12.6. Breakdown of other reserves

(€ millions)	Cash flow hedges	Net investment hedges	Foreign currency translation adjustments	Actuarial gains and losses	Equity instruments[(1)]	Debt instruments[(1)]	Total other reserves
At 1 January 2021	**(43)**	**(1)**	**(2,933)**	**(105)**	**(3)**	**(1)**	**(3,087)**
Movements for the year	29	-	(30)	2	-	-	1
At 31 December 2021	**(14)**	**(1)**	**(2,963)**	**(103)**	**(4)**	**(1)**	**(3,086)**
Movements for the year	7	-	121	34	(30)	-	132
At 31 December 2022	**(7)**	**(1)**	**(2,842)**	**(70)**	**(33)**	**(1)**	**(2,955)**

(1) Financial instruments at fair value through other comprehensive income.

12.7. Other information on additional paid-in capital, retained earnings and reserves

12.7.1. Foreign currency translation adjustments

Foreign currency translation adjustments correspond to exchange gains and losses on translating the equity of foreign subsidiaries and receivables and payables included in the Group's net investment in these subsidiaries, at the closing rate.

Foreign currency translation adjustments by country at 31 December 2022

	Attributable to owners of the parent			Attributable to non-controlling interests			Total
(€ millions)	1 January 2022	**Movements for the year**	**31 December 2022**	1 January 2022	**Movements for the year**	**31 December 2022**	**31 December 2022**
Brazil	(2,265)	147	(2,118)	(3,498)	178	(3,320)	(5,438)
Argentina	(239)	(35)	(273)	(82)	(45)	(127)	(400)
Colombia	(371)	(13)	(385)	(582)	(107)	(689)	(1,074)
Uruguay	(113)	20	(93)	(93)	46	(48)	(140)
United States	20	-	20	1	1	2	22
Poland	6	(2)	4	-	-	-	5
Hong Kong	1	-	1	-	-	-	1
Other	(2)	3	-	(1)	-	(1)	(1)
TOTAL FOREIGN CURRENCY TRANSLATION ADJUSTMENTS	**(2,963)**	**121**	**(2,842)**	**(4,256)**	**73**	**(4,183)**	**(7,025)**

Foreign currency translation adjustments by country at 31 December 2021

	Attributable to owners of the parent			Attributable to non-controlling interests			Total
(€ millions)	1 January 2021	Movements for the year	31 December 2021	1 January 2021	Movements for the year	31 December 2021	31 December 2021
Brazil	(2,277)	12	(2,265)	(3,515)	17	(3,498)	(5,763)
Argentina	(230)	(8)	(239)	(72)	(11)	(82)	(321)
Colombia	(342)	(29)	(371)	(481)	(101)	(582)	(953)
Uruguay	(110)	(2)	(113)	(105)	11	(93)	(206)
United States	20	-	20	1	-	1	21
Poland	7	(1)	6	-	-	-	6
Hong Kong	-	1	1	-	-	-	1
Other	(1)	(2)	(2)	(1)	(1)	(1)	(4)
TOTAL FOREIGN CURRENCY TRANSLATION ADJUSTMENTS	**(2,933)**	**(30)**	**(2,963)**	**(4,173)**	**(83)**	**(4,256)**	**(7,219)**

12.7.2. Notes to the consolidated statement of comprehensive income

(€ millions)	2022	2021 (restated)
Cash flow hedges and cash flow hedge reserve[1]	**8**	**28**
Change in fair value	-	40
Reclassifications to inventories	-	-
Reclassifications to profit or loss	9	(2)
Income tax (expense) benefit	(2)	(10)
Debt instruments at fair value through other comprehensive income (OCI)	**(1)**	**-**
Net change in fair value	(1)	(1)
Impairment losses	-	-
Reclassifications to profit or loss	-	-
Income tax (expense) benefit	-	-
Foreign currency translation reserves (Note 12.7.1)	**194**	**(108)**
Foreign currency translation adjustments for the year	173	(108)
Net investment hedges	-	-
Reclassifications to profit or loss	21	-
Income tax (expense) benefit	-	-
Equity instruments at fair value through other comprehensive income	**(30)**	**-**
Net change in fair value[2]	(30)	-
Income tax (expense) benefit	-	-
Actuarial gains and losses	**34**	**2**
Actuarial gains and losses for the year	46	2
Income tax (expense) benefit	(11)	-
Share of other comprehensive income of equity-accounted investees	**2**	**(3)**
Cash flow hedges and cash flow hedge reserve – net change in fair value	2	2
Cash flow hedges and cash flow hedge reserve – reclassifications to profit or loss	-	-
Foreign currency translation reserve – adjustments for the year		(5)
Foreign currency translation reserve – reclassification to profit or loss	-	-
Equity instruments at fair value through other comprehensive income – change in fair value		-
Actuarial gains and losses – net gain or loss for the year	-	-
Income tax (expense) benefit	-	-
TOTAL	**208**	**(82)**

(1) The change in the cash flow hedge reserve in 2022 and 2021 was not material.
(2) In 2022, this corresponds to the impairment loss recognised on the Group's investment in Gorillas (Note 2).

12.8. Main non-controlling interests

The following table provides detailed information on the main non-controlling interests.

(€ millions)	GPA[1]	Sendas	Grupo Éxito[2]	Other	**Total**
Country	**Brazil**	**Brazil**	**Colombia**		
At 1 January 2021 (reported)	**1,369**		**1,412**	**75**	**2,856**
Effect of applying IFRS IC agenda decision on Costs in a Cloud Computing Arrangement (Note 1.3)	(1)		-	(1)	(2)
1 January 2021 (restated)	**1,368**		**1,412**	**74**	**2,855**
% of ownership interests held by non-controlling interests[3]	*58.8%*		*60.2%*		
% of voting rights held by non-controlling interests[3]	*58.8%*		*60.2%*		
Net profit (loss)	(95)	149	87	(9)	132
Other comprehensive income (loss)[4]	14	3	(98)	(1)	(83)
Dividends paid/payable	11	(28)	(52)	(1)	(69)
Other movements[5]	(602)	620	28	(1)	46
31 December 2021 (restated)	**697**	**745**	**1,377**	**62**	**2,880**
% of ownership interests held by non-controlling interests[3]	*59.0%*	*59.0%*	*60.4%*		
% of voting rights held by non-controlling interests[3]	*59.0%*	*59.0%*	*60.4%*		
Net profit (loss)	(219)	159	45	(15)	(29)
Other comprehensive income (loss)[4]	99	126	(106)	10	129
Dividends paid/payable	28	(14)	(65)	(1)	(53)
Other movements	255	(130)	33	(137)	20
31 DECEMBER 2022	**860**	**886**	**1,284**	**(82)**	**2,947**
% of ownership interests held by non-controlling interests[3]	*59.1%*	*69.5%*	*60.5%*		
% of voting rights held by non-controlling interests[3]	*59.1%*	*69.5%*	*60.5%*		
Average % of ownership interests held by the Group in 2022	*41.0%*	*39.2%*	*39.6%*		
% of ownership interests held by the Group at 31 December 2022	*40.9%*	*30.5%*	*39.5%*		

(1) GPA excluding Éxito, Uruguay and Argentina.

(2) Éxito including Uruguay and Argentina.

(3) The percentages of non-controlling interests set out in this table cover the scope of Casino Group and do not include the Group's own non-controlling interests in sub-groups. At 31 December 2022, Casino holds 40.9% of the capital and voting rights of GPA and 30.5% of Sendas, which are fully consolidated in the Group's consolidated financial statements. Full consolidation results from the Group's assessment that it has de facto control owing to the fact that (i) a majority of members of the Board of Directors have been nominated by Casino, and (ii) the remaining shares of GPA and Sendas are held by widely-dispersed shareholders (31 December 2021: 41.0% of capital and voting rights held in GPA and Sendas).

(4) Other comprehensive income (loss) consists mainly of exchange differences arising on translation of foreign subsidiaries' financial statements.

(5) In 2021, other movements at GPA and Sendas reflect the spin-off transaction.

Summarised financial information on the main subsidiaries with material non-controlling interests

The information presented in the table below is based on the IFRS financial statements, adjusted where applicable to reflect the remeasurement at fair value on the date of acquisition or loss of control, and to align accounting policies with those applied by the Group. The amounts are shown before intragroup eliminations.

	2022			2021 (restated)		
(€ millions)	GPA[1]	Sendas	Grupo Éxito[2]	GPA[1]	Sendas	Grupo Éxito[2]
Country	**Brazil**	**Brazil**	**Colombia**	**Brazil**	**Brazil**	**Colombia**
Net sales	3,344	10,016	4,424	4,184	6,568	3,695
Net profit (loss) from continuing operations	(381)	247	53	(161)	253	131
Net profit (loss) from discontinued operations	11	-	-	-	-	(3)
Consolidated net profit (loss)	**(370)**	**247**	**53**	**(162)**	**253**	**129**
Attributable to non-controlling interests in continuing operations	*(225)*	*159*	*45*	*(95)*	*149*	*88*
Attributable to non-controlling interests in discontinued operations	*6*	*-*	*-*	*-*	*-*	*(2)*
Other comprehensive income (loss)	125	141	(143)	24	5	(135)
Total comprehensive income (loss) for the year	**(245)**	**388**	**(90)**	**(137)**	**258**	**(7)**
Attributable to non-controlling interests	*(120)*	*285*	*(61)*	*(82)*	*152*	*(11)*
Non-current assets	3,563	5,227	2,477	3,426	3,001	2,530
Current assets	1,493	2,536	1,165	1,522	1,327	1,272
Non-current liabilities	(2,214)	(3,425)	(489)	(2,318)	(1,743)	(526)
Current liabilities	(1,187)	(3,062)	(1,439)	(1,254)	(1,317)	(1,421)
Net assets	**1,655**	**1,276**	**1,713**	**1,377**	**1,269**	**1,855**
Attributable to non-controlling interests	*860*	*886*	*1,284*	*697*	*745*	*1,377*
Net cash from (used in) operating activities	(231)	869	223	144	431	306
Net cash from (used in) investing activities	662	(1,256)	(193)	70	(452)	(104)
Net cash from (used in) financing activities	(620)	992	(231)	(257)	(134)	(178)
Effect of changes in exchange rates on cash and cash equivalents	96	26	(17)	13	4	(45)
Change in cash and cash equivalents	**(93)**	**632**	**(218)**	**(31)**	**(150)**	**(21)**
Dividends paid to the Group[2]	*7*	*13*	*-*	*38*	*10*	*-*
Dividends paid to owners of non-controlling interests during the period[3]	*11*	*18*	*37*	*56*	*14*	*30*

(1) GPA excluding Éxito, Uruguay and Argentina.
(2) Éxito including Uruguay and Argentina.
(3) GPA, Sendas and Éxito have an obligation to pay out 25%, 25% and 50% respectively of annual net profit in dividends

12.9. Dividends

The Annual General Meeting of 10 May 2022 approved the decision not to pay any dividend in 2022 in respect of 2021.

Decisions on future payouts will be taken in light of the Group's financial position, and will take account of the interests of the Company and compliance with its loan and bond agreements.

The coupon payable on deeply-subordinated perpetual bonds is as follows:

(€ millions)	2022	2021
Coupons payable on deeply-subordinated perpetual bonds (impact on equity)	**47**	**36**
of which amount paid during the year	41	34
of which amount payable in the following year	7	2
Impact on the statement of cash flows for the year	**42**	**35**
of which coupons awarded and paid during the year	41	34
of which interest allocated in the prior year and paid during the year	2	1

12.10. Earnings per share

ACCOUNTING PRINCIPLE

Basic earnings per share are calculated based on the weighted average number of shares outstanding during the period, excluding shares issued in payment of dividends and treasury shares. Diluted earnings per share are calculated by the treasury stock method, as follows:

- numerator: earnings for the period are adjusted for dividends on deeply-subordinated perpetual bonds;
- denominator: the basic number of shares is adjusted to include potential shares corresponding to dilutive instruments (equity warrants, stock options and free shares), less the number of shares that could be bought back at market price with the proceeds from the exercise of the dilutive instruments. The market price used for the calculation corresponds to the average share price for the year.

Equity instruments that will or may be settled in Casino, Guichard-Perrachon shares are included in the calculation only when their settlement would have a dilutive impact on earnings per share.

12.10.1. Number of shares

Diluted number of shares used for the calculation		2022	2021
Weighted average number of shares outstanding during the year			
Total ordinary shares		108,426,230	108,426,230
Ordinary shares held in treasury		(317,857)	(521,070)
WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES BEFORE DILUTION	**(1)**	**108,108,373**	**107,905,160**
Potential shares represented by:			
Stock options		-	-
Non-dilutive instruments (out of the money or covered by calls)		-	-
Weighted average number of dilutive instruments		**-**	**-**
Theoretical number of shares purchased at market price		-	-
Dilutive effect of stock option plans		-	-
Free share plans		-	-
Total potential dilutive shares		-	-
TOTAL DILUTED NUMBER OF SHARES	**(2)**	**108,108,373**	**107,905,160**

12.10.2. Profit (loss) attributable to ordinary shares

(€ millions)		2022 Continuing operations	2022 Discontinued operations[1]	2022 Total	2021 (restated) Continuing operations	2021 (restated) Discontinued operations[1]	2021 (restated) Total
NET PROFIT (LOSS) ATTRIBUTABLE TO OWNERS OF THE PARENT		**(279)**	**(37)**	**(316)**	**(280)**	**(254)**	**(534)**
Dividend payable on deeply-subordinated perpetual bonds		(47)	-	(47)	(36)	-	(36)
NET PROFIT (LOSS) ATTRIBUTABLE TO HOLDERS OF ORDINARY SHARES	**(3)**	**(326)**	**(37)**	**(363)**	**(316)**	**(254)**	**(570)**
Potential dilutive effect of free share plans		-	-	-	-	-	-
DILUTED NET PROFIT (LOSS) ATTRIBUTABLE TO HOLDERS OF ORDINARY SHARES	**(4)**	**(326)**	**(37)**	**(363)**	**(316)**	**(254)**	**(570)**
BASIC EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT *(€)*	**(3)/(1)**	**(3.02)**	**(0.34)**	**(3.36)**	**(2.93)**	**(2.36)**	**(5.29)**
DILUTED EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT *(€)*	**(4)/(1)**	**(3.02)**	**(0.34)**	**(3.36)**	**(2.93)**	**(2.36)**	**(5.29)**

(1) Note 3.5.2.

NOTE 13 OTHER PROVISIONS

ACCOUNTING PRINCIPLE

A provision is recorded when the Group has a present obligation (legal or constructive) as a result of a past event, the amount of the obligation can be reliably estimated and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Provisions are discounted when the related adjustment is material.

In accordance with the above principle, a provision is recorded for the cost of repairing equipment sold with a warranty. The provision represents the estimated cost of repairs to be performed during the warranty period, as estimated on the basis of actual costs incurred in prior years. Each year, part of the provision is reversed to offset the actual repair costs recognised in expenses.

A provision for restructuring expenses is recorded when the Group has a constructive obligation to restructure. This is the case when Management has drawn up a detailed, formal plan and has raised a valid expectation in those affected that it will carry out the restructuring by announcing its main features to them before the period-end.

Other provisions concern specifically identified liabilities and expenses.

Contingent liabilities correspond to possible obligations that arise from past events and whose existence will be confirmed only by the occurrence of one or more uncertain future events not wholly within the Group's control, or present obligations whose settlement is not expected to require an outflow of resources embodying economic benefits. Contingent liabilities are not recognised in the statement of financial position but are disclosed in the notes to the financial statements.

13.1. Breakdown of provisions and movements

(€ millions)	1 January 2022	Additions 2022	Reversals (used) 2022	Reversals (not used) 2022	Changes in scope of consolidation	Effect of movements in exchange rates	Other	31 December 2022
Claims and litigation	381	271	(90)	(61)	(1)	37	-	537
Other risks and expenses	100	34	(14)	(18)	(1)	-	2	103
Restructuring	112	48	(43)	(9)	-	-	(3)	104
TOTAL PROVISIONS	**592**	**354**	**(147)**	**(88)**	**(2)**	**37**	**(1)**	**744**
of which non-current	*376*	*235*	*(75)*	*(54)*	-	*37*	*(3)*	*515*
of which current	*216*	*119*	*(72)*	*(33)*	*(2)*	*(1)*	*2*	*229*

Provisions for claims and litigation, and for other risks and expenses are composed of a wide variety of provisions for employee-related disputes (before a labour court), property disputes (concerning construction or refurbishment work, rents, tenant evictions, etc.), tax disputes and business claims (trademark infringement, etc.) or indirect taxation disputes.

Provisions for claims and litigation amount to €537 million and include €485 million for Brazil (Note 13.2). Of this amount, additions to provisions, reversals of utilised provisions and reversals of surplus provisions, respectively amounted to €227 million, €74 million, and €52 million.

13.2. Breakdown of provisions for claims and litigation in Brazil

(€ millions)	PIS/Cofins/CPMF disputes[(1)]	Other tax disputes[(2)]	Employee disputes	Civil litigation	Total
31 DECEMBER 2022	**58**	**253**	**134**	**40**	**485**
of which GPA	*53*	*248*	*118*	*36*	*456*
of which Sendas	*5*	*5*	*15*	*4*	*29*
31 December 2021	**45**	**197**	**66**	**37**	**345**
of which GPA	*33*	*192*	*55*	*33*	*313*
of which Sendas	*12*	*5*	*11*	*4*	*32*

(1) VAT and similar taxes.
(2) Indirect taxes (mainly ICMS tax on sales and services in Brazil).

In the context of the litigation disclosed above and below in Note 13.3, GPA and Sendas are contesting the payment of certain taxes, contributions and payroll obligations. The bonds posted by GPA pending final rulings from the administrative courts on these various disputes are included in "Other non-current assets" (Note 6.9.1). GPA and Sendas have also provided various guarantees in addition to these bonds, reported as off-balance sheet commitments (Note 6.11.1).

(€ millions)	31 December 2022					
	Bonds posted[(1)]		Assets pledged as collateral[(2)]		Bank guarantees	
	GPA	Sendas	GPA	Sendas	GPA	Sendas
Tax disputes	86	2	101	-	1,718	124
Employee disputes	37	6	-	-	177	16
Civil and other litigation	12	2	2	-	73	90
TOTAL	**135**	**10**	**103**	**-**	**1,968**	**230**

(€ millions)	31 December 2021					
	Bonds posted[(1)]		Assets pledged as collateral[(2)]		Bank guarantees	
	GPA	Sendas	GPA	Sendas	GPA	Sendas
Tax disputes	79	10	115	-	1,573	100
Employee disputes	33	8	-	-	183	16
Civil and other litigation	4	1	1	-	78	35
TOTAL	**116**	**19**	**116**	**-**	**1,834**	**151**

(1) See Note 6.9.1.
(2) See Note 6.11.1.

13.3. Contingent assets and liabilities

In the normal course of its business, the Group is involved in a number of legal or arbitration proceedings with third parties, social security bodies or tax authorities in certain countries (mainly Brazil – see below – and France Retail concerning disputes with the customs authorities and Urssaf representing a risk of €41 million).

As stated in Note 3.3.5, no associates or joint ventures have any significant contingent liabilities.

Proceedings brought by the DGCCRF (French competition authority) against AMC and INCA-A and investigations by the French and European competition authorities

In February 2017, the Minister of the Economy, represented by the Department for Competition Policy, Consumer Affairs and Fraud Control (DGCCRF), brought an action against Casino Group companies before the Paris Commercial Court. The DGCCRF is seeking repayment to 41 suppliers of a total of €22 million relating to a series of credit notes issued in 2013 and 2014, together with a fine of €2 million.

On 27 April 2020, the Paris Commercial Court handed down its decision, dismissing most of the DGCCRF's claims. The Court considered that there was no evidence to support the DGCCRF's claims of unlawful behaviour concerning 34 suppliers. It partly accepted the DGCCRF's claims concerning the other 7 suppliers. AMC was ultimately ordered to refund credit notes issued in 2013 and 2014 by the 7 suppliers for a total of €2 million, and to pay a fine of €1 million.

However, the DGCCRF appealed this decision in January 2021. As no application was made for provisional enforcement, the appeal has suspensive effect.

The proceedings are still in progress. Casino Group maintains that it acted in accordance with applicable regulations in its negotiations with the suppliers concerned. Based on this and on the advice of its legal counsel, the Group considers that the associated risk on its financial statements is limited.

On 11 April 2017, the common purchasing entity INCA Achats, and its parent companies Intermarché and Casino, were prosecuted for economic imbalance and abusive commercial practices that allegedly took place in 2015 against 13 multinational companies in the hygiene and fragrance industry, with a fine of €2 million.

On 31 May 2021, the Paris Commercial Court handed down its decision, ordering Casino to pay a fine of €2 million. On 12 July 2021, the Group appealed the decision before the Paris Court of Appeal, maintaining that it acted in accordance with applicable regulations in its negotiations with the suppliers concerned. However, as a provisional enforcement request was granted, the fine had to be paid in December 2021.

Lastly, in February 2017, representatives of the European Commission raided the premises of Casino, Guichard-Perrachon, Achats Marchandises Casino – AMC (formerly E.M.C. Distribution) and Intermarché-Casino Achats (INCA-A), in connection with an investigation into fast-moving consumer goods supply contracts, contracts for the sale of services to manufacturers of branded products and contracts for the sale of fast-moving consumer goods to consumers.

In addition, in May 2019, representatives of the European Commission conducted additional raids of the premises of the same companies (except for INCA-A, which has since ceased operations and is in the process of being liquidated).

The European Commission has not issued any complaint at this stage.

On 5 October 2020, the General Court of the European Union ruled that the raids conducted by the Commission in February 2017 were partially unlawful. The case is currently being appealed by the plaintiffs before the Court of Justice of the European Union, seeking to have all of the 2017 raids classified as unlawful; proceedings are also currently pending before the General Court of the European Union in respect of the raids carried out in May 2019. On 14 July 2022, the Advocate General delivered their opinion recommending that the Court categorically annul the Commission's 2017 investigation and hence the 2019 investigation. The procedure remains pending until the Court of Justice delivers its judgement in the coming weeks.

Arbitration between GPA and Península

On 12 September 2017, GPA received a request for arbitration from Fundo de Investimento Imobiliáro Península ("Península") in order to discuss the calculation of rental charges and other operational matters related to leasing agreements concerning stores owned by Península and operated by GPA. The agreements have a duration of 20 years as from 2005 and are renewable for another 20-year period at the sole discretion of GPA. They set out the method for calculating rental charges.

On 7 July 2021, GPA announced that it had reached an out-of-court settlement with Fundo de Investimento Imobiliário Peninsula ("Península"), enabling the various amounts outstanding between the parties to be closed out, while maintaining the long-term leases and amending the terms and conditions of the agreements in order to more closely reflect the current market environment. From an accounting perspective, this out-of-court settlement led to a remeasurement of right-of-use assets under these lease agreements and of the lease liability.

Dispute between Cnova and Via Varejo

On 31 October 2016, ahead of the GPA's announcement of its decision to start negotiations for the sale of its stake in Via Varejo, Via Varejo completed its combination with Cnova Brazil, responsible for the Group's e-commerce business in the country. The combination involved the acquisition by Via Varejo of 100% of Cnova Brazil's shares from Cnova NV ("Cnova"). The combination agreement included the usual vendor warranty compensation clauses.

In September 2019, Via Varejo notified Cnova of a guarantee call for an undocumented amount of around BRL 65 million (€11 million), concerning litigation with employees and customers. Following this notification, Cnova and Via Varejo exchanged information in order to determine the substance and, where appropriate, the scope of the compensation claim. In light of the extensive analyses currently in progress and the discussions that are likely to result from the analyses, Cnova is unable to determine the extent of its exposure to this risk. On 20 July 2020, Cnova received notification that Via Varejo had commenced arbitration proceedings. On 22 January 2021, Via Varejo submitted its declaration in connection with these proceedings but no additional evidence has been provided. At the beginning of March 2022, Cnova received a report from the court-appointed expert indicating that (i) a significant number of claims did not meet the eligibility criteria as described in the agreement, and (ii) the amount of BRL 65 million should be reduced by Via Varejo's 22% contribution and by approximately BRL 25 million of deductible. In an order handed down in July 2022, the court instructed the expert to carry out further examinations on 19,700 third-party claims. The court's final decision is expected by the end of 2023. Cnova management and its counsel have analysed the expert's report and do not consider the residual risk to be material.

Brazil tax, social and civil contingent liabilities

(€ millions)	**2022**	**of which GPA**	**of which Sendas**	2021	of which GPA	of which Sendas
INSS (employer's social security contributions)	113	109	4	100	91	9
IRPJ – IRRF and CSLL (corporate income taxes)	253	145	109	195	119	76
PIS, COFINS and CPMF (VAT and similar taxes)	936	820	115	835	739	97
ISS, IPTU and ITBI (service tax, urban property tax and tax on property transactions)	26	23	3	25	22	2
ICMS (state VAT)	1,143	951	192	974	795	179
Civil litigation	71	63	8	59	52	7
TOTAL	**2,542**	**2,111**	**431**	**2,188**	**1,819**	**369**

GPA and Sendas employ consulting firms to advise them in tax disputes, whose fees are contingent on the disputes being settled in the company's favour. At 31 December 2022, the estimated amount totalled €28 million, comprising €25 million for GPA and €2 million for Sendas (31 December 2021: €25 and €2 million, respectively, for a total of €27 million).

Moreover, Casino has given a specific guarantee to GPA concerning notifications of tax adjustments received from the tax administration, for a total amount of BRL 1,922 million (€341 million) at 31 December 2022 (31 December 2021: BRL 1,467 million), including penalties and interest. Under the terms of the guarantee, Casino has undertaken to indemnify its subsidiary for 50% of any damages incurred, provided those damages are definitive. Based on the commitment given by Casino to its subsidiary, the risk exposure amounts to BRL 961 million (€170 million) (31 December 2021: BRL 734 million, representing €116 million). As the risks of liability are only considered possible, Casino has not recognised a provision in its financial statements for this amount.

Brazil contingent assets

■ Exclusion of ICMS from the PIS/COFINS tax base

Since the adoption of non-cumulative regime to calculate PIS and COFINS tax credits, GPA and Sendas have challenged the right to deduct ICMS taxes from the calculation basis for PIS and COFINS taxes. GPA and Sendas' position was supported by a Brazilian federal supreme court (STF) ruling on 15 March 2017 that the ICMS tax should be excluded from the PIS and COFINS tax base.

On 29 October 2020, GPA was notified of a final favourable ruling on its main claim initially filed in 2003. Based on this court decision, GPA considered that the uncertainty that had previously led it to consider this asset as "contingent" within the meaning of IAS 37 had resolved. Accordingly, it recognised a tax credit in 2020, net of provisions, amounting to BRL 1,608 million (income of €273 million), of which BRL 995 million (€169 million) recognised in net sales and BRL 613 million (€104 million) recognised in "Other financial income". For 2021, GPA reassessed the amount of tax credits recognised in 2020 and reversed the provision that had been set aside in 2020 for BRL 280 million, or €44 million (Notes 5.1 and 11.3.2).

On 16 July 2021, a ruling was handed down in favour of Sendas. In light of this ruling, associated with the ruling of the Brazilian federal supreme court (STF) of May 2021 (see Note 5.1), Sendas considered that the uncertainty that had previously led it to consider this asset as "contingent" within the meaning of IAS 37 had resolved. Accordingly, in 2021 it recognised a tax credit for BRL 216 million (€34 million), of which BRL 175 million (€28 million) in net sales and BRL 41 million (€6 million) in other financial income.

Pursuant to the shareholder agreements between GPA and the Klein family following the creation of Via Varejo, which were still in force at 31 December 2022, GPA has a legal right to obtain from Via Varejo the aforementioned tax credits in respect of its former subsidiary Globex for the 2003-2010 period. As a result of the final ruling obtained by Via Varejo on its proceedings with the tax authorities in May 2020, GPA has an unconditional right to obtain a refund of these tax credits from Via Varejo. In 2020, GPA had recognised a gross amount of BRL 231 million (€39 million) in its income statement in this respect. Following full justification by Via Varejo, GPA no longer considers these tax credits as a contingent asset, and accordingly recognised an additional amount of BRL 278 million (€51 million) at 31 December 2022, shown in profit (loss) from discontinued operations.

NOTE 14 RELATED-PARTY TRANSACTIONS

Related parties are:

- parent companies (mainly Rallye, Foncière Euris, Finatis, Euris and Euris Holding);
- entities that exercise joint control or significant influence over the Company;
- subsidiaries (Note 17);
- associates (Note 3.3);
- joint ventures (Note 3.3);
- members of the Board of Directors and Management Committee (Note 8.4).

The Company maintains normal relations with all of its subsidiaries in its day-to-day management of the Group. The Company and its subsidiaries receive strategic advice from Euris, the ultimate holding company, under strategic advice and assistance agreements. The Company also receives other recurring services from Euris and Foncière Euris (provision of staff and premises). The amount expensed over the year in relation to these agreements with Casino and its subsidiaries totalled €4.3 million, of which €4 million for strategic advisory services and €0.3 million for the provision of staff and premises.

Related-party transactions with individuals (Directors, corporate officers and members of their families) are not material.

NOTE 15 SUBSEQUENT EVENTS

Disposal of additional Assaí stake considered

In order to accelerate its deleveraging, on 7 March 2023, Casino Group announced that it was considering a plan to sell part of its stake in Assaí for approximately USD 600 million. This amount could be increased depending on market conditions.

No final decision has been made on this proposed transaction, which would take the form of a secondary offering.

TERACT and Casino Group sign an exclusive agreement to create the French leader in responsible and sustainable retail

On 9 March 2023, Casino Group and TERACT announced that they had entered into an exclusive agreement, with the aim of entering into a binding agreement to create the French leader in responsible and sustainable retail activities. The exclusive discussions concern the creation of two separate entities:

- an entity, controlled by Casino, bringing together the retail activities in France. Casino Group would contribute over 9,100 stores, its undisputed leadership in convenience formats, the strength of its banners, its digital offering and its good CSR practices. TERACT would bring its know-how and expertise in the operation of garden centres and food distribution;
- a new entity, named TERACT Ferme France and controlled by InVivo, in charge of supplying local agricultural products through short food supply chains that help to promote France's regions and showcase agricultural products. TERACT Ferme France will benefit from strong proximity to the agricultural industry through the InVivo group, its majority shareholder.

The transaction would value the activities contributed by Casino Group and TERACT at 85% and 15%, respectively, on a debt-free cash-free basis.

In order to be able to execute an ambitious growth plan, the new entity would be provided with additional equity in the region of €500 million. To this effect, in a joint initiative, Casino and the reference shareholders of TERACT have already engaged in discussions with a number of investors keen to become shareholders of the combined entity.

The composition of both entities' governance and executive bodies would closely associate the reference shareholders of Casino Group and TERACT, as well as their management teams.

This project remains subject to the signing of a binding agreement between Casino Group and TERACT, which could be achieved by the end of the second quarter of 2023. This project would be subject to the consultation of the employee representative bodies of both groups as well as to the approval of the respective governance bodies of Casino Group, TERACT and InVivo. Further communication to the market would be made upon the signing of the binding agreement, which would be submitted to the approval of the antitrust authorities and of the shareholders and creditors of both parties.

NOTE 16 STATUTORY AUDITORS' FEES

Statutory Auditors' fees for the year ended 31 December 2022 *(€ thousands)*	KPMG	Deloitte
Statutory audit and review of the parent company and consolidated financial statements	3,901	5,190
Non-audit services	1,235	1,657
TOTAL	**5,136**	**6,847**

Services other than the statutory audit of the financial statements ("Non-audit services") by the Statutory Auditors to Casino, Guichard-Perrachon, the parent company, and to its subsidiaries, correspond mostly to procedures related to the issuance of statements and reports on agreed-upon procedures regarding data contained in the accounting records, or regarding internal control.

NOTE 17 MAIN CONSOLIDATED COMPANIES

At 31 December 2022, Casino Group comprised 1,287 consolidated companies. The main companies are listed below.

	2022			2021		
Company	% control	% interest	Consolidation method	% control	% interest	Consolidation method
Casino, Guichard-Perrachon SA			**Parent company**			**Parent company**
FRANCE – RETAILING						
Achats Marchandises Casino (AMC)	100	100	FC	100	100	FC
Casino Carburants	100	100	FC	100	100	FC
Casino Services	100	100	FC	100	100	FC
Casino International	100	100	FC	100	100	FC
Distribution Casino France (DCF)	100	100	FC	100	100	FC
Distridyn	49.99	49.99	EM	49.99	49.99	EM
Easydis	100	100	FC	100	100	FC
Floréal	100	100	FC	100	100	FC
Geimex	100	100	FC	100	100	FC
AUXO Achats Alimentaires	30	30	EM	30	30	EM
AUXO Achats Non Alimentaires	70	70	EM	70	70	EM
Monoprix group						
Les Galeries de la Croisette	100	100	FC	100	100	FC
Monoprix	100	100	FC	100	100	FC
Monoprix Exploitation	100	100	FC	100	100	FC
Monoprix On Line (formerly Sarenza)	-	-	-	100	100	FC
Monop’	100	100	FC	100	100	FC
Naturalia France	100	100	FC	100	100	FC
Société Auxiliaire de Manutention Accélérée de Denrées Alimentaires “S.A.M.A.D.A.”	100	100	FC	100	100	FC
Société L.R.M.D.	100	100	FC	100	100	FC
Franprix-Leader Price group						
Cofilead	100	100	FC	100	100	FC
Distribution Franprix	100	100	FC	100	100	FC
Distribution Leader Price	100	100	FC	100	100	FC
Franprix Holding	100	100	FC	100	100	FC
Franprix-Leader Price Holding	100	100	FC	100	100	FC
Franprix-Leader Price Finance	100	100	FC	100	100	FC
Holding Île-de-France 2	100	100	FC	100	100	FC
Holdi Mag	100	100	FC	100	100	FC
Pro Distribution	72.5	72.5	FC	70	70	FC
Sarjel	100	100	FC	100	100	FC
Sédifrais	100	100	FC	100	100	FC

	2022			2021		
Company	% control	% interest	Consolidation method	% control	% interest	Consolidation method
Codim group						
Codim 2	100	100	FC	100	100	FC
Hyper Rocade 2	100	100	FC	100	100	FC
Pacam 2	100	100	FC	100	100	FC
Poretta 2	100	100	FC	100	100	FC
Prodis 2	100	100	FC	100	100	FC
Property and Energy						
GreenYellow	-	-	-	72.36	72.36	FC
GreenYellow Holding	11.81	11.81	EM	-	-	-
L'immobilière Groupe Casino	100	100	FC	100	100	FC
Sudéco	100	100	FC	100	100	FC
Uranie	100	100	FC	100	100	FC
Mercialys group						
Mercialys (listed company)	-	-	-	16.86	16.86	EM
Other businesses						
FLOA Bank	-	-	-	50	50	EM
Casino Finance	100	100	FC	100	100	FC
ExtenC	100	100	FC	100	100	FC
Perspecteev	49	49	EM	49	49	EM
RelevanC	100	100	FC	100	100	FC
Inlead	100	91.31	FC	100	91.31	FC
Infinity Advertising	50	50	EM	50	50	EM
IRTS	100	100	FC	100	100	FC
Global Retail Services	50	50	EM	50	50	EM
E-COMMERCE						
Cnova NV group (listed company)	**99.48**	**78.83**	**FC**	**99.48**	**78.87**	**FC**
Cdiscount	100	78.89	FC	100	78.94	FC
C-Logistics	100	82.21	FC	100	82.24	FC
Cnova Pay	100	78.83	FC	100	78.87	FC
INTERNATIONAL – POLAND						
Mayland Real Estate	100	100	FC	100	100	FC
INTERNATIONAL – BRAZIL						
Wilkes	100	100	FC	100	100	FC
GPA group (listed company)[(3)]	**40.92**	**40.92**	**FC**	**41.04**	**41.04**	**FC**
Financeira Itaú CBD SA – Crédito, Financiamento e Investimento (FIC)[(1)(2)]	25	17.88	EM	25	17.88	EM
GPA Malls & Properties Gestão de Ativos e Serviços. Imobiliários Ltda. (GPA M&P)[(1)]	100	100	FC	100	100	FC
Novasoc Comercial Ltda. (Novasoc)[(1)]	100	100	FC	100	100	FC
Sendas Distribuidora SA ("Sendas") (listed company)[(3)]	**30.51**	**30.51**	**FC**	**41.02**	**41.02**	**FC**
Financeira Itaú CBD SA – Crédito, Financiamento e Investimento (FIC)[(1)(2)]	25	17.88	EM	25	17.88	EM

Company	2022 % control	2022 % interest	2022 Consolidation method	2021 % control	2021 % interest	2021 Consolidation method
INTERNATIONAL – COLOMBIA, URUGUAY AND ARGENTINA						
Éxito group (listed company)[7]	**96.52**	**39.50**	**FC**	**96.57**	**39.64**	**FC**
Éxito Industrias SAS[4]	97.95	97.95	FC	97.95	97.95	FC
Trust Viva Malls[4][6]	51	51	FC	51	51	FC
Viva Villavincencio Trust[4]	51	26.01	FC	51	26.01	FC
Barranquilla Trust[4]	90	45.90	FC	90	45.90	FC
Logistica y transporte de Servicios SAS[4]	100	100	FC	100	100	FC
Tuya SA[4]	50	50	EM	50	50	EM
Grupo Disco (Uruguay)[4][5]	75.10	62.49	FC	75.10	62.49	FC
Devoto (Uruguay)[4]	100	100	FC	100	100	FC
Libertad (Argentina)[4]	100	100	FC	100	100	FC
FRENCH AND INTERNATIONAL HOLDING COMPANIES						
Casino Participations France	100	100	FC	100	100	FC
Forézienne de Participations	-	-	-	100	100	FC
Géant Holding BV	100	100	FC	100	100	FC
Géant International BV	100	100	FC	100	100	FC
Gelase	100	39.50	FC	100	39.62	FC
Helicco	100	100	FC	100	100	FC
Intexa (listed company)	**98.91**	**97.91**	**FC**	**98.91**	**97.91**	**FC**
Quatrim	100	100	FC	100	100	FC
Segisor SA	100	100	FC	100	100	FC
Tevir SA	100	100	FC	100	100	FC
Tonquin BV	100	100	FC	100	100	FC

(1) The percentage interests correspond to the percentages held by GPA and Sendas.

(2) FIC finances purchases made by GPA and Sendas customers. This entity was created through a partnership between Banco Itaú Unibanco SA ("Itaú Unibanco"), GPA and Sendas. It is accounted for by the equity method as GPA and Sendas exercise significant influence over its operating and financial policies.

(3) 10.44% of the capital of Sendas was sold on 2 December 2022 (Notes 2 and 3.1.4).

(4) The percentage interests correspond to the percentages held by the Éxito sub-group.

(5) On 27 April 2015, Éxito signed a contractual agreement, initially with a two-year term, granting it more than 75% of the Disco voting rights and exclusive control over the sub-group's strategic decisions. On 29 December 2016, the agreement was extended until 30 June 2019 and was rolled over automatically until 30 June 2021. A new agreement was signed in August 2021, giving Éxito 75% of the voting rights and therefore control over the company (Note 3.1).

(6) The trust's governance is specified in the agreement between the parties. Éxito is the majority partner and FIC has rights with respect to certain Viva Malls business decisions concerning such matters as acquisitions and disposals in excess of a certain amount or the method of setting budgets and business plan targets. The agreement also states that Éxito is the sole provider of property management, administrative and marketing services for Viva Malls and that it is paid an arm's length fee for these services. A review of the substance of FIC's rights under the agreement confirms that their effect is solely to protect FIC's investment and that, consequently, Viva Malls is controlled by Éxito.

(7) Following measures taken at the end of 2019 to streamline the Group's structure in Latin America, 96.52% of Éxito is now held by GPA.

NOTE 18 STANDARDS, AMENDMENTS AND INTERPRETATIONS PUBLISHED BUT NOT YET MANDATORY

Standards, amendments and interpretations adopted by the European Union at the reporting date but not yet mandatory

The IASB has published the following standards, amendments to existing standards and interpretations, adopted by the European Union but not mandatory at 1 January 2022.

Standard (Group application date)	Description of the standard
Amendments to IAS 1 and the Materiality Practice Statement Disclosure of Accounting Policies (1 January 2023)	These amendments will be applicable on a prospective basis. They are intended to help companies identify useful information to provide to users of financial statements about accounting policies.
Amendment to IAS 8 Definition of Accounting Estimates (1 January 2023)	These amendments will be applicable on a prospective basis. They are intended to facilitate the distinction between accounting policies and accounting estimates. In the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty".
Amendment to IAS 12 Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction (1 January 2023)	These amendments will be applicable on a limited retrospective basis as from the first comparative period presented. They specify how entities should account for deferred taxes arising on transactions such as leases and decommissioning obligations. In particular, they clarify that the exemption from deferred tax recognition on the initial recognition of assets and liabilities does not apply to such transactions.

These interpretations and amendments are not expected to have any material impact on the Group's consolidated financial statements.

Standards and interpretations not adopted by the European Union at the reporting date

The IASB has published the following standards, amendments to standards and interpretations applicable to the Group, which have not yet been adopted by the European Union:

Standard (application date for the Group subject to adoption by the EU)	Description of the standard
Amendments to IAS 1 Classification of Liabilities as Current or Non-current (1 January 2024)	These amendments will be applicable on a retrospective basis. They aim to clarify the classification of debt and other liabilities as current or non-current.
Amendments to IAS 1 Non-current Liabilities with Covenants (1 January 2024)	These amendments will be applicable on a retrospective basis. They specify that covenants to be met after the reporting period should not affect the classification of a liability as current or non-current at the reporting date. However, entities are required to provide information on long-term debt subject to covenants in the notes to the financial statements.
Amendments to IFRS 16 Lease Liability in a Sale and Leaseback (1 January 2024)	These amendments will be applicable on a retrospective basis. They provide clarification on the subsequent measurement of the lease liability arising from sale and leaseback transactions, consisting of variable lease payments that are not dependent on an index or rate. In particular, the lessee-seller should calculate the lease payments so that no gain or loss is recognised in respect of the right-of-use asset retained.

These interpretations and amendments are not expected to have any material impact on the Group's consolidated financial statements.

2.7. *PARENT COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022*

2.7.1. STATUTORY AUDITORS' REPORT ON THE FINANCIAL STATEMENTS

Year ended 31 December 2022

This is a translation into English of the Statutory Auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users. This statutory auditors' report includes information required by European regulations and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to the shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Annual General Meeting of Casino, Guichard-Perrachon,

Opinion

In compliance with the engagement entrusted to us by the Annual General Meeting, we have audited the accompanying financial statements of Casino, Guichard-Perrachon for the year ended 31 December 2022.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December 2022 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "Statutory Auditors' responsibilities for the audit of the financial statements" section of this report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for Statutory Auditors, for the period from January 1, 2022 to the date of our report, and specifically we did not provide any prohibited services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgement, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on specific items of the financial statements.

Measurement of equity securities

Risk identified	Our response
See Notes "Significant accounting policies" and 6 "Long-term investments" to the financial statements	
As at 31 December 2022, the net carrying amount of investments in subsidiaries and associates is recorded on the Company balance sheet for a total amount of €15,147 million, i.e. approximately 88% of total assets. Investments in subsidiaries and associates are impaired when their value in use, estimated in accordance with the methods described in the "Long-term investments" paragraph of Note 2 "Significant accounting policies" and in Note 6 "Long-term investments" to the financial statements, is lower than their net carrying amount. We considered that the valuation of investments in subsidiaries and associates constitutes a key audit matter due to: ▪ the materiality of these assets in the balance sheet of Casino, Guichard-Perrachon; ▪ the Company's use of estimates and assumptions to determine the value in use; ▪ the sensitivity of this valuation to certain assumptions.	We assessed the compliance of the methodology implemented by the Company with the applicable accounting standards. We assessed the main estimates used by the Company to determine the values in use by analyzing as appropriate: ▪ the documentation used to determine the value in use of the shares; ▪ the methods used to determine the estimated sale price when a subsidiary or sub-group is being sold; ▪ the assumptions underlying the value in use when it is determined based on discounted future cash flows, in particular: - the consistency of cash flow projections with the medium-term budgets and plans prepared under the responsibility of the Board of Directors, as well as the consistency of revenue and EBITDA forecasts with the historical performance of the subsidiary or sub-group concerned, in the economic context in which the subsidiary or sub-group operates; - the methods and parameters used to determine the discount rates and perpetual growth rates applied to estimated cash flows. With the assistance of our valuation specialists, we recalculated the discount rates based on the latest available market data and compared the results with (i) the rates used by the Company and (ii) the rates for several players operating in the same business sector of the subsidiary or sub-group concerned; - the sensitivity scenarios used by the Company, for which we verified the arithmetical accuracy. Finally, we assessed the appropriateness of the disclosures in the notes to the financial statements.

Compliance with bank ratios relating to the "RCF" syndicated corporate loan facility

Risk identified	Our response
See Note 13 "Loans and financial liabilities" to the financial statements	
Certain bonds and bank financing requires the Company to comply with "bank covenant" ratios, as mentioned in Note 13 "Loans and financial liabilities" to the financial statements. Non-compliance with the bank covenants could result in the immediate repayment of all or part of the financing concerned, some of which is also subject to cross-default clauses. We considered compliance with bank ratios under the "RCF" corporate syndicated loan facility to be a key audit matter in view of the amount of the authorized credit line, which is €2,051 million: Any non-compliance with the bank ratios could have an impact on the availability of this credit line and consequently, due to the existence of cross-default clauses such as described in the notes to the financial statements, on the presentation of the payment schedule related to this line in the notes, on the Company's liquidity position and, if relevant, on its ability to continue as a going concern.	As part of our audit, we: ▪ gained an understanding of the internal control procedures relating to the monitoring the Company's liquidity and net financial debt, including the processes for (i) establishing cash flow forecasts, (iii) monitoring net financial debt and (iii) calculating ratios and monitoring compliance with bank covenants; ▪ analyzed the contractual bank documentation relating to the "RCF" syndicated corporate loan facility; ▪ reconciled the methods adopted to determine the aggregates used to monitor the financial ratios of the "RCF" corporate loan facility as implemented by the Company: "secured gross debt", "EBITDA" and "cost of net financial debt", with their contractual definition; ▪ assessed the assumptions held by the Company to establish projections for the calculation of financial ratios for the next quarterly milestones over the forthcoming 12 months; ▪ assessed the appropriateness of the disclosures in the notes to the financial statements.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

Information given in the management report and in the other documents provided to shareholders with respect to the financial position and the financial statements

We have no matters to report on the fair presentation and consistency with the financial statements of the information given in the management report of the Board of Directors and in the other documents with respect to the financial position and the financial statements provided to shareholders.

We attest the fair presentation and consistency with the financial statements of the information relating to payment deadlines mentioned in Article D. 441-6 of the French Commercial Code (*Code de commerce*).

Report on corporate governance

We attest that the Board of Directors' report on corporate governance sets out the information required by Articles L.225-37-4, L. 22-10-10 and L.22-10-9 of the French Commercial Code (*Code de commerce*).

Concerning the information given in accordance with the requirements of Article L.22-10-9 of the French Commercial Code (*Code de commerce*) relating to remunerations and benefits received by or awarded to the directors and any other commitments made in their favour, we have verified the consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your Company from controlled companies included in the scope of consolidation. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your Company considered likely to have an impact in the event of a public takeover bid or exchange offer, provided pursuant to Article L.22-10-11 of the French Commercial Code (*Code de commerce*), we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this information.

Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Other information or verifications required by legal and regulatory texts

Format of presentation of the financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by statutory auditors regarding the annual and consolidated financial statements presented in the European single electronic format, that the preparation of the financial statements intended to be included in the annual financial report mentioned in Article L. 451 1 2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the Chairman and Chief Executive Officer, complies with the single electronic format defined in European Delegated Regulation (EU) No. 2019/815 of December 17, 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as Statutory Auditors of Casino, Guichard-Perrachon by the Annual general meetings held on 29 April 2010 for Deloitte & Associés and on 10 May 2022 for KPMG S.A.

As at 31 December 2022, Deloitte & Associés was in its thirteenth year of uninterrupted engagement and KPMG S.A. in its first year.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and, where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgement throughout the audit and furthermore:

- identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements;

- assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit programme implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgement, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as set out in particular in Articles L. 822-10 to L. 822-14 of the French Commercial Code (*Code de commerce*) and in the French Code of Ethics (*Code de déontologie*) for Statutory Auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, 20 March 2023

The Statutory Auditors

Deloitte & Associés		KPMG S.A.	
Stéphane Rimbeuf	Patrice Choquet	Éric Ropert	Rémi Vinit-Dunand

2.7.2. PARENT COMPANY FINANCIAL STATEMENTS

Income statement

(€ millions)	Notes	2022	2021
Operating income	1	143	154
Operating expenses	1	(128)	(138)
Operating profit		**14**	**17**
Net financial income (expense)	2	(89)	(710)
Recurring profit (loss) before tax		**(75)**	**(694)**
Net non-recurring income (expense)	3	(65)	(51)
Income tax benefit	4	78	70
NET PROFIT (LOSS)		**(62)**	**(675)**

Statement of financial position

Assets

(€ millions)	Notes	2022	2021
Intangible assets		9	8
Amortisation and impairment		(4)	(3)
	5	**5**	**5**
Property and equipment		46	45
Depreciation and impairment		(36)	(32)
	5	**10**	**13**
Long-term investments[a]		20,089	20,242
Impairment		(3,726)	(3,477)
	6	**16,364**	**16,766**
Total non-current assets		**16,378**	**16,784**
Trade and other receivables	7	762	444
Marketable securities	8	2	14
Cash	8	37	486
Total current assets		**803**	**944**
Prepayments and other assets[b]	**9**	**10**	**21**
TOTAL ASSETS		**17,190**	**17,748**
(a) o/w loans due within one year		*25*	*21*
(b) o/w due in more than one year		*3*	*10*

Equity and liabilities

(€ millions)	Notes	2022	2021
Equity	**10**	**7,749**	**7,812**
Quasi-equity	**11**	**1,350**	**1,350**
Provisions	**12**	**32**	**20**
Loans and other borrowings	13	4,646	5,468
Trade payables		34	31
Tax and employee benefits payable		14	12
Casino Finance current account	13	3,340	3,020
Other liabilities	14	24	31
Total liabilities[a]		**8,059**	**8,563**
Deferred income and other liabilities[a]	**15**	**2**	**2**
TOTAL EQUITY AND LIABILITIES		**17,190**	**17,748**
(a) o/w: due within one year		*3,660*	*3,897*
due in one to five years		*4,400*	*4,144*
due in more than five years		*-*	*525*

Statement of cash flows

(€ millions)	**2022**	2021
Net profit (loss)	(62)	(675)
Elimination of non-cash items		
▪ Depreciation, amortisation and provisions (other than on current assets)	271	678
▪ (Gains) losses on disposals of non-current assets	2	250
▪ Other non-cash items	(18)	6
Cash from operating activities before change in working capital	**193**	**259**
Change in working capital – operating activities(*)	(321)	94
Net cash from (used in) operating activities (A)	**(128)**	**353**
Purchases of non-current assets	(1)	(24)
Proceeds from disposals of non-current assets	146	(4)
Proceeds from capital reductions by subsidiaries	-	-
Change in loans and advances granted	(2)	-
Net cash from (used in) investing activities (B)	**143**	**(28)**
Dividends paid to shareholders	-	-
Share buybacks	-	-
Proceeds from new borrowings	-	1,951
Repayments of borrowings	(547)	(2,453)
Net cash used in financing activities (C)	**(547)**	**(502)**
CHANGE IN CASH AND CASH EQUIVALENTS (A + B + C)	**(532)**	**(177)**
Cash and cash equivalents at beginning of year	**(2,828)**	**(2,650)**
Cash and cash equivalents at end of year (Note 8)	**(3,360)**	**(2,828)**
o/w:		
Casino Finance current account	(3,340)	(3,020)
Cash and cash equivalents in the statement of financial position	39	500
Bank overdrafts	(59)	(308)

(*) Change in working capital.

Change in working capital

(€ millions)	**2022**	2021
Trade payables	3	13
Trade receivables (Note 7)	(11)	(2)
Current accounts (Note 8)	(320)	210
Other operating payables	(5)	(88)
Other operating receivables	12	(17)
CHANGE IN WORKING CAPITAL	**(321)**	**94**

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

Casino, Guichard-Perrachon is a French *société anonyme*, listed in compartment A of Euronext Paris. The Company will hereinafter be referred to as "Casino" or "the Company". The Company and its subsidiaries will hereinafter be referred to as "the Group" or "Casino Group". The Company's registered office is at 1, Cours Antoine Guichard, 42008 Saint-Étienne, France.

1. Significant events of the year

Impact of the conflict in Ukraine and of the economic crisis on the financial statements

The geopolitical situation in Eastern Europe worsened on 24 February 2022 following Russia's invasion of Ukraine. The Group does not operate in Ukraine, Russia or Belarus and does not own any assets or equity interests in these countries, nor does it operate any franchise agreements. The Group is not significantly affected by the trade restrictions and sanctions that certain governments have imposed on Russia. However, the conflict continues to weigh heavily on the global economy and capital markets, and is exacerbating an already difficult macro-economic climate defined by accelerating inflation and disruptions to global supply chains. For example, export/import controls and economic sanctions against Russia may adversely affect the Group's operations, supply chains, business partners or customers. Similarly, indirect effects in the form of higher inflation and fluctuating energy and commodity prices lead to higher freight costs and higher purchasing costs for some products.

All of these factors may compromise the Group's ability to supply certain products and lead to changes in customer purchasing behaviour and in cost structures (including inventory, freight costs and payroll). This in turn could have an adverse impact on our earnings, financial position and cash flows. Casino Group did not experience any significant supply issues during the year, despite a few localised and temporary shortages. However, in a tight supply chain environment, the Group stands ready to ensure regular supplies, for example by increasing emergency inventories in certain at-risk product categories, in order to improve the availability of products at favourable purchasing conditions.

The Group does not operate in the conflict zones but continues to monitor the impacts of the war and the ways in which it is indirectly exposed.

Completion of the sale of FLOA to BNP Paribas

On 31 January 2022, Casino Group and Crédit Mutuel Alliance Fédérale completed the sale of Floa to BNP Paribas. The sale price (excluding expenses) amounted to €200 million, of which €192 million has been collected net of expenses, breaking down as (i) €150 million relating to the disposal of shares representing 50% of FLOA's capital and (ii) €50 million relating to the sale of technology assets of the "Floa Pay" split payment solution and to the renewal of commercial agreements between Cdiscount, the Casino banners and FLOA (Cdiscount continues to operate its split payment solution via card through Floa and BNP Paribas).

Casino Group will also remain invested in the successful development of the "Floa Pay" business through a 30% stake in future value created (by 2025). No gains were recognised in this respect in the financial statements at 31 December 2022.

The impact of this transaction on the Company's financial statements represents a cash inflow of €146 million, net of expenses, and a non-material disposal loss.

Disposal of the entire stake in Mercialys' share capital

On 21 February 2022, the Group sold 6.5% of Mercialys' share capital through a total return swap (TRS), leading to the immediate collection of €59 million. All of the shares under the TRS were sold during the year, resulting in a net cash inflow of €52 million under this instrument at Group level.

On 4 April 2022, the Group sold its remaining 10.3% stake in Mercialys under a new TRS maturing in December 2022, which led to the immediate collection of €86 million at Group level. This TRS was settled in full in the second half of the year, with no material impact on the Company's income statement.

Casino Group no longer holds any voting rights or equity interest in Mercialys as of 31 December 2022.

Sale of GreenYellow

On 18 October 2022, Casino Group sold to Ardian a majority stake in GreenYellow, the Group's energy subsidiary, based on an enterprise value of €1.4 billion and an equity value of €1.1 billion. At end-December, Casino Group continued to have a stake in the company's value creation through a residual holding of 11.8%, representing a consolidated carrying amount of €147 million.

This transaction had no direct impact on the Company's income statement other than in terms of the related costs (see Note 3).

Legal reorganisation of Casino Group in France

On 15 June 2022, the Group announced that it planned to simplify and increase the clarity of its legal organisation in France by placing all of its French food retail subsidiaries (mainly Franprix, Monoprix, Distribution Casino France, Easydis and AMC) under a common holding company wholly owned by Casino, Guichard-Perrachon. The holding company, CGP Distribution France, was incorporated in the second half of 2022. The employee representative bodies of the subsidiaries concerned were informed and consulted in accordance with the law, and the entities in the Monoprix scope are now owned by CGP Distribution France. The final phase of this reorganisation, consisting primarily of the contribution of Distribution Casino France's operations, is expected to take place in the first half of 2023.

The reorganisation had no material accounting impact on the Company's financial statements at 31 December 2022.

Distribution by GPA of 83% of the capital of Grupo Éxito to its shareholders

On 5 September 2022, the Board of Directors of GPA, a Casino Group subsidiary, announced that it was considering distributing approximately 83% of Grupo Éxito's capital to its shareholders and retaining a minority stake of around 13% which could be sold at a later date. Casino's Board of Directors' meeting held on the same date approved the principle of the GPA and Grupo Éxito spin-off in order to realise maximum capital gains on Grupo Éxito. At the Extraordinary General Meeting held on 14 February 2023, GPA's capital reduction of BRL 7.1 billion was approved by delivering 1.08 billion Éxito shares to GPA shareholders, i.e., four Éxito shares for each GPA share held.

The distribution of Grupo Éxito shares to GPA shareholders in the form of Brazilian Depository Receipts (BDR) and American Depository Receipts (ADR) is expected to take place in the first half of 2023, after the end of the creditors' objection period and following completion of the registration and listing of the BDR and ADR programmes. As this is an internal transaction (no change in Casino's control over the Éxito sub-group), it did not have a material accounting impact on the Group's financial statements at 31 December 2022, with the exception of the costs incurred in connection with the transaction, recorded under "Other operating expenses", and the tax impact.

Sale of a stake in Assaí

In order to accelerate its deleveraging, on 26 October 2022 Casino Group announced that it was studying the possibility of selling part of its interest in Assaí (Sendas). This project came to fruition on 29 November 2022 in the form of a secondary offering. Under the offering, 140.8 million Assaí shares held by the Group (including 2.0 million shares in the form of ADSs, with each ADS comprising 5 Assaí shares), or 10.44% of Assaí's share capital, were allocated at a price of BRL 19.00 per share (USD 17.90 per ADS). The total amount of the offering was therefore BRL 2,675 million, or €491 million. Settlement and delivery of the shares sold took place on 2 December, reducing the Group's stake in Assaí to 30.5%. This transaction had no material accounting impact on the Company's financial statements at 31 December 2022.

Disposal plan for non-strategic assets

In mid-2018, the Group initiated a plan to dispose of certain non-strategic assets, under which a total of €3.2 billion in assets had been sold at 31 December 2021. The Group pressed ahead with this plan in 2022, involving mainly the sale of its residual interest in Mercialys and the sale of GreenYellow. The Group has now sold a total of €4.1 billion in non-strategic assets out of the announced €4.5 billion disposal plan.

2. Significant accounting policies

General information

The parent company financial statements have been prepared in accordance with Regulation No. 2014-03 issued by the French accounting standards setter (*Autorité des normes comptables* – ANC) on French generally accepted accounting principles, as amended by its subsequent regulations, including ANC Regulation No. 2018-01 of 20 April 2018.

The accounting policies applied are consistent with those used for the previous year.

The financial statements are presented in millions of euros. The figures in the tables have been rounded to the nearest million euros and include individually rounded data. Consequently, the totals and sub-totals shown may not correspond exactly to the sum of the reported amounts.

Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that may affect the reported amounts of assets and liabilities and income and expenses, as well as the disclosures made in certain notes to the financial statements.

Due to the inherent uncertainty of assumptions, actual results may differ from the estimates. Estimates and assessments are reviewed at regular intervals and adjusted where necessary to take into account past experience and any relevant economic factors.

The judgements, estimates and assumptions are based on the information available when the financial statements are drawn up and mainly concern the measurement of investments in subsidiaries and associates (Note 6).

Intangible assets

Intangible assets are measured at cost or transfer value and primarily correspond to goodwill and software.

Where appropriate, an impairment loss is recognised to bring the carrying amount down to fair value, determined mainly on the basis of profitability criteria.

Software is amortised over a period of five years.

Property and equipment

Property and equipment are recognised at their cost or transfer value in the statement of financial position.

Depreciation is calculated using the straight-line or reducing-balance method, depending on the asset's specific characteristics. Differences between straight-line depreciation and reducing-balance depreciation charged for tax purposes are recorded in provisions for accelerated depreciation.

The main depreciation periods (useful lives) are as follows:

Asset category	Depreciation period
Buildings	50 years
Fixtures, fittings and refurbishments	5 to 25 years
Machinery and equipment	5 to 10 years

The depreciable amount is the cost of property and equipment less residual value (nil).

Property and equipment acquired through mergers or asset transfers are depreciated over the period remaining following the depreciation applied by the company that originally held the assets concerned.

Long-term investments

Investments in subsidiaries and associates are recognised at their cost or transfer value.

They are tested for impairment at each period end to verify that their carrying amount is not greater than their value in use.

Value in use is estimated based on several criteria including the investee's equity and its adjusted net asset value as estimated by the discounted cash flows method or based on observable inputs, when available (share price, expected sale price in the case of subsidiaries held for sale), or based on analyses performed by internal or external experts. Further information is provided in Note 6.

If an investment's value in use is less than its carrying amount, an impairment loss is recognised for the difference (with the exception of treasury shares recorded under long-term investments and held for cancellation).

Additions to and reversals of impairment of investments in subsidiaries and associates are recognised in financial income and expense. Exceptionally, where impaired investments are sold during the period, any reversals of impairment on those shares are recognised in non-recurring items in order to present the disposal gain or loss net of reversals.

A similar method of determining fair value is also used where appropriate for other long-term investments.

Investment acquisition costs are capitalised and amortised for tax purposes over five years using the accelerated method.

Company accounting policy consists of recognising technical deficits arising from merger transactions on a line-by-line basis in non-current assets. In practice, all such deficits are recognised in long-term investments due to the Company's activity as a holding company.

Marketable securities

Marketable securities are recognised at cost in the statement of financial position.

Where appropriate, an impairment loss is recorded when probable realisable value is lower than cost.

In the case of treasury shares, when the average share price for the last month of the year falls below the carrying amount, an impairment loss is recognised for the difference.

Impairment losses on other categories of investment securities are determined by comparing cost and the average share price of the investee for the last month of the year.

Receivables

Receivables are stated at nominal value. Provisions are booked to cover any default risks.

Foreign currency translation adjustments

Liabilities and receivables denominated in foreign currencies are translated into euros at the closing rate. Gains or losses arising on translation are recorded in the statement of financial position as unrealised foreign currency exchange gains and losses within liabilities and assets, respectively. A provision is recorded for unrealised foreign currency exchange losses for the amount of the unhedged risk.

Provisions

The Company records a provision when it has an obligation toward a third party, the amount of the obligation can be reliably estimated and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

The Company grants its managers and other employees retirement bonuses determined on the basis of their length of service.

The projected benefit obligation representing the full amount of the employee's vested entitlements is recognised as a provision in the statement of financial position. The amount of the provision is determined using the projected unit credit method taking into account social security contributions.

Actuarial gains and losses on retirement benefit obligations are recognised in the income statement using the corridor method. Under this method, the portion of the net cumulative actuarial gain or loss that exceeds 10% of the greater of the defined benefit obligation and the fair value of the plan assets is recognised in earnings over the expected average remaining working lives of the employees participating in the defined benefit plan.

The Company has also set up stock option and share grant plans for executives and employees.

A liability is recognised when it is probable that the Company will grant existing shares to plan beneficiaries based on the probable outflow of resources. The outflow of resources is measured on the basis of the probable cost of purchasing the shares if they are not already held by the Company or their "entry cost" on the date of their allocation to the plan. If the stock options or share grants are contingent upon the employee's presence in the Company for a specific period, the liability is deferred over the vesting period.

No liability is recognised for plans settled in new shares.

No provision is recognised if the Company has not yet decided at the reporting date whether to settle the plans in new or existing shares.

Other provisions concern specifically identified liabilities and expenses.

Financial instruments

Hedging instruments

Hedge accounting principles are applied whenever a hedging relationship is identified by management. Hedging documentation is then duly prepared in respect of that relationship. Gains and losses on financial instruments used by Casino to hedge and manage its exposure to currency and interest rate risks are recognised in the income statement, symmetrically with gains and losses on the item hedged. The nominal amounts of forward contracts are included in off-balance sheet commitments.

At 31 December 2022, Casino did not have any instruments qualifying for hedge accounting.

Isolated open positions

Isolated open positions are all transactions that do not qualify for hedge accounting. Gains and losses on transactions that have been unwound are taken to the income statement. Unrealised gains are recognised in the statement of financial position but not in income. Unrealised losses are recognised in the statement of financial position and a provision is booked in this respect.

At 31 December 2022, Casino had no derivatives that did not qualify for hedge accounting (i.e., no isolated open positions).

Net non-recurring income (expense)

Net non-recurring income (expense) results from events or transactions that do not correspond to Casino, Guichard-Perrachon's ordinary activities as a holding company in view of their nature, frequency or materiality.

Income tax

Casino, Guichard-Perrachon is head of a tax group that includes most of its subsidiaries in France. At 31 December 2022, the tax group consisted of 476 companies.

Subsidiaries in the tax group pay the portion of the tax group's income tax liability corresponding to the income tax that they would have paid had they been taxable on a stand-alone basis. The Company recognises the additional income tax benefit or expense resulting from the difference between the tax payable by the subsidiaries in the tax group and the tax resulting from the calculation of consolidated profit (loss).

2.7.3. NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

Detailed summary of notes to the parent company financial statements

NOTE 1 OPERATING PROFIT

Breakdown

(€ millions)	2022	2021
Revenue from services	136	141
Other income	4	12
Reversals of provisions and impairment losses	3	1
Operating income	**143**	**154**
Other purchases and external expenses	(98)	(110)
Taxes and duties	(3)	(3)
Employee benefits expense	(21)	(19)
Depreciation, amortisation, impairment and provisions:		
▪ non-current assets	(3)	(3)
▪ current assets	(2)	-
▪ liabilities and expenses	-	(1)
Other expenses	(1)	(2)
Operating expenses	**(128)**	**(138)**
OPERATING PROFIT	**14**	**17**

Revenue from services

(€ millions)	2022	2021
Seconded employees	13	11
Banner royalties	35	35
Other services	88	95
REVENUE FROM SERVICES	**136**	**141**

The Company's net sales mainly correspond to royalties received from subsidiaries for the use of trademarks and banners owned by the Company, as well as services billed to subsidiaries.

In 2022, Casino, Guichard-Perrachon generated 85% of its net sales with companies based in France, versus 87% in 2021.

Average number of employees

(Number of employees)	2022	2021
Managers	11	10
Supervisors	-	-
Other employees	-	-
TOTAL	**11**	**10**

NOTE 2 NET FINANCIAL INCOME (EXPENSE)

(€ millions)	**2022**	2021
Dividends:		
▪ Monoprix	200	464
▪ Segisor	240	-
▪ Casino Finance	-	101
▪ Geimex	9	14
▪ Other	3	2
Total	**452**	**581**
Other financial income[1]	82	91
Reversals of provisions and impairment losses[2]	-	35
Net gains on disposals of marketable securities	1	-
Financial income	**535**	**708**
Financial expenses:		
▪ Interest on bonds	(121)	(128)
▪ Interest on deeply-subordinated perpetual bonds	(46)	(36)
▪ Interest on Term Loan B	(62)	(50)
▪ Other financial expenses[1]	(126)	(132)
▪ Amortisation and impairment[2]	(268)	(1,072)
▪ Net losses on disposals of marketable securities	(1)	-
Financial expenses	**(624)**	**(1,418)**
NET FINANCIAL INCOME (EXPENSE)	**(89)**	**(710)**

(1) In 2022, other financial income and other financial expenses mainly included interest income and expenses on current accounts and loans, and foreign currency gains and losses.
In 2021, they mainly included interest income and expenses on current accounts and loans, income and expenses on bond exchanges, and foreign currency gains and losses.

(2) The main movements in amortisation and impairment in 2022 were as follows:
- amortisation of bond redemption premiums for €8 million;
- impairment losses on Casino Finance and Geimex shares, amounting to €182 million and €69 million respectively (Note 6).
The main movements in amortisation and impairment in 2021 were as follows:
- amortisation of bond redemption premiums for €18 million;
- impairment losses on Distribution Casino France shares, amounting to €1,042 million.

NOTE 3 NET NON-RECURRING INCOME (EXPENSE)

(€ millions)	2022	2021
Gains (losses) on disposals of intangible assets and property and equipment	-	-
Gains (losses) on disposals of investments in subsidiaries and associates[1]	(2)	3
Gains (losses) on disposals of assets	**(2)**	**3**
Additions to provisions	(15)	(1)
Reversals of provisions[1]	4	93
Other non-recurring expenses	(69)	(156)
Other non-recurring income	18	10
NET NON-RECURRING INCOME (EXPENSE)	**(65)**	**(51)**

(1) On disposal of investments in subsidiaries and associates, any reversals of provisions are presented under "Gains (losses) on disposals of investments in subsidiaries and associates".

The net non-recurring expense recorded in 2022 mainly comprised:

- costs related to the Group's ongoing asset disposal plan for €25 million, mainly related to the disposal of GreenYellow (see "Significant events of the year");
- costs relating to litigation and measures to defend the Group's interests for €22 million;
- restructuring costs for €12 million;
- costs related to the Group's development and strategic operations for €11 million.

The net non-recurring expense recorded in 2021 mainly comprised:

- costs relating to the Group's ongoing refinancing operations for €24 million (of which €21 million related to Term Loan B);
- costs relating to litigation and measures to defend the Group's interests for €9 million;
- restructuring costs for €11 million;
- the sale of Casino Restauration shares with a non-material net effect (the reversal of a provision of €90 million (see Note 12) offsetting the write-off of receivables).

NOTE 4 INCOME TAX BENEFIT

(€ millions)	2022	2021
Recurring profit (loss)	(75)	(694)
Net non-recurring income (expense)	(65)	(51)
Profit (loss) before tax	**(140)**	**(745)**
Income tax benefit arising from the tax group	78	70
Income tax benefit	**78**	**70**
NET PROFIT (LOSS)	**(62)**	**(675)**

Casino, Guichard-Perrachon is the head of the French tax group.

Income tax benefit corresponds to the tax saving that results from setting off the tax losses of Casino, Guichard-Perrachon and its loss-making subsidiaries against the taxable profits of the other companies in the tax group.

The tax group reported a net loss in 2022. Taking into account the prepayments made during the year and the use of tax credits available to the tax group, the Company had no tax liability at 31 December 2022.

The tax group had €2,083 million of tax loss carryforwards at 31 December 2022.

NOTE 5 INTANGIBLE ASSETS AND PROPERTY AND EQUIPMENT

Breakdown

(€ millions)	2022	2021
Goodwill	4	4
Other intangible assets	4	4
Amortisation and impairment	(4)	(3)
Intangible assets	**5**	**5**
Buildings, fixtures and fittings	1	1
Depreciation and impairment	1	-
	-	**1**
Other property and equipment	45	44
Depreciation and impairment	(36)	(32)
	9	**12**
Property and equipment	**10**	**13**
TOTAL INTANGIBLE ASSETS AND PROPERTY AND EQUIPMENT	**15**	**18**

Movements for the year

(€ millions)	Cost	Amortisation, depreciation and impairment	Net
At 1 January 2021	**55**	**(34)**	**21**
Increases	1	(3)	(2)
Decreases	(2)	2	-
At 31 December 2021	**54**	**(36)**	**18**
Increases	2	(5)	(3)
Decreases	-	-	-
AT 31 DECEMBER 2022	**55**	**(40)**	**15**

NOTE 6 LONG-TERM INVESTMENTS

Breakdown

(€ millions)	**2022**	2021
Investments in subsidiaries and associates	18,854	19,009
Impairment(1)	(3,707)	(3,458)
	15,147	**15,550**
Loans	**1,192**	**1,188**
Other long-term investments(*)	44	45
Impairment(1)	(19)	(19)
	25	**27**
LONG-TERM INVESTMENTS	**16,364**	**16,766**

(*) O/w technical merger deficits amounting to €29 million.

(1) In accordance with the accounting policies described in the introductory section of the notes to the financial statements, the Company estimated the value in use of its long-term investments at 31 December 2022. The estimates took into account the organisation of direct control over the various operating subsidiaries or indirect control through the Casino Participations France and Tevir (France) and Segisor (international) holding companies.

Where the subsidiaries' adjusted net asset value was estimated using the discounted cash flows method, the projected after-tax cash flows were determined using the rates shown below.

Assumptions used in 2022 and 2021 for internal calculations of values in use

Region	**2022 perpetual growth rate(1)**	**2022 after-tax discount rate(2)**	2021 perpetual growth rate(1)	2021 after-tax discount rate(2)
France (retail)	2.0%	6.1%	1.4%	5.5%
France (other)(3)	2.0%	6.1% and 8.6%	1.4% and 1.9%	5.5% and 7.5%
Argentina – Libertad(4)	-	-	4.0%	11.6%
Brazil – GPA(3)	5.4%	11.0%	4.6%	10.0%
Brazil – Sendas(3)	5.4%	12.2%	6.6%	10.4%
Colombia – Éxito(3)	3.7%	7.4%	3.0%	7.4%
Uruguay	5.4%	9.2%	5.8%	8.6%

(1) In 2022, the inflation-adjusted perpetual growth rate was nil (2021: between 0% and 1.5% depending on the nature of the CGU's business/banner and country).

(2) The discount rate corresponds to the weighted average cost of capital (WACC) for each country. WACC is calculated at least once a year during the annual impairment testing exercise by taking account of the sector's levered beta, a market risk premium and the Group's cost of debt for France and the local cost of debt for subsidiaries outside France.

(3) At 31 December 2022, the market capitalisation of the listed subsidiaries was as follows: GPA €791 million, Sendas €4,659 million, Éxito €853 million and Cnova €1,067 million. With the exception of Cnova and Sendas, these market capitalisations were less than the carrying amount of the subsidiaries' net assets.

(4) For Argentina, the recoverable amount was determined using the adjusted net asset value method.

The Company performed impairment tests on each of its investments by comparing their net carrying amount to their value in use (see below). These tests led to the recognition of an additional €255 million in impairment losses against investments in subsidiaries and associates.

Changes impacting the calculation inputs, such as (i) a 100-basis point increase in the discount rate, (ii) a 25-basis point decrease in the perpetual growth rate used to calculate terminal value or (iii) a 50-basis point decrease in the EBITDA margin for cash flow projections used to calculate terminal value could lead to the recognition of additional impairment losses on investments in subsidiaries and associates, as follows:

- for the French businesses, the cumulative impact of the above three changes in calculation inputs would be additional impairment losses of €1,243 million, relating to Distribution Casino France and Geimex shares;
- for the international businesses, the cumulative impact of the above three changes in calculation inputs would be an additional non-material impairment loss recognised against Tevir shares.

A list of the Company's subsidiaries and associates is provided at the end of these notes.

Movements for the year

(€ millions)	Cost	Amortisation and impairment	Net
At 1 January 2021	20,462	(2,666)	17,795
Increases	27	(1,052)	(1,025)
Decreases	(247)	242	(5)
At 31 December 2021	20,242	(3,477)	16,766
Increases	4	(255)	(251)
Decreases	(157)	6	(151)
AT 31 DECEMBER 2022	**20,089**	**(3,726)**	**16,364**

The overall decrease in the cost of long-term investments in 2022 mainly corresponds to the sale of Floa shares, for €154 million (see "Significant events of the year").

Changes in impairment losses recognised against long-term investments in 2022 mainly reflect:

- the recognition of impairment losses against Casino Finance shares in an amount of €182 million;
- the recognition of impairment losses against Geimex shares in an amount of €69 million.

The overall decrease in the cost of long-term investments in 2021 was essentially due to the sale of Casino Restauration shares, for €235 million.

Changes in impairment losses recognised against long-term investments in 2021 mainly reflect:

- the recognition of impairment losses against Distribution Casino France shares in an amount of €1,042 million;
- the reversal of impairment losses recognised against Casino Restauration shares for €235 million.

NOTE 7 TRADE AND OTHER RECEIVABLES

(€ millions)	2022	2021
Trade receivables	49	38
Other operating receivables	14	12
Other receivables	178	190
Related companies	521	204
	713	**406**
TRADE AND OTHER RECEIVABLES	**762**	**444**

Other receivables consist mainly of tax credits received in respect of philanthropic spending, for €170 million (31 December 2021: €181 million).

All of the Company's trade and other receivables are due within one year except for tax credits in the amount of €171 million at end-2022 (31 December 2021: €181 million), which have maturities ranging from two to five years.

NOTE 8 CASINO FINANCE CURRENT ACCOUNT AND NET CASH AND CASH EQUIVALENTS

(€ millions)	**2022**	2021
Casino Finance current account (Note 13)	**(3,340)**	**(3,020)**
Treasury shares	2	14
Mutual fund units (FCP and SICAV)	-	-
Marketable securities	**2**	**14**
Cash	**37**	**486**
Bank overdrafts	-	-
Negotiable euro commercial paper "NEU CP"(*)	(59)	(308)
Bank credit facilities	**(59)**	**(308)**
NET CASH AND CASH EQUIVALENTS	**(3,360)**	**(2,828)**

(*) Negotiable commercial paper due within one year.

Wholly-owned subsidiary Casino Finance is the cash pooling entity for the Group's French companies. The current account with respect to this subsidiary pays interest at Ester plus a spread.

Cash mainly comprises the funds in segregated accounts in connection with the Group's November 2019 financing plan, amounting to €36 million at 31 December 2022 (31 December 2021: €484 million).

Treasury shares

	2022	2021
NUMBER OF SHARES HELD		
At 1 January	**409,009**	**641,456**
Shares purchased	2,244,915	2,061,374
Shares sold	(2,586,462)	(2,293,821)
AT 31 DECEMBER	**67,462**	**409,009**
VALUE OF SHARES HELD *(€ MILLIONS)*		
At 1 January	**14**	**22**
Shares purchased	34	53
Shares sold	(46)	(61)
AT 31 DECEMBER	**2**	**14**
Average purchase price per share *(€)*	33.93	33.95
% of share capital	0.06	0.38
Share in equity *(€ millions)*	5	29

The Group has a liquidity agreement with Rothschild Martin Maurel in accordance with AMF decision 2021-01 dated 22 June 2021, for a total of €15 million. At 31 December 2022 and 2021, no Casino, Guichard-Perrachon SA shares were held in the liquidity account.

At end-December 2022, the Company held 67,462 ordinary shares with a par value of €1.53 each.

These shares are intended to cover free share plans for Group employees. A provision of €2 million was recognised at 31 December 2022. These shares had a market value of €1 million at 31 December 2022.

NOTE 9 PREPAYMENTS AND OTHER ASSETS

(€ millions)	2022	2021
Bond issue premiums	9	17
Prepaid expenses	1	3
Unrealised exchange losses	-	-
PREPAYMENTS AND OTHER ASSETS	**10**	**21**

Bond issue premiums are amortised on a straight-line basis over the life of the bonds.

The change in this item in 2022 reflects the amortisation charge for the year for €8 million (see Note 2).

NOTE 10 EQUITY

Breakdown

(€ millions)	2022	2021
Share capital	166	166
Additional paid-in capital	3,847	3,847
Legal reserve	17	17
Available reserve	208	208
Long-term capital gains reserve	56	56
Retained earnings	3,512	4,187
Net profit (loss) for the year	(62)	(675)
Regulated provisions	5	6
EQUITY	**7,749**	**7,812**

Changes in equity

(€ millions)	2022	2021
At 1 January	**7,812**	**8,487**
Net profit (loss) for the year	(62)	(675)
Dividends	-	-
Capital reduction	-	-
Decrease in additional paid-in capital	-	-
AT 31 DECEMBER	**7,749**	**7,812**

At 31 December 2022, the Company's share capital was made up of 108,426,230 ordinary shares with a par value of €1.53 each.

The Board of Directors has decided to grant existing shares in respect of the free share plans outstanding at 31 December 2022 and 2021. Accordingly, free share plans are not potentially dilutive (see Note 8).

NOTE 11 QUASI-EQUITY

In 2005, Casino, Guichard-Perrachon issued €600 million worth of perpetual deeply-subordinated bonds (TSSDI). The bonds are redeemable solely at the Group's discretion and interest is due only if the Group pays a dividend on its ordinary shares in the preceding 12 months. The bonds pay interest at the 10-year constant maturity swap rate plus 100 bps, capped at 9%. In 2022, the average interest rate was 2.69%.

On 18 October 2013, the Company issued €750 million worth of perpetual hybrid bonds. The bonds are redeemable at the Company's discretion with the first call date falling on 31 January 2019 (unused) and the second set for 31 January 2024. The bonds paid interest at 4.87% until 31 January 2019. Since then, as specified in the prospectus, the interest rate has been 3.992%. This rate will be reset every five years.

These bonds are classified as "quasi-equity" as they:

- are issued for an indefinite term (i.e., no specific redemption date);
- correspond to direct commitments with no collateral and are subordinated to all other liabilities.

Accrued interest on the bonds is reported under "Miscellaneous borrowings".

NOTE 12 PROVISIONS

Breakdown

(€ millions)	2022	2021
Provision for foreign exchange losses	-	-
Provision for other liabilities	27	10
Provision for expenses	4	10
TOTAL PROVISIONS	**32**	**20**

Movements for the year

(€ millions)	2022	2021
At 1 January	**20**	**155**
Additions	18	3
Reversals[1]	(6)	(138)
At 31 December	**32**	**20**
O/w		
Additions (reversals) recorded in operating income and expenses (Note 1)	3	1
Additions (reversals) recorded in financial income and expenses (Note 2)	(4)	(30)
Additions (reversals) recorded in non-recurring income and expenses (Note 3)	(10)	(105)
TOTAL	**(12)**	**(135)**

(1) O/w reversals of surplus provisions for liabilities and expenses: €0 in 2022 and €3 million in 2021.

Reversals in 2021 mainly concerned the provision for the negative net worth of Casino Restauration, amounting to €90 million, resulting from the sale of shares.

The provision for pension benefit obligations amounted to €2 million at 31 December 2022 (unchanged from 31 December 2021).

NOTE 13 LOANS AND OTHER BORROWINGS

Breakdown

(€ millions)	**2022**	2021
Bonds (including accrued interest)[1]	2,344	2,904
Bank borrowings[2]	1,442	1,436
Bank overdrafts	-	-
Negotiable European commercial paper	59	308
Bank borrowings	**3,845**	**4,648**
Miscellaneous borrowings[3]	800	820
LOANS AND OTHER BORROWINGS	**4,646**	**5,468**

(1) Including €57 million in accrued interest at 31 December 2022 (31 December 2021: €70 million).
(2) Including €17 million in accrued interest at 31 December 2022 (31 December 2021: €11 million).
(3) Including the Casino Finance loan for €715 million and accrued interest on borrowings totalling €67 million at 31 December 2022 (31 December 2021: including the Casino Finance loan for €715 million and accrued interest on borrowings totalling €88 million).

Maturity of borrowings

(€ millions)	**2022**	2021
Within one year	246	799
Due in one to five years	4,400	4,143
Due in more than five years	-	525
	4,646	**5,468**

Net debt

(€ millions)	**2022**	2021
Loans and other borrowings	4,646	5,468
Casino Finance current account[*]	3,340	3,020
Treasury shares[*]	(2)	(14)
Cash[*]	(37)	(486)
NET DEBT	**7,947**	**7,988**

(*) See Note 8.

Loans and other borrowings include €142 million in accrued interest on bank loans and overdrafts at 31 December 2022 (end-2021: €169 million).

Outstanding bond issues

	Fixed rate/ Variable rate	Effective interest rate	Amount *(€ millions)*	Term	Due
2023 bonds	Fixed rate 4.56%	4.47%	36	10 years	January 2023
2024 bonds	Fixed rate 4.50%	4.88%	509	10 years	March 2024
2025 bonds	Fixed rate 3.58%	3.62%	357	10 years and 2 months	February 2025
2026 bonds	Fixed rate 6.63%	7.00%	400	5 years and 1 month	January 2026
2026 bonds	Fixed rate 4.05%	4.09%	460	12 years	August 2026
2027 bonds	Fixed rate 5.25%	5.46%	525	6 years	April 2027
BONDS			**2,287**		
Term Loan B	Variable rate (Euribor(*) + 4%)	5.34%	1,425	4 years, 4 months and 18 days	August 2025
BANK LOANS			**1,425**		

(*) Euribor with a zero floor.

Liquidity risk

The Group's liquidity policy is to ensure that it has sufficient liquid assets to settle its liabilities as they fall due, in either normal or impaired market conditions.

The liquidity analysis is performed both for the France Retail segment (taking into account the cash pool operated with most French subsidiaries) and for each of the Group's international subsidiaries.

All French subsidiaries of the Casino, Guichard-Perrachon holding company scope submit weekly cash reports to the Group and all new financing facilities require prior approval from the Corporate Finance department.

At 31 December 2022, Casino, Guichard-Perrachon's liquidity position comprised:

- confirmed, undrawn lines of credit for a total of €2,001 million, of which €1,760 million due in more than one year;
- a balance of €36 million in segregated accounts in France that can be used at any time to repay debt.

Casino, Guichard-Perrachon had the following financing facilities at 31 December 2022 (France Retail):

- unsecured bonds amounting to €2,287 million, of which €400 million in high-yield bonds maturing in 2026 and €525 million in high-yield bonds maturing in April 2027;
- a term loan ("Term Loan B") for €1,425 million, maturing in August 2025.

Casino, Guichard-Perrachon may also raise financing through the Negotiable European Commercial Paper programme (NEU CP). Amounts outstanding under this programme totalled €59 million at 31 December 2022. Issues under the programme are capped at €2,000 million, with the availability of funds depending on market conditions and investor appetite. The issues are not subject to any covenants.

The main liquidity risk management methods consist in:

- diversifying sources of financing to include capital markets, private placements, banks (confirmed and unconfirmed facilities), negotiable euro commercial paper (NEU CP) issues and discounting facilities;
- diversifying financing currencies to include the euro, the Group's other functional currencies and the US dollar;
- maintaining a level of confirmed financing facilities significantly in excess of the Group's payment obligations at all times;
- limiting the amount of annual repayments and proactively managing the repayment schedule;
- carrying out asset disposals, particularly in Latin America;
- managing the average maturity of financing facilities and, where appropriate, refinancing them before they fall due.

Management of short-term debt

Access to the European negotiable commercial paper (NEU CP) market is subject to market conditions and investor appetite for Casino debt. Outstanding commercial paper issues represented €59 million at 31 December 2022 versus €308 million at 31 December 2021.

Management of medium- and long-term debt

The Group continues to proactively manage its debt maturities through buybacks and early repayments, and by accessing the market for new loan and bond issues. The form, availability and timing of these operations are dependent on market conditions.

In November 2022, the Group made a public offer to redeem its unsecured bonds maturing in January 2023 for a nominal amount of €154 million.

The Group also redeemed bonds through buybacks on the financial markets throughout 2022. These redemptions represented a total nominal amount of €226 million, of which (i) €147 million for the secured high-yield bonds maturing in January 2024, (ii) €49 million for the unsecured bonds maturing in March 2024 and (iii) €30 million for the unsecured bonds maturing in January 2023.

The table below shows the ratings assigned to the financial instruments by Fitch, Moody's, Scope Ratings and Standard & Poor's:

Financial instrument rating	Fitch Ratings (new rating)	Moody's	Scope Ratings	Standard & Poor's
Casino, Guichard-Perrachon	B- with a positive outlook since 25 November 2022	B3 with a negative outlook since 8 September 2022 (previously B3 with a stable outlook)	B+ with a negative outlook since 27 January 2023 (previously BB- with a stable outlook)	CCC+ with a developing outlook since 7 October 2022 (previously B with a negative outlook)
Secured bonds	BB- since 25 November 2022	B2/stable outlook (6 August 2020)	BB- since 27 January 2023 (previously BB)	B- since 7 October 2022 (previously B+)
Term Loan B	BB- since 25 November 2022	B2/stable outlook (6 August 2020)	BB- since 27 January 2023 (previously BB)	B- since 7 October 2022 (previously B+)
Unsecured bonds	CCC+ since 25 November 2022	Caa1/stable outlook (6 August 2020)	B since 27 January 2023 (previously B+)	CCC+ since 7 October 2022 (previously B) S-3 (11 January 2022)

The high-yield bond issue by Quatrim is secured by shares in Immobilière Groupe Casino, a wholly-owned subsidiary of Quatrim which holds property assets (excluding Monoprix and Franprix-Leader Price property assets and certain assets whose disposal was pending).

For the €2,051 million revolving credit facility (RCF) and €1,425 million Term Loan B, Casino has granted security rights over shares, the principal bank accounts and intragroup receivables of its main operating subsidiaries and holding companies in France holding shares in the Group's Latin American operations.

Excluding these financing arrangements, debt carried by Casino, Guichard-Perrachon and its main subsidiaries (GPA, Sendas, Éxito and Monoprix) is not secured by collateral or assets.

Casino, Guichard-Perrachon debt covenants

Following the July 2021 signature of the amendment to the RCF, Casino, Guichard-Perrachon is required to comply with the following covenants in the France Retail (excluding GreenYellow) and E-commerce scope, calculated each quarter (from the consolidated financial statements on a rolling 12-month basis):

Type of covenant (France and E-commerce)	Main types of debt subject to covenant	Frequency of tests	Ratio at 31 December 2022
Secured gross debt[1]/EBITDA[2] ≤ 3.5x	RCF for €2,051 million	Quarterly	3.1
EBITDA[2]/net finance costs[3] ≥ 2.5x			3.0

(1) Secured gross debt as defined in the loan documentation only concerns loans and borrowings for which collateral has been posted for the France Retail and E-commerce segments as presented in Note 11.2.1 to the consolidated financial statements, and certain GPA and Sendas holding companies reported in the Latam Retail segment (notably Segisor). At 31 December 2022, the debt concerned was mainly (i) the Term Loan B for €1,425 million, (ii) high-yield bonds for €653 million, and (iii) the drawn portion of the RCF facility (€50 million drawn at end-2022).

(2) EBITDA as defined in the loan agreements corresponds to trading profit/loss for the France Retail and E-commerce segments, adjusted for (i) net depreciation, amortisation and provision expense, (ii) repayments of lease liabilities, and (iii) interest expense on lease liabilities for the France Retail and E-commerce scope.

(3) Net finance costs as defined in the loan agreement represent net finance costs for the France Retail and E-commerce scope.

Other clauses and restrictions

Documentation for the RCF, Term Loan B and high-yield bond issues put in place since late 2019 includes the usual restrictions for high-yield borrowings applicable to the Group as a whole (excluding the Latam segment and companies less than 50%-owned, but including certain holding companies reported in the Latam segment, notably Segisor). These restrictions concern Casino, Guichard-Perrachon dividend payments, sales of assets as defined in the documentation, additional borrowings, and additional security interests and collateral.

The Term Loan B and high-yield bonds also include incurrence covenants, which only apply upon the occurrence of certain specific events or to enable certain transactions to proceed, in particular:

- an incurrence covenant will apply in the event special dividends are paid in addition to ordinary dividends[1], as follows: gross debt/EBITDA (France Retail + E-commerce): < 3.5x;
- leverage and secured debt leverage covenants or a fixed charge coverage ratio (FCCR) as defined in the documentation may be applied on an independent or additional basis, depending on the transactions planned:
  - FCCR: EBITDA[2]/Fixed charges[2] > 2
  - Secured debt leverage: Consolidated leverage[2]/EBITDA[2] < 2

The Group's loan and bond agreements include the usual clauses for such contracts, notably *pari passu*, negative pledge and cross-default clauses.

Change-of-control clauses are included in all of Casino's bond financing documentation relating to the debt remaining after its November 2019 refinancing transactions, except in the documentation for the €600 million in deeply-subordinated perpetual bonds (TSSDI) issued in 2005. Change of control is established when two criteria are met:

- a third party, other than Rallye and its affiliates, acting alone or in concert, acquires shares conferring more than 50% of Casino's voting rights; and
- this change of control directly triggers a downgrade of Casino's long-term credit rating (by at least one notch in the event that Casino's rating is not investment grade).

The impact on the Group's bond issues are as follows:

- for bonds issued under the EMTN programme, representing a cumulative nominal amount of €1,362 million at 31 December 2022, each bond investor would be entitled to request from Casino the early redemption of all its bonds at par, at its individual discretion;

(1) 50% of net profit attributable to owners to the parent, with a minimum of €100 million per year from 2021 and an additional €100 million that may be used for one or several distributions during the life of the debt.

(2) As defined in the loan agreements.

- for the €750 million worth of TSSDI issued in 2013, the interest would be raised by an additional spread of 5% per annum and Casino would be entitled to buy back all of the bonds at par.

The documentation for the refinancing transactions put in place since 2019 also includes change-of-control clauses for three entities:

- Casino, Guichard-Perrachon (RCF/Term Loan B/Quatrim high-yield borrowings): an entity other than Rallye or one of its affiliated entities holds more than 50% of Casino's share capital or if substantially all of the Group's assets are sold/transferred;
- Casino Finance (RCF): a third party (other than Rallye or its affiliates) takes control of Casino Finance;
- Monoprix (RCF): Monoprix is no longer controlled by Casino and/or its subsidiaries or if the percentage of ownership interest or voting rights held (by Casino and/or its subsidiaries) is lower than 40%.

A change of control would offer the lenders the possibility of cancelling their commitments at their individual discretion (limited to one-third of the nominal amount of the RCF in the event of a change of control of Monoprix). In the case of the high-yield bond issue, Quatrim, the wholly-owned subsidiary of Casino, Guichard-Perrachon that issued the bonds, would launch a tender offer (at a specified price) in which investors could participate.

NOTE 14 OTHER LIABILITIES

(€ millions)	**2022**	2021
Related companies	12	15
Sundry liabilities	12	16
OTHER LIABILITIES	**24**	**31**
▪ due within one year	24	31
▪ due in more than one year	-	-

Other liabilities include €1 million in accrued expenses at 31 December 2022 (end-2021: €5 million).

NOTE 15 DEFERRED INCOME AND OTHER LIABILITIES

(€ millions)	**2022**	2021
Deferred income	2	2
Unrealised exchange gains	-	-
DEFERRED INCOME AND OTHER LIABILITIES	**2**	**2**

NOTE 16 TRANSACTIONS AND BALANCES WITH RELATED COMPANIES

No agreements for material amounts have been entered into with related parties, within the meaning of Article R. 123-198 of the French Commercial Code (*Code de commerce*), that were not concluded in the ordinary course of business on arm's length terms.

NOTE 17 OFF-BALANCE SHEET COMMITMENTS

Commitments entered into in the ordinary course of business

(€ millions)	**2022**	2021
Undrawn confirmed lines of credit[1]	2,001	2,051
TOTAL COMMITMENTS RECEIVED	**2,001**	**2,051**
Bonds and guarantees given[2]	3,040	3,417
Deficits allocated to tax group subsidiaries[3]	1,268	1,174
TOTAL COMMITMENTS GIVEN	**4,308**	**4,591**

(1) Including €2,001 million that can be used by Casino, Guichard-Perrachon, Monoprix and Casino Finance (see Note 13).

(2) Including €2,704 million to related companies and €60 million to the Distridyn joint venture at 31 December 2022. The amount of €3,040 million does not include the security rights given in connection with the RCF and Term Loan B.

(3) The tax consolidation agreement (see Note 4) specifies that tax savings arising from tax losses transferred to the Group will not be repaid to the subsidiary in cash or through a current account. Tax group subsidiaries are only entitled to tax loss allocations in the event that they become profitable again and only for the amount of tax they would have paid at the tax rate in force at 31 December 2022 in the absence of a tax consolidation agreement.

Other commitments

(€ millions)	**2022**	2021
Guarantees given in connection with:		
GPA tax disputes[1]	170	116
TOTAL COMMITMENTS GIVEN	**170**	**116**
Written put options in Uruguay[2]	127	113
TOTAL RECIPROCAL COMMITMENTS	**127**	**113**

(1) Casino has given a specific guarantee to GPA concerning notifications of tax adjustments received from the tax administration, for a total amount of BRL 1,922 million (€341 million) at 31 December 2022 (31 December 2021: BRL 1,467 million), including penalties and interest. Under the terms of the guarantee, Casino has undertaken to indemnify its subsidiary for 50% of any damages incurred, provided those damages are definitive. Based on the commitment given by Casino to its subsidiary, the risk exposure amounts to BRL 961 million (€170 million) (31 December 2021: BRL 734 million, representing €116 million). As the risks of liability are only considered possible, Casino has not recognised a provision in its financial statements for this amount.

(2) Uruguay: Casino has granted a put option on the percentage of share capital held by the family shareholders. This option is exercisable at any time until 30 June 2025. Its price is based on Disco Uruguay's consolidated operating profit, with a floor of USD 41 million plus interest at 5% per year. A mutual mechanism is in place between Casino and Éxito in the event that the option is exercised: Casino has granted a put option to Éxito and Casino holds a call option from Éxito.

NOTE 18 CURRENCY RISK

	2022		2021	
(in millions of currency)	USD	BRL	USD	BRL
Assets	7	-	7	-
Liabilities[*]	(26)	-	(142)	-
Net balance sheet position	(20)	-	(135)	-
Off-balance sheet positions	(134)	(961)	(128)	(734)
TOTAL NET POSITION	**(154)**	**(961)**	**(263)**	**(734)**

(*) Including USD 20 million in negotiable European commercial paper (NEU CP) hedged by currency swaps at 31 December 2022 (31 December 2021: USD 135 million hedged by currency swaps).

NOTE 19 EQUITY RISK

The Company is not exposed to a material equity risk.

NOTE 20 GROSS COMPENSATION AND BENEFITS OF DIRECTORS AND OFFICERS

(€ millions)	**2022**	2021
Compensation paid	2	2
Loans and advances	-	-

NOTE 21 CONSOLIDATION

Casino, Guichard-Perrachon is consolidated by Rallye SA, whose registered office is located at 103, rue de la Boétie – 75008 Paris, France (Siren no.: 054 500 574).

NOTE 22 SUBSEQUENT EVENTS

Disposal of additional Assaí stake considered

In order to accelerate its deleveraging, on 7 March 2023 Casino Group announced that it was considering a plan to sell part of its stake in Assaí for approximately USD 600 million. This amount could be increased depending on market conditions.

No final decision has been made on this proposed transaction, which would take the form of a secondary offering.

TERACT and Casino Group sign an exclusive agreement to create the French leader in responsible and sustainable retail

On 9 March 2023, Casino Group and TERACT announced that they had entered into an exclusive agreement, with the aim of entering into a binding agreement to create the French leader in responsible and sustainable retail activities. The exclusive discussions concern the creation of two separate entities:

- an entity, controlled by Casino, bringing together the retail activities in France. Casino Group would contribute over 9,100 stores, its undisputed leadership in convenience formats, the strength of its banners, its digital offering and its good CSR practices. TERACT would bring its know-how and expertise in the operation of garden centres, pet retail and food distribution;
- a new entity, named TERACT Ferme France and controlled by InVivo, in charge of supplying local agricultural products through short food supply chains that help to promote France's regions and showcase agricultural products. TERACT Ferme France will benefit from strong proximity to the agricultural industry through the InVivo group, its majority shareholder.

The transaction would value the activities contributed by Casino Group and TERACT at 85% and 15%, respectively, on a debt-free cash-free basis.

In order to be able to execute an ambitious growth plan, the new entity would be provided with additional equity in the region of €500 million. To this effect, in a joint initiative, Casino and the reference shareholders of TERACT have already engaged in discussions with a number of investors keen to become shareholders of the combined entity.

The composition of both entities' governance and executive bodies would closely associate the reference shareholders of Casino Group and TERACT, as well as their management teams.

This project remains subject to the signing of a binding agreement between Casino Group and TERACT, which could be achieved by the end of the second quarter of 2023. This project would be subject to the consultation of the employee representative bodies of both groups as well as to the approval of the respective governance bodies of Casino Group, TERACT and InVivo. Further communication to the market would be made upon the signing of the binding agreement, which would be submitted to the approval of the antitrust authorities and of the shareholders and creditors of both parties.

2.7.4. FIVE-YEAR FINANCIAL SUMMARY

	2022	2021	2020	2019	2018
FINANCIAL POSITION AT THE REPORTING DATE					
Share capital *(€ millions)*	166	166	166	166	168
Number of outstanding voting shares	108,426,230	108,426,230	108,426,230	108,426,230	109,729,416
RESULTS OF OPERATIONS *(€ MILLIONS)*					
Net sales (excluding taxes)	136	141	159	166	168
Profit (loss) before tax, employee profit-sharing, depreciation, amortisation and provisions	135	(50)	(466)	1,081	1,374
Income tax	(78)	(70)	(244)	(355)	(405)
Employee profit-sharing for the period	-	-	-	-	-
Net profit (loss) after tax, employee profit-sharing, depreciation amortisation and provisions	(62)	(675)	(3)	(321)	1,538
Total profit paid as dividends[1]	-	-	-	-	342
PER SHARE DATA *(€)*					
Weighted average number of shares outstanding during the period[2]	108,108,373	107,905,160	107,677,458	107,924,134	108,388,996
Earnings (loss) per share after tax and employee profit-sharing but before depreciation, amortisation and provisions	1.97	0.19	(2.06)	13.31	16.50
Earnings (loss) per share after tax, employee profit-sharing, depreciation, amortisation and provisions	(0.57)	(6.25)	(0.02)	(2.98)	14.19
Dividend paid per share[1]	-	-	-	-	3.12
EMPLOYEE DATA					
Number of employees (full-time equivalent)	11	10	11	12	13
Employee remuneration expenses[3] *(€ millions)*	16	16	12	9	15
Total benefits *(€ millions)*	4	3	4	3	4

(1) For 2022, subject to approval by the Annual General Meeting.
(2) Excluding treasury shares.
(3) Excluding discretionary profit-sharing.

2.7.5. SUBSIDIARIES AND ASSOCIATES *(€ MILLIONS)*

					Carrying amount						
Company	Share capital	Equity	% ownership	Number of shares held	Gross	Net	Loans and advances granted by the Company	Guarantees given by the Company	2022 net sales (excluding taxes)	2022 net profit (loss)	Dividends received by the Company in the prior year
A - Data on investments whose carrying amount exceeds 1% of the share capital											
1. Subsidiaries (at least 50%-owned)											
Distribution Casino France 1, Cours Antoine Guichard 42008 Saint-Étienne, France	107	546	100	106,801,329	7,207	3,762	236	1,122	7,408	(481)	-
Casino Participations France 1, Cours Antoine Guichard 42008 Saint-Étienne, France	2,274	2,527	100	2,274,025,819	2,274	2,274	-	-	-	472	-
Monoprix 14-16, rue Marc Bloch 92116 Clichy, France	79	770	100	9,906,016	2,531	2,531	295	234	214	(207)	200
Tévir 1, Cours Antoine Guichard 42008 Saint-Étienne, France	640	3,344	100	640,041,110	3,182	3,182	-	-	-	74	-
Easydis 1, Cours Antoine Guichard 42008 Saint-Étienne, France	63	49	100	3,953,968	106	106	-	10	529	2	-
Intexa 1, Cours Antoine Guichard 42008 Saint-Étienne, France	2	4	97.91	990,845	7	4	-	-	-	-	-
Casino Finance 1, Cours Antoine Guichard 42008 Saint-Étienne, France	240	718	100	239,864,436	900	718	413	231	-	(211)	-
Geimex 123, quai Jules Guesde 94400 Vitry-sur-Seine, France	-	23	99.98	9,998	108	40	-	-	193	3	9
Casino Services 1, Cours Antoine Guichard 42008 Saint-Étienne, France	-	14	100	100,000	19	14	-	-	75	2	-
Segisor 1, Cours Antoine Guichard 42008 Saint-Étienne, France	204	1,557	100	1,774,479,286	2,026	2,026	56		-	240	240
International											
Cnova NV Strawinskylaan 3051, Amsterdam, 1077ZX, Netherlands	17	346	64.84	223,798,061	452	452	-	38	-	(15)	-
2. Associates (10%- to 50%-owned)											
Uranie 1, Cours Antoine Guichard 42008 Saint-Étienne, France	45	99	25.95	11,711,600	31	30	-	-	1	-	-
Casino Carburant 1, Cours Antoine Guichard 42008 Saint-Étienne, France	5	16	32.04	1,627,904	4	4	-	-	478	10	1

Company	Share capital	Equity	% ownership	Number of shares held	Carrying amount		Loans and advances granted by the Company	Guarantees given by the Company	2022 net sales (excluding taxes)	2022 net profit (loss)	Dividends received by the Company in the prior year
					Gross	Net					
B - Aggregated data for all other subsidiaries or associates											
1. Subsidiaries (not included in Section A above)											
Various companies					3	3					1
2. Associates (not included in Section A above)											
Other companies					4	2					
Total investments in subsidiaries and associates					**18,854**	**15,147**					
o/w consolidated companies					18,854	15,147					
▪ French companies					18,400	14,693					
▪ Foreign companies					454	454					
o/w non-consolidated companies					0	0					
▪ French companies					-	-					
▪ Foreign companies					-	-					

All key information on foreign subsidiaries in a given country is provided in Note 6.

As a result of the judgement applied when measuring the fair value of investments in foreign entities, provisions to cover the negative difference between the Company's share in the equity of subsidiaries of a given country and the value of the corresponding investment are not systematically recognised (see Note 6).

2.7.6. STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS

Shareholders' Meeting held to approve the financial statements for the year ended 31 December 2022

This is a translation into English of the statutory auditors' report on regulated agreements issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided for by the French Commercial Code and that the report does not apply to those related-party transactions described in IAS 24 or other equivalent accounting standards.

To the Shareholders' Meeting of Casino, Guichard-Perrachon,

In our capacity as Statutory Auditors of your Company, we hereby report to you on regulated agreements.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements brought to our attention or which we may have discovered during the course of our audit, as well as the reasons justifying that such agreements are in the Company's interest, without expressing an opinion on their usefulness and appropriateness or identifying other such agreements, if any. It is your responsibility, pursuant to Article R.225-31 of the French Commercial Code (*Code de commerce*), to assess the interest involved in respect of the conclusion of these agreements for the purpose of approving them.

Our role is also to provide you with the information stipulated in Article R.225-31 of the French Commercial Code (*Code de commerce*) relating to the implementation during the past year of agreements previously approved by the Shareholders' Meeting, if any.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

Regulated agreements submitted to the approval of the Shareholders' Meeting

Regulated agreements authorized and entered into during the year

Pursuant to Article L.225-40 of the French Commercial Code (*Code de commerce*), the following agreement, entered into during the year and authorized in advance by your Board of Directors, has been brought to our attention.

- **With Franck-Philippe Georgin: granting of exceptional compensation under his pre-existing employment contract**

Person involved:

Franck-Philippe Georgin, permanent representative of Matignon Diderot from 1 February 2022 to 22 September 2022, Director of your Company.

Nature, purpose and reasons justifying the interest of the agreement:

During its meeting of 15 June 2022, your Board of Directors authorized in advance the granting of gross exceptional monthly compensation totaling €36,538 to Franck-Philippe Georgin, relating to his employment contract as General Secretary of your Company from 1 June to 31 December 2022, which represented 100% of his fixed monthly compensation.

Your Board of Directors considered, after consultation with the Nomination and Compensation Committees, that this exceptional compensation was in your Company's interest, after noting that it was intended to compensate his significant involvement and contribution to the strategic operations underway (linked in particular to implementing the disposal plan).

Terms and conditions:

Franck-Philippe Georgin left his duties as an employee at your Company on 30 November 2022. His employment contract therefore expired at this date. The gross amount paid by your Company for the entire fiscal year 2022, under this exceptional compensation, was €219,231.

Regulated agreements not authorized in advance

Pursuant to Articles L.225-42 and L.823-12 of the French Commercial Code (*Code de commerce*), we bring to your attention the following agreement that was not authorized in advance by your Board of Directors.

Our role is to communicate to you the circumstances which explain why the authorization procedure was not followed.

- **With Franck-Philippe Georgin: increase in fixed annual compensation under his pre-existing employment contract**

Person involved:

Franck-Philippe Georgin, permanent representative of Matignon Diderot from 1 February 2022 to 22 September 2022, Director of your Company.

Nature, purpose and reasons justifying the interest of the agreement:

The gross annual compensation ("base salary") of Franck-Philippe Georgin, General Secretary of the Casino group, was increased with effect as of 1 February 2022, under his employment contract with your Company, to a gross annual amount of €475,000.

This increase, notified to Franck-Philippe Georgin on 18 February 2022, was not authorized in advance by your Board of Directors due to an omission. The Board of Directors' meeting of 15 June 2022 subsequently authorized this compensation change, considering that it was in your Company's interest, after noting that it was intended to bring the compensation of the Group's General Secretary in line with market practices observed by a firm specialized in compensation for similar profiles.

Terms and conditions:

Franck-Philippe Georgin left his duties as an employee at your Company on 30 November 2022. His employment contract therefore expired at this date. The gross compensation amount due and paid by your Company for the entire fiscal year 2022 was €420,480.

Regulated agreements previously approved by the Shareholders' Meeting

Regulated agreements approved in prior years

- **a) with continuing effect during the year**

We hereby inform you that we have not been notified of any agreements which were approved by the Shareholders' Meeting in prior years and had continuing effect during the year.

- **b) without continuing effect during the year**

In addition, we have been notified of the following agreement previously approved by the Shareholders' Meeting in prior years without continuing effect during the year.

With Mercialys: Trademark license agreement

Persons involved:

Jacques Dumas, Director of Mercialys and permanent representative of Euris until 31 January 2022, Director of your Company, and Michel Savart, Director of Mercialys until 26 April 2022 and Director of your Company until 26 October 2022.

Nature, purpose and terms and conditions:

Under this agreement entered into on 24 May 2007 and approved by your Shareholders' Meeting of 29 May 2008, your Company grants Mercialys, for no consideration, a non-exclusive right to use, in France only, the "Nacarat" wordmark and figurative trademark, the "Beaulieu" wordmark and the "Beaulieu... Pour une promenade" semi-figurative trademark.

Mercialys has a priority purchase right over these trademarks should your Company intend to sell them.

Paris-La Défense, 20 March 2023

The Statutory Auditors

KPMG S.A.		DELOITTE & ASSOCIÉS	
Éric Ropert	Rémi Vinit-Dunand	Stéphane Rimbeuf	Patrice Choquet

CHAPTER 3

Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS)


Vos marques
EN VRAC !
PISTACHIOS
Wonderful pistachios & almonds.

3.1. CSR COMMITMENTS AND GOVERNANCE

The CSR policy is drawn up in line with Casino Group's ethical principles and its commitment to respect and promote the principles affirmed by:

- the Universal Declaration of Human Rights;
- the ILO fundamental conventions, including Convention 29 on forced or compulsory labour, Convention 87 on freedom of association and protection of the right to organise, Convention 98 on the application of the principles of the right to organise and collective bargaining, Convention 100 on equal pay for men and women workers for work of equal value, Convention 105 on the abolition of forced labour, Convention 111 on discrimination in employment and occupation, Convention 138 on the minimum age for admission to employment, and Convention 182 on the prohibition of the worst forms of child labour and immediate action for their elimination;
- the United Nations Global Compact, which the Group signed in 2009;
- the Women's Empowerment Principles, which the Group endorsed in 2016;
- the 17 Sustainable Development Goals (SDG) adopted by UN member states;
- the Paris Climate Agreement and the Montreal Protocol;
- the Global Reporting Initiative (GRI) guidelines;
- the recommendations from the Task Force on Climate-related Financial Disclosures (TCFD).

Casino Group is working towards 17 SDGs, implementing policies to address the highest-priority issues (see section 3.8 "Group CSR commitments").

The Group's CSR policy aims to pave the way for responsible consumer habits and improve the sustainability of its business model by fostering stakeholder trust through ongoing dialogue.

The implementation of the CSR programme is a growth driver for the Group as it helps to:

- boost employee motivation and engagement;
- attract top talent;
- enhance the Group's competitiveness by reducing its environmental impact, particularly in terms of energy use and waste;
- increase sales of responsible products and services (e.g., organic products, plant-based proteins) as well as energy-efficient products;
- foster long-term, trust-based relationships with customers, suppliers, shareholders, public authorities and other stakeholders.

Casino Group's CSR policy, entitled "CSR Spirit", covers 15 priorities to enable Group customers to shop more responsibly and eat better and suppliers to produce better. These priorities were defined using materiality and impact analyses and an analysis of the Group's main risks. This policy is available on the corporate website: https://www.groupe-casino.fr/en/commitments/policy-and-csr-procedure/.

Commitments and associated actions are carried out while respecting each host country's culture and local practices.

Casino Group's commitment to sustainable development, affirmed beginning in 2002, is backed by organisation and governance involving managers at all levels of the Group and at the highest level of the organisation.

At Group level

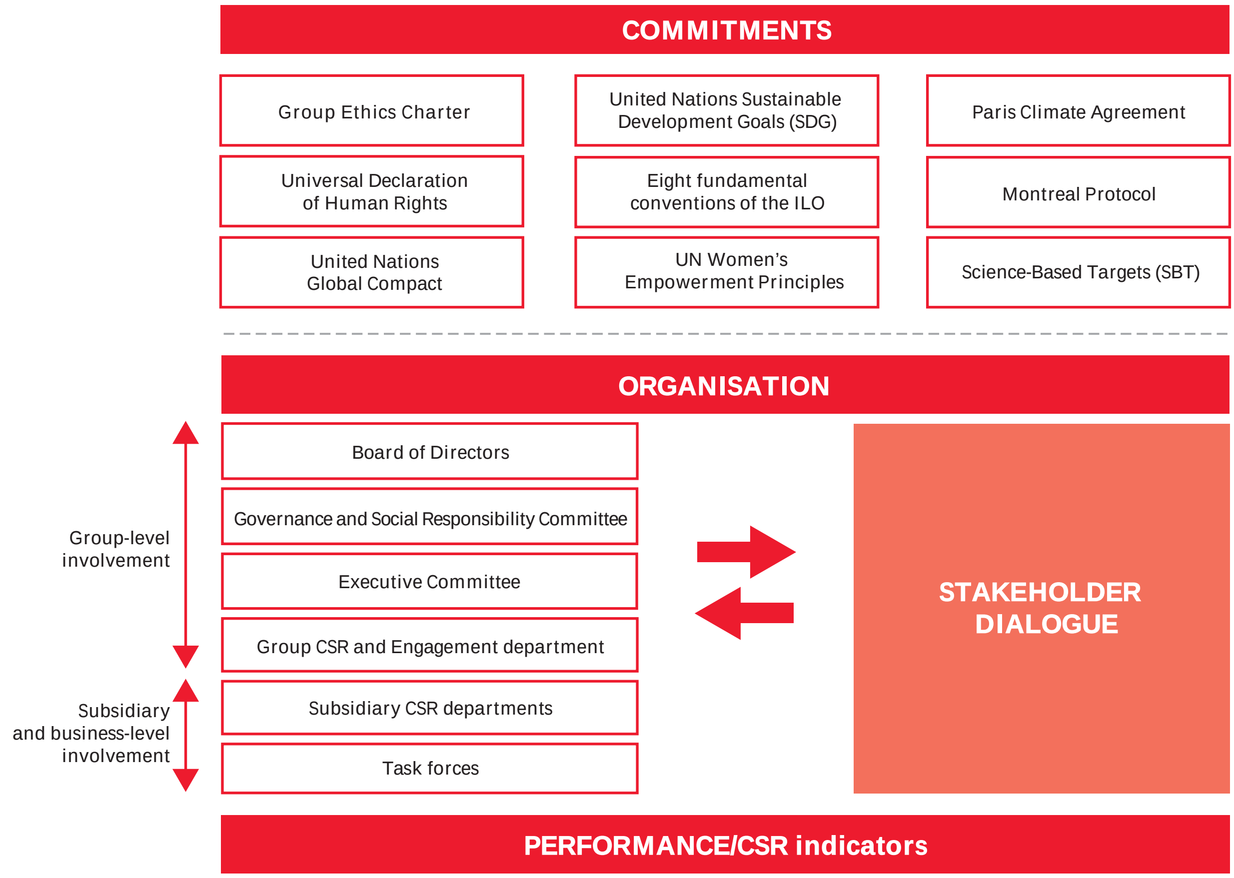
The Board of Directors has entrusted the assessment and monitoring of corporate social responsibility issues to the Governance and Social Responsibility Committee. The Committee is tasked with examining, in connection with the Group's strategy, its ethical, socially responsible, environmental and societal commitments and policies, their implementation procedures and the results achieved, and providing opinions or making recommendations to the Board of Directors.

Within this framework, the Committee must ensure, alongside the Audit Committee, that systems for identifying and managing the main non-financial risks relating to these areas of responsibility are in place, and that they comply with legal and regulatory provisions. The Committee also reviews the Group's gender equality policy and overall approach to diversity as well as the related objectives, action plans and results. It also contributes, alongside the Appointments and Compensation Committee, to discussions on the implementation of CSR criteria in the Chairman and Chief Executive Officer's compensation in line with the commitments and policies defined. The Committee's powers are set out in its Charter and the Board of Directors' Internal Rules (see Chapters 5 and 8).

At 9 March 2023, the Governance and Social Responsibility Committee was made up of four Directors, three of whom were independent according to the criteria of the Afep-Medef Code. The Chair of the Appointments and Compensation Committee, an independent director, and the Lead Independent Director, appointed as Chair of the Audit Committee in 2022, are members and facilitate collaborative work between the committees. Reports on the work of the Board of Directors, the Governance and Social Responsibility Committee and the Audit Committee in 2022 are presented in Chapter 5 of this document. At the Annual General Meeting, the Group's CSR policy and performance are presented to shareholders to respond to any questions about its strategic direction and objectives.

The Group CSR and Engagement department is rolling out "CSR Spirit", its continuous improvement programme approved by the Group Executive Committee, in France and abroad in coordination with the various subsidiary CSR departments. This department reports to the Executive Committee.

The Executive Committee implements Group strategy and monitors the Group's non-financial performance and overall action plans. The Committee meets once a month.



At subsidiary and business line level

Casino Group has created CSR departments in its main subsidiaries in France and abroad, coordinated by the Group CSR and Engagement department. Specific committees also contribute to the deployment of the CSR policy, such as the Human Resources Steering Committee and the Scientific Committee on Nutrition and Health. CSR committees are also in place locally.

The Group's six targets for 2025 and 2030 have been drawn up and validated by Group management, in line with the CSR progress approach and the business model.

3.2. *NON-FINANCIAL STATEMENT – NFS*

Pursuant to Article L. 225-102-1 of the French Commercial Code, the Company is required to prepare a consolidated Non-Financial Statement for 2022 complying with legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied in relation to those risks and the outcomes of those policies, including key performance indicators. The Non-Financial Statement must include, in accordance with the provisions of Article L. 225-102-1 of the French Commercial Code, information on how the Company takes into account the human resources, environmental and societal consequences of its operations. Chapter 3, Chapter 1 and section 4.3 of Chapter 4 together comprise the Non-Financial Statement. For readers, a cross-reference table in section 3.11 identifies the relevant information.

3.2.1. BUSINESS MODEL

For a presentation of the Group's activities and business model, see Chapter 1 Always a step ahead – Business model.

3.2.2. DESCRIPTION OF THE MAIN NON-FINANCIAL RISKS AND CHALLENGES, AND IDENTIFICATION METHODOLOGY USED

Casino Group's main CSR risks and opportunities are identified and assessed through risk mapping and materiality analyses.

(i) Identification of the main CSR challenges via Group risk mapping and the risk assessment process

The identification of the main CSR risks related to the Group's direct and indirect activities is carried out by the Group Risks and Compliance department and the Group CSR and Engagement department (see Chapter 4).

From 2019, the two departments have defined a common method for rolling out a CSR risk management process throughout the Group that takes into account stakeholder impacts.

As part of this process and in line with international industry standards, a specific CSR category was integrated into the Group's pre-existing risk catalogue. The material issues were reviewed using the Food Retailers & Distributors industry benchmark from the Sustainability Accounting Standards Board (SASB). The category includes issues relating to duty of care, anti-corruption and fraud legislation, as well as food waste. A cross-reference table of SASB standards is included at the end of this section.

A further specific CSR risk identification campaign was carried out in 2022 across all Group entities, by asking them to identify and evaluate their five main CSR risks based on their impact on the Company and on stakeholders. For each risk, the entities indicated the control activities already in place and action plans to be implemented to reduce the level of residual risk. The results were presented to the Governance and CSR Committee in March 2023. For the major risks identified as part of this latest campaign, Group entities identified whether they considered the risks to be emerging risks, i.e., new risks that they expect will have a long-term impact on their business activities. These risks are listed in Chapter 4 of this Universal Registration Document.

To help them identify major risks, entities are provided with methodological support and tools jointly prepared by the Group Risks and Compliance department and the Group CSR and Engagement department. These include a risk catalogue containing a description of each risk, the stakeholders involved, the main impacts on said stakeholders, and the criteria and rules for determining the probability and impact of both the gross risk (before taking into account existing internal controls) and the net risk. As part of a continuous improvement policy, the methodology is subject to a joint annual review by the Group Risks and Compliance department and the Group CSR and Engagement department.

Each entity's management committee validates the results of the risk identification and evaluation work carried out jointly by the entity's CSR and Risks experts.

In addition, a working group – comprising the Engagement and CSR Director, the Risks and Compliance Director, the Group Ethics Officer and the Group Internal Control Director – carries out specific reviews to identify major CSR risks at the parent company level, the list of which is updated annually.

In keeping with the recommendations from the Task Force on Climate-related Financial Disclosures (TCFD), in 2020 the Group specifically assessed physical and transition risks, as well as climate-related opportunities across all Group entities. In its risk catalogue, the Group has applied the same categories of climate-related risks as those used by the TCFD. This climate risk identification process is integrated into the Group risk identification process carried out annually by the Risks and Compliance department, which also takes action to foster a risk culture throughout the Group.

The main risks identified in this way are presented below in section (iii).

More details are provided in Chapter 4 of this Universal Registration Document.

In addition, the analysis of corruption risks and influence peddling risks is conducted as part of a specific risk mapping process described in more detail in section 3.4.4 of this chapter.

(ii) Identification of the main CSR opportunities via materiality analyses

The Group conducts regular materiality analyses to identify and respond to its major human resources, societal and environmental challenges, and to advocate responsible economic growth and business development.

In order to assess and update the Group's CSR Policy for 2030, the most strategic challenges faced at the Group level were analysed across all its geographies in 2021. Commissioned from an external third party, the analysis assessed the double materiality of CSR issues, i.e., the Group's impact on major human resources, societal and environmental challenges; and the impact of these issues on the Group's economic success.

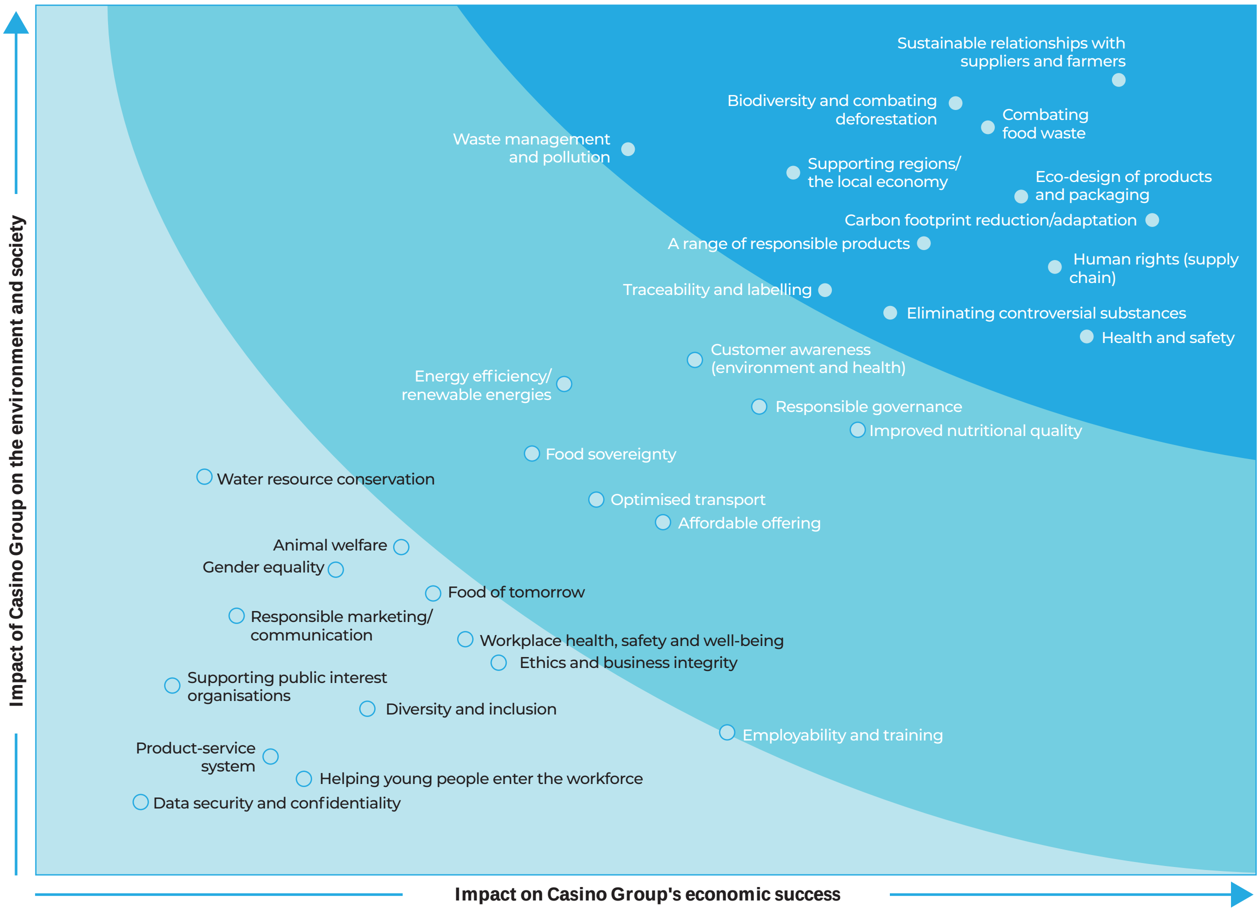
Based on a document review (industry benchmarks, trend analysis), 32 challenges were identified and submitted for quantitative analysis through a stakeholder survey. More than 210 internal and external stakeholders completed the survey, including suppliers, NGO representatives, public authorities, academics and employees.

The resulting data were enhanced by:

- materiality analyses conducted within the Group's subsidiaries in Brazil, Colombia and Argentina;
- detailed analysis of CSR challenges prioritised by international standards and guidelines (e.g., SASB, GRI) as well as by non-financial ratings agencies (including MCSI, S&P CSA);
- a study conducted in 2021 of the expectations of Casino Group's main investors in terms of the environmental, social and governance (ESG) policy; and
- results and implications of the Group's above-mentioned risk map (section i).

The results from this analysis were addressed by the Executive Committee and the Governance and Social Responsibility Committee in 2022.

The results of the materiality matrix are:



Stakeholders identified the following four key priority areas, covered by the Group's CSR policy:

1. fair and sustainable relationships with suppliers and farmers;
2. more responsible products (local, environmental, healthy);
3. climate change and the environment;
4. local development with a regional commitment.

(iii) Main CSR risks and opportunities identified

The main CSR risks and opportunities identified in this way are presented for each of the four categories of information (social and environmental consequences, respect for human rights and the fight against corruption), in accordance with Article L. 225-102-1 of the French Commercial Code. The policies applied and the due diligence procedures implemented to prevent, identify and mitigate the occurrence of these risks are described in this chapter on the pages mentioned below, as are the outcomes of these policies, including key monitoring and/or performance indicators.

Main CSR risks	Description of the risks	Potential impacts	Policies, due diligence and outcomes
Societal			
Food safety	Risk of a health crisis due to: ▪ a product quality, compliance or safety issue; ▪ failure to implement product recall procedures.	Impact on consumer health (food poisoning and indigestion). Impact on the Company (image, reputation and financial impact).	**Responsible retailer approach** *See section 3.5.3.1.* Product quality: quality management system (dedicated organisation and experts, IFS standard, regular audits, quality analyses, procedures and tools for traceability, recall and crisis management). **Group performance indicators** *See section 3.6.*
Climate change	Physical risks in the event of extreme weather conditions. Chronic physical risks with regard to climate change, rising average temperatures and sea levels, and concerning the supply chain. Transition risks related to reputation and changes in the legal and tax environment.	Impact on the Group's economic activities: business disruption, higher raw material prices, higher energy prices, increase in insurance premiums. Impact on employees: working conditions, health, safety and productivity. Impact on the products sold in stores, with changes to customers' purchasing behaviours. Impact on access to financing. Impact on the Company (image, reputation and financial impact).	**Environmentally committed, climate aware approach** *See sections 3.5.4.2 and 3.5.4.2.1.* Fighting climate change via a low-carbon strategy based notably on reducing refrigerant-related emissions through: preventive maintenance, increased use of refrigerants with low global warming potential, and the gradual replacement of existing refrigeration equipment. *For more information about the Group's management of climate change risk, see section 4.3.3.* **Group performance indicators** *See section 3.6.*

Main CSR risks	Description of the risks	Potential impacts	Policies, due diligence and outcomes
Environmental impacts of the supply chain	Risk of non-compliance by suppliers with regulations and Group commitments on water and soil pollution, greenhouse gas emissions, deforestation, sustainable resource management and waste management.	Impact on workers (health, safety, etc.) in the supply chain. Sanctions for non-compliance with the French duty of care (*devoir de vigilance*) law of 27 March 2017. Impact on the Company (image, reputation and financial impact).	**Responsible retailer approach** *See section 3.5.3.3.* Monitoring and improving the social and environmental impacts of the supply chain: evaluation of the social and environmental risks of suppliers and sectors, auditing and improvement of the suppliers of private-label products based in countries at risk, in particular with regard to the duty of care. Duty of care plan provided for in I of Article L. 225-102-4 of the French Commercial Code. **Monitoring indicators** *See section 3.5.3.4.* **Group performance indicators** *See section 3.6.*
Social impacts of the supply chain	Risk of non-compliance by suppliers with the regulations and Group commitments on human rights and fundamental freedoms: child labour, forced labour, discrimination, freedom of association, minimum wage, health and safety, working conditions, etc.		
Fighting discrimination and promoting diversity	Risk of non-compliance with the regulations and/or the commitments made by the Company in relation to combating discrimination and promoting diversity.	Impact on the level of employee engagement and the Company's attractiveness as an employer. Implications relating to the employer's liability for non-compliance with laws and regulations. Impact on the Company's business performance. Impact on the Company (image, reputation and financial impact).	**Committed employer approach** *See section 3.5.1.1.* Promoting diversity and professional equality: initiatives designed to combat discrimination and stereotypes, foster the integration and retention of disabled workers, and promote generational diversity. **Group performance indicators** *See section 3.6.*

Main CSR risks	Description of the risks	Potential impacts	Policies, due diligence and outcomes
Corruption and business ethics	Risk of non-compliance with anti-corruption laws and regulations, including Sapin II.	Impact on the level of employee engagement. Sanctions for non-compliance with the Sapin II law. Impact on the relationship with stakeholders (trust, quality of the relationship, etc.). Impact on the Company (image, reputation and financial impact).	**Respect for ethics and compliance** *See section 3.4.* Commitment to combating corruption: Group Ethics Committee, Code of Ethics and Conduct, corruption risk mapping, network of ethics officers, training and awareness of the Group's ethics and anti-corruption policy. **Group performance indicators** *See section 3.6.*

Tax evasion risk was included in the CSR risk analysis and was deemed to be non-material.

For more information, see section 4.3.3. "Main risk factors", "Corporate social responsibility (CSR) risks".

For more information about non-financial performance, see section 3.6.

Casino Group also takes into account the other CSR issues that relate to its business model (see Chapter 1).

In addition to the main CSR risks mentioned above, it accordingly also carries out actions contributing to:

- social dialogue/collective agreements and their impacts on the Company's performance and working conditions (see section 3.5.1.3 of this chapter);
- the development of a line-up of responsible products (see sections 3.5.3.2 and 3.5.4.6);
- the development of healthy products (see section 3.5.3.2);
- respect for animal welfare (see section 3.5.3.5 of this chapter);
- the fight against waste (see section 3.5.4.5 of this chapter);
- supporting the circular economy (see section 3.5.4.4 of this chapter);
- customer satisfaction (see section 3.3.2);
- the fight against food insecurity (see section 3.5.2.1 of this chapter);
- local roots (see section 3.5.4.2.4 of this chapter);
- promotion of physical activity and sports (see section 3.5.1.3.7 of this chapter).

3.2.3. DESCRIPTION OF THE GROUP'S SUSTAINABLE BUSINESSES UNDER THE EU GREEN TAXONOMY AND PERFORMANCE INDICATORS

This document is in line with Article 8 of Regulation (EU) 2020/852 on the Green Taxonomy and the Delegated Act published on 6 July 2021 regarding published information, which apply to companies required to publish a non-financial statement.

3.2.3.1. The EU Green Taxonomy

The Green Taxonomy regulation is a key instrument of the European Commission's action plan on sustainable finance. This legislation sets out a classification system to define environmentally sustainable economic activities. These activities must contribute to one of the six environmental objectives set out in Article 9 of Regulation (EU) 2020/852: climate change mitigation, climate change adaptation, sustainable use and protection of water and marine resources, transition to a circular economy, pollution prevention and control, and protection and restoration of biodiversity and ecosystems.

As a company required to publish a non-financial statement under Article 29a of Directive 2013/34/EU, Casino Group must comply with Article 8 of the EU Green Taxonomy regulation. It must therefore report, for the 2022 financial year, the percentage of its economic activities that qualify as environmentally sustainable according to the criteria and classification system for the first two objectives of the Taxonomy: climate change mitigation and climate change adaptation.

For 2022 reporting, and in line with Article 8 of the Delegated Act, Casino Group is therefore required to disclose the proportion of its turnover (net sales), CapEx (capital expenditure) and certain OpEx (operating expenses) that are eligible and aligned with the Taxonomy ("indicators" or "KPIs").

The activities reported for the 2022 financial year relate to the first two environmental objectives for which technical screening criteria have been set out in the Delegated Act on climate, to determine which activities are aligned with the Taxonomy.

The indicators to be disclosed are set in line with Appendix I of Article 8 of the Delegated Act. Casino Group determined the Taxonomy-eligible and Taxonomy-aligned indicators in accordance with legal requirements.

The diagram below shows the technical criteria that determine alignment:

Eligible activities

Eligible activities are defined and first categorised based on their contribution to at least one of the six environmental objectives (specific criteria have been set for two objectives: climate change mitigation and climate change adaptation).

1 Substantial Contribution (SC)

The activities meet the technical screening criteria set for each environmental objective.

2 Do no significant harm (DNSH)

The activities do not cause significant harm to any of the other five environmental objectives.

3 Minimum Safeguards (MS)

Activities are carried out in accordance with the International Bill of Human Rights and the guidelines and guiding principles set out by the OECD, United Nations and ILO, particularly in the areas of corruption, taxation and fair competition.

Aligned activities contribute substantially to one of the environmental objectives while causing no significant harm to the other objectives and complying with the minimum safeguards.

3.2.3.2. Incorporating the Taxonomy into Casino Group's ESG strategies

Pursuant to Article L. 225-102-1 of the French Commercial Code, the Group publishes an annual Non-Financial Statement, along with qualitative and quantitative information covering all ESG issues.

As part of this reporting and in accordance with good market practice, the Group has identified ESG risks and opportunities based on a materiality analysis. These points are described in section 3.2.2 "Description of the main non-financial risks and challenges, and identification methodology used".

The fight against climate change is considered a material issue for the Group and is covered in specific policies, actions and management processes.

The Group is strongly committed to combating climate change and has set targets to reduce its direct and indirect carbon footprint, which have been approved by the SBT. These targets and the low-carbon strategy to meet them are set out in section 3.5.4.2.

The Group follows TCFD recommendations and therefore implements the required policies and actions on governance, strategy, risk management, and metrics and targets. Details are provided in section 3.12.3 "TCFD".

The Board of Directors has entrusted the assessment and monitoring of corporate social responsibility issues, including those related to climate change, to the Governance and Social Responsibility Committee. The Committee is tasked with examining, in connection with the Group's strategy, its ethical, socially responsible, environmental and societal commitments and policies, their implementation and their results, and providing opinions or making recommendations to the Board of Directors.

The Group steers its practices towards reducing the sources of carbon emissions from its business operations and is mainly taking action to reduce emissions from refrigerated display cases, energy use, the transport of goods and the carbon footprint of store merchandise. The Group is also taking steps to adapt its business operations to the impacts of climate change. These measures are described in section 3.5.4.2.5 "Adapting to climate change".

As part of its practical application of the EU Taxonomy, the Group has set up a specific organisational unit made up of staff from the Finance department, the CSR department and operational business teams. Implemented across all of the Group's activities, this unit worked to analyse the eligibility and alignment of the Group's activities, in particular based on the Delegated Regulation of 4 June 2021 and supplementing Regulation (EU) 2020/852, which establish the technical screening criteria for determining the conditions under which an economic activity qualifies as contributing substantially to climate change mitigation.

Several meetings were organised with Group entities to review the criteria and to ensure the completeness of financial data relating to the activities covered.

3.2.3.2.1. Evaluation and methodology

- **Taxonomy-eligible and Taxonomy-non-eligible activities**

All of Casino Group's economic activities eligible for the Taxonomy – by virtue of their contribution to the first two environmental objectives in accordance with Article 8 of the Delegated Act – were subject to review.

This in-depth review identified two types of Taxonomy-eligible activities: (i) main economic activity that generates turnover and (ii) eligible activities that result in CapEx, including investments measured individually, such as long-term rentals, and individually eligible OpEx.

Main activity

Based on this analysis, the activity of collection and transport of non-hazardous waste generates Taxonomy-eligible turnover (activity 5.5 in the classification). This includes recyclable waste (mainly paper/cardboard/plastic) collected by the Group from stores/warehouses/offices, which are then transferred to third parties for sorting and recovery.

The main Taxonomy-eligible activity which contributed to the two climate objectives in 2021 focused on improving energy efficiency and generating renewable electricity. It was covered by GreenYellow, which was sold on 18 October 2022. As the entity was sold during the 2022 financial year, and given the FAQs published by the European Commission on 19 December 2022, GreenYellow's net sales were excluded from the turnover eligibility ratio for 2022.

Individually eligible CapEx and OpEx

Due to the current lack of eligible turnover (< 1%), OpEx associated with activities that contribute to turnover could not be classified as eligible.

The Group therefore identified activities resulting in CapEx that can be considered individually eligible by virtue of their contribution to climate change mitigation. These activities are:

- **3.6** "Manufacture of other low carbon technologies": 3D cardboard packaging machine at Cdiscount;
- **5.5** "Collection and transport of non-hazardous waste in source segregated fractions": non-hazardous waste generated in stores and warehouses, prepared for sorting and recovery;
- **5.8** "Composting of bio-waste": organic waste generated in stores and warehouses, segregated and recovered;
- **6.5** "Transport by motorbikes, passenger cars and light commercial vehicles": including Company vehicles and vehicles for home delivery;
- **6.6** "Freight transport services by road": transport of goods sold in stores;

- **7.2** "Renovation of existing buildings";
- **7.3** "Installation, maintenance and repair of energy efficiency equipment": installation of energy efficiency equipment, thermal insulation, etc.;
- **7.4** "Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)";
- **7.6** "Installation, maintenance and repair of renewable energy technologies": including investments made by Group business units to install solar panels on buildings;
- **7.7** "Acquisition and ownership of buildings".

For operating expenditure, the Group considered applying the exemption rule applicable to the disclosure of this KPI (see details in the note on methodology).

Methodology for evaluating activities against the technical screening criteria

Methodology for verifying generic DNSH and MS criteria

In its assessment of the Taxonomy alignment of the Group's eligible activities, the Group verified that its business model complied with generic DNSH criteria and the minimum safeguards provided for in Annex 1 of the Delegated Regulation of 4 June 2021 on the climate change mitigation objective and in Regulation (EU) 2020/852 respectively.

The Group meets all of these generic Taxonomy criteria as described below:

- To meet the DNSH criteria for the Taxonomy's **climate change adaptation** objective, the Group conducted a study on physical climate risks. This analysis was completed in June 2022 and covered the Group's activities in France, Colombia and Brazil (more than 97% of the Group's turnover or more than 99% of the store network). It was used to identify and measure potential risks to its assets. The method uses data from Global Climate and Global Warming Models and from RCP4.5 and RCP8.5 scenarios, applied over two time horizons (2030 and 2050).

  The report details the various risks by site and by region.

  The study was carried out by a specialised consulting firm and revealed that the Group's exposure to acute and chronic physical climate risks was low, even under the worst-case scenario (RCP8.5).

  The results of this study and the suggested adaptation solutions will gradually be examined with a view to integrating them into the Group's ESG roadmap.

  The Group's policy of improving coverage of these risks was pursued during the year. Natural disaster cover limits are specified in section 4.3.3 "Climate change".
- To meet the DNSH criterion for the Taxonomy's **sustainable use and protection of water and marine resources** objective, the Group applies the Water Framework Directive, transposed into French law. The Group complies with local regulations (SDAGE, water law, PLU) in France. In Brazil and Colombia, the operations concerned seek to comply with local legislation on effluent and wastewater treatment. As a result, GPA and Assaí apply CONAMA Resolution No. 430/2011, which calls for effluent treatment plants (ETEs) and water treatment plants (ETAs) to be set up where necessary.
- To meet the DNSH criterion for the Taxonomy's **pollution prevention and control** objective, the Group considers that it does not generate pollution from the use and presence of chemicals in the relevant activities, as it applies local regulations on the use of chemicals.
- To meet the DNSH criterion for the Taxonomy's **protection and restoration of biodiversity and ecosystems** objective, the Group justifies the alignment of all its projects in Europe based on its compliance with European regulations, such as the Environmental Impact Assessment (EIA) Directive for projects in the EU. The assessment could not be conducted for Latin American activities over the period, which explains why no activities were aligned under this DNSH requirement.
- In accordance with the guiding principles for minimum safeguards described in Article 4 of the Taxonomy Regulation, economic activities that contribute substantially to one of the climate change objectives and comply with the associated generic and specific DNSH requirements must also implement procedures to align with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights (including the principles and rights covered by the eight core conventions of the International Labour Organization's Declaration on Fundamental Principles and Rights at Work and the International Bill of Human Rights).
- The Final Report on Minimum Safeguards published in October 2022 by the European Platform on Sustainable Finance defined the scope of requirements for this first alignment reporting. The report highlights four core topics which should be defined for compliance with minimum safeguards: human rights (including workers' and consumers' rights), bribery/corruption, taxation and fair competition.

  To meet the minimum safeguards for **human rights**, the Group has taken the following measures:
  - A duty of care plan with specific governance for CSR risks in its direct activities and value chain (suppliers), set out in section 3.5.3.4 "Duty of care plan" of this document.

- Signature of the United Nations Global Compact on 19 October 2009, thereby committing to align with 10 universally accepted principles on human rights, labour standards, the environment and anti-corruption.
- A Group Ethics Charter stipulating that each employee is expected to act in strict compliance with laws and regulations, to be fair and honest, and to behave with exemplary professional ethics (details on policies and actions in section 3.4 "Ethics and compliance"). In addition, the Code of Ethics and Conduct sets out the Group's policy on business ethics and individual behaviour.

In the area of **corruption**, Casino Group has implemented a comprehensive system, in accordance with France's Sapin II law, with corruption risk identification, prevention policies, whistleblowing processes, etc., which are deployed across all Group activities in France and internationally. This system is detailed in section 3.4.2 "Code of Ethics and Conduct" of this document.

To comply with **taxation** regulations, Casino Group has published a responsible tax policy, which is explained in section 3.4.8 "Tax Transparency" of this document. This policy outlines compliance with the recommendations issued by the Organisation for Economic Cooperation and Development (OECD).

Lastly, the Group Ethics Charter detailed above also provides ways to meet expectations for compliance with **fair competition** practices.

In view of the information provided above, the Group considers that it complies with the Minimum Safeguards criteria for all its activities. The Group also complies with generic DNSH criteria for its activities in France. For its activities in Latin America, generic DNSH criteria were assessed for the full scope of GPA and Assaí, which operate in Brazil (except for the DNSH biodiversity criteria presented above). As for Éxito, the analysis covered Appendix A, the only DNSH criteria related to this entity's aligned activities.

● Methodologies for verifying substantial contribution (SC) and specific DNSH criteria

The business units then analysed the substantial contribution (SC) and specific DNSH criteria for the activities listed in the Taxonomy. To support them in doing so, several information meetings were held with all Group entities to discuss the technical criteria. Each entity then completed a data collection matrix to identify eligibility information and analyse the different alignment criteria. These matrices then underwent a critical review and were reconciled with the consolidated financial statements by the Group's Finance and CSR departments.

Based on this process, the Group identified all or some of the eligible activities that meet alignment criteria, as follows:

Activities	Analysis of SC and specific DNSH criteria
5.5 Collection and transport of non-hazardous waste in source segregated fractions	Aligned activity for all Group business units in France, Brazil and Colombia: separate collection of non-hazardous waste in stores and warehouses, sorted to be prepared for reuse or recycling. SC: waste is sorted on site mainly into bales of cardboard and plastic. Waste is then collected by service providers under contract, which cover the waste separation and recovery. DNSH "The transition to a circular economy": waste separation and treatment by recycling service providers comply with applicable local standards (e.g., Brazilian standards – ABNT NBR 10004).
5.8 Composting of bio-waste	Aligned activity for Assaí in Brazil: operation of dedicated facilities for the treatment of separately collected bio-waste (mainly fruit and vegetables) through composting with the resulting production and utilisation of compost. SC: the composted bio-waste is source segregated and collected separately. The compost produced is used as fertiliser and meets national requirements for fertilising materials. DNSH "Pollution prevention and control": the composting plants under contract meet local environmental requirements for emissions to air and water. To be approved, partners are required to have an environmental licence.

6.6 Freight transport services by road	Aligned activity for Franprix: transport by electric vehicles. SC: the electric vehicles used produce zero direct (tailpipe) CO_2 emissions, which can be verified in the vehicle's technical product information. DNSH "The transition to a circular economy": the technical product information for these vehicles confirm their compliance with reuse and recyclability criteria. DNSH "Pollution prevention and control": the tyres (class A) comply with external rolling noise requirements and the rolling resistance coefficient. To date, half of the tyres in use are class A. As the fleet is being renewed and replaced with class A vehicles, the Group considered that this activity was aligned for 2022. The rest of the DNSH criteria relating to the circular economy and pollution objectives were considered to have been met based on manufacturers' confirmation.
7.3 Installation, maintenance and repair of energy efficiency equipment	Aligned activity for Monoprix, Assaí, Cdiscount and Casino France: mainly LED relamping of sites, insulation work (e.g., cool roof paints), door installation/replacement, HVAC (heating, ventilation and air conditioning) system using energy technologies. SC: these activities comply with minimum requirements set for individual components and systems in the applicable laws in France and Brazil. DNSH "Pollution prevention and control": building components and materials comply with applicable laws in France and Brazil.
7.4 Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)	Aligned activity for Monoprix and Assaí: installation of charging stations for electric vehicles and scooters on site. SC: automatically aligned given the description of the eligible activity. DNSH: none.
7.6 Installation, maintenance and repair of renewable energy technologies	Aligned activity for Assaí and Éxito: maintenance contracts for solar panels and installation of equipment to generate wind power. SC: the activity corresponds to one of the characteristics listed in the Delegated Act. DNSH: none.
7.7 Acquisition and ownership of buildings	Activity aligned for Casino France. SC: buildings for which the building permit was submitted before 31 December 2022: alignment of projects with an energy performance assessment of class A or B and the implementation of a system for monitoring building performance, e.g., through an energy performance contract. DNSH: none.

Based on this process, the Group identified the following eligible non-aligned activities:

- 6.5. "Transport by motorbikes, passenger cars and light commercial vehicles" and 7.2. "Renovation of existing buildings". The Group has therefore decided to take a conservative approach by not analysing the Taxonomy's technical and DNSH criteria. Accordingly, it reported zero alignment for this eligible activity for 2022. Due to the rigorous standards and detailed analysis required by these criteria, and the lack of supporting documents from vehicle manufacturers for activity 6.5, an assessment cannot be performed that would reflect the actual level of alignment for 2022.

3.2.3.2.2. Results

The detailed tables are presented in section 3.9 of this document.

The data reported for the activities are based on actual data at the end of December 2022, with the exception of Casino France data for activity 7.2 (data at end-November 2022).

Eligibility and alignment results for 2022

The indicators are turnover (net sales), CapEx and OpEx[1]. For the 2022 reporting period, indicators are published on Taxonomy-eligible and aligned activities and on Taxonomy-non-eligible and non-aligned activities (Article 10(2) of Article 8 of the Delegated Act).

	Total as defined by the Taxonomy regulation *(€ millions)*	Proportion of economic activities eligible for the Taxonomy *(%)*	Proportion of economic activities not eligible for the Taxonomy *(%)*	Proportion of economic activities eligible for and aligned with the Taxonomy *(%)*	Proportion of economic activities eligible for and not aligned with the Taxonomy *(%)*
Net sales[1]	33,609.76	0.03%	99.97%	0.028%	99.97%
CapEx[1]	2,504.00	35.61%	64.39%	0.63%	99.37%
OpEx[2]	-	-	-	-	-

(1) Definition of turnover (net sales), CapEx and OpEx KPIs as set out in the Taxonomy regulation.
(2) Exemption rule applied to OpEx.

The proportion of eligible economic activities included in Casino Group's net sales stood at 0.03% at 31 December 2022.

The proportion of capital expenditure eligible for the Taxonomy was 35.61%.

Change compared to the previous year

Change in eligibility results

	2022 total as defined by the Taxonomy regulation *(€ millions)*	2021 total as defined by the Taxonomy regulation *(€ millions)*	% *change*	Proportion of economic activities eligible for the 2022 Taxonomy *(%)*	Proportion of economic activities eligible for the 2021 Taxonomy *(%)*	Change *(bp)*
Net sales	10.11	63.61	-84.1%	0.03%	0.21%	-18
CapEx	891.71	1,195.11	-25.4%	35.61%	53.66%	-1,848.8
OpEx	-	157.36	-	-	34.92%	-

The change in the net sales KPI is mainly due to the sale of GreenYellow in 2022. This entity covered renewable energy generation and energy efficiency management activities, which were included in Taxonomy reporting in 2021.

Outlook

Following this initial application of alignment criteria as defined by the Taxonomy, as of 2023 the Group wishes to further its work to identify eligible activities and the related financial flows. The Group plans to increase staff training on Taxonomy requirements and improve assessment and reporting methodologies.

The Group will strengthen its climate change mitigation and adaptation policies, in particular by setting even more ambitious climate targets for 2030 for all three emission scopes.

3.3. *STAKEHOLDER DIALOGUE*

For many years now, the Group has maintained regular, constructive dialogue with local and national stakeholders in all its host countries. Open, meaningful discussions are encouraged for the purpose of developing and jointly creating projects and innovative partnerships. Dialogue takes place through various means depending on the stakeholders, at both entity and Group level.

3.3.1. EMPLOYEES AND THEIR REPRESENTATIVES

Human resources and CSR policies are built on regular dialogue with employees and their representatives. The Group conducts many initiatives in favour of social dialogue, and works to establish tools for listening to and exchanging with employees. Many agreements are signed each year with representative trade union organisations. These programmes and tools are described in section 3.5.1.3.

Embracing this concept, Management and the representative trade unions decided to implement a Casino CSR agreement in France in 2014. A third agreement was negotiated in 2020 and signed for the 2021-2023 period. In Brazil, GPA conducts many initiatives in favour of social dialogue and maintains good relations with various trade unions, negotiating collective bargaining agreements with 170 trade unions which cover all employees. Assaí's employees are covered by a collective agreement or collective bargaining agreement. In Colombia, Éxito has had three collective bargaining agreements since 2020 and a collective bargaining agreement on the working conditions for all employees.

Employee engagement and opinion surveys are also carried out regularly by the subsidiaries to gauge employees' expectations. For example, Monoprix renewed its engagement survey in 2021, with a participation rate of 78% and a quality of life at work indicator of 71%. Launched in 2020, the "Casino Acting for the Planet" (*Casino Agissons pour la Planète* – CAP) programme enabled employees of Casino stores (hypermarkets and supermarkets) to express their CSR expectations and communicate on the initiatives in place. This programme provided a first assessment of its three pillars, "CAP-able of acting for the climate", "CAP-able of eating better" and "CAP-able of standing together", along with the ten commitments. Indicators were defined to monitor programme implementation, and the results were shared on social media. Two years after the launch of this CAP programme, Casino banners were awarded the *Enseigne Responsable* label from *Le Collectif Génération Responsable*. Aligned with ISO 26000 and in accordance with the Sustainable Development Goals (SDGs), this label assesses Company performance compared with a performance benchmark based on seven themes: governance, human rights, labour relations and conditions, environment, fair business practices, consumer issues, and communities and local development.

In South America, Éxito conducted an employee work environment survey in 2022, with a participation rate of 98%. In Brazil, GPA and Assaí conducts an annual employee engagement survey called *Fale na Boa!* In 2022, 85.7% of GPA employees participated and achieved a score of 7.9/10 in 2022 compared to 7.6/10 in 2021 (up 0.3 points). This edition focused on diversity and sustainability, with the highest performance in the other categories, obtaining a score of 8.6 (versus 8.3 in 2021). GPA used the e-NPS (Employee Net Promoter Score) methodology for the second time to measure employee satisfaction.

3.3.2. CUSTOMERS

Aimed at being in tune with customers and their expectations, the Group's policy for improving customer service promotes quality dialogue based on the following tools, broken down by banner:

- A dedicated organisation: each Group banner has a customer service centre open 24/7 by telephone (at a toll-free number), post or the Internet, where customers can obtain information on stores and products, and have their questions answered. In France, at Casino, a "Customer Culture" department was set up in 2020 to build a stronger relationship with banner customers. In Brazil, GPA's Innovation and Marketing department centralises customer requests through its customer satisfaction service. Assaí created its own customer service with a dedicated programme, a multi-channel service and the implementation of a virtual assistant to handle customer requests by telephone.
- Regular training programmes in customer satisfaction and listening to customers.
- Social networks: Casino Group and its banners have accounts on the various social networks to allow them to interact with their customers and answer their questions in real time.
- Satisfaction surveys and questionnaires in all the Group's banners. In France, all of the banners carry out customer surveys and organise store visits by specialised service providers. The questionnaires address a wide variety of issues that affect customer satisfaction, including store cleanliness, store traffic, website ease of use, service quality (staff friendliness, check-out times), range of products on offer (including fruit and vegetables) and the quality of available services (delivery, payment, customer service, etc.). Measured in all Group entities, customer satisfaction is monitored and analysed. For example, the new Customer Culture department measures customer satisfaction at Casino banners via three channels: the Cmax mobile app, post-purchase emails sent to regular customers, and in-store displays for occasional customers. The customer experience is measured using the Net Promoter Score (NPS). For in-store purchases, Franprix customer satisfaction is measured via a post-purchase email sent to store customers on loyalty programmes and, for all customers, via a QR code displayed in the store and on the purchase receipt. For online purchases, customers can rate their satisfaction with the order experience via the billing email and the Franprix website or app. In Colombia, Éxito also uses NPS to measure customer satisfaction along with other indicators such as the Customer Effort Score (CES) and the Net Satisfaction Index (INS). In addition, the banner carries out customer surveys in stores and online surveys. In Brazil, GPA uses quantitative (e.g., NPS) and qualitative tools. GPA regularly wins awards for the quality of its customer relations. In 2021, it won the "CONAREC" prize in the online retail category. Assaí was awarded the first *Reclame Aqui* prize in 2022, in the Supermarkets and Wholesalers category, and the first "Companies that respect consumers most" prize, in the Wholesalers category, from *Consumidor Moderno*.
- Reports are prepared and forwarded to the relevant departments (purchasing, marketing, stores, etc.) so that corrective and preventive initiatives can be implemented.
- Loyalty programmes: the Group's banners have established loyalty programmes to improve customers' satisfaction and monitor their needs. They are a key tool in meeting expectations, giving loyal customers access to preferential offers tailored to their shopping habits. Casino banners launched the Cmax loyalty programme. And in Colombia, the Éxito programme had more than six million members in 2022.

  This system serves to monitor and measure customer satisfaction and to adapt products, services and store formats to expectations. For example, the Group is developing new concepts with Casino#ToutPrès, its range of plant-based protein products, the Nutri-Score with 60% of Casino products assigned A, B or C, and lines of low-salt products.
- Policies relating to ethics, animal welfare and the environmental impact of products are also of interest to consumers, mirroring the policies developed by the Group (see section 3.5.3).

3.3.3. SUPPLIERS

Since its inception, Casino Group has maintained close relationships with its suppliers.

It engages in regular and constructive dialogue:

(i) With its suppliers of private-label products, including SMEs. In France, Casino Group appointed a correspondent for SMEs to streamline their dealings with the central purchasing unit (Achats Marchandises Casino – AMC) and banner teams (range of products and services, supply chain, logistics). This person also acts as a first point of contact in commercial disputes with all types of manufacturers and organises contact with the Group mediator. In addition, the SME correspondent works with the *Fédération des Entreprises et Entrepreneurs de France* (FEEF). A charter facilitating business relations between FEEF-affiliated organisations and the Group's banners was renewed for three years (2023-2025) and includes three new provisions concerning food retail for SMEs. In 2022, Monoprix received the "Company Support" FEEF d'Or award, which recognises sustainable partnerships between SMEs and the retail sector. Cdiscount signed the e-commerce charter, which guarantees a balanced and transparent relationship between, on one side, very small, small and medium-sized enterprises and, on the other, online platforms.

- The banners support the "Engaged Entrepreneurs" SME+ label developed by the FEEF to promote SMEs to consumers by providing reassurance as to a product's origin and production and helping people to shop more meaningfully. Promotions are also organised in Group banners.
- The Group's central purchasing units, in partnership with suppliers, develop innovative products that meet the expectations of consumers who are increasingly concerned about their health and the impact of their consumption behaviours on the environment.
- The Group's Quality department regularly updates the CSR commitments included in the specifications for private-label products and organises meetings to explain these commitments in detail, in particular with the FEEF.

(ii) With its main national brand suppliers in order to share CSR objectives and priorities, and/or set up collaborative projects. In 2020, the Group launched the "Carbon Forum" with the aim of mobilising its main suppliers to reduce the greenhouse gas emissions of the products sold in its stores (see section 3.5.4.2) and sharing best practices. It organises annual meetings with its suppliers to present banners' business strategies and its expectations for suppliers. Taking a similar approach, Cdiscount analyses the ESG performance of its main suppliers and marketplace vendors.

(iii) With production chains: the Group has forged more than 200 long-term partnerships with farm cooperatives and farm produce production chains. It has notably created a "Charolaise Label Rouge" production chain for beef and an organic chicken production chain with farmers in Mayenne through a five-year contract, with guaranteed production volumes. The Group has also continued to develop a specific supply chain for free-range eggs produced in France. The eggs are laid by free-range hens raised on feed that is 100% made in France and free from GMOs and antibiotics. Since 2020, the Group was the first French retailer to only sell cage-free eggs across all its private-label and national brands. It also signed a charter entitled "Closer to you and your tastes" ("Plus près de chez vous et de vos goûts") with the French Ministry of Agriculture to promote local, agricultural products in its stores.

(iv) With start-ups: in 2019, the Group set up its internal incubator, Services for Equity (SFE), which supports innovative food-tech start-ups in their development within the Group and externally. Since its launch, seven start-ups have been brought on board. The most recent company supported won a SIAL d'Or award at the SIAL Innovation 2022 awards in Paris.

In South America, Éxito supports local producers by forging partnerships with well-known NGOs and non-profits and by purchasing directly from local Colombian producers. Accordingly, nearly 90% of fruit and vegetables sold by Éxito are from Colombia and from around 780 local producers. Producers are offered a programme of technical assistance, productivity improvements, delivery management and other support, along with a pledge to buy their products at the best possible price, which helps to drive local social and economic development. For more than twenty years, GPA has been supporting the "Caras do Brasil" programme to promote the purchasing of products from small producers. Since its launch, more than 100 small businesses have participated in the programme. Products from the programme are sold in more than 50 stores in Brazil and on the brand's e-commerce site.

3.3.4. LOCAL AUTHORITIES

With an extensive network of stores throughout France, in cities and rural areas, the Group contributes to the development of the communities where it operates. The banners' business development teams, store and network managers and the External Relations department maintain ongoing dialogue with local authorities. The Group has formats to suit the specific needs of all communities (Casino Shop, Spar, Vival, Monoprix, etc.) and of local authorities (in-store postal service, parcel pick-up and Amazon Lockers, newsstands, collection of recyclables, etc.). Cdiscount has a network of more than 24,000 pick-up points for small products and 600 pick-up points for larger products, including many points in rural areas. Working closely with local authorities, Casino is helping rethink the balance between city centre and suburban retailing. The Group is taking part in the nationwide "Action Cœur de Ville" programme and is a preferred partner in connecting public and private sector actors with the aim of reinvigorating city centres. The Group engages in dialogue with local stakeholders when opening, developing or closing stores.

3.3.5. LOCAL COMMUNITIES

The Group interacts with local communities through the work of its foundations in the areas of community outreach, education and workforce integration (see section 3.5.2), as well as through initiatives conducted locally by its stores.

- The stores in France organise several collections each year for local non-profits. Monoprix, for example, supports the Protection Civile teams in Paris through an annual collection of hygiene kits. The banner also supports local associations. For example, in 2022 it funded and distributed 3,300 winter coats and blankets for the homeless in Paris. Cdiscount supports associations through donations of returned items, co-branding campaigns and funding for charity programmes.
- In South America, GPA and its "Instituto GPA" Foundation support local communities in the vicinity of its stores by rolling out programmes to foster employment and encourage entrepreneurship among disadvantaged people. The NATA programme, in partnership with Rio de Janeiro State's departments of education and agriculture, offers baking and confectionery training courses in the communities surrounding its stores to young people from Rio de Janeiro's favelas. In 2022, five NATA cohorts were organised in partnership with three social organisations. Instituto GPA offers programmes for women from local communities who want to start their own business. In Brazil, Assaí created its Foundation in 2022. Stores are actively involved in supporting their local communities, mainly through food donations and through programmes that enable local populations to sell their products in stores (*Caras do Brazil* at GPA for example). In Colombia, Éxito supports local communities through its foundation in the fight against malnutrition, which offers training for parents to help families with young children in the Cali Region and food donations. The Colombian banner also developed the *Pigmentos Urbanos* programme, a space where residents living near Éxito stores can come together and strengthen social bonds.

The Group is committed to supporting food bank networks in France and abroad, and contributes by organising collections in its stores and supporting national collection initiatives (see section 3.5.2.1).

3.3.6. PARTNER ORGANISATIONS (NGOS AND ASSOCIATIONS)

Casino Group takes part in the work of the Initiative for Compliance and Sustainability (ICS), the Businesses for Human Rights non-profit (*Entreprises pour les Droits de l'Homme* – EDH), the Beef Commodity Working Group of the Forest Positive Coalition backed by the Consumer Goods Forum, the International Accord for Heath and Safety in the Textile and Garment Industry, the Palm Oil Transparency Coalition, the Soy Transparency Coalition, and the Cerrado Manifesto Statement of Support. It is a partner of the Earthworm Foundation, an NGO whose goal is to transform supply chains to make them more sustainable and to fight deforestation.

In France, the Group is a member of various specialist non-profits such as the Global Compact France, Duralim, Open Agri Food, the working parents observatory *(Observatoire de la Parentalité)*, the equal opportunity education network *(Réseau National des Entreprises au Service de l'Égalité des Chances dans l'Éducation)*, the Saint-Étienne-based eco-design and lifecycle management unit *(Pôle Éco-Conception et Management du Cycle de Vie)*, retail association Perifem *(Association technique du Commerce et de la Distribution)*, and other environmental bodies. In 2017, it entered into a partnership with three animal protection organisations – LFDA, CIWF and OABA – to contribute to the development of national labelling on animal welfare standards in the poultry sector (see section 3.5.3.5). This partnership has helped to draw a baseline setting minimum welfare standards throughout animals' lives. The Group also supports several multi-stakeholder initiatives, enabling multilateral dialogue with associations, including France's National Pact on Plastic Packaging, the French Manifesto to Counter Soy-related Imported Deforestation and the French Sustainable Cocoa Initiative. It interacts with many other organisations and associations, such as UN Women.

In South America, banners also foster dialogue with stakeholders. In Brazil, GPA is a member of the Ethos Institute, an industry CSR association, the AKATU institute which organises awareness and mobilisation actions around sustainable consumption, textile association ABVTEX which works towards sustainability and decent working conditions across the textile supply chain and the National Pact to Eradicate Slave Labour (InPACTO). GPA engages with GTFI, the working group dedicated to tracking indirect suppliers in Brazil's beef industry, and joined the multi-sector movement Brazil Coalition Climate, Forests and Agriculture to promote a new economic development model based on zero-carbon principles. Assaí is also a member of many associations including GTFI. In Colombia, Éxito interacts with various national stakeholders including the National Learning Service (SENA) and international bodies such as TFA 2030, WWF, the Global Compact, the New York Declaration on Forests, and the Consumer Goods Forum, which it joined in 2007.

In 2022, the Group responded to various requests and questionnaires from recognised NGOs, particularly on issues of climate change, sustainable feed and plastic.

3.3.7. FINANCIAL AND NON-FINANCIAL COMMUNITY

The Group maintains regular dialogue with socially responsible investment (SRI) players, including ratings agencies and investment funds, by taking part in interviews and providing information when requested. Every year, the Group responds to several requests and questionnaires relating to climate and nutrition issues, animal welfare, the living wage, animal protein and corporate governance.

The Group gives priority to requests from the following non-financial ratings and similar agencies: Moody's ESG Solutions, FTSE, S&P CSA, Sustainalytics, MSCI, and the CDP ESG questionnaires – Climate & Forest, BBFAW, FAIRR.

3.4. *ETHICS AND COMPLIANCE*

Casino Group believes that acting with integrity, fairness and honesty is crucial to sustainable performance. The Group reaffirms its ethical principles with stakeholders in the Group Ethics Charter and in the Supplier Ethics Charter.

Through its membership of the UN Global Compact since 2009, Casino Group affirms its commitment to preventing and combating corruption and complying with principles of transparency, good governance and more broadly with national and international laws.

The implementation of the compliance and anti-corruption programme is the responsibility of Senior Management. Each of the Group's entities implements the Code of Ethics and Conduct and rolls out its compliance programme in accordance with the specific features of its activities and/or geographical location, as well as applicable regulations, while reporting to the Group's Ethics Committee.

3.4.1. GROUP ETHICS COMMITTEE

The Group Ethics Committee was created by Casino Group Senior Management to promote and communicate the anti-corruption policy at the management level and in daily practices across Casino Group. It reviews the foundational texts, validates them and drives their implementation by business units and corporate departments in all of Casino Group's areas of activity.

The Committee is made up of the Group Risks, Compliance and Internal Control Director, who acts as Committee Chairman, the Group General Secretary, the Group Engagement and CSR Director, the Group Internal Audit Director, the Group Employment Law Director, the Group Internal Control Director and the Secretary of the Casino, Guichard-Perrachon Board of Directors and the Ethics Director.

As part of their responsibilities, the Group Ethics Committee and the Group Ethics Officer ensure the implementation and proper functioning of an anti-corruption system in accordance with legal requirements. They rely on the work of the Risks, Compliance and Internal Control department and the Internal Audit department. The Group Ethics Officer reports to the Governance and Social Responsibility Committee and the Group Audit Committee every six months on the policies and action plans implemented.

3.4.2. CODE OF ETHICS AND CONDUCT

In addition to the Group Ethics Charter, a Code of Ethics and Conduct, applied within Casino Group, lays down the rules of conduct, principles and ethical obligations by which all members of personnel must abide at all times in their daily work.

Each employee is expected to act in strict compliance with laws and regulations, to be fair and honest, and to behave with exemplary professional ethics.

The Code of Ethics and Conduct sets out Casino Group's policy on business ethics and individual behaviour. It is applicable to all employees, managers and Directors of Casino Group companies. It describes the values that are central to Casino Group's culture: legal and regulatory compliance, integrity, loyalty, transparency, honesty and respect for others.

The Code, which illustrates these values using practical examples, covers the following topics: prevention and anti-corruption, policy on gifts and invitations, management of conflicts of interest, use of intermediaries, relations with public officials (including the prohibition of contributions on behalf of Casino Group to election candidates, political parties, organisations or other political entities), free competition, confidentiality of information (including protection of confidential or sensitive information and prevention of insider trading), protection of personal data, protection of the Group's assets, accuracy and reliability of financial information.

Casino Group condemns corruption in all its forms and works steadfastly to ensure that its employees are committed to upholding this principle. It has made a firm commitment to comply strictly with anti-corruption regulations in France and its host countries, to pursue a process of continuous improvement in the identification and prevention of corruption risks and to sanction improper or non-compliant practices.

The values and rules are communicated to the Group's partners as part of its operations (service providers, suppliers, customers, public authorities, temporary workers, etc.).

3.4.3. NETWORK OF ETHICS OFFICERS – PREVENTION AND WHISTLEBLOWING

In 2017, Casino Group appointed a Risks, Compliance and Internal Control Director, who also acts as Group Ethics Officer and chairs the Group Ethics Committee. He is tasked with applying Casino Group's ethics framework, leading the network of ethics officers established in each entity in France, and interacting with international subsidiaries.

The network of ethics officers ensures that employees understand Casino Group's principles and values, responds to questions, receives alerts, analyses and processes them, ensures confidentiality and, depending on their materiality, informs the Group Ethics Officer and the Group Ethics Committee, respecting the anonymity of the whistleblowers and the people being reported, in accordance with the requirements of the Sapin II law.

Group employees may contact the network of ethics officers by means of confidential and secure whistleblowing lines if they have anything to report.

In Brazil, Colombia and Argentina, whistleblowing systems for employees and external stakeholders are accessible 24/7. Promoted via internal or external communication media, they allow employees, customers, suppliers, shareholders and third parties with business or contractual relationships with the entity to report confidentially by email or phone any acts that may be in violation of principles of integrity, transparency, dignity or equality. Alerts submitted via these channels are transcribed into reports, which are in turn reviewed by the Ethics Committees of each of the entities concerned.

Statistics on the number of alerts received and processed, classified by type, are presented to the Governance and Social Responsibility Committee and the Group Audit Committee every six months.

3.4.4. MAPPING CORRUPTION RISKS

To comply with the provisions of the Sapin II law, Casino Group developed and rolled out a bottom-up methodology for mapping corruption and influence peddling risks. This methodology has since been rolled out to all Group units under the supervision of the Risks, Compliance and Internal Control department.

By getting all its employees involved, Casino Group seeks to identify areas of risk and situations in which employees might feel uncomfortable, so that the Group can provide them with tools to reduce their exposure to these risks.

3.4.5. TRAINING AND AWARENESS

To develop a culture of ethics and transparency, Casino Group deployed training and awareness-raising mechanisms at all its subsidiaries.

In France, initiatives included:

- an in-person training session for each subsidiary's Executive Committee and Management Committee led by the Group Ethics Officer, in the presence of the subsidiary ethics officer;
- an in-person training session on the Preventing and Fighting Corruption programme for employees among the populations considered most vulnerable to the risk of corruption, led by the Risks, Compliance and Internal Control department, including the Group Ethics Officer;
- participation by the Ethics Officer in the Management and Executive Committee meetings of his or her entity;
- awareness-raising for all employees by displaying information on all administrative sites setting out the principles of the Code of Ethics and Conduct, sending out an explanatory brochure individually, and distributing messages via intranets;
- online tutorials on the following topics:
  - fight against corruption,
  - procedure for reporting alerts,
  - third-party referencing,
  - management of conflicts of interest,
  - gifts and invitations policy;
- the reinforcement of measures taken during the referencing process of suppliers and the training of buyers in the reinforced control expected of them;
- the presentation of results of Sapin II audits and corruption risk mapping to the Executive and Management Committees of the entities in question, in the presence of the corresponding Ethics Officers.

In 2022, the programme of in-person sessions for employees with the most exposure to this risk was restarted, with five sessions held and 439 additional employees trained. The Group stepped up the development of its digital training programme with two new modules (Gifts and Invitations and Conflicts of Interest) and urged employees to participate in two mandatory modules "Preventing and Fighting Corruption" and ""Procedure for Reporting Alerts". By the end of 2022, more than 8,500 employees had completed the first module and more than 7,800 the second.

Internationally, the following initiatives have been implemented:

- In Colombia, the *Guardianes Grupo Éxito* digital training programme offered to all employees includes three modules on integrity: "Proteccion de Datos Personales", "Prevencion Lavado de Activos y Financiacion del Terrorismo" and "Programa de Transparencia";
- In Brazil, GPA and Assaí are organising training sessions as part of their anti-corruption system. The digital training is designed for all employees and the in-person training for managers, department heads and other employees most at risk;
- In Argentina, a training programme and a digital platform are used to train employees on the Company's integrity programme;
- In Uruguay, the training programme rolled out to support the operational launch of the whistleblowing line was expanded with new topics on integrity and the fight against corruption.

The assessment of the effectiveness of these mechanisms is recorded in the internal audit plan depending on the entity.

3.4.6. OTHER INITIATIVES IN THE COMPLIANCE PROGRAMME

In 2022, a new digital platform for reporting conflicts of interest, gifts and invitations went into operation at all of the Group's French business units.

Moreover, the procedure for recording alerts was updated to align with changes in French regulations (i.e., law No. 2022-401 of 21 March 2022, known as the Waserman Law, to improve protection for whistleblowers, and decree No. 2022-1284 of 3 October 2022 on the procedures for collecting and processing whistleblower reports) as a result of the transposition of European Directive 2019/1937 passed to enhance the whistleblower protections. Casino Group's Code of Ethics and Conduct and the internal rules of the subsidiaries were also updated.

3.4.7. RESPONSIBLE LOBBYING

Casino Group, through the External Relations department, lobbies in order to consult, discuss with and inform elected officials involved in drafting legislation, and participates in the work of the various bodies that represent its sectors. It nurtures regular and open dialogue, which helps to build public policy.

It responds to requests for information from the ministries concerned by its activities and for testimony in parliamentary hearings as required. The Group acts in accordance with the OECD Principles for Transparency and Integrity in Lobbying, and in line with the commitments set out in its Ethics Charter. As such, it ensures compliance with national and international standards, laws and principles, including the fight against corruption.

In accordance with legal requirements, the Group reports to the French High Authority for the Transparency of Public Life (HATVP) on its activities with national public officials and the sums set aside for representing its interests. It declares its activities as an interest representative on the European Commission's Transparency Register. It is a member or partner of professional associations in its various business segments (retailing, logistics, distance selling, solar power generation, etc.), as well as associations of local elected officials, with whom it interacts on topics of general interest (the revitalisation of town centres in particular).

The External Relations department provides advice to store managers and developers of the Group's banners on their relations with elected officials, notably to remind them of the ethical rules governing relations with local authorities and decentralised public services.

The External Relations department assists employees in the various Group departments and entities in their interactions with public authorities.

3.4.8. TAX TRANSPARENCY

Casino Group's tax policy is implemented by a dedicated team with access to all resources, in terms of both training and documentation, necessary to (i) take into account changes to the law and (ii) support operating teams in France and abroad.

This policy is based on the following focuses and commitments:

- complying with all national tax legislation and paying all taxes due in all host countries in a timely manner;
- avoiding aggressive tax schemes aimed at evading taxes or transferring profits to countries with preferential tax regimes;
- cooperating in full transparency with the tax authorities. Casino Group maintains open, constructive relationships with the various administrative authorities, legislative bodies and courts in charge of performing tax audits, updating standards and settling disputes.

With regard to tax transparency, the Group complies with the recommendations of the Organisation for Economic Cooperation and Development (OECD), notably with regard to intragroup transactions, and does not use structures located in "non-cooperative" tax jurisdictions as defined by regulations. The Group also complies with the OECD recommendations aimed at combating base erosion and profit shifting.

The Group's tax policy has been made public and is available on its corporate website (www.groupe-casino.fr/en).

3.4.9. PERSONAL DATA PROTECTION

In the normal course of business, Casino's banners process the personal data of their customers, employees, partners and suppliers. Protecting their data and upholding personal data rights are key challenges for the Group.

Accordingly, the Group banners in question comply with applicable regulations governing personal data protection, namely the General Data Protection Regulation (GDPR) in Europe and the Data Protection Law in France.

The Group's main compliance initiatives involve:

- appointing Data Protection Officers (DPOs) at the banners concerned as well as data protection correspondents or dedicated support functions;
- monitoring initiatives and data protection matters through a Data Committee made up of Group management representatives;
- creating and maintaining a record of processing activities by the data controller and data processor;
- establishing a training programme and awareness campaigns for employees;
- promoting personal data management policies and procedures as applicable to customers, employees and suppliers;
- reviewing contractual commitments and guarantees on security measures implemented with or by the Group's partners;
- conducting Data Protection Impact Assessments (DPIA);
- implementing organisational and technical security measures to ensure a level of security appropriate to the risk;
- ensuring the technical and legal security of personal data transfers outside of the European Union;
- interacting with relevant data protection authorities and/or with the persons concerned, particularly in the event of data subject rights requests or the need to send notifications concerning data breaches;
- organising internal controls and compliance audits of personal data processing systems in place.

For more information, see Chapters 4 and 5.

3.4.10. INFORMATION SYSTEMS SECURITY

Casino Group ensures strict compliance with regulations concerning information systems security. Particular attention is paid to protecting personal data, as required by the GDPR in particular, and the organisational and technical security measures needed for processing such data.

The Group manages a large scope of data concerning its customers, suppliers and the employees of its various banners. Through its subsidiary RelevanC, it also monetises information related to personal data processing. Managing the data securely is therefore essential.

The risk related to cybersecurity incidents is identified as a major risk by the Group and is monitored by a governance system designed to address the relevant challenges:

- an Information Systems Security department serving the entire Group manages security matters. This department optimises synergies in solutions and services and ensures homogeneous management and centralised reporting;
- Information systems security is monitored by Senior Management, giving rise to two annual presentations to the Executive Committee and one to the Audit Committee;
- a Data Committee, which meets twice per quarter, is in charge of following all matters related to personal data;
- a specific cybersecurity governance system was rolled out at all subsidiaries to enable consistent and centralised tracking.

The Group applies the related policies based on the principle of continuous improvement. Recurring analyses on penetration tests and automatic reports from tools covering the entire scope are used to define and implement action plans.

In addition, the Group has an insurance policy covering cybersecurity risks.

The purchase of this policy implies that the Group can justify the implementation of several essential services:

- "Threat Intelligence" to monitor the web and the dark net;
- Security Operations Centers (SOC) to detect malicious activity within the Group's infrastructures;
- Computer Emergency Response Teams (CERT) deployed to run expert analyses and take remedial action in the event of incidents.

The Group draws on the expertise of market leaders in cybersecurity for these services, as well as for any other highly sensitive issues, to guarantee the highest cybersecurity standards.

For more information, see Chapters 4 and 5.

3.5. *POLICIES AND INITIATIVES IN PLACE*

3.5.1. CASINO GROUP, A COMMITTED EMPLOYER

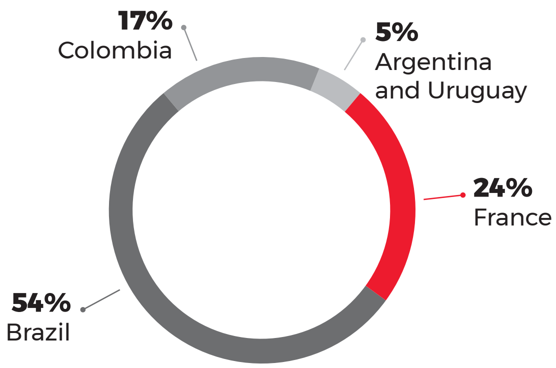
In every host country, Casino Group develops and implements innovative human resources and management policies that are sensitive to local cultures. These policies are designed to:

- combat discrimination and support equal opportunity;
- promote gender equality;
- foster constructive and innovative social dialogue;
- protect employee health, safety and well-being at work;
- support employees' professional development by encouraging caring management practices and nurturing talent;
- implement a fair and progressive compensation and benefits policy.

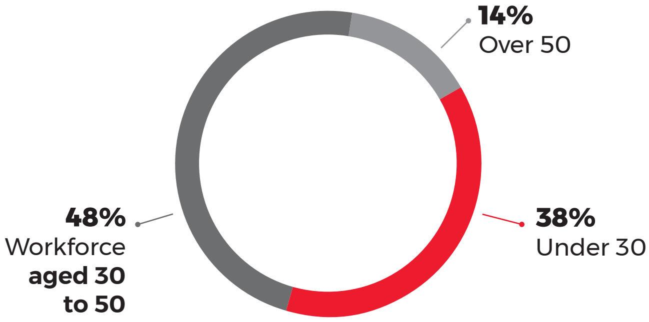
Each unit's human resources department is responsible for defining its policies in line with the core principles laid down by Group Human Resources, which are based on i) developing a shared culture of business, social and environmental performance; ii) creating synergies and deploying tools to improve human resources management; and iii) respecting the unique identity and culture of every subsidiary. The Group is a major employer in most of its host countries, particularly in France, Brazil and Colombia.

Casino Group has 208,254 employees, 51% of whom are women. 24% of employees are based in France and 76% in South America.

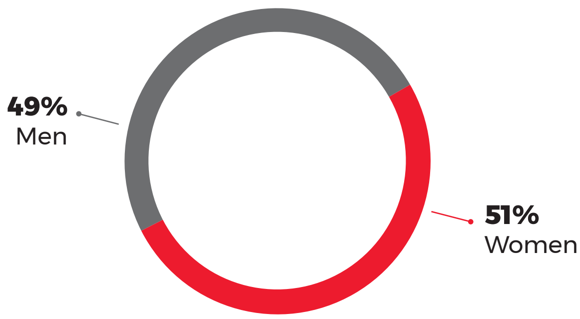
Workforce by country



Workforce by age



Workforce by gender



The vast majority (95%) of Casino Group employees have been hired under permanent contracts. Fixed-term contracts are used primarily to replace staff on leave or to support in-store teams during peak seasonal periods. Full-time employees account for 86% of Group employees.

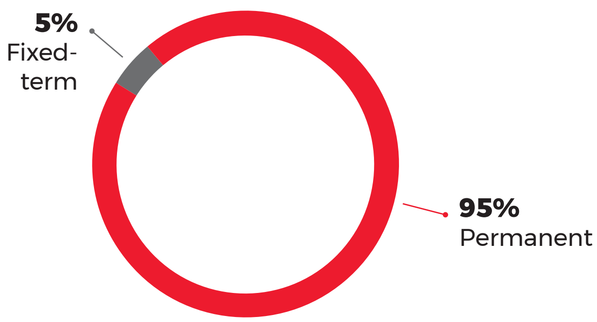
Trends in the Group's business enabled more than 103,200 people to be hired on permanent or fixed-term contracts in 2022, of which more than 57% on permanent contracts. Separations due to corporate reorganisations are the subject of extensive negotiations with employee representatives and are accompanied by a wide range of placement and support measures.

The Group's turnover rate was 33% in 2022, with differences between entities reflecting specific local contexts.

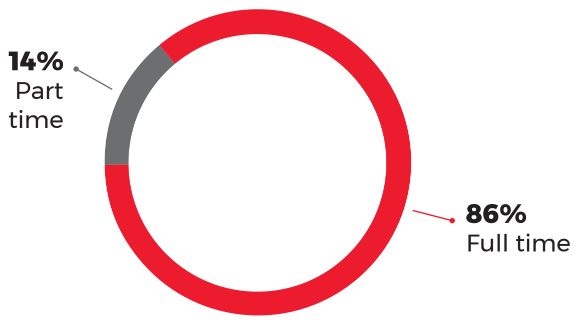
Organisation of working hours

Casino is committed to respecting each employee's working hours, rest periods and regular holidays. Measures have been taken to address issues arising from atypical working hours (weekends, on-call) or specific needs (people with disabilities, for example) and to meet employee expectations for a more satisfying work-life balance.

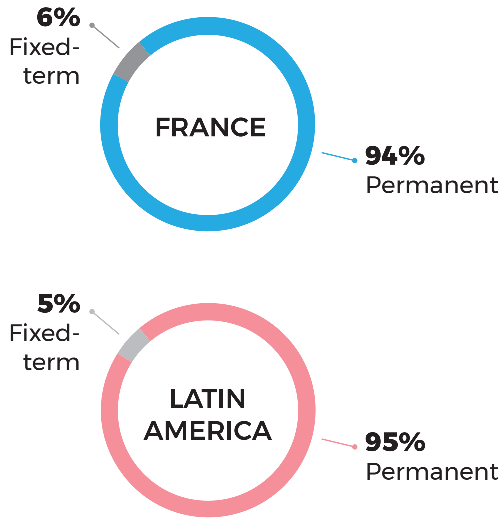
Permanent/fixed-term workforce



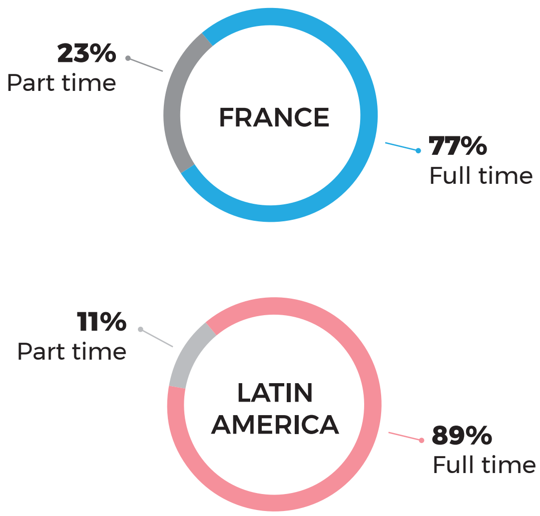
Full-time/part-time workforce



Permanent/fixed-term workforce France/Latin America



Full-time/part-time workforce France/Latin America



Employee working hours comply with the local host-country legislation applicable to each unit. In addition, initiatives have been deployed concerning:

- part-time working: although most employees hold full-time contracts, the Group has undertaken in France to give priority to part-time employees when filling a new full-time position. Since 2012, a voluntary system has enabled more than 3,600 people to switch from a part-time to a full-time contract;
- the issues involved in atypical working hours, such as night work, weekend work, inter-shift breaks (maximum number allowed), on-call or stand-by hours, etc. In France, Sunday work is governed by agreements negotiated with employee representatives, which reaffirm the Group's commitment to ensuring that employees working regular Sunday hours do so on a voluntary basis and are paid at an overtime rate. In addition, these agreements exceed the standards set in the industry-wide labour agreements for daily working hours, inter-shift breaks and minimum part-time working hours.

Internationally, through internal policies or collective agreements, the subsidiaries also manage the organisation of working hours, the associated rules and the systems designed to compensate atypical hours with measures including payment for transport and meals, and rotating employee shifts on a voluntary basis.

Systems are in place to track and verify working hours. For example, every Éxito warehouse has been equipped with a biometric time clock, accessible to employee representatives and union delegates, and entities have a dedicated system that employees can use to report problems with working hours or workload issues;

- issues arising from specific needs, for example with regard to employees with disabilities and family caregivers. In 2011, the Group introduced an initiative to support and assist employees acting as caregivers to a frail or highly dependent family member or loved one and in 2012, it implemented family caregiver leave that allows employees, under certain conditions, to take up to 12 working days of paid leave per year to care for a loved one with a disability or long-term illness. Since the programme began, 530 caregiver employees have benefited from more than 5,400 days of leave donated by 1,200 employees, with top-up by the company. In 2022, for National Caregivers' Day in France, a new handbook on how to balance work with family caregiving was published. This outlines the employee caregiver support systems available within the company;
- the work-life balance expectations of employees, particularly consideration for their service to the community and measures to develop support for employees that are parents. These measures are described in section 3.5.1.3.

3.5.1.1. Promoting diversity and equal opportunity

Casino Group has been committed to combating all forms of discrimination since 1993. Convinced that diversity is a driver of business performance, it is pursuing an assertive commitment to hiring people from diverse backgrounds via non-discriminatory procedures, promoting equal opportunity at every level and in all business processes.

3.5.1.1.1. Combating discrimination and stereotypes

This commitment is based on several action principles, including fighting the stereotypes and prejudices that underpin discrimination, building policies jointly with representative employee organisations, addressing all areas of discrimination and measuring the effectiveness of initiatives.

In 2009, Casino Group was the first retailer to earn France's Diversity Label, awarded by Afnor Certification to the Casino banners. The goal of the award is to prevent discrimination in human resources procedures and honour companies that are leading the way in promoting diversity. Since the initial award, Casino's Diversity Label has been renewed every four years based on the findings of further audits. In France, the Casino banners and central services received dual recognition in 2019 when their Diversity Label and Workplace Equality Label were both renewed, following another audit by the *Association française de normalisation* (Afnor). The allocation of these labels was also extended to Monoprix banners and central services from 2016 and 2019. In September 2022, the Group was audited again and re-certified, with the audit scope extending to all its entities in France, including Franprix and Cnova (Cdiscount).

Led by the Group Human Resources department, these policies are deployed in every unit across the Group.

Commitment

The Group has pledged above all to fight discrimination based on national or ethnic origin, social background, gender, disability, age, sexual orientation, religious affiliation, union membership or physical appearance. It actively fights discrimination on the 25 criteria defined by French law and has been combating discrimination and promoting diversity at Group level for almost 30 years. At the fifteenth anniversary of the French Association of Diversity Managers (AFMD), in December 2022, Casino Group earned the AFMD Gold Award for Mobilisation, in recognition of determination, capability and success in employee empowerment.

Each entity across the Group has defined its own diversity policy, informed by the Group's core commitments.

- In France, the Group is a signatory of the Diversity Charter. Casino and Monoprix hold the Diversity and Equality Label awarded by Afnor, demonstrating their commitment and the quality of their actions. The units also express their commitment through agreements negotiated with employee representatives. In 2017, for example, Monoprix signed a three-year diversity and quality of worklife agreement which was renewed in 2020. Cdiscount is recognised as a leader in diversity and inclusion, as evidenced by its inclusion in the Financial Times Diversity Leaders ranking for the fourth time (139th out of 850 in 2022).

- In South America, Éxito has formalised a diversity and integration policy and related objectives approved by Senior Management and monitored by a diversity committee. Éxito joined the Chamber of Commerce LGBTI Charter in 2021. Under its Diversity Charter and diversity policy, in 2015 GPA in Brazil brought in initiatives across all its subsidiaries in the five priority areas of disability, generational diversity, origin, gender equality in the workplace and respect for LGBTQIA+ rights. GPA published its new Diversity, Inclusion and Human Rights Policy, steered by a specific committee, in early 2020, followed by Assaí in 2021. GPA is continuing to uphold its commitments to the Business Coalition for Racial and Gender Equality, the Business Coalition to End Violence against Women and Girls, the Women's Movement 360 (MM360), the Unstereotype Alliance, the Women's Empowerment Principles (WEP) and the Air Movement. GPA has set up various employee networks on diversity (such as GPA Pride and GPA for Gender Equality), and runs a Diversity Week. Similarly, Assaí has set up its own wide-reaching diversity programme, running an annual diversity week, fielding diversity ambassadors, and publishing an anti-racism handbook.

In France, Casino Group was one of the first signatories to the LGBT+ Commitment Charter issued by *L'Autre Cercle*, a French non-profit that promotes an inclusive workplace for LGBT+ professionals. Commitment to the charter was renewed in 2022 on its tenth anniversary. In Brazil, GPA has signed the "10 Corporate Commitments for LGBTI+ Rights" to ensure equal rights and treatment for all employees regardless of their sexual orientation. Assaí has joined the LGBT Business and Rights Forum initiative.

Organisation

Each subsidiary's human resources department is responsible for promoting diversity in all its forms, calling on internal and external experts.

- In France, this primarily involves a Diversity, Equality and Inclusion department and a network of diversity outreach correspondents and experts. Policy implementation comes under the responsibility of the Diversity, Equality and Inclusion Director, reporting to the CSR and Engagement department. The policy is steered by the Diversity Committee, which is made up of seven employee representatives and seven senior executives.
- In Colombia, the policy's implementation is driven by two dedicated committees. One committee comprises the Senior Management sponsors, while the other committee is responsible for operational deployment. This second committee is also tasked with ensuring gender equality and fairness, in compliance with "Equipares" equity certification standards.
- In Brazil, GPA's Human Resources department implements various action plans and control procedures in collaboration with each banner's management team. It also receives support from committees, notably the LGBTQIA+ Pride Committee and the Madiba Committee, which fights racism. These committees are made up of employees and interact with human resources departments to draft action plans.

Action plans

Awareness and training

The banners are committed to (i) raising awareness and training managers and employees to uphold and promote the application of the principle of non-discrimination in all its forms and at every stage of the human resources management process, particularly hiring, training, promotion and career development, (ii) reflect all of society's cultural diversity across the entire workforce, (iii) inform every employee of this commitment to non-discrimination and diversity, and (iv) inform them of its outcomes.

To bolster workforce take-up on promoting diversity and combating all forms of discrimination, in April 2021 employees in France were issued a handbook setting out the Group's commitment on promoting diversity. A similar handbook sets out the Group's commitments on gender equality, along with the challenges involved and the actions taken to meet them.

In addition to these two handbooks, employees have access to several others, including:

- "Managing Religious Diversity in the Workplace";
- "Changing our Perception of Young People";
- "Physical Appearance: Deconstructing Stereotypes, Overcoming Prejudice";
- "Sexual Orientation and Gender Identity: Best Practices in the Workplace";
- "Gender Equality in the Workplace: Combating Everyday Sexism";
- "Disabilities in the Workplace: Fighting Stereotypes, Supporting Jobs for People with Disabilities";
- "Understanding and Promoting Generational Diversity in the Workplace".

Diversity awareness campaigns are organised within the Group's entities. To this end:

- Since 2015, Cdiscount has organised an annual awareness and information week for its employees on diversity-related topics. Training modules relating to diversity and non-discrimination have also been rolled out annually since then.

- GPA and Assaí organise an annual Diversity Week featuring a wide variety of training sessions, conferences, debates, surveys and other events addressing such issues as disability, generational diversity, gender equality in the workplace and respect for the rights of LGBTQIA+ people. Since 2021, the event has been entirely digital and accessible to all employees.
- Grupo Éxito is rolling out the "Diversity that Unites Us" programme to train employees to comply with Colombia's anti-discrimination legislation.

Responsible hiring

Non-discriminatory hiring methods and systems have been widely deployed across the Group.

- A non-discriminatory hiring course has been deployed in France for human resources teams, store managers and other people likely to be involved in the hiring process, with the aim of training all people concerned. Internationally, training is also offered to people involved in hiring.
- New, non-discriminatory recruitment methods are also used by Group banners, such as the simulation (role-play) recruitment method (SRM) used by Casino when opening new stores. These methods facilitate hiring based on the applicant's aptitudes, regardless of their educational background, by putting them in real-life situations (public speaking, debates, business games, etc.). In Latin America, GPA has been using anonymous CVs in recent years to avoid any unconscious bias that could influence the choice of applicants.
- The Group's recruitment teams also use highly diversified sourcing channels and have participated in more than 40 job forums and meetings with staffing agencies such as local employment offices and Second Chance Schools.

Commitment control

The implementation of commitments is checked during the interim and renewal audits for AFNOR Diversity and Professional Equality certification. This includes the Casino and Monoprix banners and central services.

Tools for monitoring the proper application of the policies defined are also in place, such as testing on discrimination based on ethnic origin, carried out with a third-party organisation for the last time in 2016, and now conducted by the government for SBF 120 companies, and the survey of perceptions of equal opportunities and diversity, in place since 2017 at Casino and Monoprix and conducted by a specialised external firm (Kantar TNS-Sofres). The inaugural survey revealed a very good perception of the Group's commitment to diversity (87% of respondents) and a high score for the equal opportunities climate (6/10, versus a nationwide average of 3.9/10). It also confirmed that diversity is a factor in hiring within Casino Group (90% of employees surveyed agree that there is no discrimination in hiring). The survey was repeated among 9,970 employees in 2020, with a response rate of 21%. The results confirmed the very good perception of the Group's commitment to diversity, with a high score for the equal opportunity climate index (nine out of ten employees feel they work in an equal opportunity climate). Age is still perceived as the main possible criterion of discrimination for 35% of respondents; corrective action continues in that area, including guidelines and e-learning modules.

Lastly, a number of the Group's entities have discrimination counselling and advice units offering the possibility for all employees to blow the whistle, on a confidential basis, whenever they experience or witness actual or perceived discrimination. In Brazil, GPA and Assaí have provided a mediation channel to employees, suppliers, contractors, customers, institutions and partners to report any suspected cases of non-compliance with the diversity, inclusion and human rights principles promoted by the banners.

3.5.1.1.2. Acting for the integration and retention of people with disabilities

Commitment

Casino Group has been assertively engaged in hiring and retaining people with disabilities since 1995, and reaffirmed its commitment in October 2015 by signing the International Labour Organization's Global Business and Disability Network Charter. In France, Casino Group has also signed a manifesto for the inclusion of people with disabilities in the workplace with the French Ministry for Disabled People. In Latin America, GPA joined the Compact for Inclusion of People with Disabilities in 2016, taking up five commitments to promote the rights of people with disabilities. Assaí is a member of the REIS Business Network for Social Inclusion, an initiative that propagates good practice in workplace inclusion to promote the employability of people with disabilities.

In France, the Group defines commitments, action plans and performance targets in this area, in particular in a number of agreements with trade unions. In 2022, Casino signed its ninth agreement with unions on the employment of people with disabilities for the period 2023-2025. Monoprix signed its seventh agreement and Cdiscount its third three-year agreement on disability. Franprix negotiated its first agreement on disability with unions in 2022. Three disability programmes run by the CSR and Engagement department manage progress on the three-year agreements and coordinate deployment of the measures and actions involved.

Each of the four agreements sets quantitative targets on recruitment and internships, and specifies funding for measures to ensure continuing employment for people faced with disability or other health issues during their career span.

Aiming for people with disabilities to account for 4.5% of its headcount worldwide by 2025, Casino Group is stepping up actions in Group companies with low inclusion ratios.

Action plans

Action plans have been deployed across the Group by the human resources departments, with three underlying objectives:

Hire people with disabilities

Measures taken by the banners to reach their targets on recruitment of people with disabilities include partnerships with specialist organisations and specially adapted onboarding trajectories that accommodate individual needs.

- In France, the Group's banners work with a network of specialised partners (*Cap Emploi*, *AGEFIPH*, *Centre de Réadaptation Professionnel*, etc.) and take part in specialised face-to-face or virtual forums (*Forum Emploi Handicap*, *HandiAgora*, *Talents Handicap*, *Hello Handicap*, etc.). The banners also rely on their partnerships with France's leading business schools to attract talented people for internships and/or work-study programmes.
- In South America, GPA has put in place a wide variety of initiatives to facilitate the hiring of people with disabilities, including a programme and a dedicated team to track and analyse the difficulties faced by employees in the onboarding process and in their jobs. With a human resources policy that places priority on the inclusion of people with disabilities, Assaí achieves a proportion of more than 5% of people with disabilities on the workforce. It is a member of the Business Network for Social Inclusion, which promotes the employment of people with disabilities. As part of its Disability Inclusion Programme, Assaí is working with a specialised consultancy to deploy initiatives for employees with autism spectrum disorders (ASDs). Éxito is pursuing its commitment to supporting people with disabilities, in particular with the use of sign language interpreters for the hearing impaired during training programmes and corporate events. A special programme has also been developed to greet and assist hearing-impaired shoppers.

The Group's entities are also developing partnerships with companies in the protected sector employing people with disabilities.

Educate and raise awareness

In 2018, Casino Group produced a specific handbook and circulated it among employees.

- In France, a number of employee awareness-raising and training initiatives have been established throughout the Group, particularly to mark the European Disability Employment Week, with activities, online games, quizzes, conferences and workshops to help raise awareness of all forms of disability. Handbooks have been issued to Group managers and employees to help them integrate people with disabilities. Training modules are in place for recruitment teams and other stakeholders. They include "Overcoming Disability" and two online courses deployed by Casino and Franprix: "Non-Discriminatory Hiring", which covers disabilities, and "Making Every Shopper Feel Welcome", which facilitates store access and improves the shopping experience for people with motor, sight, hearing, mental or psychological impairments. For the past four years, the Group has also been participating in DuoDay, which in 2022 allowed 49 duos combining people with disabilities and volunteer professionals to be trained.
- In South America, Éxito and GPA are conducting diversity sensitivity courses that address issues involved in the inclusion and development of people with disabilities.

Allow people with disabilities to stay in employment throughout their working lives

The Group is committed to retaining employees who suffer illness during their careers by deploying technical, organisational or technological solutions to realign their jobs or workstations, conducting ergonomics studies and acquiring specially adapted equipment and systems. Support for employees with disabilities may also involve financing for professional assessments and training to help them achieve their career transition plans.

For several years now, the Group has been taking a number of measures to support and accommodate customers with disabilities:

- implementation since 2015 of a scheduled plan to achieve accessibility compliance in stores, and completion of phased works to improve the accessibility of sites open to the public;
- provision of a public accessibility register, to inform users of sites open to the public on the actions taken to make services accessible to all;
- training for employees on serving customers with disabilities;
- measures to make call centres and telephone numbers for sites open to the public accessible to deaf, hard-of-hearing, deaf-blind and aphasic users.

Two further measures were introduced in 2022:

- "quiet hours" in Casino stores, providing a calmer shopping environment (less light and noise) for people with autism spectrum disorders (ASD) and other customers;
- an employee training course on "Welcoming our deaf and hard-of-hearing customers", with a short introduction to French sign language.

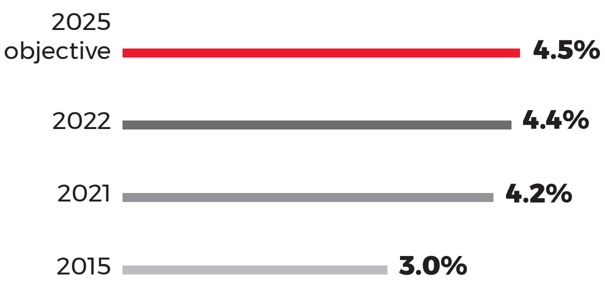
Cause-related marketing campaigns are also organised to enhance shopper awareness. In France, Casino has been conducting campaigns for several years to support the non-profit organisation *Handi'chiens*.

Performance

The Group measures the performance of its policies in favour of people with disabilities by monitoring the share of the workforce concerned. It has 9,133 employees classified as having a disability working under permanent or fixed-term contracts, representing 4.4% of the headcount, compared with 4.2% in 2021 and 3.0% in 2015.

See Group performance indicators in section 3.6.

Proportion of people with disabilities on the workforce



3.5.1.1.3. Acting to improve age diversity and support intergenerational management

The 2020 Equal Opportunity and Diversity Perception Survey found age discrimination to be employees' primary concern. This finding prompted the implantation of an action plan with the support of *Les Entreprises pour la Cité* (LEPC).

Commitment and action plans

As part of its commitment to breaking down the barriers to entry into the job market for young people, the Group has undertaken to:

Develop work/study programmes and offer young people initial job experience

Programmes to facilitate the hiring and integration of work/study trainees have been introduced in every unit.

- In France, Casino has been running an annual Work/Study Celebration Day since 2011. Each year, the event brings together mentors and work/study trainees, ranging from vocational trade certificates (CAP) to Master's degree.
- In South America, Éxito, Libertad and GPA partner with national apprenticeship organisations (schools, universities, SENAC, CIEE, Isbet, Via de Acesso and SENAC in Brazil, SENA in Colombia) and participate in a wide range of job fairs. GPA runs the *Jovem Aprendiz* programme, with a team specifically assigned to facilitating recruitment and onboarding of young apprentices, and Assaí has set up a similar programme.

Facilitate student guidance and integration

The Group works very closely with schools and educational organisations to promote its jobs and diversify its sources of new hiring. Casino Group's recruitment teams took part in 80 initiatives on employment opportunity and recruitment of young people in 2022, with information sessions on different jobs, store visits, school visits, recruitment sessions and help in preparing résumés and cover letters.

Combat stereotypes

Two handbooks, "Changing our Perception of Young People"; and "Understanding and Promoting Generational Diversity in the Workplace" are available to all Casino employees to help them understand preconceptions about young people and encourage intergenerational dialogue. They aim to break down stereotypes and set out the proper managerial attitudes and behaviour.

- **Undertake specific initiatives to help young people who are poorly qualified or from underprivileged backgrounds**

Casino Group has pledged to recruit within a store's immediate employment area and to promote local employment. In 1993, it signed a national partnership agreement with the French Ministry for Urban Development (renewed in 2013), an agreement with local employment agencies and the Businesses and Neighbourhoods Charter sponsored by the Ministry for Urban Development.

In France, Casino, Monoprix and Cdiscount are implementing agreements designed to deploy intergenerational initiatives, such as training, mentoring and special support, for young adults (under 26) and older employees. The Casino transmission of knowledge agreement sets a minimum percentage for the hiring of young people and older employees, the retention of a given percentage of young adults under 26 years of age and a dedicated orientation programme called *C Duo Génération*, which assigns a mentor to facilitate the integration of young employees, as well as housing assistance for work/study trainees.

Performance

The Group employs 7,270 work-study students and apprentices. In 2022, Casino recruited 1,438 people from disadvantaged neighbourhoods in France, including 1,176 on fixed-term or permanent contracts and 262 interns and work-study students

3.5.1.2. Fostering gender equality in the workplace

Gender equality is one of the Group's flagship commitments. The increase in the number of women managers within the Group is one of the two CSR criteria taken into account in the variable compensation of executives in France.

Since 2002, the Group has sought to enhance the gender diversity of its teams at every level of the organisation through an assertive policy on gender equality across job categories, career management, human resources processes (compensation, access to training, hiring and promotion) and parenthood. Casino Group was once again awarded the Afnor Workplace Equality Label in 2019, for the Casino and Monoprix banners. In September 2022, the entire Group in France was audited with a view to renewing the labels and extending them to Franprix and Cnova (Cdiscount).

The Board of Directors' diversity policy is presented in Chapter 5 of the Board of Directors' report on corporate governance (section 5.2.2).

Commitment

Casino Group has made a number of commitments to external and internal stakeholders, and in particular has:

- pledged in 2016 to uphold the Women's Empowerment Principles (WEPs) developed by UN Women, thereby strengthening its resolve and its initiatives aimed at combating discrimination and promoting gender equality in the workplace in France and Latin America; GPA and Assaí have been WEPs signatories since 2017 and 2021, respectively;
- signed the Gender Equality and Anti-Sexism Manifesto issued by the Group's La Fabrique women managers network, created in 2011. In so doing, the members of the Executive Committee and all the Management Committees of the France units reaffirmed the Group's determination to lead the way in driving progress towards equal opportunity and gender equality. The Manifesto is organised around five priority objectives, supported by effective real-world initiatives: Combat gender discrimination and sexism – Guarantee equal opportunity for everyone throughout their careers – Hire women – Support parenthood – Encourage gender equality in the world.

In France, gender equality in the workplace is supported by a number of agreements with employee representatives. Casino signed a new Group collective agreement on 7 September 2021. In particular, it provides for (i) the creation of a training module (the *Si Elles* programme) to help break the glass ceiling restricting career development opportunities for women; and (ii) sexism awareness training for work-study and other interns, and their supervisors, in partnership with the *#BalanceTonStage initiative*. In 2021, Franprix and Cdiscount also committed to specific gender equality in the workplace agreements, including commitments in the areas of hiring, equal access to training, compensation, anti-sexism, hiring more women for certain jobs, and parental leave.

In South America, the professional equality policy is coordinated by an Inclusion and Gender Diversity Sponsorship Committee. Éxito has earned the "Equipares" label, gold level, introduced by the Colombian Ministry of Labour with the support of the United Nations Development Programme (UNDP) in recognition of the commitments made and the initiatives carried out to promote gender equality in the workplace. GPA's gender equality policies are led by the Diversity Committee, which in 2020 issued a new "Diversity, Inclusion and Human Rights" policy setting out GPA's guidelines in this area. In 2018, male members of the executive team signed the Manifesto for Equal Opportunities and the Women's Empowerment Principles with UN Women Brazil.

To steadily increase the proportion of women in managerial positions, each subsidiary's human resources department tracks six strategic indicators (Diversity Scorecard), whose performance outcomes are presented to the Governance and CSR Committee every six months.

Casino Group is aiming for women to account for 45% of total management (41% in 2022) and 40% of senior executives by the end of 2025.

Action plans

The Group's policy primarily aims to combat gender stereotypes and promote gender diversity across the organisation by:

- measuring progress to ensure effective action. The Group Human Resources department has developed a Diversity Scorecard to identify improvement avenues and priority areas;
- raising awareness among managers and all employees through training and communication initiatives. These initiatives are relayed in each banner in France by a network of Diversity and Equality correspondents;
- increasing the proportion of women in the organisation by encouraging female applicants and identifying talented women for internal promotion and during "people reviews";
- fostering a healthy work-life balance. The Group has been implementing action plans to support employees with children for the past ten years.

Main initiatives undertaken:

Measuring progress to ensure effective action

A review is carried out twice a year, both in France and internationally, based on the six performance indicators defined in the Diversity Scorecard. During these reviews, trends are analysed and best practices are identified through benchmarking in order to update the banners' action plans. The Group also analyses the scores obtained by companies with more than 50 employees in the workplace gender equality index introduced by the French government. For 2022, as published in 2023, the workplace gender equality index (weighted average index) across all the Group's entities in France was 94/100, up 2 points compared with 2021 and 19 points above the legal minimum score (75/100). 19 of the 30 calculable indices published by the Group are above 90/100. Monoprix and Naturalia have maintained their 99/100 score. Based on the pay analyses carried out to calculate the index, Casino pledged, during the 2022 annual negotiation process, to dedicate a financial package to improving its index and in particular to rectifying situations where the gender pay gap is greater than 2%. In addition, Casino group ranked 26th in the 2022 ranking for gender balance in the governing bodies of SBF 120 companies, up seven places compared to the prior year (33rd in 2021). The ranking is based on the percentage of women on the Executive Committees and in the top management of SBF 120 companies, the Workplace Equality index score, the policies in place and the existence of a women's advocacy network.

Increasing the proportion of women employees and managers

The Human Resources department identifies and develops high-potential women employees to speed up their career advancement within the Group. Particular attention is paid during "people reviews" to ensure gender parity in the Group's talent pools and development programmes.

Various training programmes have been introduced specifically for women:

- All-women Talent Committees meet to identify potential candidates for management positions in France: nine meetings were held in 2022, and 353 suitable profiles (vs 329 in 2021) were identified and brought to the attention of Senior Management.
- These Women's Talent Committees in turn gave rise to targeted training and development plans for each talent, including three programmes conducted with an outside expert to help strengthen the leadership and managerial skills of women managers. In 2022, around 15 participants were selected for ad hoc training programmes and coaching sessions were conducted based on the recommendations of the Women's Talent Committees.
- Gender parity is a criterion in choosing participants for all the development programmes on offer, including the *Ça Pitch!* programme, which enabled 20 Group talents to pitch innovative projects to the Group Executive Committee.
- The Group's *La Fabrique* gender diversity network, which is open to all Group managers, aims to encourage gender equality and diversity in the workplace, with the ultimate goal of achieving balanced representation at every level of the organisation. The network organises personal development workshops, networking events, mentoring programmes and conferences on various topics, while leveraging its LinkedIn space to enhance its role as an influencer. It highlights role models through webinars attended by nearly 150 people, and promotes its "Gender Equality and Anti-Sexism Manifesto" through series of social media photo campaigns.
- Particular attention is paid to identifying and developing high-potential women in Latin America. In Brazil, GPA runs the "Women in Leadership" development programme, which aims to improve the representation of women in leadership positions. They benefit from an e-learning course offered by the University of Retail GPA digital platform. Primarily intended for women managers, the programme has been extended to middle management and has led to many of its participants being promoted. In Colombia, the "Mujeres Lideres de la Operacion" programme is designed to increase the proportion of women in operational management. Éxito made a commitment to the Colombian government by signing the "IPG" (*Iniciativa de Paridad de Genero*), which is built on three pillars: increasing the share of women in the active population, increasing the share of women in top management positions, and ensuring gender pay equality. After obtaining the Equipares "silver" certification in early 2020 (and "bronze" in 2019), Éxito's aim was to reach the highest level ("gold") in 2022.

Raising awareness among managers and all employees

The Group implements targeted communication and action plans to combat sexism, in particular by:

(i) Conducting information campaigns

Communication plans are designed to combat stereotypes and support initiatives that promote diversity. In 2021, in France, the Group issued a new handbook setting out commitments on workplace gender equality. It addresses both employees and the general public, outlining the Group's five priority fields of action. In Colombia, Éxito once again turned March into the "Mes de la Equidad" to celebrate gender diversity in the company. This year, the communication campaign focused on the importance of shared family responsibilities.

(ii) Combating sexism

As part of its campaign to promote diversity and combat all forms of discrimination, the Group distributes handbooks on various topics to its managers and recruiting teams. In France, the Group has taken specific action to combat sexism and sexual harassment in the workplace in all its banners, via an e-learning module designed for managers. Inspired by the handbook on everyday sexism published in 2016, the e-learning module provides a detailed description of the legal framework and presents real-world examples. A network of sexual harassment correspondents has been set up in France, together with a training plan for its members across all banners. In addition to this Group action plan, similar initiatives are also implemented by the banners. In Colombia, Éxito introduced a gender equality training programme.

(iii) Combating domestic violence

The Group has implemented an action plan to combat domestic violence, in parallel with the nationwide campaign initiated by the French government in 2020 and the national emergency hotline (3919). In 2021, the Group issued its first domestic violence awareness handbook, which includes testimonials, contacts and practical information to provide guidance for anyone who has witnessed or been a victim of domestic violence, and to encourage them to speak out and get support. It is intended for managers, Human Resources managers and both men and women employees.

In Brazil, GPA takes parts in awareness campaigns as a member of the Business Coalition to End Violence Against Women and Girls, coordinated by the Avon Institute. It has set up a whistleblower hotline for women employees, with the possibility of being assisted by a social worker if necessary. Assaí also joined the initiative in late 2021. In Colombia, Éxito introduced an employee survey to combat domestic violence.

(iv) Partnering with UN Women

The Group's commitment to UN Women, which dates back to 2016, continued with the implementation of Diversity Scorecard action plans. In 2022, the Group continued to support UN Women France's "Orange Day" campaign to combat violence against women across all banners in France. The campaign aims to raise awareness among our customers and employees and to highlight the 3919 emergency hotline number for women if they are victims of gender-based violence, run in partnership with the French ministry in charge of women's rights. Cause-related marketing and *Arrondi en Caisse* (round-up donations) campaigns are carried out in the Group's various banners in France to support UN Women.

Several years ago, Casino created an emergency internal mobility system to enable victims of violence to relocate to a different workplace within a few days. The system has already been used several times since its creation.

Fostering a healthy work-life balance

The Group takes an assertive approach to supporting parents. It was one of the first signatories of the Parenthood Charter in 2008 and is a partner of the Quality of Life at Work Observatory (*Observatoire de la Qualité de Vie au Travail* – OQVT). In 2021, the Group reaffirmed its commitment to families by signing the New Parenthood Charter.

In France, the Group:

- is pursuing its collaboration with the OQVT and promoting its handbook for working parents, which was updated in 2022;
- offers dedicated work-from-home solutions to support employees during pregnancy and breastfeeding;
- supports paid paternity leave. Employees taking paternity leave now receive top-up salary to match their normal pay for up to 25 days off, as opposed to the legally mandated 11 days. Nursery places are available on the Group's administrative sites in France.

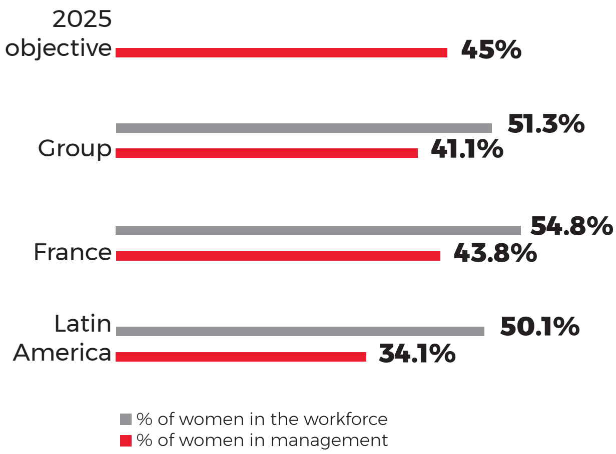
In South America, GPA has implemented a wide array of initiatives for employees who are mothers, with the possibility of taking up to six months' maternity leave, a support plan for returning to work after maternity leave, a dedicated handbook, and the "Mom's Card," which offers employees within a certain salary range a monthly credit to purchase food and hygiene products for children aged between six months and two years old. In 2022, the company also rolled out its *Gestar* programme, which provides support to pregnant women employees through a multidisciplinary professional team of doctors, psychologists, nurses and social workers. In Colombia, parents are eligible for the *Vínculos de amor* programme, and can also receive financial support.

■ **Performance**

The percentage of women in management rose very slightly to 41.1% in 2022, up from 2021 (+0.1 point), in line with the Group's objective of reaching 45% by 2025. Recognition for specific banner actions includes the LSA *La Conso s'engage* and *La Good Economie* awards for Cdiscount's diversity policy.

See Group performance indicators in section 3.6.

Representation of women in the consolidated workforce and in management by country



3.5.1.3. Providing an environment conducive to employee fulfilment

3.5.1.3.1. Encouraging social dialogue

The Group is deeply committed to social dialogue, the right to organise and the collective bargaining process. It recognises the right of all its employees to freedom of expression and to join and be represented by a trade union organisation.

Working closely with employee representatives and nurturing constructive, ongoing social dialogue across the Group is helping to enhance employee cohesion and therefore the organisation's overall efficiency in a fast-changing competitive environment. This cohesion and efficiency are underpinned by the shared belief that employee relations must be based on the common values of dialogue, trust and transparency.

■ **Commitment**

The Group fosters social dialogue and ensures that fundamental principles and rights are fully protected in the workplace. The sixth commitment in the Group Ethics Charter, issued in 2011, is to "support effective social dialogue" across the enterprise. As a signatory of the United Nations Global Compact, the Group and its subsidiaries acknowledge their commitment to upholding freedom of association and the right to collective bargaining. The Supplier Ethics Charter specifies the Group's expectations regarding freedom of association, which must be respected across the supply chain.

In France and Brazil, collective bargaining agreements and other agreements in force cover 100% of the workforce. In Colombia, the benefits negotiated with the four representative unions are granted to all employees, in the interest of fairness. These measures include bonuses and other financial benefits, and cover organisational aspects such as working hours and special leave.

■ **Action plans**

These commitments, which are led by the Group's human resources departments, are as follows:

(i) Participation in collective bargaining with employee representatives and implementation of the resulting agreements

Every unit across the Group has signed collective bargaining agreements with its representative unions, covering issues such as working hours and compensation. Specific agreements are also signed and monitored regularly.

Casino maintains regular dialogue with the trade unions.

In France, more than 100 agreements and action plans are in place, addressing such issues as:

- hiring and retaining people with disabilities;
- gender equality;
- equal opportunity, diversity and combating discrimination;
- workplace health and safety;
- employee benefits;
- compensation (discretionary and non-discretionary profit-sharing);
- working from home;
- corporate social responsibility, reaffirming the parties' commitment to incorporating these issues into the Group's business and labour relations model.

The implementation of these agreements is regularly monitored and their outcomes are presented to the representative trade unions every year.

Numerous agreements and amendments were signed at Group level in 2022. At a time of significant change and transformation, several agreements were drawn up to reflect and support the changes being made. For example, in France, agreements were renewed with employees of the Casino banner on the anticipation of transformations, employment of people with disabilities and profit-sharing, and with employees of the Monoprix banner on employment of people with disabilities, gender equality and profit-sharing. Franprix has begun negotiating an initial agreement on the employment of people with disabilities.

Measures in favour of employees are negotiated each year as part of annual negotiations with the trade unions on wage increases and improvements in benefits and working conditions. Measures have also been implemented to make daily life easier, such as *Mon conseiller social en ligne* ("My online social adviser"), a dedicated online social support portal for all employees of the Group's entities. Labour relations dialogue continued through 2022, amid a complicated context.

In South America, Éxito has made social dialogue one of the strategic pillars of its human resources commitment, and has reaffirmed its compliance with national and international standards in agreements signed with its representative trade unions. Éxito signed four collective agreements for the 2019-2022 period, on wage conditions of employees, bonuses and other financial benefits, guarantees granted to employee representatives (union recognition, freedom of association, training, etc.) and organisational rules applied to the company (working hours, special leave, etc.). GPA maintains regular dialogue with the 170 trade unions.

(ii) The allocation of facilities and equipment and the recognition of union involvement

Under the social dialogue agreement signed in France, resources are allocated to trade unions enabling them to perform their duties and represent employee interests effectively. These resources include offices, equipment (mobile phones, computers, printers, internet access, etc.), and a contribution to operating costs in the form of a further 22,000 paid hours for representation purposes in addition to the allowance provided by law. The agreement also calls for skills and vocational training for employee representatives with an outside organisation, the introduction of a validation of acquired experience (VAE) programme, and the publication of an educational booklet reviewing the principles of trade union legislation and social dialogue for managers.

In South America, Éxito is actively committed to guaranteeing and supporting respect for union rights and social dialogue, with such policies as employer-paid transport and housing costs, protection of unionised employees, a confidential whistleblowing system and training for union representatives.

3.5.1.3.2. Measuring the employee relations climate and establishing tools to foster dialogue

Group entities conduct engagement studies with their employees.

- In France, Monoprix carried out an engagement survey in 2022, with a participation rate of 78% and a quality of life at work indicator of 71%. The survey findings were also used to identify priority measures to be taken. Monoprix and the Casino banners were recognised as Top Employers by the Top Employers Institute in 2022, attesting to the quality of the company's human resources policy and the excellence of its HR practices, particularly the quality of its practices in terms of employee engagement, skills development, employee well-being and digitisation as a means of revisiting traditional HR practices. Lastly, Cdiscount was certified as a Great Place to Work in October 2021, with a participation rate of 79%. In the survey behind this certification, employees expressed satisfaction with their working environment, with the effectiveness of the integration process, with the diversity and inclusion policies, and with the skills development opportunities.
- GPA was certified as a Great Place to Work for the second year running in 2022. In 2022, a number of collective bargaining agreements with trade unions were signed on wages and store openings on public holidays. To strengthen employees' sense of belonging with the company, Assaí, which also holds Great Place to Work certification, has implemented various initiatives focused on onboarding new hires and building team loyalty through special events. Éxito is rolling out a programme designed to measure and monitor the climate in the workplace. The survey carried out in 2022 revealed an engagement score of 90%, up from 80% in 2016.

3.5.1.3.3. Incentivising compensation to drive individual, collective and CSR performance

The principles of Group executive compensation are presented in Chapter 6.

The Group's compensation policy takes into account each employee's:

a. skills;

b. level of responsibility; and

c. experience.

The Group complies with legal minimum wage obligations, and is committed to offering fair and competitive compensation in line with market practices observed for each job and tailored to the specific local characteristics of each host country. Surveys are carried out regularly in France and other host countries to assess the competitiveness of the Group's compensation compared with its peers. These surveys mainly concern management positions and jobs that are difficult to fill.

To encourage individual and collective performance, most managers, supervisors and employees are eligible for variable compensation (bonuses) based on the fulfilment of quantitative and/or qualitative objectives.

Management bonuses are determined on the basis of:

a. Group financial objectives;

b. Group quantitative non-financial (CSR) objectives (see below);

c. individual quantitative and qualitative objectives; and

d. an assessment of Managerial Attitudes and Behaviours (MAB) for the population based in France, aimed at strengthening a management culture that upholds Group values. The MAB score accounts for 20 to 25% of the variable compensation.

■ **Group quantitative non-financial (CSR) objectives**

The Group's CSR commitment is an integral factor in the assessment and variable compensation systems in place for all of its management teams, in France and internationally.

- Thus, 15% of the target amount of the variable compensation of Casino Group's Chairman and CEO is based on three CSR criteria, each determining 5%: the average scores given to Casino, Guichard-Perrachon by the rating agencies FTSE Russell, Moody's ESG Solutions and S&P CSA (DJSI); Group-wide Scope 1 and Scope 2 greenhouse gas emissions; and the proportion of women in management at Group level. The proportionate variable compensation fluctuates on a straight-line basis between these minimum, target and over-performance thresholds, with any over-performance enabling the award of 150% of the target variable compensation.
- 10% of executive variable compensation in France (excluding Monoprix) is assessed based on a quantifiable Group CSR objective, consisting of the following metrics:
  - the "percentage of women managers in the Group" to measure gender equality;
  - the "Group's Scope 1 and 2 GHG emissions" to cover the environmental policy.

  The members of Casino Group's Executive Committee, excluding the Chairman and Chief Executive Officer, for whom the quantifiable CSR criterion is described above, are also covered by this system.

  This decision reaffirms Casino Group's tangible commitment to making CSR central to its business and social model.
- In Brazil and Colombia, a portion of executives' variable compensation is similarly subject to the achievement of quantitative CSR targets measured with both environmental and social responsibility indicators. In Colombia, for instance, Éxito has three CSR objectives, including one based on the reduction of its carbon footprint. In Brazil, since 2017, GPA has been apportioning this variable compensation component by means of a sustainability and diversity index. The 2022 index covered the reduction in Scope 1 and 2 CO_2 emissions and the percentage of women in management positions.

3.5.1.3.4. Providing benefits to employees and their families

Casino Group proposes employee benefits, which may include medical cover, death and disability insurance and other benefits compliant with the legislation and practices of each country, which top up the compulsory plans. This coverage is partially financed by the employer.

- In France, discretionary and statutory profit-sharing agreements and savings schemes are also in place, in particular for Casino, Monoprix and Cdiscount employees. Most employees of the companies concerned also get discounts on their in-store or Cdiscount.com purchases, as well as financial assistance for housing and recreation, notably thanks to the subsidies paid by these companies to their Social and Economic Committees (formerly works councils).
- Internationally, Éxito employees have access to the "Presente" fund, whose benefits include medical cover, an insurance programme and access to holiday parks at preferential rates.

3.5.1.3.5. Offering employee savings schemes

■ **Statutory profit sharing**

In France, the initial statutory profit-sharing agreement signed by Casino in 1969 has been frequently updated, while similar agreements are in place at Monoprix, Franprix and Cdiscount.

■ **Incentive**

The Group's first discretionary profit-sharing plan was signed in 1986 in France for employees of the Casino banner. The agreement signed on 29 March 2019 provides for a "solidarity" profit-share for stores that enables the employees of these sites to benefit from the performance of their entire business segment, in addition to the profit-share based on the performance of each site. The agreement also defines a new criterion for support function employees, which takes their contribution to operating performance into account. Other Group companies (including Monoprix, Cdiscount, and certain Franprix entities) have also set up discretionary profit-sharing schemes for their employees.

In this way, some 62,000 employees in France are covered by a statutory and/or discretionary profit-sharing plan, which led to the payment of a total €21.1 million in respect of 2021 (€11.5 million in statutory profit-shares and €9.6 million in discretionary profit-shares).

■ **Savings plan**

In France, Group employees are offered the opportunity to invest in a savings plan in a number of ways, including the payment of their profit-shares into the plan, voluntary monthly or occasional payments, or the transfer of paid leave from their time savings account. Certain Group companies contribute to these savings by matching the investments made by their employees under various terms and conditions.

At 31 December 2022, around 83,600 current and former Group employees in France were invested in a PEE/PEG and/or PER COL individual and/or collective employee savings plan, representing total assets of €153.5 million or approximately €1,835 per investor. In 2022, the Group's French companies paid around €1.6 million in matching contributions into employee savings plans.

3.5.1.3.6. Ensuring a living wage

The Group and its subsidiaries regularly conduct surveys on compensation in their main host countries in order to ensure that their compensation policies are attractive, in line with local practices and changes in purchasing power. The Group ensures that compensation paid to its employees is at least equal to the legal minimum wage and offers compensation conditions which are generally supplemented by incentive schemes, social security and additional employee benefits.

In 2020 and 2021, the Casino Group CSR and Engagement department conducted internal reviews to analyse employee compensation levels at its subsidiaries in France and South America, with regard to the living wage determined by the WageIndicator Foundation. This foundation calculates and publishes living wages by country, based on the cost-of-living methodology developed in 2017 by Richard and Martha Anker for the Global Living Wage Coalition. The review compared the minimum wage paid to a single employee by Group subsidiaries in France and South America with the benchmark living wage determined by this index for the countries concerned. The results of this review, as submitted to the Governance and CSR Committee in December 2021, showed that, taking into account the various benefits, profit-sharing plans and social security contributions paid in addition to the legal minimum wage, GPA, Éxito and all of the Group's French subsidiaries provided compensation above the living wage determined by the WageIndicator Foundation for their respective countries.

Regarding its suppliers, service providers and franchisees, Casino Group states in its Supplier Ethics Charter that it "treat[s] the minimum legal wage not as an end in itself [...], the ultimate goal being to increase this remuneration above the minimum required to cover employees' basic needs". In response, policies have been rolled out to monitor working conditions, and in particular the compensation of employees, in production plants that manufacture private-label products. This involves conducting social audits in accordance with Initiative for Compliance and Sustainability (ICS) standards. In 2023, the ICS social audit reports will indicate the local living wage, in order to compare it with the minimum wage paid by the audited plant and thereby raise supplier awareness of the improvement process. Casino Group also supports the French Sustainable Cocoa Initiative undertaken by the French chocolate manufacturers association and implemented as part of France's National Strategy against Imported Deforestation (SNDI). One of the initiative's three objectives is to improve the income of cocoa farmers and their families to enable them to achieve a decent living (in the sense of the "Living Income Community of Practice") by 2030, in collaboration with producer countries. Lastly, Casino Group offers customers a wide range of private-label products certified in accordance with standards that address the issue of a living wage for raw materials producers, such as FairTrade/Max Haavelar, Rainforest Alliance/UTZ and FSC.

3.5.1.3.7. Fostering health, safety and well-being at work

Commitment

The Group is actively engaged in improving the safety and physical and mental health of its employees.

The related policies are being applied by each subsidiary's human resources department with the support of:

- management, which is responsible for implementing occupational risk prevention plans and taking the necessary steps to eradicate situations at risk;
- employees, who are made aware of the issues so that they can be actors in their own safety and play a role in improving their working conditions;
- external personnel, who are required to comply with safety rules in the Group's stores.

Action plans

In France, the workplace health, safety and well-being process is governed by multi-year agreements and action plans negotiated with employee representatives, which all provide for the implementation of initiatives and the tracking of outcomes and indicators. A collaborative project with the Health, Safety and Quality of Worklife Correspondents network defined the new set of core health, safety and quality of worklife commitments in the divisions and subsidiaries.

The Group's process is based on three principles:

(i) Rolling out preventive measures to improve on-site safety and mitigate occupational risks

To improve its health and safety performance, the Group deployed an occupational risk prevention process several years ago. This process was defined in France with the trade unions and governed by agreements specifying the objectives, methods and expected outcomes concerning the prevention of psychosocial risks, workplace health and safety, and the prevention of difficult working conditions. Occupational risk assessment campaigns are conducted annually in every Group unit, with a focus on the prevention of musculoskeletal disorders and psychosocial risks. To prevent occupational risks, many training courses are offered on matters such as proper posture and movements, safety rules, fire prevention and road safety.

In South America, Éxito continued its programme to identify and control occupational risks, and GPA continued its PPRA (Environmental Risk Prevention Programme) and PCMSO (Medical Control and Occupational Health Programme) prevention programmes to assess potential environmental, medical, and accident risks, and adopt prevention plans. Over the last ten years, GPA has also carried out in-store awareness-raising campaigns during Workplace Safety Awareness Week, and also performs studies on workstation ergonomics every other year. Training courses on workplace health and safety are held in stores.

(ii) Improving the quality of life at work and the well-being of employees

To improve the quality of worklife and employee well-being, action programmes have been rolled out in every Group unit, in particular to:

Increase motivation, reduce workplace stress and support employees in difficulty

In a demanding business environment and constantly changing world, Casino Group has chosen to invest in developing motivation, to enhance employee well-being and drive corporate performance, by encouraging the caring exercise of managerial responsibilities.

In France, the Human Resources department initiated an outreach and training programme on caring management practices in 2014, with the support of the Executive Committee and the assistance of a doctor specialising in workplace well-being. The programme is designed to increase employee motivation by reducing workplace stress. These initiatives helped to raise the awareness of more than 7,688 managers (including members of the Group Executive Committee, unit management committees, etc.) through presentations by external consultants (over 160 conferences organised to date) and the rollout of an e-learning platform where any manager can extend the learning experience and access practical, useful content (videos, quizzes, etc.). A network of 969 “caretakers” has been deployed to identify employees who may be in difficulty, befriend them and steer them in the right direction, to the occupational health physician, for example, or to managers, the HR department, or a support and assistance platform. The caretakers receive dedicated training to assist them in their duties. To ensure the system’s genuine appropriation, a caretakers charter was drawn up and circulated in 2020, along with a new e-learning training module. The eight levers of caring management have been integrated into the managerial training curricula and the new hires induction programme. By June 2022, the Caring Management Practices module included in the Trade and Retail masters’ programme at Jean Monnet University in Saint-Étienne had been attended by 80 employees in all, with 77 completing it over the seven years the course had been running. The eighth year of the course (2022-2023), starting in September 2022, is being attended by 19 people.

To combat and prevent the antisocial behaviour that may be experienced in the workplace, employees are offered training and in-store sensitivity campaigns are conducted to raise customer awareness. In addition, services are available at the French banners to provide psychological support to any employees concerned by potentially traumatic incidents.

To provide the best possible support to employees facing personal or professional difficulties, in 2019 Casino Group set up the “My online social advisor” system, which is accessible via a single call number. Several services are available depending on the difficulties experienced: social support, legal assistance, medical help and psychological support.

To extend the Group’s commitment to combating violence against women, in 2021 an action plan was prepared for employees who are victims of domestic violence. Sites have been issued an internal handbook including testimonials and best practices for supporting employees in such situations.

Adjusting working conditions and fostering an appropriate work-life balance

To support a more satisfying balance between work and private life, an important vector of employee well-being, a number of initiatives have been deployed across the Group:

- Adjustments to working hours (part-time options, family caregiver leave, see section 3.5.1). To improve work-life balance, for example, GPA has rolled out two flextime programmes since 2018 that define the rules and procedures applicable to employees, particularly when a child is born.
- Working from home: agreements have been signed with unions in France regarding telecommuting. For example, for Casino, managers and employees benefit from support adapted to the changes in professional practices, in particular through the provision of dedicated e-learning training. People with disabilities can have their workstation adapted to their needs, to make it the same as the one they have in the office. Telecommuting employees receive a flat rate allowance to cover the costs of working from home. At Cdiscount, new work-from-home agreements were signed in early 2022, opening possibilities for a third day of remote work upon approval by the employee’s manager.
- The right to disconnect: the Group is raising employee and manager awareness by reminding them of best practices for using email and organising meetings.
- Personal life: the Group recognises and encourages its employees in France to get involved in volunteer activities. In particular, Casino drew up a handbook outlining the procedures for implementing volunteer projects and informed employees about the possibilities for training and for certifying the skills acquired during their volunteer work.

Éxito is continuing its *tiempo para ti* (time for you) employee programme, which is designed to facilitate a healthy work-life balance with flexible hours and days off for personal or family activities or for graduations. More than 19,400 days were used in 2022 to support Éxito employees.

(iii) Conducting awareness and screening campaigns on major public health issues

The Group organises information and prevention days and other initiatives to raise employee awareness about major public health issues.

Over the past few years, Casino has held health risk prevention days that offer head office, store and warehouse employees an opportunity to meet with healthcare professionals (occupational health physicians, nurses, nutritionists, and health and well-being specialists, etc.) and to participate in dedicated workshops (smoking prevention, nutrition, cardiac rehabilitation, hearing and sight screenings, workplace ergonomics to prevent musculoskeletal disorders, etc.). Furthermore, in 2017, the Group joined with France's National Cancer Institute to sign the Charter of 11 "Cancer and Work" Commitments, reaffirming its pledge to effectively improve support for employees who have developed cancer, by maintaining their employment and preparing for their return after remission. An e-learning course on "providing support for people experiencing health-related vulnerability" has been developed. In recent years, information and prevention initiatives have been carried out in partnership with the *Ligue Contre le Cancer* association.

Internationally, Éxito also conducts anti-cancer and cardiovascular health awareness campaigns among its employees. In Brazil, GPA runs the *Vida Sana* programme to promote a more balanced lifestyle for employees, along with conferences on well-being and physical and mental health. It also offers psychosocial assistance through a hotline accessible to all employees.

In France and other host countries, the banners are helping to support their employees' physical and psychological health and well-being by facilitating sports activities through an offer of specially negotiated fitness club fees. Under a partnership with Class Pass, Franprix offers its employees sport or wellness/beauty sessions in centres of their choice (near their office, home, holiday destination, etc.). GPA encourages physical activity as a factor in employee well-being thanks to an agreement with the Gympass application.

Performance

The Group measures the performance of its health, safety and well-being at work policies by monitoring indicators showing the frequency and severity rates of work-related accidents and the absenteeism rate attributable to work-related accidents and occupational diseases.

The frequency rate stood at 11.6 in 2022, down by 1.1 compared to 2021.

The severity rate also declined in 2022 compared to 2021, down by 0.05 to reach 0.54.

The absenteeism rate due to accidents and illness was 5.0% in 2022, a slight increase of 0.2 points compared to 2021.

See Group performance indicators in section 3.6.

3.5.1.3.8. Managing talent and supporting career development

Since the beginning, Casino has been committed to providing career growth opportunities for its employees, who are the driving force behind its operating performance. The diversity of the Group's job families, its global footprint and its multi-format retailing model offer employees a myriad of opportunities for mobility and professional growth. Internal mobility is a priority for the Group, and one of the keystones of its human resources policy. Casino, for example, is committed to filling 50% of management positions by promoting from within.

The mobility policy has two major objectives:

- facilitate employee career development within the Group to develop and retain talent;
- ensure that the Group has adequate resources to meet its current and future needs. To this end, the Group is increasing the number of opportunities for employees to transfer to jobs seen as harder to fill.

Several systems are in place within the Group:

- performance appraisals and professional interviews;
- career and mobility committees tasked with identifying needs and facilitating internal mobility.

  After an initial agreement in 2018 on anticipating and supporting changes and transformations within Casino Group, a second agreement was signed in May 2022. This agreement further strengthens the Group's commitment on developing and facilitating internal and external mobility, through the dedicated ***C'ma Carrière*** service, open to employees of all the French banners;
- the "C'ma Carrière" team, dedicated to mobility within the Group;
- succession plans and, in France, the career development, employability and skills agreement, which facilitates the implementation of individualised training paths;

- high-potential talent programmes are developed at Group level. For young talents, three support programmes are offered in the first two years of employment. The "Talent Pool" offers six programmes for employees with three to ten years of experience, identified on the basis of individual reviews and/or by the Development Committee/Career Committees. These programmes are all focused on helping participants to build their career plans and measure their potential, while providing carefully crafted support to enhance their performance.

3.5.1.3.9. Developing employability with training

Training is one of the key pillars of employee growth and sustained employability.

In line with Group targets, each subsidiary's human resources department offers skills development plans to support growth and career development and to guarantee the smooth integration of new hires. These plans are carefully aligned with changing jobs and skills requirements, with employee expectations, as expressed in their annual performance reviews, and with changes in the organisation and in legal and regulatory obligations.

In every unit, training focuses on four main subjects:

- health, safety and quality rules and practices, in compliance with the Group's occupational health and safety policies and applicable legislation;
- technical training in the Group's jobs, which plays a key role in successfully deploying the Group's strategy of enhancing professionalism at all food counters and in digital developments, new technologies and support functions (HR, property, marketing finance, CSR, legal, etc.);
- training in customer-facing services, a strategic focus for the Group, with the certification of more than 1,500 cashiers in their new role as customer advisors;
- training in management, leadership and the new management practices needed to support successful transformations.

Training in the Group is delivered by dedicated teams:

- in France, with "Campus Casino" and Monoprix's "Cézanne" training centre; Cdiscount also offers a training catalogue, with courses on business tools, management, personal development, communication, product culture, agility, CSR commitments, etc.;
- in South America, "Assaí University" in Brazil offers classes taught by retail industry professionals in five key areas – cash & carry, leadership, trading, operations and development. In 2021, Éxito redesigned its employee training catalogue and is now using virtual platforms delivering specialised content and more than 500 certified courses. In 2022, Éxito offered 140 additional training programmes on subjects such as time management, emotional management, negotiation, communication, digital tools and innovation. More than 14,000 training sessions were run in all. GPA's online learning platform "GPA Retail University" is open to all its employees and offers over 5,000 courses.

The French banners are:

- expanding the number of trade certification programmes for employees taking up new professions, such as cashiers, and certificates in customer service for floor staff, sales management, and team leadership for supply flow teams. Professional qualifications and certifications are offered to warehouse team leaders. For managers, there are two qualification options available: a Master's programme in Retailing and Distribution offered since 2017 in partnership with Jean Monnet University; and "Corporate Executive Casino", a programme offered since 2020 in partnership with Audencia Business School that provides a Master's-level degree;
- stepping up schemes for unskilled employees like the CléA certificate attesting to proficiency in basic knowledge and vocational skills, which is aimed at people with a lack of trade certifications. Since 2018, more than 220 Group employees have earned CléA certification;
- supporting employees in validating their acquired experience under France's VAE programme, which allows them to earn a diploma based on their job experience. Since 2017, 77 managers have obtained a Master's degree in Retailing and Distribution through a combination of training and validated job experience;
- supporting employees in preparing their government-managed Personal Training Account, which enables them to earn certification.

Performance

Each employee received an average of more than 40 hours of training in 2022. This increase of more than 17 hours with respect to 2021 is explained chiefly by the fact that Assaí ran twice as many training courses in 2022, for employees in the new stores opened during the year.

See Group performance indicators in section 3.6.

3.5.2. CASINO GROUP, A LOCAL CORPORATE CITIZEN

As a local retailer with strong roots in city centre, suburban and rural communities, Casino Group contributes to local economic development, community outreach and support, social cohesion and the fight against poverty and exclusion. It encourages its banners to get more involved in community support partnerships with food banks and other leading non-profit associations, to develop local in-store community initiatives and to support the actions of its foundations. The Group is dedicated to meeting the diverse needs of associations present in its host communities.

Through its four foundations and outreach partnerships, the Group is engaged in four main types of programme: food aid for the most vulnerable, support for children in difficulty, initiatives to break down the barriers to entry into the job market for underprivileged youth and the fight against social exclusion in all its forms.

3.5.2.1. Supporting food aid

Many people in the Group's host countries live below the poverty line and rely on food aid for sustenance. The Group actively supports food bank associations in these countries, and contributes to them by (i) organising daily in-store recovery of produce and still edible products nearing their sell-by date and (ii) participating in national collection drives.

In 2022, the equivalent of more than 77 million meals (more than 38,500 tonnes of produce) was donated to food banks or similar social welfare organisations under the Group's collection and recovery initiatives:

- 7,800 tonnes collected from customers, largely during the nation-wide collection campaign;
- 30,700 tonnes donated by the Group's stores and warehouses.

In France, the Group is helping the most deprived members of society by encouraging its stores and customers to support the French food bank network (FFBA). It first partnered with FFBA in 2009, and renewed its association for a further three years in 2022. Under this agreement, through its banners, the Group acts by donating products with a short best-before date and takes part in the nationwide food bank collection day at the end of November each year, with the participation of volunteers. These donations go not only to local food banks, but also to a number of French charitable associations, such as the French Red Cross, *Secours Populaire* and *Restos du Cœur*.

The banners in South America have taken up a similar approach and are continuing to donate to partner institutions. For example, Assaí established a partnership with the *Ação da Cidadania* (Citizenship Action) organisation to distribute meals through solidarity and community kitchens. GPA partners with Connecting Food, a company that facilitates the donation of fruit and vegetables from stores to organisations seeking these commodities. Éxito supports 23 local food banks and close to 200 organisations.

3.5.2.2. Supporting children in need

In France, Brazil and Colombia, Casino Group is committed to helping children through a variety of programmes deployed by its four foundations to provide educational opportunities and combat child malnutrition.

3.5.2.2.1. Education through theatre and music

In 2020, the Casino Foundation celebrated the "10 years of education through theatre" that have enabled over 22,000 children to gain access to oral expression and culture, and to discover others and their own talents through acting.

It has developed two major programmes:

- *Artistes à l'École*, established in partnership with France's Ministry of National Education and the Odéon-Théâtre de l'Europe and giving around 1,000 children the opportunity to attend an ambitious two-year theatrical education course covering an introduction to theatre and the theatrical professions, drama and playwriting workshops and stage productions. Projects are selected by an artistic committee comprising members of the Foundation's Board of Directors, as well as artistic and educational experts. The Foundation supports and funds initiatives covering around 12 theatre projects in schools, and gives the winning troupe the chance to present their show on the Odéon stage at the end of the two years. For 2021-2023, the Foundation has selected 16 projects, benefiting over 1,000 students.
- *Tous en scène* (Everyone on Stage), involving Group volunteer employees: *Tous en scène avec nos enseignes* is an annual national outreach programme run by the Casino Foundation with support from the Group's Casino, Franprix and Cdiscount banners. The 2022 event raised nearly €60,000 for two of the Foundation's partner organisations, *Apprentis d'Auteuil* and *L'Envol*. This sum will be used to develop theatre activities for the young people addressed by these organisations.

The Foundation also provides funding for innovative initiatives outside the school curriculum, run by non-profit or cultural organisations using theatre as a means of social integration and access to culture during school holidays. Since 2020, the Foundation has been supporting two non-profit organisations practising theatre as a teaching medium: *La Source* (La Guéroulde branch) and *Ateliers Amasco* (Rhône-Alpes branch). In 2022, the Foundation extended its support to the Mom'artre association (Argenteuil and Bordeaux branches) and to seven accredited stages and four theatre companies. It invested more than €170,000 in these innovative projects in 2022.

3.5.2.2.2. Fighting childhood malnutrition

The Éxito Foundation in Colombia has developed nationwide recognition for its expertise in fighting child malnutrition. It takes action through its *Cero desnutrición* programme, which aims to ensure that no Colombian child under five suffers from malnutrition by 2030. Through its numerous partnerships formed with major Colombian public authorities, *Fundación Éxito* provides financial support to ensure healthy, balanced diets for children and pregnant women from disadvantaged backgrounds, while raising awareness about better nutrition. In 2022, more than €4 million was invested in programmes reaching more than 60,000 children. It organises a growing number of initiatives aimed at raising awareness about childhood malnutrition. For example, Éxito furthers the endeavour of eliminating chronic malnutrition in Colombia, and has launched the #Lactatón initiative to promote breastfeeding.

3.5.2.3. Supporting organisations that fight against social exclusion in all its forms

Casino Group engages in a wide range of local initiatives to support people suffering from exclusion. The Group addresses these highly diverse community needs not only through its foundations, but also through the actions undertaken by its banners.

In 2011 in France, Casino Group initiated a partnership with microDon, a social economy enterprise, to launch and roll out the "Arrondi en caisse" programme at Franprix stores and then at Monoprix and Naturalia stores. Since 2014, more than €5 million has been collected for organisations including Institut Curie, Gustave Roussy and *Toutes à l'École*.

To mark its tenth year of initiatives, in 2019, the Monoprix Foundation decided to refocus its programmes on eliminating isolation in society, particularly for homeless people. The foundation continues the work it began in 2009 with its partners, and in 2022, funded 30 projects aimed at combating isolation in cities and providing access to basic necessities, raising a total of nearly €340,000.

Cdiscount continues to partner with *Un Rien C'est Tout* to reaffirm its support for community life through practical social cohesion projects. The e-retailer's customers can make donations starting at one euro with just one click when paying for their shopping basket, for various associations and four main causes: the right to dignity, childhood and education, health and the environment. Eight projects were funded in 2022. Cdiscount is also committed to fighting digital exclusion, through support for the *Quartiers Numériques* programme run by *Bordeaux Mécènes Solidaires*. This programme addresses people experiencing difficulty in their everyday lives as a result of lack of training in the use of digital technologies. For example, people in this situation might be taught how to use a computer for carrying out administrative procedures, looking for a job, or communicating with friends and family. Cdiscount is also a partner in the major citizen cause launched by Make.org to fight against gender inequality. Following a wide-scale consultation with the public (with more than 250,000 participants) in 2022, from 2023 the banner will be supporting specific projects in response to French people's proposals.

Franprix has entered into a partnership with *Emmaüs Défi* to help people in extremely precarious situations to find a sustainable way out. Since the end of 2018, some 40 employees have been given permanent contracts at Franprix stores, helping them to escape exclusion for the long term. Through its *Arrondi Solidaire* checkout donation programme, Franprix also supports a number of organisations working to combat social exclusion (local branches of *Secours Populaire Français*, the *Apprentis d'Auteuil* Foundation and *La Cloche*), donating more than €780,000 in 2022.

Casino Group and its banners are supporting the Gustave Roussy institute and its teams in the fight against childhood cancer. In 2021 and 2022, a number of donation campaigns were organised in the Group's stores in France to help accelerate paediatric cancer research.

3.5.2.4. Helping young people enter the workforce

The Group has deployed a number of programmes to support local community associations that are helping young people from underprivileged backgrounds to enter the world of work. It continued its partnerships during the year with the Civic Service Agency, the Civic Engagement Institute and the Business Network for Equal Opportunity in Education.

The Group has also been working alongside public authorities since 1993 to help young people enter employment, and supports the inclusion policy of the French Ministry for Urban Development, the Ministry for Gender Equality, Diversity and Equal Opportunity and the Ministry of Labour.

To support the professional integration of young people, Casino Group:

- has been heavily involved with community service since 2011, when it signed the Charter for the Promotion of Community Service in Business, under which companies commit to recognising experience gained during service and to promote the system among their recruitment teams. Created in 2010, the French government's Civic Service programme enables young people aged 16 to 25 to volunteer for public interest projects for periods ranging from six to twelve months in one of the nine priority areas recognised by the government. Within this framework, the various Group entities take part in events to promote the skills acquired during Civic Service;
- supports associations that help young people enter the workforce and gain experience in the professional world. Monoprix works closely with Second Chance Schools, *Unis-Cité*, local initiatives, and Épide (an organisation helping young people enter the job market) to offer coaching, internships for school-leavers who lack basic skills and paper qualifications, recruitment sessions, CV-writing workshops, tours of stores and other opportunities. Franprix continues to engage in its initiatives to help disadvantaged young people to enter the workforce. The banner organised practical internships for the reintegration of young people in difficulty, coupled with soft skills training. Several initiatives have been developed to reach "young dropouts", including store visits, information workshops, internships and hirings in partnership with various drop-out support organisations;
- partnered with the City of Paris, in 2016, as part of the Local Employment Development Charter and supports the "1,000 Sponsors for 1,000 Jobs" programme. It has continued its mobilisation and has been committed since 2018 to the PAQTE (Pact with the neighbourhoods for all companies). On 30 June 2022, it renewed the employment agreement with the City of Paris for an additional three years. Casino Group also collaborated with the City of Paris on the 2021 opening of a site where young Parisians can meet and talk to professionals providing guidance and specific solutions on matters such as access to employment, healthcare, food, rights, culture, sport and leisure.

In South America, GPA is working through Instituto GPA to continue its training initiatives among disadvantaged young people and, in partnership with the government of Rio de Janeiro, also supports the NATA professional training centre where around 300 students from low-income families trained for jobs in the baking, pastry and dairy sectors. The institute also finances the education of high-potential young people, in renowned high schools in Brazil. In 2022, 41 students were sponsored through its *Prosperar* programme. In Colombia, Éxito is reaching out to young professionals by participating in job fairs to recruit students for part-time jobs. The subsidiary has also partnered with universities and formed an alliance with the Colombian Family Well-Being Institute to assist young people at risk as they enter the job market. More than 910 jobs were also created in the Valle del Cauca region, with the opening of five stores.

3.5.2.5. Encouraging the civic engagement of employees

The Group encourages employees to make a difference in the civic life of their communities, considering that this type of engagement fosters personal and professional growth.

After an internal engagement survey confirmed that employees were interested in volunteering with charitable associations, the Casino Foundation implemented the "Citizen Engagement" skills-sharing volunteer programme. Today, the scheme is supported by a dedicated online catalogue of volunteer opportunities to work with associations partnering with Casino Group or its Foundation. More than 150 employees have completed volunteer work through this online platform since it was launched in 2017. The scheme also includes a "Citizen Engagement Handbook" for employees. Lastly, the Casino Foundation joined with the Institut de l'Engagement to create the Citizen Engagement Award, which honours employees who have volunteered to work with an association.

The Foundation grants financial support and presents the "Foundation's Choice" award to local associations involved in using theatre to educate children and teenagers, which is both the cause it supports and a volunteer activity for many engaged employees. It also encourages meetings between employees and the young people who are participating in its initiatives, in particular during performances by young people or school-company workshops.

In another form of engagement, in December 2017, Casino Group signed an agreement with the French Ministry of the Armed Forces to support the nation's military reserve policy. In line with its citizens' commitments, the Group's objective is to facilitate the exercise of reserve periods by salaried operational reservists. Reservists among the Group's operational employees can now benefit from a more favourable and more protective contractual regime than the previous system, which it is hoped will encourage more volunteering. Lastly, to make this system an innovative, collective, shared commitment, the Group has established an "operational reserve leave fund" based on the donation of leave days by supportive non-reservist employees, with matching contributions from the employer. This enables the fund to finance the additional days of leave granted to reservist employees. Actions have also been taken to facilitate employees' engagement as volunteer fire fighters, such as granting them three days' paid leave for training.

3.5.3. CASINO GROUP, A RESPONSIBLE RETAILER

Food and nutrition are leading public health issues and major concerns in today's society. In response, Casino Group is pursuing a product policy combining safety, flavour, healthfulness, nutritional balance, environmental stewardship and sensitivity to production conditions. The Group's corporate by-line, "nourish a world of diversity", expresses this commitment to offering everyone affordable, top-quality products so that its customers can shop more responsibly. More broadly, the Group is committed to supporting citizens in their daily lives by marketing food products, non-food products and services conducive to more responsible consumption.

The Group is driving progress towards these goals by improving its own private-label brands, encouraging national brands to align their practices with its CSR continuous improvement process, keeping consumers better informed about products and responsible shopping, and supporting its suppliers and marketplace merchants for Cdiscount.

The Group is committed to improving the social and environmental conditions of its supply chain. It has also undertaken to (i) strengthen the social compliance initiative and audit plans for private-label production plants located in countries at risk; (ii) encourage suppliers and marketplace merchants, as well as SMEs to deploy CSR programmes; and (iii) support local production chains.

3.5.3.1. Ensuring product quality, safety and compliance

Product quality, safety and compliance are top priorities for the Group, across every private-label product range. From product specifications to store operations, an end-to-end system ensures that the Group sells safe, healthy products of the highest quality.

The quality management system deployed within the Group is based on:

- a dedicated organisation and the expertise of teams:
  - the France Group Quality department shares best practices and procedures with the French subsidiary Quality departments in such areas as product quality and safety policies, traceability, supplier audits, crisis management, and product withdrawal and recall,
  - the international subsidiary Quality departments guarantee the quality standards applied to the private-label products and ensure that every product sold is safe for the consumer;
- International Featured Standards (IFS) and the work of the Global Food Safety Initiative (GFSI) for the French subsidiaries: Casino Group is a member of the Consumer Goods Forum's GFSI and is on the board of directors of the IFS. The GFSI is a global benchmark for product safety standards throughout the supply chain;
- regular audits of the Group's production sites, with particular emphasis on health and safety risk management. In France, audits are carried out in compliance with the Hazard Analysis Critical Control Point (HACCP) principles. Supplier facilities that have not been IFS-certified are regularly inspected to ensure that they comply both with applicable legislation and with Casino Group's specific standards. The Group aims to have all rank 1 suppliers involved in the production of private-label products audited, either to an international standard (IFS) or, where applicable, to the Group's own internal standard. In Colombia, checks are carried out regularly;
- warehouse inspections and audits throughout the Group to verify goods and the implementation of best practice procedures. All Casino banner warehouses in France are now "IFS Logistics" certified;
- in-store inspections and audits throughout the Group. Integrated hypermarkets and supermarkets under the Casino, Monoprix and Franprix banners in France, which are inspected once or twice a year in accordance with the Food Store Quality Standard. In Brazil, stores undergo internal quality audits. At Assaí, weekly reports are conducted by outside technicians and quality control assistants. In Colombia, three annual audits are carried out in each outlet;
- specifications shared with suppliers: demanding specifications are established for each private-label product. These specifications ensure that the supplier delivers a product that complies both with applicable legislation and the quality level expected by the banners in terms of ingredients, packaging, taste and the origin and traceability of the raw materials. These specifications, which are contractually binding on both the Group and the supplier, consist of descriptive technical data, compliance statements and analysis reports. They provide a clear, shared definition of the product upstream of its marketing;
- collaborative management tools shared with food manufacturers to convert specifications and effective product tracking to electronic format;
- procedures and tools for traceability, withdrawal, recall and crisis management, for all Group business units;

- product quality controls conducted throughout the year:
  - in-store product control plans: in France, virtually all private-label products are analysed at least once a year by an independent laboratory. As part of this process, the Quality departments of French subsidiaries, impelled in particular by the Group Quality department, conduct microbiology and physiochemical tests to manage health risks and comply with both regulations and banner specifications,
  - monitoring sensory quality in France using sensory analyses conducted with consumers. Operations in France have their own sensory evaluation laboratories,
  - grading of fresh fruit, vegetables, butcher meats and seafood in Casino, Monoprix and Franprix warehouses and internationally,
  - each breach of compliance detected undergoes a risk analysis and is addressed with an action plan whenever necessary, in France as well as internationally;
- a set of core commitments for the Group's private-label products in France defining ingredients, additives and controversial substances to be avoided, reduced or eliminated, along with commitments to sustainable raw materials sourcing; Éxito has implemented similar commitments;
- customer complaints for the entire Group, which are monitored by subsidiary heads of Quality, who work closely with the manufacturers as part of a continuous improvement process;
- a regulatory monitoring system, which includes participation in various working groups of the French *Fédération du Commerce et de la Distribution*. In addition, risk foresight is coordinated by a risk management committee, led by the Group Quality department with the support of a third party expert. Every two years, emerging risks, alternating between food and non-food products, which have been identified in scientific and media reviews and based on the expectations of civil society are mapped out. The Latin American subsidiaries also monitor regulations.

With the tensions arising in certain supply chains as a result of the war in Ukraine and the current period of high inflation in raw materials, a number of changes are required (sourcing, types of livestock farming, etc.) to secure production and supply. Temporary changes to the specifications of our private-label products have been made and are monitored by the Group Quality department with a view to a return to normal as soon as possible.

The subsidiaries have also deployed their own programmes.

GPA, for example, raises the standards of the following programmes every year:

- "Quality from the Source", which is improving the quality and traceability of fruit and vegetables by inspecting production conditions early in the process (such as water use, soil management, waste management and the use of agrochemicals), product transport and storage conditions, and the use of pesticides. Depending on the supplier's risk assessment, GPA controls and tracks, as required, the proper implementation of the defined corrective action plans and, if necessary, excludes suppliers that fail to comply with programme standards. Since 2017, more than a hundred crops have been included and controlled under the programme;
- the *Programa Evolutivo de Qualidade* (PEQ) programme, which has been assisting suppliers of private-label products in terms of quality and food safety since 2013, and encourages them to obtain internationally recognised certification from an independent body through annual assessments. Over 117 suppliers are already GFSI-certified.

In Colombia, Grupo Éxito supports its suppliers in implementing food safety processes in programmes such as Food Defense and Food Fraud.

Performance

	2021	**2022**
Total product recalls during the year(*)	489	314
of which private-label product recalls during the year	118	70
% of integrated stores covered by a quality audit(*)	100%	100%
% of certified or audited private-label production facilities(**)	97%	97%
of which % of IFS- or BRC-certified sites	91%	90%
of which sites audited by the Group	6%	7%

(*) Scope: France.
(**) New indicator – Scope: production facilities of Casino and Monoprix private-label food products. Use of the International Featured Standards (IFS) or British Retail Consortium (BRC) standards.

3.5.3.2. Supporting consumer health

The Group's health and nutrition programme, initiated in 2005, capitalises on the experience and expertise it has acquired since 1901, when the first Casino private-label product was created. It has since been strengthened:

- in 2008, with the signing of a charter of voluntary nutritional progress commitments with the French Ministry of Health, under the National Health and Nutrition Plan (*Programme National Nutrition Santé* – PNSS). Applying the charter in France led to improvements in more than 2,000 recipes and the inclusion of selected nutritional criteria in private-label food product specifications;
- in 2010, with the establishment of a Health Committee that meets three times a year to analyse data, the latest scientific trends and consumer expectations in the field of health. The Committee issues recommendations on controversial ingredients such as aspartame, endocrine disruptors, bisphenols and pesticides, and supports the Group in developing special private-label product lines in France, such as poultry raised without antibiotics and frozen vegetables that are guaranteed to be free of quantified pesticide residues.

Today, the Group is assertively supporting its private labels by:

- improving the nutritional profile of its products;
- eliminating controversial substances;
- promoting more legible nutrition labelling to better inform consumers;
- developing product ranges for specific nutritional requirements, such as baby food, gluten intolerance and sugar-free products;
- promoting and expanding the organic product lines;
- developing product ranges formulated with protein alternatives to meat and dairy products, and promoting the consumption of such plant-based alternatives, for a more balanced diet;
- raising employee awareness of nutritional issues.

3.5.3.2.1. Improving the nutritional profile and ingredients of private-label products

For many years, the Group has defined strict criteria in its private-label specifications both for food products (GMO-free, limited additives, no ionised ingredients, etc.) and for household and health/beauty products (no parabens, triclosan, etc.).

Improving nutritional value

Since 2008, the Casino brand has made a considerable effort to reduce the salt, sugar and fat content in the recipes of more than 2,000 items, in accordance with PNSS recommendations, and more recently to obtain higher product Nutri-Scores. By 2022, 60% of Casino brand products had A, B or C Nutri-Scores.

Monoprix has expressed its commitments in a Sustainable Nutrition Charter, which covers nutritional standards, the banning of controversial ingredients, the traceability of raw materials, and raw materials quality standards. The banner has also committed to displaying the Nutri-Score on its private-label product packaging from the end of 2022.

Since 2020, Casino Group has been reducing the salt content in its private-label products to work towards targets to reduce salt intake set by the World Health Organisation and the National Health and Nutrition Plan. In 2021, it created the *Club R&D sel industriels* with partner manufacturers from the product categories that contribute the highest salt intake, to share best R&D reduction practices with experts. Since 2021, salt content has been optimised for more than 300 items in France.

In Latin America, GPA offers the Taeq brand of health-conscious products meeting specific criteria (organic, gluten-free, etc.). Éxito is pursuing the action plans to optimise its food products that were defined as part of the nutritional assessment conducted in 2015. In 2021, the nutritional profiles of more than 6,400 products were analysed and reviewed to comply with Food Standard Agency requirements, with a focus on continuing to enhance the healthcare product lines developed as part of the banner's *Vida Sana* programme. In Colombia, Taeq brand product packaging shows the content of sugar, sodium and saturated fatty acids.

Eliminating controversial substances

To actively contribute to the public debate on the connection between food and health and respond to stakeholder expectations, the Group has identified the controversial substances present in its private-label brands in France and undertaken to eliminate them as soon as possible. This process addresses the need to fight against cardiovascular disease, obesity and other chronic disorders, and to attenuate the risks related to endocrine disruptors, antibiotic resistance and allergens.

In France, the Group has defined a set of core commitments that apply collectively across its banners' (Casino, Monoprix, Franprix) private labels concerning additives, ingredients and other controversial substances. a total of 85 ingredients, additives or controversial substances to avoid, reduce or eliminate in the production of private-label food products. By the end of 2022, 80% of these substances (68) had been phased out or already discontinued.

Genetically modified organisms

Since 1997, the Group has guaranteed that the ingredients, additives and flavourings used in its private-label products sold in Casino, Monoprix and Franprix stores in France are entirely GMO-free. Outside France, the subsidiaries' private-label products comply with applicable legislation and labelling rules. In Brazil, for example, products are inspected, and indicate the presence of GMO ingredients in excess of 1%.

3.5.3.2.2. Informing consumers about product nutritional profiles and encouraging balanced eating habits

The Group believes in providing consumers with better information about the nutritional qualities and health impact of its products.

- In France, the Casino and Franprix brands have committed to displaying Nutri-Scores on all private-label products. This colour-coded labelling ranks products in five categories, ranging from the most nutritional (Green/A) to the least (Red/E), based on favourable nutrient and food content (fibre, protein, fruit and vegetables) and unfavourable nutrient content (calories, saturated fatty acids, sugars and sodium). Nutri-Scores were shown on more than 4,200 private-label products in 2022. Private-label food products, in compliance with local legislation, also feature nutritional labels stating their energy value and the amount of protein, carbohydrates, sugar, fats, saturated fats, dietary fibre and salt they contain. At its own initiative, Group banners display these labels on their private-label products that are not subject to regulations. Regulations also require the presence of allergens to be clearly displayed in the list of ingredients, and the origin of milk and meat. Casino also supports the Allergobox.com platform, for people with allergies or food sensitivities. Its database now includes 3,300 Casino-brand food products that consumers can look up to see if they are compatible with their dietary restrictions.
- Internationally, Éxito continued to roll out its voluntary nutritional labelling system, identifying nutrients associated with dietary risks. This labelling already covers 100% of Taeq products. In Brazil, GPA further improved its nutritional labelling system on its Taeq private-label products, indicating the levels of saturated fats, fibre, sodium and vitamins, and continues to highlight the presence of any allergens or additives in the list of ingredients. To encourage more responsible consumption habits, Pão de Açúcar continued to broadcast the "Lugar de Escuta" podcast to raise awareness of the need for healthier, more sustainable products. The banner also continues to offer trade discounts on all organic products on Wednesdays and Thursdays.

3.5.3.2.3. Offering organic products, and products guaranteed to be free of pesticide residues

The Group's banners are developing and championing innovative farming initiatives that are beneficial for the environment, farmers and consumer health. The banners offer a wide range of more than 2,500 private-label certified organic food products in France, under the Monoprix Bio, Franprix Bio and Casino Bio private labels, and through the Naturalia stores. The Taeq private label range offered by GPA and Éxito in South America includes many organic products.

In addition, the Group offers a large range of fruit and vegetables that are guaranteed to be free of pesticide residues. Launched in 2016, the Casino AgriPlus programme enables Casino stores to offer frozen and fresh fruit and vegetables guaranteed to be free of pesticide residues. This innovation stems from an engaged process of improving agroecological practices and quality, in order to address the leading concern of consumers by eliminating all traces of pesticides in food. The pesticide-free guarantee is backed by the precautions taken at each stage of the farm production cycle by Casino partners, who apply sustainable farming practices (carefully selected crop land and seeds, crop protection plan, etc.). The absence of quantified residual insecticides, fungicides, herbicides or other pesticides is verified by an accredited independent laboratory. All of the Casino brand fruit and vegetables are either organically grown or guaranteed to be free of quantified pesticide residues.

3.5.3.2.4. Offering products from animals raised without antibiotics

In order to combat the risks associated with antibiotic resistance, Casino Group has developed a range of products from animals raised without antibiotics, including chicken, pork and salmon ranges. Antibiotic resistance is a public health issue and the use of antibiotics in livestock farming is a significant concern for French consumers.

In addition, the Casino brand has been working for several years with livestock breeder associations to develop chicken and pork production chains that are raised without antibiotics across the animal lifecycle. This process is helping to combat antibiotic resistance, in line with the French Ministry for Agriculture's 2017 *Écoantibio* plan to reduce the use of antibiotics in farming by 25% over five years. All Casino private-label chickens (Casino Terre & Saveurs, Casino Bio and Casino) and Terre & Saveurs-label salmon are raised without antibiotics. The Monoprix banner also offers a range of products from animals raised without antibiotics, including salmon, sea bass, sea bream and trout in the seafood section, Monoprix and Monoprix Bio Origines chicken, duck, veal, pork and cooked ham.

In addition, all of the banners carry organic products (see section 3.5.4.6) that guarantee the use of best production practices.

3.5.3.2.5. Developing specific product ranges

In addition to requiring suppliers to comply with nutritional and health criteria for private-label products, Casino Group markets several product ranges aligned with the nutritional needs of certain consumers who require gluten-free, sugar-free, lactose-free and other special diets. Casino, for example, offers sugar-free and gluten-free products developed in association with the French Diabetes Federation (FFD) and the French Association of People Living Gluten-Free (AFDIAG). Naturalia stores also carry a line of organic, AFDIAG-certified gluten-free products, as well as enhanced assortments of salt-free and lactose-free products. Taeq, the Group's private label marketed in Colombia and Brazil, also includes products suitable for gluten-free, low-sugar or sugar-free, low-sodium, and lactose-intolerant diets.

3.5.3.3. Monitoring and improving the social and environmental impacts of the supply chain

One of the primary goals of CSR policy is to monitor and improve the social and environmental impacts of the supply chain by:

- deploying a process to assess social, human and environmental risks at suppliers and across the production chains, particularly in compliance with requirements;
- strengthening monitoring and improvement procedures for suppliers of private-label products based in countries at risk, particularly with respect to duty of care obligations;
- supporting local production chains;
- facilitating suppliers' CSR initiatives.

Commitment

Through the nine commitments in its Ethics Charter, the Group has reaffirmed its respect for the values, principles and human rights defined in:

- the Universal Declaration of Human Rights;
- the International Covenant on Civil and Political Rights;
- the International Covenant on Economic, Social and Cultural Rights;
- the eight Fundamental Conventions of the International Labour Organization (ILO) on freedom of association and the effective recognition of the right to collective bargaining (Convention 87: Freedom of Association and Protection of the Right to Organise and Convention 98: Right to Organise and Collective Bargaining); the elimination of all forms of forced or compulsory labour (Convention 29: Forced Labour and Convention 105: Abolition of Forced Labour); the effective abolition of child labour (Convention 138: Minimum Age and Convention 182: Worst Forms of Child Labour); the elimination of discrimination in respect of employment and occupation (Convention 100: Equal Remuneration and Convention 111: Discrimination).

It has also pledged to uphold:

- the 10 Principles of the United Nations Global Compact since 2009. The Group's commitments are reflected in these principles, particularly Principle 2: Businesses should make sure that they are not complicit in human rights abuses; Principle 4: Businesses should uphold the elimination of all forms of forced and compulsory labour; Principle 5: Businesses should uphold the effective abolition of child labour; Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery;
- the Women's Empowerment Principles developed by UN Women, since 2016 (Principle 2: Treat all women and men fairly at work – respect and support human rights and non-discrimination).

The Group supports the 17 UN Sustainable Development Goals, particularly SDG 5 on gender equality; SDG 8 on decent work and economic growth; and SDG 12 on responsible consumption and production.

As a founding member of the Businesses for Human Rights (EDH) association, Casino Group supports cross-industry initiatives to identify and prevent risks in the areas of human rights violations, employee health and safety and serious damage to the environment.

The Group supports and takes part in multi-stakeholder initiatives, namely:

- the Consumer Goods Forum (CGF), by supporting its resolution calling for the eradication of forced labour;
- the Initiative for Compliance and Sustainability (ICS), of which it has been a member since 2000 and whose audit protocol it uses to monitor and improve working and environmental conditions in the production facilities;
- the amfori BSCI (Business Social Compliance Initiative), of which Casino Global Sourcing, the Group's sourcing subsidiary, has been a member since 2017, to strengthen its audit plans;
- the International Accord for Health and Safety in the Textile and Garment Industry, with its subsidiary Monoprix. In September 2021, this agreement replaced the Accord on Fire and Building Safety, which the Group signed in 2013 to support the multi-stakeholder efforts to improve safety conditions in factories in Bangladesh, in alignment with local practices;
- the *Associação Brasileira do Varejo Têxtil* (ABVTex) in Brazil, which brings together mass and speciality retailers to monitor and improve production conditions in local garment factories;
- the Cerrado Manifesto Statement of Support (SoS) to protect Brazil's *Cerrado* from deforestation;

- coalitions to improve raw material supply chain transparency, such as the Palm Oil Transparency Coalition, the Soy Transparency Coalition, the Retailer Cocoa Collaboration and the Consumer Goods Forum's working group on cattle farming.

These commitments are promoted among:

- employees, through the Group Ethics Charter and the Code of Ethics and Conduct issued in 2017 to reaffirm, in particular, the Group's commitment to combating corruption (see section 3.4.2);
- stakeholders, through the Group's support for global and industry initiatives (see the above paragraph) and its CSR strategy, deployed since 2011;
- suppliers, particularly through the Supplier Ethics Charter.

Lastly, Casino Group fosters open, constructive dialogue with stakeholders (see section 3.3). In 2014, for example, it signed an initial CSR agreement with the four representative trade unions, which was renewed first in 2017, and then again in 2020 for further three-year periods. Through the agreement, the parties acknowledge the importance of:

- encouraging suppliers to address CSR issues in their own supply chain and to promote their responsible products;
- their duty of care;
- continuing to train buyers in the standards defined in the Supplier Ethics Charter and to take working conditions and environmental criteria into account when selecting suppliers;
- auditing supplier production facilities in countries deemed at risk and assisting them, to the extent possible or necessary, in deploying corrective action plans.

The Group's main initiatives in this area are described in section 3.5.3.4.

3.5.3.4. Duty of care plan

3.5.3.4.1. Action principles

Casino Group's duty of care plan is built on the undertakings it has made to stakeholders and the initiatives it has been involved in since the early 2000s (see paragraph below).

Duty of Care Committee

In 2017, Casino Group set up a Duty of Care Committee, whose members include the Secretary of the Board of Directors, the Group General Secretary, the Executive Director, Merchandise and Chairman of the AMC purchasing unit, the Non-Food Purchasing and Food Purchasing Directors, the Director of Production, Innovation, Quality and Mediation at the AMC purchasing unit, the Group Risk and Compliance Director, the Group CSR and Engagement Director, the Group Insurance Director, the Group Internal Control Director and the Group Employment Law Director.

Its role is to:

- ensure implementation of French law No. 2017-399 of 27 March 2017 on the Duty of Care of Parent Companies and Ordering Parties, which is designed to identify risks and prevent serious violations of human rights and fundamental freedoms, serious harm to the health and safety of persons, and serious damage to the environment resulting from the operations of (i) the company; (ii) the companies it controls; or (iii) subcontractors or suppliers with which the company has an ongoing business relationship, when such operations are part of said relationship;
- define the risk mapping methodology and effectively map the risks involved in the operations of the Group and its suppliers;
- analyse the findings of the risk mapping exercise;
- ensure that action plans are in place to mitigate risks and prevent serious violations or harm, that these plans are implemented and that their effectiveness is assessed;
- ensure that an alert mechanism is in place to report potential violations.

The risk mapping exercise is tracked and reviewed annually, to reflect the Group's action plans and input from stakeholders.

The Committee met twice in 2022.

Risk mapping and regular assessment procedures

To analyse in more detail the risks involved in the Group's business operations (see section 4.3 "Main risk factors"), in 2017, the Duty of Care Committee defined the methodology for mapping the specific risks of causing serious violations of human rights and fundamental freedoms, serious harm to employee health and safety, or serious damage to the environment:

- due to the direct operations of the Group, in light of the procedures in place. Existing procedures intended to prevent these risks were assessed in light of the human resources, quality, purchasing, CSR and environmental policies in place;
- due to the operations of suppliers. The risk map identifies the risks related to the purchase of national-brand and private-label goods for resale and of goods and services for general and administrative purposes.

Given the Group's business operations, 12 major risks were addressed

Human rights and fundamental freedoms
1 Forced or child labour
2 Respect for labour rights (unreported work, discrimination, freedom of association, working hours, etc.)
3 Respect for fundamental rights (women's rights, harassment, etc.)
4 Armed conflicts (conflict zones or resources, border disputes, etc.)

Personal health and safety
1 Respect for employee health and safety
2 Employee handling of hazardous products
3 Consumer risks

Environment
1 Water and soil pollution (pesticides, chemicals, etc.)
2 Greenhouse gas emissions (polluting processes, energy-intensive processes)
3 Deforestation
4 Harm to biodiversity
5 Sustainable management of resources and waste

Each risk was weighted to reflect the relative seriousness of each one in relation to the Group's business operations.

Supplier risk map

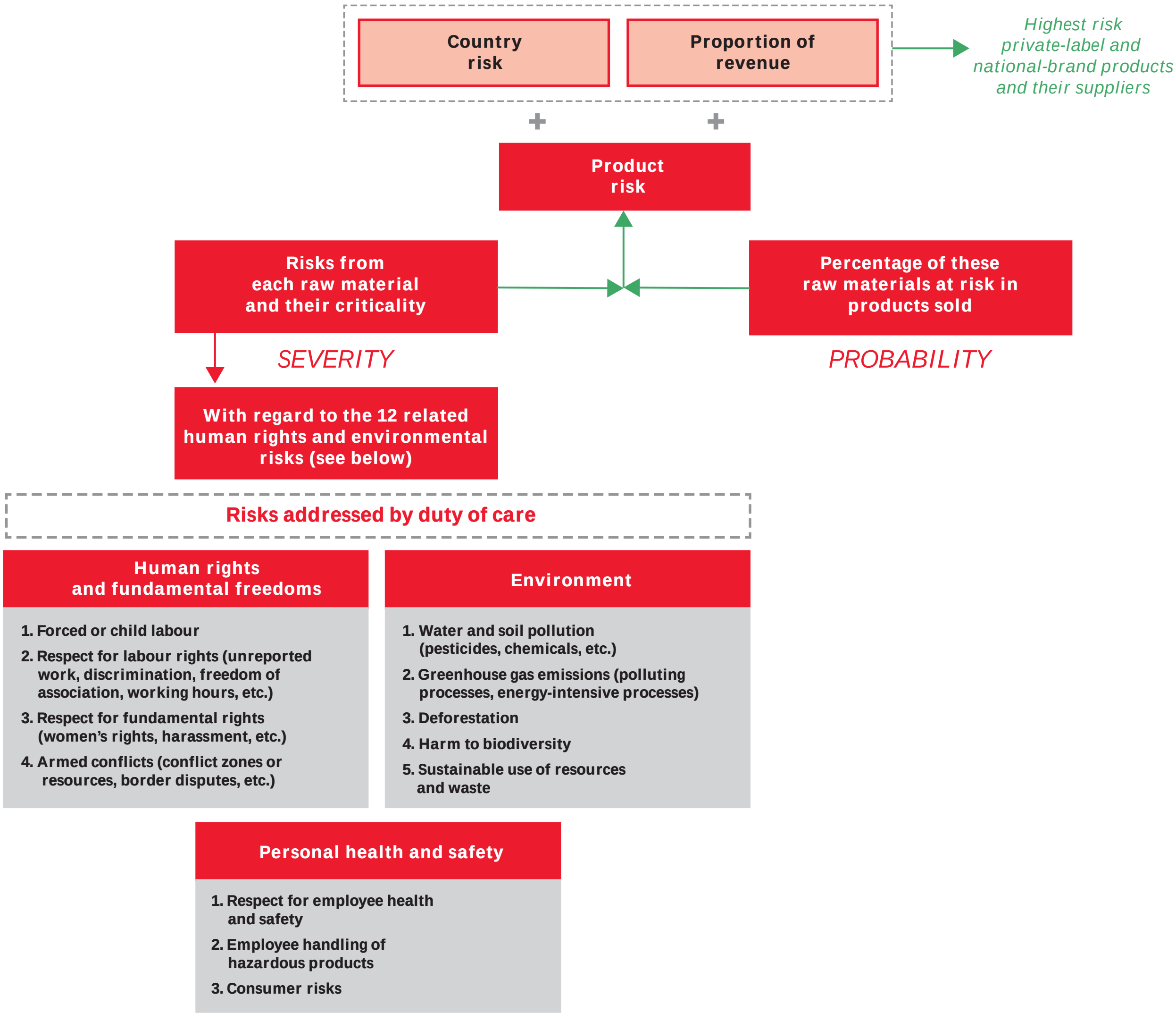
Supplier risks were mapped using the following methodology:

- Assess the risks related to products sold: for each substance contained in a marketed product, the level of risk in the 12 categories defined above was systematically analysed using documentary sources (international studies, NGO reports, surveys, media reports) and in-house assessments. In this way, 200 substances at risk were identified, assessed and classified according to their level of criticality in each of the 12 risk categories (risk severity). Then, the level of risk in products sold was defined based on the amount of the substances in question in each one (risk probability).
- Assess the risks related to the country of supply or production of the product and any assessed substance content: in recent years, the Group has analysed risks in the countries where its private-label products are manufactured, enabling it to assess and address, for each product, the risks stemming from its country of manufacture or known origin. This country risk analysis measures and combines a number of indicators, such as:
  - the number of fundamental ILO conventions ratified by the country;
  - the Human Development Index (HDI) of the United Nations Development Programme (UNDP);
  - the percentage of child labour in the country, according to UNICEF;
  - the prevalence of forced labour, as measured by the ILO;
  - the Worldwide Governance Indicators (WGI) issued by the World Bank;
  - the Environmental Performance Index (EPI) developed by Yale University and Columbia University.

This analysis was reviewed and compared with the country risk analysis developed by the ICS in 2019, which draws on all the indicators included in the country risk analysis led by Casino Group, in addition to the following indicators:

- the SDG Index of the United Nations Sustainable Development Solutions Network;
- the Global Rights Index of the International Trade Union Confederation (ITUC);
- the Freedom in the World Index of the US NGO Freedom House;
- the Trafficking in Persons Report of the US Department of State;
- the results of ICS social audits performed in each country;
- product purchasing volumes: the likelihood that the Group will incur the risk increases with volume;
- the number of vendors per product category: a larger number of small suppliers makes auditing the upstream production chains a more complex process.

To assess the overall sourced product risk from the standpoint of duty of care, the risk criteria described above were weighted according to the following criteria, in descending order of importance: product criticality based on its content, country of supply, purchase volumes and number of potential vendors.



These analyses reflect a certain number of issues specific to Casino Group.

The Group carries a multitude of products, which means that it works with a very large number of suppliers from a wide variety of backgrounds, including:

- suppliers of leading or national brands, which represent a significant share of consolidated revenue. Often, these companies must also comply with French duty of care legislation;
- suppliers of private-label products, manufactured in accordance with specifications defined by the Group's purchasing organisations. While these suppliers may be based in our host countries, the product is often made in another country, including some that have been deemed at risk by the Group. They are a priority focus of the duty of care plan's mitigation initiatives (see below) and are subject to the Group's Supplier Compliance Programme (SCOP);
- a very large number of suppliers, most of whom are SME/VSEs, cooperatives and farmers who supply the Group's stores locally, especially with fruit, vegetables, meat and other fresh products. In Colombia, for example, Grupo Éxito sources almost 90% of its fruit and vegetables locally;
- suppliers of goods and services for general and administrative purposes and other purchases not for resale, including service providers (security, cleaning, etc.) that may involve specific risks, such as discrimination in hiring. Most of these goods and services are purchased locally.

The Group's initiatives made it possible to map the purchasing risks and rank them by criticality, thereby revealing the product categories whose content presented the highest risk profiles, according to the 12 identified risks. These included:

- private-label apparel made in countries at risk, most notably Bangladesh;
- private-label food products containing palm oil, an ingredient found in some of the Group's own-brand items;
- products sourced from cattle ranches and sold in our stores in Brazil.

In 2018, GPA performed a supplementary review with the support of a consultancy, which confirmed the Group's risk map while identifying specific risks related to products sold in Brazil.

Suppliers of these products are the focus of priority duty of care action plans.

In 2017, deployment of the supplier risk map was presented to TFT Earth – Earthworm Foundation, a specialist in the impact of supply chains and raw materials on the environment and deforestation.

Procedures for regularly assessing suppliers as part of the risk mapping exercise are described in section 3.5.3.4.3 "Annual social audit campaign".

Continuous risk analysis and updating the supplier risk map

A new analysis of the level of risk of the 200 substances already taken into account in the previous supplier risk map was carried out in 2019, based on an identical methodology. This resulted in an increased level of risk for most of the substances studied, mainly due to an increase in the environmental risks associated with these substances. However, between the two analyses, there was little change in the list of different substances assessed as having the highest risk.

In 2020, the CSR and Engagement department initiated an updated review of NGO reports on food and non-food compounds and raw materials that may be present in products carried on Group shelves, in a commitment to identifying any new or emerging risks. The risk weighting of each compound was diligently analysed by the Purchasing department using its proprietary "Responsible Together" application.

Casino Group remains constantly alert to identifying and preventing the serious risks of human rights violations or damage to the environment faced by the retail industry. As part of this commitment, it carefully tracks reports from local and international NGOs concerning retailing industry suppliers, the responses submitted by these suppliers, and any significant events reported by recognised media. This information is factored into the assessments of potential risk arising from direct suppliers.

In 2020, several significant retail industry events were analysed to identify serious new risks of human rights violations or environmental damage involving direct suppliers, including:

- Amnesty International's allegations that a leading Brazilian beef supplier may have committed human rights abuses;
- claims by several NGOs and other organisations that Brazilian cattle ranches working for three major national brand agri-food suppliers were allegedly complicit in stripping local forests.

These events and allegations prompted Casino Group to address the related risks and to strengthen existing measures as necessary.

In 2021, the CSR and Engagement department updated its weighting system applied to the 12 risk criteria taken into account in its map, and finished updating the analysis of each compound based on information available in its "Responsible Together" application. The updated map determines gross and net risk for the main compounds, in line with action plans implemented with suppliers. The list of compounds/products with the highest risk was shared with the Group's main subsidiaries in Latin America so that they could better adapt their risk analysis to their respective markets and add more specific local risks. This updated map was presented to the Duty of Care Committee at the end of 2021.

As in 2020 and 2021, with a view to keeping its risk analysis up to date, Casino Group continued to survey press articles and reports from organisations and experts on risks of human rights and environmental violations involving products sold in its stores and the suppliers associated with them. Lastly, purchasing department employees learnt about the importance of reporting any instance or information that could implicate its suppliers.

Mapping subsidiary risks

Risks in the subsidiaries were mapped in 2018 using the following methodology: after validation by the Duty of Care Committee, a questionnaire covering the 12 risks mentioned above and two issues related more specifically to the management system and to purchasing and supplier management practices was sent to each of the international subsidiaries so that they could self-assess their risks. Each of the 118 questions was rated low-, medium- or high-risk, so that the answers could be used to determine a level of overall risk for each subsidiary. When necessary, additional information was requested to enable a more precise determination. The analysis was carried out by the Group CSR and Engagement department.

The following issues were addressed:

- Social issues:
  - Child labour and young workers;
  - Forced labour;
  - Discrimination;
  - Violation of freedom of association;
  - Violation of working hours;
  - Non-payment of wages, violation of minimum wage and benefits legislation;
  - Health and safety;
  - Respecting local communities;
  - Product safety;
  - Right to information.
- Environmental issues:
  - Environmental policy;
  - Combating climate change;
  - Sustainable use of resources;
  - Circular economy;
  - Protection of ecosystems (natural habitats);
  - Chemicals/hazardous substances.
- Management system issues:
  - Management system;
  - Training;
  - Incentives for buyers;
  - Internal dissemination of the ethics policy;
  - Supplier accreditation;
  - Termination of a business relationship;
  - Data management and security.
- Purchasing practices and supplier management issues:
  - Sourcing;
  - Traceability;
  - Subcontracting;
  - Direct purchasing;
  - Business intermediaries for suppliers;
  - Franchisees;
  - Business partners (projects);
  - Service providers.

The assessment identified the following major risks:

- discrimination and harassment in three Group subsidiaries, where it was decided to strengthen existing prevention systems. The risk is now considered low in light of the monitoring initiatives put in place. The preventive measures will remain in effect throughout the Group and its subsidiaries;
- risks of non-compliance with supplier management procedures (accreditation rules and authorised subcontracting guidelines, etc.). In particular, given the type and complexity of the procedures in place and the number of people involved in their implementation, there was a risk of non-compliance with all of the requested measures in three subsidiaries.

Continuous risk analysis and updating the subsidiary risk map

In the same way as for supplier risks, the Group analyses input such as retail industry reports and significant events to gauge the potential risk related to its subsidiaries' activities.

In 2020, 2021 and 2022, several retail industry events were analysed to identify emerging risks of seriously abusing human rights or fundamental freedoms, endangering people's health and safety or causing environmental damage. These included:

- the Covid-19 pandemic: Casino Group, through its subsidiaries in France and South America and its suppliers, was directly impacted by this crisis, which posed a potential risk to the health and safety of its employees. Throughout the year, the Group's over-riding priority was to safeguard employees and customers, based on prevailing scientific knowledge, WHO recommendations, and government guidelines;
- the death of a customer at the hands of a security guard in a competitor's store in Brazil in 2020 underscored the risk of serious human rights violations and discrimination. In addition, several high-profile cases of discrimination and racism based on skin colour were condemned in the retail and hospitality sector in Brazil and many other countries;
- alerts raised in several stakeholder reports regarding the risk of deforestation linked to the production of raw materials in various countries, notably in the beef supply chain in Brazil.

These events led Casino Group to strengthen existing measures as necessary.

In 2022, the CSR and Engagement department asked the Group's main subsidiaries to update the monitoring of defined action plans and update the risks related to its subsidiaries' activities.

Stakeholder dialogue

Casino Group and its subsidiaries regularly engage with stakeholders, including non-governmental organisations and public authorities, to continue improving the identification of serious risks of human rights and environmental violations in the supply chain. It also participates in several collaborative platforms on environmental and human rights issues. This dialogue takes the form of bilateral or multilateral exchange within working groups made up of multiple stakeholders. The Group also answers questionnaires sent by associations.

In 2021 and 2022, Casino Group and its subsidiaries concerned have interacted with several associations, namely on issues involving:

- raw materials in their supply chain. The Group engages in dialogue with its peers and associations by participating in working groups on soy, charcoal, tuna, shrimp and pesticides led by its partner NGO the Earthworm Foundation, and by joining the French Soy Manifesto, the French Sustainable Cocoa Initiative, the Soy Transparency Coalition, the Palm Oil Transparency Coalition and the Retailer Cocoa Collaboration. For example, it responded to the WWF questionnaire on palm oil (in 2021), the Changing Markets Foundation questionnaire on aquaculture (in 2021), and the *Réseau Action Climat* questionnaire on responsible products (in 2022);
- cattle farming in Brazil with Imaflora, Proforest and the National Wildlife Federation (NWF), the Beef Working Group under the Forest Positive Coalition of Action backed by the Consumer Goods Forum, of which Casino Group is a member, as well as in 2020 and early 2021 with Amnesty International regarding its report on a leading Brazilian beef supplier;
- human rights issues through the Initiative for Compliance and Sustainability (ICS), Businesses for Human Rights (EDH), Accord for Health and Safety in the Textile and Garment Industry in Bangladesh and, for living wage issues, Platform Living Wage Financials;
- plastics as a signatory to the National Pact on Plastic Packaging.

Casino Group's 2020 duty of care plan was presented to the Group's union delegates in April 2021. This presentation provided an opportunity to explain and discuss its implementation and the action plans deployed. In addition, as part of the Group's CSR Agreement, signed in 2014 and renewed every three years since, the Group presented the duty of care plan at the annual meeting of the agreement monitoring committee, held in December 2021 and November 2022. At this meeting, the Group CSR and Engagement department was able to present further details on the plan to the Group's union delegates and answer any questions.

Group subsidiaries engage in this type of dialogue with local associations in the countries where they operate.

Alert and report compilation mechanisms

After consultations with employee representatives, Casino Group simultaneously set up two alert mechanisms, one for reporting Sapin II law violations and the other for reporting and compiling accusations of alleged or actual risk of causing the serious violations, harm or damage described in French law No. 2017-399 of 27 March 2017.

The second mechanism is open to any employee, or any other person, who wishes to report, anonymously and in any language, possible infringements of the above-mentioned law, simply by writing to contact75vgl@deontologue.com. The address may also be accessed on the "CSR Commitments/ Produce better/Improving the supply chain" page of the Group's corporate website (www.groupe-casino.fr).

Reports are received and processed by the Group Compliance Officer. Anonymised reports are also discussed during Duty of Care Committee meetings.

In responding to alerts and reports, the Compliance Officer is expected to consistently demonstrate independence, objectivity and impartiality. The Officer must keep all such reports strictly confidential and inform anyone involved in the investigation and verification procedures initiated following an alert that such confidentiality extends to them as well. The Group Compliance Officer must take care that the identity of the whistle-blower remains confidential at all times.

Strict confidentiality is also ensured via the following procedures:

- a secure email address is used;
- a special electronic file is created on a secure server protected by a regularly changed password.

Casino Group has deployed a full range of systems and procedures to protect the whistle-blower's personal data.

In 2022, 16 messages were received at the above address, as opposed to three in 2021. Each of these messages received a response.

This system, referred to in the Supplier Ethics Charter following its update in 2019, expands on the internal alert mechanism already available to employees (see section 3.4.4).

Alert mechanisms and processes have also been deployed in the local operations. In South America, for example, whistle-blowing channels are in place at GPA and Assaí in Brazil and Éxito in Colombia, which can be accessed by both employees and third parties. All of these alerts are treated confidentially, with procedures to protect the whistleblower's identity.

In Brazil, the line is open from Monday to Saturday from 8:00 am to 8:00 pm local time:

- GPA: 08000 55 57 11 – ouvidoria@gpabr.com
- Assaí: 0800 777 3377 – ouvidoria@assaí.com.br

In Colombia, employees can access three reporting channels, managed by an independent outside company:

- Telephone hotline: 018000-522526
- Email: etica@grupo-exito.com
- Online form: https://lineatransparencia.com/exito/reportesembedded?form#/

These channels are also accessible on www.gpabr.com/pt/ouvidoria and www.grupoexito.com.co.

3.5.3.4.2. Regular risk assessment procedures, risk mitigation programmes and initiatives to prevent Group business activities from causing any serious violations, harm or damage, and implementation outcomes

Through its CSR policy, Casino Group has for many years been implementing the prevention plans and risk mitigation programmes mandated by the French duty of care law. These plans and programmes are presented in Chapter 3 of this Universal Registration Document (Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS)).

Among the prevention programmes introduced and strengthened over this period to address the identified internal risks arising from the Group's operations, many are designed to avoid the risk of abusing human rights, harming employee health and safety or seriously damaging the environment.

The programmes and the outcomes of the various initiatives in 2022 and other years are described in the sections of this chapter dealing with:

- the Group's human resources policies, social dialogue and workplace health and safety, and the Group's diversity and gender equality policies (see section 3.5.1);
- community outreach, procurement and quality policies (see sections 3.5.2 and 3.5.3);
- environmental policies (see section 3.5.4).

(i) Harassment risk

In order to address the risk related to harassment identified in the subsidiary risk mapping exercise, procedures to be followed in the event of reports of sexual harassment or sexist behaviour have been defined and communicated. In France, anti-sexual harassment "watchdogs" have been appointed. They have a dedicated email address at which employees who are victims or witnesses of sexual harassment can alert them. These correspondents were trained in 2020, some through an e-learning course, and others face-to-face, to understand what to do in response to a report. These procedures, as well as the network of correspondents put in place, were presented to the Duty of Care Committee in December 2019 by Casino Group's Director of Employee Relations and Innovation. In 2022, a reminder on this system was sent to the HR directors of all Group subsidiaries in France, and a new poster presenting the network of correspondents was produced, for greater visibility. Four workshops were held in partnership with the *Balance ton stage* initiative to raise awareness of sexism issues, attended by a total of 140 work-study interns and supervisors. In addition, a specific programme on harassment and sexism was run at the end of the year, addressing all managers at the head office and warehouses of the Easydis subsidiary.

In Latin America, policies, procedures and dedicated organisational structures have been set up to receive, follow up on and handle reports and complaints of workplace and sexual harassment. GPA, Assaí and Grupo Éxito employees received training on these matters. To detect possible violations of the companies' policies and values, whistleblowing systems are publicly accessible (by telephone, website and e-mail), enabling anyone to report any situation of harassment or any infringement of current legislation, the Code of Ethics, or applicable policies and procedures. GPA and Assaí have their own specific departments for receiving and investigating complaints of sexual harassment. In each instance, GPA investigates the complaint and where applicable takes appropriate disciplinary or other corrective action provided for in the Code of Ethics and and its rules. All complaints can be made anonymously and are treated confidentially. Assaí runs a training course on workplace discrimination and harassment through its internal university, *Universidade Assaí*.

(ii) Risk of non-compliance with supplier approval procedures

In the questionnaire used for the 2018 risk mapping exercise, the subsidiaries were asked to verify the proper application of all the management guidelines defined in the Group's Supplier Compliance Programme (SCOP) Manual. Analysis of the questionnaires highlighted the need to strengthen procedures in certain areas and to plan additional initiatives for the international subsidiaries, in particular concerning supplier management: more resources have to be allocated to combating unreported subcontracting and accreditation procedures need to be improved, notably (i) by including additional requirements in certain subsidiaries' supplier contracts and marketing agreements, and (ii) by expanding training for buyers, accreditation employees and other people in contact with suppliers.

As a result, in October 2018, a report summarising the main areas of improvement identified was sent to all of the international subsidiaries, so that they could undertake any required remedial action and perform additional risk audits of their processes.

The findings of these subsidiary audits were reported to the Group CSR and Engagement department along with the related corrective action plans, the rollout of which was monitored in 2019. Lastly, digital training courses have been introduced, particularly in the purchasing unit in France, to ensure that the Group's social and environmental supplier compliance programme is properly distributed and understood.

In 2021, Casino Group updated its Supplier Ethics Charter to enforce stricter requirements on its suppliers concerning human rights and the environment. In 2022, this Charter was issued to purchasing teams and suppliers, along with a reminder of the procedures to be followed. The Group CSR and Engagement department renewed instructions to Purchasing and Merchandise department teams regarding French duty of care law, to ensure proper reporting of any serious infringement of human or environmental rights in suppliers' supply chains.

(iii) Employee Health and Safety risk in view of the Covid-19 epidemic

To prevent the risk of serious harm to the health and safety of employees in view of the Covid-19 pandemic, Casino Group and its banners implemented an evolving action plan to protect their employees and customers in 2020. Implemented by each Human Resources department, the plan was based primarily on government recommendations and applicable measures, as well as the recommendations of the World Health Organisation.

Casino Group's banners and entities played a pivotal role in ensuring the continuity of the supply chain and the supply of food to all people, as well as in protecting employees and customers in the face of a pandemic whose modes of transmission and severity were unknown.

The Group's actions consisted in particular in:

- providing employees with masks, gloves and hand sanitiser;
- promoting and enforcing the adoption of protective measures;
- putting up signs to enforce social distancing in stores;
- installing plexiglass partitions to protect cashiers;
- implementing telecommuting on a large scale for staff at administrative sites.

Depending on local recommendations and the period of the pandemic, other measures were implemented, including:

- taking the temperature of staff and implementing rapid tests in Brazil;
- limiting the number of customers in stores;
- cleaning of the store or relevant areas if an employee tested positive for Covid-19.

Each Human Resources department now routinely monitors the number of employees testing positive for Covid-19 in order to verify the effectiveness of measures, without forgetting that contamination may occur at other times and places.

The banners obtained several certifications to attest to the effectiveness of these measures, namely Monoprix, which received Health Risk Management certification in 2020. This policy helps to guarantee that health risks will be managed appropriately over a sustained period by ensuring that all the banner's stakeholders – customers, suppliers, buyers, delivery staff and of course all Monoprix employees – comply with best practices. Casino banners obtained the label "COVID-19 Hygiene Measures verified by Afnor Group", a certification based on good practices available to prevent the risk of spreading the virus. In South America, Éxito implemented numerous measures to continue protecting its employees and customers. All of these actions were recognised by the independent institute *Monitor Empresarial de Reputación Corporativa*, which placed Éxito among the three most responsible companies in managing the Covid-19 crisis. In its Annual Report, GPA presents all the measures taken to protect customers and employees.

(iv) Risk of human rights violations related to store security in Brazil

A specific questionnaire was drawn up in 2020 by the Group CSR and Engagement department to provide a more precise analysis of the risk of human rights violations by its security service providers. It enables each subsidiary to conduct a self-assessment, to obtain a diagnosis of its exposure to the risks generated by the use of security service providers and to implement appropriate corrective action plans.

The questionnaire is based on recommendations contained in international references in terms of private security, namely the:

- International Code of Conduct for Private Security Service Providers (ICoC);
- Sarajevo Client Guidelines for the Procurement of Private Security Companies (SEESAC, 2006);
- Voluntary Principles on Security and Human Rights: Implementation Guidance Tools (ICMM, ICRC, IFC, IPIECA: 2011).

The questionnaire, consisting of 61 questions, evaluates procedures concerning:

1. Risk and impact assessment;
2. Calls for tender;
3. Contracts;
4. Work standards;
5. Background checks;
6. Training;
7. Security equipment and use of force;
8. Control and accountability;
9. Human rights violations;
10. Relations between public and private security.

Rolled out as a priority in Brazil and Colombia, the analysis of the responses to the questionnaire identified areas for improvement.

In addition, to address the growing risk of the use of force by security guards and store personnel to combat theft in stores in Brazil (see section "Continuous risk analysis and updating the subsidiary risk map"), GPA has adopted an action plan for these personnel, which was presented to the GPA Governance and CSR Committee in 2020. It consists of:

- reviewing the procedures and guidelines for people in charge of tracking thefts in stores, and the alert system in case of customer complaints;
- re-evaluating the procedure for selecting security service providers, including ensuring that officers are registered with the federal police;
- organising an annual workshop with all service providers and online training in procedures for cashiers, managers and other staff, as well as training to combat unconscious stereotypes and respect human rights;
- carrying out several initiatives to raise employee awareness, such as the introduction of diversity ambassadors in shops and the promotion of good practices to ensure the safety of everyone in a benevolent manner.

In 2021, the action plan continued to be deployed in order to:

- review procedures for in-store security, selection and accreditation of security service providers;
- deploy training/awareness workshops for security guards and store personnel on respect for human rights and the fight against discrimination and stereotypes.

For example, in 2021, GPA updated the contracts it signs with its security service providers to include stricter clauses in the event of discrimination committed in-store by a security guard. GPA is also working with its security service providers to employ more women security guards in its stores. Also, as part of its fifth Diversity Week, GPA partnered with an outside expert to design a training programme for its security service providers, security guards and staff from various GPA departments (Security and Loss Prevention, Report Collection, Compliance, Diversity and Inclusion). In Colombia, Éxito conducted a human rights risk analysis with the support of a consultancy firm. It involved interviewing security service providers to assess their crisis management protocols in handling human rights violations.

Similarly, in 2022, Assaí maintained its previous contracts and called in new service providers, contractually bound to complying with clauses on non-discrimination and human rights. Assaí also promotes gender equality in security functions, and encourages service providers to employ more women as security guards in stores. All suppliers sign the Supplier Ethics Charter, which specifies the standards to be met and provides a list of internal documents to which the supplier must comply, such as the Diversity and Human Rights Policy. Assaí also held two workshops run by companies specialised in diversity issues, addressing service providers whose employees work in its stores and are in contact with Assaí's employees and customers. The subjects covered included promoting inclusion, respect for diversity and human rights, and combating discrimination, unconscious biases, and discrimination-related violence.

As part of GPA's sixth Diversity Week programme, on-site training was provided to GPA's security service providers. Taught by directors and managers responsible for the security of goods and from the Compliance and Customer Service departments, the training addressed the promotion of respect and human rights as well as GPA's security policies and protocols.

Finally, the whistleblowing system for reporting potential discrimination has been enhanced and expanded.

	Number of service providers		Number of security guards		Number of service providers that participated in company-led training activities	
Entity	2021	**2022**	2021	**2022**	2021	**2022**
GPA	10	10	1,973	1,383	10	10
Assaí	20	74	1,883	2,001	20	74
Éxito	5	6	1,974	2,000	5	6

3.5.3.4.3. Regular risk assessment procedures, risk mitigation programmes and initiatives to prevent suppliers from causing any serious violations, harm or damage, and implementation outcomes

(i) Suppliers of private-label products made in countries at risk

Regular risk assessment procedures, risk mitigation programmes and initiatives to prevent serious violations, harm or damage

Casino Group has had risk prevention and mitigation plans in place for several years within its supply chain, notably among private-label suppliers, and particularly apparel. These initiatives have been regularly reviewed and upgraded since 2015.

Supplier Ethics Charter

The Supplier Ethics Charter, which is applicable across the entire supply chain, reaffirms the Group's commitment to promoting responsible retailing and, more specifically, to:

- banning all illegal practices in business relations and requiring compliance with applicable laws, principles, international and national standards and regulations in force, as well as the Group's anti-corruption policies;
- upholding human rights (prohibiting child and forced labour, combating discrimination and abuse, respecting freedom of association, offering at least the legal minimum wage, etc.), and occupational health and safety;
- taking constant care to protect the environment, particularly by optimising the use of natural resources, diligently managing waste and abating deforestation and pollution.

The distribution and signing of the Supplier Ethics Charter is a key step in the process of approving the production facilities that manufacture the Group's private-label products. By signing the Charter, suppliers recognise the primacy of the principles contained in the following documents:

- the Universal Declaration of Human Rights;
- international conventions on fundamental human rights;
- fundamental international labour standards, as defined by the ILO Declaration;
- other applicable international labour standards (ILO conventions).

By endorsing the Charter, suppliers embrace the Group's commitments and may not subcontract without the Group's formal agreement. Suppliers also agree to undergo audits to make sure that they comply with their commitments in accordance with the conditions set out in Casino's Supplier Compliance Programme Manual (SCOP). The manual was updated and expanded in 2019 to incorporate changes in the Compliance Programme, in particular concerning the monitoring of corrective action plans and the implementation of ICS environmental audits.

Production plant approval policies in countries at risk

Since 2002, Casino Group has deployed a social ethics initiative with its apparel and other private-label suppliers in an effort to monitor and help to improve the working and environmental conditions in which these products sold by Group entities are manufactured. Managed by the Group CSR and Engagement department in liaison with the purchasing departments, the initiative has been rolled out in the business units with the support of specially appointed social ethics representatives.

It is based on a strict supplier selection and approval procedure, covering endorsement of the Supplier Ethics Charter, outside inspections performed by independent audit firms, and, when necessary, the implementation of corrective action plans.

The CSR and Engagement department updates the country risk analysis (see the section on risk mapping) and the production facility selection and approval guidelines, in line with the degree of risk for the relevant country and industry. The country risk analysis defines the list of countries where sourcing is authorised, prohibited or subject to tighter audit procedures, such as Bangladesh, India and China. As part of the update to Casino Group's country risk analysis carried out in 2019, the ranking of each country was compared to the ranking system developed by the ICS in order to identify the countries for which there was a difference in the assessment of the risk level. Following the comparison, and an analysis of the results of the ICS social audits performed in the manufacturing sites located in each country, a proposal was put forward to the Duty of Care Committee to change the sourcing status for certain countries. This resulted in new countries being placed on the list of countries where control procedures have been strengthened, due to an increase in their country risk level. In 2019, the Group CSR and Engagement department performed a risk analysis for Eastern European companies following on-site visits and social audits at plants located there.

The inspection and audit procedure, as well as the undertakings to be upheld by the supplier and the manufacturing facilities, are specified in the Group's SCOP Supplier Manual, given to every accredited supplier.

Annual social audit campaign

The Group supports compliance with consistent, strict standards at both the national and international levels. Involved since 2000 in the Initiative for Compliance and Sustainability (ICS), it joined the Business Social Compliance Initiative (amfori BSCI) in 2017. It also supports the resolution to eradicate forced labour internationally led by the Consumer Goods Forum (CGF). In Brazil, GPA is a member of the national textile retailers association, *Associação Brasileira do Varejo Têxtil* (ABVTEX), which certifies national suppliers and subcontractors based on 18 criteria for ethical conduct, including the prohibition of child labour and forced labour. Lastly, the Group endorsed the Accord on Fire and Building Safety in 2013 in a commitment to supporting the drive to improve safety conditions in factories in Bangladesh.

Every year, an audit campaign is conducted with a priority focus on (i) plants based in countries most likely at risk of violating human rights (child labour, forced labour, employee health and safety abuses) and working standards; and (ii) the highest risk product categories based on the duty of care risk map. Recurring audits are performed in China, India and Bangladesh.

These audits, which may be semi-announced or unannounced, are carried out by specialised independent firms in accordance with ICS standards. Based on the resulting audit score, the Group may decide to terminate its relationship with a production facility.

The audit process comprises:

- a preliminary analysis of the plant: the Casino Global Sourcing teams or the subsidiary Ethics Coordinators use an internal grid to assess the risk that the facility will fail to comply with the Group's standards and therefore the probability that the findings of the ICS audit will not be satisfactory. To measure the risks of approving a given facility, the teams conduct on-site visits and/or desktop reviews of the certifications, social, technical or quality audit reports and other documents provided by the plant, agent or importer;
- an initial audit: an independent audit firm, selected by the Group from among the nine that have been accredited by the ICS, performs a semi-announced or unannounced ICS social audit over a period of at least three weeks. If the audit conclusion is sufficient, the plant may be approved. When the audit is completed, a corrective action plan is systematically submitted to the plant as well as to the agent or importer working with the plant, so that they can assist the facility in correcting the notified cases of non-compliance within a time frame depending on their criticality. If the audit report contains an ICS critical alert, such as a risk of forced or child labour, disproportionate discipline, attempted bribery or forgery, the plant may not work with the Group under any circumstances;
- follow-up audits: depending on the number and criticality of the remedial actions that the facility has to implement, the Group may commission unannounced or semi-announced follow-up audits from independent ICS-accredited audit firms. Their frequency depends on the criticality of the instances of non-compliance reported during the previous audits. In the event that a factory does not implement the requested corrective action plans, the Group will initiate proceedings to terminate the business relationship;
- special audits: special audits may be performed by the Group, in particular to inspect building structures and verify compliance with fire safety rules (by organising employee fire drills, for example).

Audit findings are inputted into the ICS database, which enables the Group and other member companies to share all of the findings and track the corrective action plans of audits performed in plants they use in common. Pooling the findings helps to reduce the number of audits conducted in the plants, attenuates audit fatigue and facilitates the on-site implementation of corrective action plans. In the same spirit, social audits performed in line with the amfori BSCI standard may be accepted instead of ICS audits, via an equivalency procedure and under certain conditions defined by the Group.

The Group's goal is for all of the facilities producing private-label products in countries at risk to be covered by a valid ICS social audit performed within the previous two years.

Support for suppliers

Audit reports are issued following audits of production facilities and, when necessary, corrective action plans are prepared that the non-compliant plants undertake to implement within a given time frame.

The Group's local offices and subsidiary Ethics Coordinators play an essential role in helping suppliers and their factories to properly understand the Group's expectations and the implementation of any corrective action plans.

Internal and external follow-up audits are performed to ensure that the plan's remedial actions are effectively implemented.

The main cases of non-compliance concern working hours, remuneration and employee health and safety. Given the Group's relatively small contribution to the revenue stream of its partner production facilities, it support ICS initiatives involving joint remedial actions in plants shared with other ICS members.

To improve their ability to report the outcomes of these remedial actions, in 2018 the Group and other ICS members requested that accredited audit firms be able to monitor the action plans directly in the ICS database using an automated, consolidated system. This process enables participants to track, on a real-time, Group-wide, consolidated basis, the number of remedial actions remaining to be implemented in each plant, the number already under way and the number whose effective implementation must be verified during the next follow-up audit or a further full audit. This centralised tracking, carried out by each team concerned under the supervision of the Group Social Ethics Officer, enables enhanced monitoring of the corrective action plans required of the plants and thereby improves the working conditions of their employees. Progress can therefore be made as the corrective action plans are being implemented, before the follow-up audit is performed.

Educating and training buyers

The CSR and Engagement department regularly organises awareness-building initiatives for purchasing teams and local offices to ensure that the Group's social and environmental supplier compliance programme is properly understood and implemented.

Implementation outcomes

All of the prevention measures described above have been deployed since 2018. The name and location of each private-label production facility are systematically identified. When the facility was located in a country at risk, an ICS audit was commissioned according to the procedure described above, so as to prevent the risk of serious human rights violations, particularly in the areas of child labour, forced labour and excessive working hours. Corrective action plans were tracked to support the plants in deploying best practices and attenuating the risks.

The following indicators are used to report the outcomes of the remedial actions, which are tracked and coordinated by the Group CSR and Engagement department in liaison with the audit plan leaders in the subsidiaries concerned.

As part of the reporting process, the CSR and Engagement department tracks:

- the number and location of active plants based in countries at risk and producing private-label products for one of the Group's banners;
- the social audits performed in these facilities (number, country where performed, type of product, type of audit, etc.);
- the alerts reported after the audits (type, number, severity, etc.);
- the corrective action plans (number of actions, implementation, etc.);
- the plants' degree of compliance and changes over time.

Since 2019, the Group's goal has been for all of its plants to be covered by an ICS audit performed within the previous two years. The following indicators show the outcomes from the actions undertaken.

Of the 108 countries where sourcing is authorised by the Group, 67 are subject to stricter procedures, of which 41 were home to plants working for the Group in 2022. 95% of the private-label production facilities are located in ten countries.

More than 90% of the buyers concerned were trained over the 2018-2022 period. Digital training courses have been introduced in France both for current employees, as needed, and for all new hires.

Plants in countries at risk and outcomes of the social audit campaigns

	2017	2018	2019	2020	2021	2022
Number of active plants(*) based in countries at risk and producing private-label products for the Group	**1,578**	**1,510**	**1,566**	**1,289**	**1,150**	**984**
of which in China	1,009	946	957	773	688	568
of which in India	150	174	189	164	139	133
of which in Turkey	77	64	67	55	49	40
of which in Bangladesh	35	44	57	52	32	29
of which in other countries at risk	307	282	296	245	242	214
Number of social audits carried out in plants involved in the production of private-label products for the Group	**1,245**	**1,460**	**1,126**	**1,188**	**1,187(**)**	**1,196(**)**
of which directly commissioned by the Group	885	1,042	837	895	876	891
of which converted from an eligible amfori – BSCI audit	11	39	53	81	106	93
of which commissioned by another ICS member	360	418	236	212	205	212
of which initial audits	62%	52%	47%	58%	58%	55%
of which follow-up audits	16%	21%	18%	8%	9%	9%
of which re-audits	22%	27%	35%	34%	33%	36%
Breakdown by purchasing category of ICS social audits performed in plants involved in the production of private-label products for the Group						
Food	20%	22%	21%	32%	25%	40%
Apparel	41%	46%	42%	36%	41%	32%
Other non-food	39%	32%	37%	32%	34%	28%
Breakdown by country of plants audited by the Group in countries at risk						
China	61%	59%	63%	58%	62%	54%
India	14%	11%	12%	13%	11%	15%
Turkey	5%	5%	3%	4%	4%	4%
Bangladesh	7%	5%	6%	6%	4%	4%
Other high-risk countries	13%	20%	16%	19%	19%	23%

(*) Active plants work either for Group suppliers, agents or importers or else for Casino Global Sourcing, the Group sourcing subsidiary.

(**) 204 of the 1,196 social audits carried out in factories involved in the production of private-label products for the Group were commissioned by GPA and Assaí in accordance with ICS standards in factories located in Brazil, and 280 were commissioned by Grupo Éxito and carried out according to its internal social audit standard in Colombian production sites.

Outcomes of the alerts notified during ICS social audits

ICS alerts help to prevent the risk of serious violations, damage or harm by proactively identifying potential risks, which are addressed with carefully tracked remedial actions.

	2018	2019	2020	2021	2022
Number of ICS social audits commissioned by the Group in plants located in countries at risk and flagged with at least one alert(*)	**207**	**148**	**111**	**71**	**58**
% of alerts notified during plant audits in China	61%	61%	52%	58%	40%
% of alerts notified during plant audits in India	11%	14%	8%	5%	17%
% of alerts notified during plant audits in Turkey	4%	1%	10%	10%	5%
% of alerts notified during plant audits in Bangladesh	2%	5%	7%	7%	9%
% of alerts notified during plant audits in another country at risk	22%	19%	23%	20%	29%

(*) An alert notification is raised when an audit finds potentially very critical non-compliances, which are addressed and tracked in post-audit corrective action plans.

Breakdown of alerts by ICS chapter *(as a % of total alerts notified during ICS social audits commissioned by the Group)*	2018	2019	2020	2021	2022
Management system	17%	16%	16%	14%	16%
Child labour	2%	3%	1%	1%	1%
Forced labour	1%	2%	2%	0%	4%
Discrimination and disciplinary practices	6%	4%	5%	5%	1%
Working hours and overtime	3%	4%	6%	4%	4%
Remuneration, benefits and working conditions	35%	35%	30%	27%	33%
Health and safety	36%	36%	40%	49%	41%

For example, an alert notification of a risk of child labour may be raised when the auditor finds documentary evidence or hears employee testimony that plant management does not verify employee ages when hiring or does not keep a copy of the employees' identity papers, making it impossible to confirm that the plant only hires people at or above the legal working age.

Tracking and support mechanism for plants

Based on the findings of the ICS audits, each plant is assigned a rating that reflects its level of risk and supports the deployment of remedial actions. Corrective action plans are tracked to ensure that the appropriate measures have been taken and that the risks are being effectively addressed.

In 2018, to improve its ability to track proper implementation of the corrective action plans, Casino Group supported the deployment of an automated action plan monitoring system using the ICS database. Since 2019, action plans have been prepared directly on the ICS platform, which makes it easier to track and properly report the corrective actions undertaken. The 984 audited factories are displayed on a map and the corporate and subsidiary Ethics Officers have real-time access to all of their data (location, facilities information, audit reports, corrective action plans, photos, etc.).

The following table shows the effectiveness of the actions undertaken.

% of audited active plants located in a country at risk that are rated:	2017	2018	2019	2020	2021	**2022**
Acceptable(*)	61%	68%	63%(**)	65%	70%	75%
Acceptable with issues (level 1)(*)	17%	20%	31%	30%	25%	21%
Acceptable with issues (level 2)(*)	18%	10%	5%	5%	4%	4%
Probationary(*)	4%	2%	1%	0%	1%	0%
Number of plants removed from the supplier list for ethical reasons	40	70	37	24	9	13
% of plants removed from the supplier list for ethical reasons	3.2%	4.8%	3.3%	2.0%	0.8%	1.1%

(*) *A plant's rating is assigned by the Ethics Coordinator of the subsidiary working with the plant, according to the procedures described in the SCOP and depending on the plant's latest ICS social audit score.*

(**) *It is important to mention that the ICS social audit questionnaire underwent a major change in 2018 with respect to its rating system. The decision was taken to adjust and tighten the ICS rating scale for working hours. As a plant's rating is assigned largely according to its latest ICS audit score, many plants that were previously given an "Acceptable" status have been downgraded to a score of "Acceptable with issues (level 1)" following their ICS social re-audit due to the change in the rating scale.*

Preventive measures are primarily undertaken in factories rated "Probationary" and "Acceptable with issues". However, given the Group's relatively small contribution to a plant's order book (less than 3% on average for apparel-makers), the requested remedial actions can only be deployed through joint initiatives undertaken in collaboration with other plant customers. This is why the Group cooperates with other companies as part of the ICS. When a plant fails to implement the requested actions, it is removed from the Group's list of approved suppliers.

In addition to monitoring working conditions through ICS social audits, the Group has also paid particular attention to training and support for plants, in particular by encouraging them to take part in the training programmes offered throughout the year by the ICS, such as those offered in China and Vietnam on health and safety in the workplace in partnership with the ILO, as part of their SCORE (Sustaining COmpetitive and Responsible Enterprises) programme. Factories working for the Group have also been invited to participate in the e-learning programme launched in October 2022 by the ICS in partnership with the ILO's International Training Centre (ITC), entitled "Working Time: Improving health, safety and productivity through working time schedules". This six-week course has four modules: "Basics of working time", "Rest periods and leave", "Managing working hours and work schedules for maximum effectiveness" and "Designing work time arrangements for your enterprise". A total of 668 participants attended the course, and certificates were awarded to those who completed all four modules and obtained a score of 85% of more in the final quiz. Also under the ICS partnership with the ILO, two factories in Madagascar producing private-label textile products for the Group participated in the "Better Work Programme in Madagascar" pilot programme launched in September 2021. This programme aims to train managers and workers in these factories on matters such as labour relations dialogue, complaint mechanisms, gender equality and harassment.

Focus on ready-made garment factories

Given the level of risk of the apparel suppliers identified in the duty of care risk map, private-label garment factories are subject to particularly strict oversight, notably when they are in Bangladesh. These factories are covered by the working and environmental conditions monitoring programme described above.

Specific measures have been put in place for factories located in:

Bangladesh

No ready-made garment factory may be approved as a Group supplier unless it has been disclosed to the Accord on Fire and Building Safety. Accordingly, Group subsidiary Monoprix has disclosed the factories in Bangladesh to the Accord, which the Group pledged to uphold in July 2013 to support the ongoing collective and collaborative process and improve safety conditions in local factories: all of the disclosed factories have been audited by the Accord. For the Accord to continue its operations in Bangladesh, Casino Group supported the project led in 2019 and 2020 by the Accord Steering Committee and the Bangladesh Garment Manufacturers and Exporters Association (BGMEA) to replace the Accord on Fire and Building Safety with a new entity, the Ready-made Garment Sustainability Council (RSC). Group subsidiary Monoprix, which is mainly concerned with sourcing in Bangladesh, signed up to the International Accord for Health and Safety in the Textile and Garment Industry in October 2021. In 2022, the Group took part in the various meetings organised by the Accord and responded to consultations conducted by the Accord to examine the possibility of extending its work to other countries, which led to the launch of the Pakistan Accord on Health and Safety in the Textile and Garment Industry on 14 December 2022. All new local factories working for the Group's private-label apparel brands were systematically inspected with unannounced ICS audits prior to accreditation.

Brazil

Textile factories in Brazil are covered by an inspection and certification programme with the Brazilian textile retail association ABVTEX, since 2007. Based on the findings of independent audits, this initiative certifies the Brazilian garment factories, so as to ensure decent working conditions for their employees and the spread of best labour practices across the supply chain.

Apparel tracking indicators

	2017	2018	2019	2020	2021	2022
Number of active garment factories producing private-label apparel for the Group in countries at risk	652	631	662	535	424	440
% of active garment factories producing private-label apparel in countries at risk covered by a valid ICS social audit	69%	94%	92%	89%	87%	89%
Bangladesh						
Number of active RMG factories producing private-label apparel for the Group in Bangladesh	31	36	52	50	30	26
% of active RMG factories monitored by the International Accord for Health and Safety in the Textile and Garment Industry	100%	100%	100%	100%	100%	100%
Number of employees working in RMG factories supplying the Group and tracked by the Accord	N/A	63,828	115,887	132,618	71,024	65,853
Average compliance rate in the RMG factories supplying the Group and disclosed to the Accord (based on Accord standards)	80%	94%	93%	95%	93%	95%

Specific control measures concerning environmental risks

In 2018, the Group supported the introduction of:

- a new ICS audit protocol for environmental issues, so that it could continue to share the findings of audits performed in plants used by several members and to pool the remedial action plans. This supplementary environmental audit campaign is being rolled out in tier 1 or higher facilities whose processes pose the highest environmental risk in the manufacture of household linens, denim apparel and leather goods;
- a handbook of best practices for its suppliers in the most widely used denim processing techniques. For each one, it describes the main risks involved and, on the facing page, the recommended safety guidelines and personal protective equipment. It also specifies best chemicals management practices, as well as the environmental issues to be addressed in managing the effluent and waste generated by denim wet processing. The handbook has been shared with the ICS so that it can be used by all of the member banners, their suppliers and the factories manufacturing denim products.

In 2022, the Group took part in ICS working groups to develop the "environmental checklist", a new tool enabling ICS members to collect environmental data from their subcontractor factories. This checklist focuses primarily on factory data related to energy consumption, water consumption, air emissions, wastewater and waste generation. This data can then be used by ICS members to prioritise their environmental audit campaigns, assess environmental risks in their supply chains, and integrate the data into environmental scoring tools for factories and/or products.

Environmental tracking indicators

	2018	2019	2020	2021	2022
Number of ICS environmental audits carried out in plants involved in the production of private-label products for the Group	**23**	**27**	**29**	**76**	**56**
of which directly commissioned by the Group	11	17	20	28	25
of which commissioned by another ICS member	12	10	9	48	31
Breakdown by purchasing category of ICS environmental audits performed in plants involved in the production of private-label products for the Group					
Apparel	100%	93%	72%	33%	61%
Other non-food and food	0%	7%	28%	67%	39%
Breakdown by tier of environmental audits performed in plants involved in the production of private-label products for the Group					
Tier 1 plants	57%	89%	79%	87%	70%
Tier 2 or higher plants	43%	11%	21%	13%	30%

Specific control measures

Lastly, in order to tighten controls within the supply chain, 34 ICS social audits were performed in 2022 in factories located in countries where sourcing is allowed without tighter controls. These audits help to improve knowledge about the level of social and environmental compliance of factories located in countries not considered to be at risk, thus contributing to Casino Group's analysis of country risks, which in turn helps to make the Group's risk mapping and duty of care plan more robust.

For several years now, the Group has supported the creation of an ICS social audit framework for farms and other production sites in the primary sector, due to the specific issues they face. The Group has been involved in all the work of the Primary Production working group since it was first set up. In March 2022, this working group put forward an initial version of its social audit framework for the primary sector, which the Group proceeded to test in four organic fruit and vegetable farms in Spain and in a citrus plantation in Brazil. These pilot social audits confirmed the relevance and utility of this type of specific audit framework.

Since 2019, the Group has supported the partnership between the ITC (International Trade Centre) and the ICS in the Sustainability Map project supported by the European Commission, and the free online Sustainability Map platform (https://www.sustainabilitymap.org/home), which improves transparency of supply chains. This tool, which is currently being rolled out, can be used to ensure that the plants declared as suppliers (tier 2) to the Group's tier 1 plants have not been delisted for ethical reasons, are not located in sourcing regions banned by the Group, or are not accused of human rights violations (forced labour, child labour, discrimination, etc.) or environmental violations. This platform increases transparency and traceability within the supply chains of ICS members and, as a result, enables the Group to more effectively monitor its plants involved in the production of private-label products.

For more information on the Sustainability Map project: https://ics-asso.org/download/5034 and https://ics-asso.org/download/5114.

Regarding the risks associated with Covid-19 for employees at production sites

Since 2021, the correct application of sanitary measures to control the spread of Covid-19 has been included in the list of points checked by auditors under Chapter 8 "Health and Safety" of the ICS social audits. ICS members can still send factories the specific questionnaire created by the ICS in 2020 to question plants on compliance with measures to protect employees from the risk of Covid-19 contamination in the workplace and/or to launch remote surveys directly via employees' mobile phones (through voice calls, a mobile application or website), if required by changes in the Covid-19 health situation in certain countries. For more information on the Group's previous actions during the Covid-19 crisis, please refer to the 2021 duty of care plan.

(ii) Suppliers of private-label products containing palm oil

Regular risk assessment procedures, risk mitigation programmes and initiatives to prevent serious violations, harm or damage

Several private-label products contain palm oil as an ingredient, which raises risks of deforestation, particularly in Indonesia and Malaysia, and of soil erosion, water pollution, the impact of single-species farming on biodiversity, and poor working conditions on palm oil plantations (risk of child labour, forced labour and workplace health and safety).

As palm oil is purchased from refiners or importers by the Group's direct suppliers, the Group requires them to guarantee that it complies with the No Deforestation, No Exploitation commitments defined by the Group's partner, the Earthworm Foundation (formerly TFT). This means sourcing palm oil from plantations whose practices safeguard high conservation value[1] and carbon-rich forests, and whose methods support the development of small producers and respect local communities and workers' rights.

In order to reduce these risks, Casino Group has curbed the use of palm oil in its food products since 2010, removing it from a large number of its organic and other private-label products. In 2011, it addressed a variety of stakeholder concerns by joining the Roundtable on Sustainable Palm Oil (RSPO), while in France it pledged to use only RSPO-certified palm oil by 2020, prioritising crops certified to Segregated or Identity Preserved standards, which offers the added advantage of being able to trace the palm oil to its source. The absence of forced labour and child labour are among the items checked by external auditors during the RSPO certification audit of a plantation.

In addition to the RSPO, suppliers were informed of the Group's palm oil policy by letter from 2015 on, and working seminars have been organised in Brazil to raise their awareness of the policy. The Group asks its suppliers to trace the palm oil used in its private-label products by identifying and declaring the refiner or initial marketer, in order to obtain visibility throughout the supply chain.

The Group believes that close collaboration among stakeholders across the production chain – NGOs, refiners, growers and manufacturers – is the only way to achieve the common goal of using only palm oil produced without causing deforestation or exploitation. This is why it joined the Palm Oil Transparency Coalition (POTC) in 2019. The POTC conducts an assessment of refiners' policies and actions with regard to their zero deforestation commitments, which allows us to assess the level of risk and engage in constructive dialogue with our suppliers to encourage the refiners from which they purchase palm oil to tighten their controls and improve their supply chain.

Implementation outcomes

In France, the Group calculates the palm oil footprint of its private-label food and non-food products and gathers information such as names and addresses to trace the palm oil content back to the initial importer and/or refiner. The method consists in sending a questionnaire to each direct supplier whose products contain palm oil. The questionnaire is designed to trace the palm oil content, so as to identify all of the stakeholders across the supply chain to the first importer from the producing countries. Palm oil volumes have been reported annually to the RSPO since 2012. Reports are available at: https://rspo.org/. The list of palm oil mills is compiled using the Global Forest Watch application: https//data.globalforestwatch.org.

The "zero deforestation" commitments of initial importers were analysed in cooperation with the Earthworm Foundation, of which Casino Group is a member, between 2016 and 2018. The analysis focused on four fundamental criteria: the company's palm oil policy and underlying commitments; the company's reputation in connection with its palm oil operations; the transparency of its supply chain; and the initiatives undertaken to apply its policies or improve its sourcing.

Since 2019, this analysis has been carried out by the Palm Oil Transparency Coalition (POTC) as part of collective action with other retailers committed to the same approach. The POTC sends annual assessment questionnaires to palm oil importers to get a precise picture of their level of commitment to sustainable palm oil. The findings are shared in the form of a report with all POTC members. Casino Group informs its own direct suppliers of the findings so that they can take them into account in their purchasing policies. The report is also available on the POTC website.

Since 2020, Casino Group has reported the POTC analysis to its private label suppliers in France to continue to raise awareness about the risks associated with palm oil according to importers.

In France, 100% of the palm oil used in private-label food and non-food products is RSPO certified, and 100% to the "Segregated" or "Identity Preserved" level, carrying the highest guarantees. The Segregated level (SG) is the second strictest RSPO certification. It means that certified palm oil is kept separate from conventional palm oil throughout the supply chain, from the palm plantation to the finished product of any processor and distributor. The Identity Preserved level (IP) is the strictest certification because the palm oil from a certified palm plantation must be isolated throughout the supply chain (as with the Segregated level), and its origin must also be traceable.

(1) High conservation value areas are areas of high biological, social and cultural value that are important to conserve, and that contain rare species and habitats.

Table showing the level of identification, certification and evaluation of Casino Group's palm oil supply chain in France

Rank in the supply chain	Number		% identification		% RSPO certified IP or SG	
	2022	2021	**2022**	2021	**2022**	2021
0 – Private-label **products** containing palm oil	164	160	100%	100%	100%	100% (*)
1 - Suppliers of private-label finished products containing palm oil	29	31	100%	100%	100%	97%

(*) The palm oil in the product is RSPO-certified IP or SG.

Casino Group scored 15.75/24 in the WWF's 2021 Palm Oil Buyers Scorecard, ranking it second among French retailers.

In South America, GPA/Assaí and Éxito favour palm oil of local origin, both to promote local consumption and to reduce the social and environmental risks linked to palm oil cultivation. This reduces the risk of deforestation compared with the palm oil used in France, which is sourced from Asia.

In Colombia, Grupo Éxito is supporting Tropical Forest Alliance (TFA) 2030, a multi-stakeholder initiative, whose objective is to reduce tropical deforestation related to palm oil, soy and cattle breeding. Having also signed the TFA's Palm Oil National Agreement, which supports joint stakeholder efforts to eliminate deforestation in the palm oil supply chain, Éxito favours Colombian RSPO palm oil for cooking. Éxito is also working on the identification and traceability of suppliers of private-label products containing palm oil.

In Brazil, GPA has published a purchasing policy for palm oil products, with which suppliers must comply to supply its private labels. The policy reiterates their obligation to know the origin of the palm oil and whether it is locally sourced or imported. If the palm oil is imported, it must be RSPO certified. In addition, it must identify the country of origin and trace the palm oil back to the importer. This policy is available on the GPA website: https://www.gpari.com.br/wp-content/uploads/sites/108/2020/12/Social-and-Environmental-Policy-for-Purchasing-Palm-Oil-Products.pdf

(iii) Beef suppliers in Brazil

Regular risk assessment procedures, risk mitigation programmes and initiatives to prevent serious violations, harm or damage

Private-label beef accounts for about 17% of all the beef sold by GPA. The remaining 83% is sold under national brands or on fresh-food counters, by major Brazilian agri-food companies. Assaí does not sell private-label beef. GPA does not buy directly from ranches, unless necessary for private labels.

The review of the social and environmental risks in GPA's supply chain, conducted in 2014 by GPA's Risk Management department in conjunction with the CSR department, identified beef suppliers in Brazil as a possible source of serious human rights abuses (risks of child labour, forced labour and workplace health and safety abuses) and of serious harm to the environment (particularly the risk of deforestation in the Amazon). This finding was confirmed during the risk mapping exercise performed in compliance with the duty of care law.

The responsible beef sourcing policy, which has been in place since March 2016 in partnership with The Forest Trust (TFT) Brazil (now the Earthworm Foundation), leverages the following procedures to ensure that the cattle sourced directly by our suppliers are not from ranches practising illegal deforestation, involved in forced labour or any illegal encroachment on indigenous lands.

There are two principles behind GPA and Assaí's beef sourcing policy[(1)], implemented to mitigate the risks of deforestation and human rights abuses across the supply chain:

(i) Traceability and transparency: All GPA and Assaí beef suppliers are required to declare information on the slaughterhouses (tier 1) and ranches (tier 2) they work with, and register this information in the GPA and Assaí traceability system.

(ii) Geo-monitoring: As retailers, neither GPA nor Assaí are in direct contact with the ranches. Suppliers use a satellite geo-monitoring system to verify that these ranches meet the zero-deforestation policy criteria, as listed below. If non-compliance is found during the dual verification process operated by GPA and Assaí (see below), then the ranch in question is blacklisted and not allowed to sell products through GPA or Assaí.

The policy is based on the social and environmental criteria specified in 2009 for cattle sourcing throughout the Brazilian territory.

Specifically, suppliers are required not to proceed with sourcing from any ranch that:

1. encroaches on indigenous land;
2. encroaches on environmental conservation areas;
3. has been implicated for practices resembling forced labour or child labour;
4. has been embargoed because of an environmental offence.

With regard to ranches in the Amazon region, Brazilian suppliers are also required to refrain from sourcing from any ranch that:

5. has been involved in deforestation after August 2008 (illegal deforestation)/October 2009 (legal deforestation), as set out in the GPA and Assaí policy;
6. does not have a CAR rural identification number or environmental licence if applicable.

To implement its policy, GPA and Assaí have:

- mapped the various links in the supply chain to identify the different types of industry suppliers;
- rolled out dedicated action plans to address the risks identified in each indirect supply chain;
- trained suppliers so that they can deploy, in their own operations, the solutions needed to verify that ranches comply with the defined purchasing criteria;
- provided suppliers with a manual presenting its policies and procedures;
- identified the exact coordinates of the ranches that directly deliver cattle to GPA suppliers;
- collaborated with market stakeholders, public organisations and NGOs combating deforestation to converge best practices and work on developing systemic solutions;
- updated their policy on the basis of discussions with stakeholders and the tools available to improve policy effectiveness.

Suppliers not subscribing to GPA and Assaí's responsible beef sourcing policy had their contracts suspended pending proof of compliance and effective policy implementation.

Aware of the growing risk of deforestation in Brazil, and intent on further improving the efficacy of their policy, in 2019 and 2020 GPA and Assaí took part in joint work by the Imaflora NGO, the Brazilian Federal Prosecution Service and other civil society organisations on the Beef on Track project (www.beefontrack.org), supported by GPA and Assaí[(2)].

On this platform, an industry-wide protocol on control of cattle farming in Brazil was drawn up and approved by the Federal Prosecution Service on 12 May 2020, which came into force on 1 July 2020[(3)]. The protocol was included in the update to GPA's Social and Environmental Beef Purchasing Policy, drawn up with input from a 2018-2019 diagnostic by Proforest, an NGO specialising in responsible procurement of natural resources[(4)]. This update to the 2016 policy was submitted to the GPA Governance and Social Responsibility Committee on 29 July 2020 and published on 5 September 2020.

In line with the Imaflora protocol, the updated GPA and Assaí beef purchasing policy specifies the control criteria that supplier ranches are required to meet. It applies to all GPA and Assaí beef suppliers as from 5 September 2020. It explicitly states that compliance is "mandatory for all beef suppliers, and a prerequisite for supplying goods to GPA and for the continuation of long-term relationships with GPA business units. GPA and Assaí may discontinue business relationships with any supplier failing to apply these guidelines or to take any corrective measures required[(5)].

GPA and Assaí thus require their direct suppliers to:

- subscribe to their new policy and commit to its implementation;
- comply with the GPA/Assaí Code of Ethics and all applicable regulations;
- implement Imaflora's Beef on Track beef sourcing protocol in the Amazon region, to inspect the ranches they work with and ensure that direct-supply ranches meet the criteria set by this protocol and the GPA and Assaí beef purchasing policy;

(1) Private-label and national brand meat (fresh and frozen) purchased from Brazilian beef suppliers who use their own slaughterhouses.
(2) https://www.beefontrack.org/who-is-who.
(3) https://61b37262-1c70-4b1c-9bd4-d52a78d31afb.filesusr.com/ugd/c73ac5_1f727af24f4e4f2a8806e00ed7bccb3d.pdf
(4) https://proforest.net/en
(5) https://www.gpabr.com/wp-content/uploads/2021/03/Social-and-Environmental-Beef-Purchasing-Policy.pdf (page 3 of the PDF).

- indicate direct ranch origin and beef shipment data in the GPA and Assaí traceability system and accept new analysis of ranches by GPA and Assaí. In the event of suspected non-compliance, the supplier must either produce evidence of a false positive indication and/or blacklist the ranch;
- subscribe to a geo-monitoring system for ensuring that all cattle purchased complies with the socio-environmental criteria. Suppliers are required to refuse all cattle from any ranch found not to comply.

Under its reviewed policy, GPA and Assaí:

- audit their suppliers to ensure they comply with its policy, by cross-checking the data reported by suppliers on the ranches they work with using satellite geo-monitoring systems different from that used by most suppliers[1];
- continue to train their internal teams and support their suppliers. All GPA group employees involved in the beef sourcing process are trained accordingly. For each new supplier, GPA and Assaí provide and run training to ensure effective take-up of the guidelines.

All potential suppliers are required to comply fully with the policy before they can begin or continue supplying GPA and Assaí. Suppliers that refuse to meet these implementation or audit requirements are blacklisted and not allowed to supply any GPA or Assaí group business entity. Suppliers off-listed for non-compliance with policy then wishing to re-apply for inclusion must provide full proof of compliance. Meat suppliers that have blacklisted ranches for non-compliance are encouraged to give clear explanations for the removal along with advice on the adaptations needed for meeting the reinstatement requirements[2].

Given the practical and institutional difficulties suppliers have in monitoring large indirect-supplier ranches (tier 3 in the supply chain), especially as regards the illegal "cattle laundering" practices of certain ranch owners, GPA and Assaí support and participate in the development of sustainable tier-3 monitoring solutions operable at wide scale and shared by all players. Specifically, it is a member of the Indirect Supplier Working Group (GTFI), alongside organisations such as the National Wildlife Federation (NWF), Earthworm and *Amigos da Terra*, and takes part in pilot projects with suppliers to improve the monitoring of indirect supplier ranches and thereby the sustainability of beef production[3]. GPA and Assaí support and are directly involved in the VISIPEC project[4] (www.visipec.com/), to obtain access, where applicable, to information on indirect ranches in the supply chain, enabling extension of the control processes to tier 3. The VISIPEC tool enables GPA and Assaí suppliers to monitor indirect supplier ranches by cross-checking CAR land registry information with GTA documentation on transport from departure to arrival ranches. GPA is the first retailer to be involved in this project, currently at the experimentation phase with the National Wildlife Federation.

Full information on the GPA and Assaí policies is available here: https://www.gpabr.com/en/sustainability/transforming-the-value-chain/ et https://www.Assaí.com.br/en/transformation-in-the-value-chain.

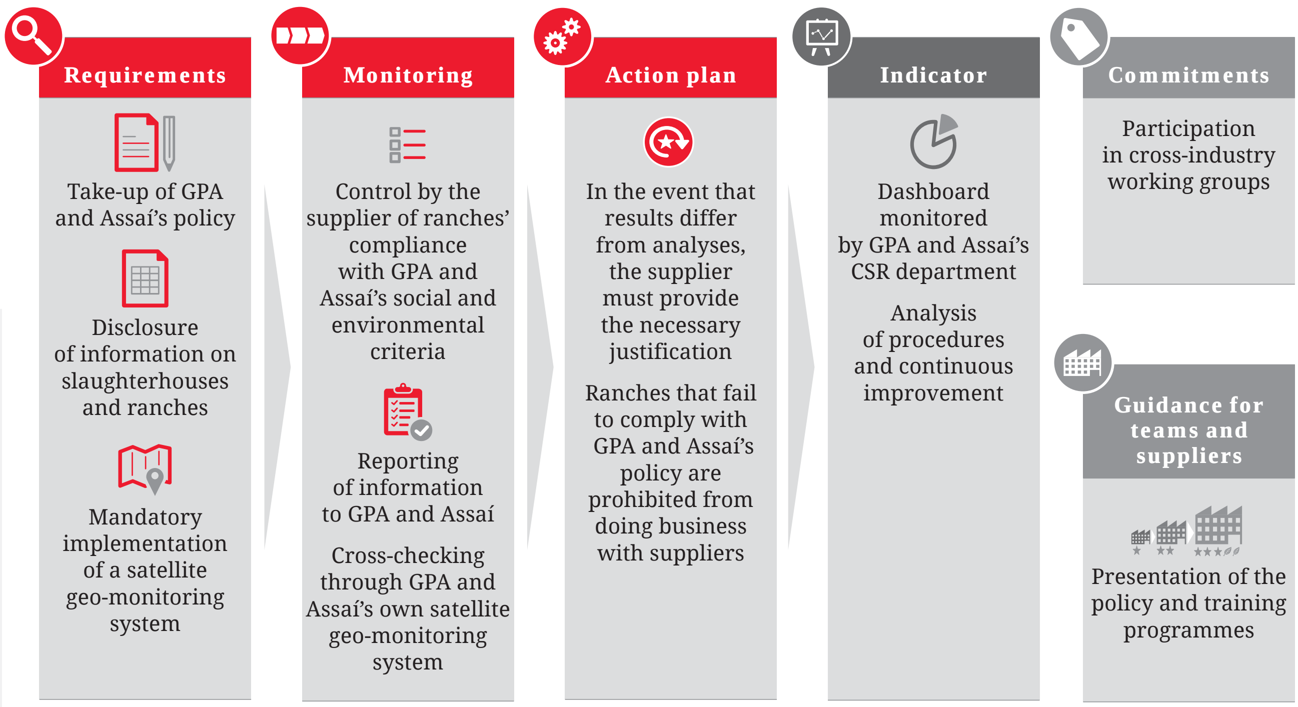
Given the scale of the challenges at hand and their position downstream in the supply chain, GPA and Assaí encourage multi-stakeholder initiatives with suppliers, other retailers and civil society, with a view to developing shared and harmonised monitoring rules between operators at different levels in the chain.

Casino Group considers, as do most of the players in Brazil, that these initiatives are absolutely essential if actions are to be effective, and that they also enable its subsidiaries to encourage their main beef suppliers to develop high standards of control and traceability.

For this reason, GPA and Assaí support initiatives on improving monitoring of the beef supply chain in Brazil, and take part in:

- Beef on Track, Imaflora's benchmark protocol to ensure that all companies that slaughter cattle produced in the Amazon region meet social and environmental commitments;
- the Indirect Supplier Working Group (GTFI), a platform for examining the challenges set by the indirect cattle farming chain;
- the annual process to monitor enforcement of the commitments of the National Pact to Eradicate Slave Labour (InPACTO), which GPA has upheld since 2005;
- the Brazilian Roundtable on Sustainable Livestock (GTPS) on sustainable cattle farming;
- the Brazilian Coalition on Climate, Forests and Agriculture, a multi-sector movement to promote a new economic development model based on low-carbon principles;
- the Beef Working Group of the Forest Positive Coalition of Action backed by the Consumer Goods Forum (CGF);
- Deforestation & Conversion Free Supply Chains, a World Wildlife Fund (WWF) initiative to encourage our beef suppliers to adopt more sustainable practices.

(1) *https://www.gpabr.com/wp-content/uploads/2021/03/Social-and-Environmental-Beef-Purchasing-Policy.pdf (pages 20 and 21 of the PDF).*
(2) *https://www.gpabr.com/wp-content/uploads/2021/03/Social-and-Environmental-Beef-Purchasing-Policy.pdf (page 19 of the PDF).*
(3) *https://www.gpabr.com/wp-content/uploads/2021/03/Social-and-Environmental-Beef-Purchasing-Policy.pdf (pages 35 and 36 of the PDF).*
(4) *https://www.visipec.com/.*



Implementation outcomes in 2019

The main outcomes of the new policy are as follows:

- all of the suppliers have pledged to support GPA and Assaí's policy and development programme. In 2019, four suppliers completed their action plan to achieve full compliance with the GPA policy. Since the policy launch in 2016, GPA has blacklisted 23 suppliers that refused to abide by the policy or run the action plan;
- a total of 19 slaughterhouses (100%) have a geo-monitoring system in place. 99.6% of the meat produced by these suppliers was of controlled origin in 2019. The remaining 0.4% corresponds to suppliers who either implemented the system this year, or were suspended for refusing to implement the action plan (2019);
- 22,150 direct ranches have been identified. These ranches provided cattle to GPA suppliers and have been inspected by our suppliers;
- more than 30 meetings have been organised to present the policy to the suppliers since its publication, and to assist in the implementation of specific action plans in 2019.

Implementation outcomes in 2020

In 2020, the new policy was issued to all GPA suppliers, and 38 of these signed up. Each supplier checks ranch compliance with regard to the 12 criteria of the Imaflora protocol. 100% of direct supplier ranches are monitored for compliance using a satellite geo-monitoring system.

To ensure proper application of ranch monitoring procedures by its direct suppliers, GPA cross-checks the information received on ranches declared as compliant, using a geo-monitoring system different from that used by most suppliers. Suppliers are required to explain any differences between the GPA analysis and their own. If the GPA analysis is confirmed, then the ranch is blacklisted.

GPA has also:

- systematically questioned the suppliers identified in NGO reports in 2020, analysed the ranches concerned, and examined their responses with a view to taking whatever measures are deemed necessary;
- participated in multi-stakeholder initiatives addressing the social and environmental issues posed by cattle farming in Brazil. In this way, it can help to deploy collaborative solutions, which Casino Group and GPA feel are the most effective, given the complexity of the issues and the number of stakeholders. Casino Group co-chairs the working group on cattle farming set up by the Forest Positive Coalition of the Consumer Goods Forum, which seeks to mobilise all purchasers of meat in Brazil on collective improvements to systems and operations on oversight of Brazilian beef producers. As mentioned above, GPA teams took part in Imaflora's work on the Beef On Track project, GTFI, GTPS and the VISIPEC project;
- audited ten of its private-label (*Rubia Gallega*) direct suppliers' slaughterhouses according to the ICS social audit standard, to verify working conditions.

Actions taken by Éxito in Colombia are detailed in the section Combat deforestation caused by the production of commodities.

Implementation outcomes in 2021

Casino Group continued to implement its actions to reduce the risk related to the social and environmental impacts of suppliers of beef sold under national brands and private labels in Brazil.

Actions involving suppliers

The Brazilian suppliers whose fresh and frozen beef is sold in the Group stores in Brazil have adhered to the beef policy since it was updated in September 2020. This is a prerequisite to working with the banners as a supplier. Having been kept informed of the policy in place, GPA/Assaí's management and sales teams[1] have had several discussions with the main beef suppliers in Brazil to ensure that GPA/Assaí's policy is properly understood and implemented. The operations teams also engage regularly with suppliers following the second ranch inspection performed using the GPA/Assaí geo-monitoring system to define potential corrective actions and continue improving inspection procedures. GPA/Assaí's operations teams contacted suppliers as soon as they were informed of a report implicating ranches that could be involved in deforestation. The objective was to understand the supplier's position, whether there was any truth to the accusations, any actions taken, and to check that these ranches are not connected with products sold in stores.

Monitoring of supplier ranches

Group banners in Brazil are not in direct contact with ranches in Brazil and therefore have no established relationship, except for certain private-label products, which account for 17% of GPA sales volumes. As a result, meat suppliers check that the ranches they source from meet the 12 criteria of Imaflora's Beef on Track protocol using a geo-monitoring system. These criteria are integrated into the GPA/Assaí policy. This information is reported to the Group's banners in Brazil and is again checked monthly by GPA/Assaí via a geo-monitoring system. If any discrepancies are detected, GPA/Assaí staff inform the supplier, which must provide evidence that the ranches meet the required criteria. Otherwise, the supplier must discontinue working with the ranches until the information is submitted and approved.

GPA and Assaí urge their suppliers to inform ranches of the rules applicable to them and identify indirect supplier ranches (acting as suppliers to direct ranches), which represent tier 3 in the supply chain. GPA and Assaí continued to support the Visipec project. This tool developed by NWF compares cadastral data from direct ranches (CAR) with animal transport documents between the indirect and direct ranches (GTA) to measure the risk of indirect supplier ranches. GPA and Assaí support the policy of the three major Brazilian meat suppliers to identify, by 2025, all tier-3 indirect supplier ranches that work with direct ranches and to support them in their efforts.

In 2022, GPA and Assaí continued their monthly monitoring of the ranches supplying national-brand and private-label beef suppliers[2], requiring information and proof of ranch compliance at the time of purchase whenever their own analysis differed from that carried out by the suppliers. In their updated policy, GPA and Assaí reasserted the requirement for suppliers to be able to report, by 2025, on indirect ranches supplying direct ranches.

Participation in initiatives to define a common framework for monitoring ranches in Brazil

To improve monitoring practices and get all stakeholders involved, all suppliers in Brazil must apply the same ranch monitoring rules and use efficient tools. As such, Casino Group and its subsidiaries GPA/Assaí are working on several multi-stakeholder initiatives to define common rules for all actors in Brazil to monitor ranches, identify new approaches and technologies, and transform market practices. In 2021, GPA/Assaí continued to participate in the following initiatives:

- Tropical Forest Alliance: GPA/Assaí is participating in the discussion forum to advance the use of pragmatic solutions to improve traceability and tracking in cattle farming.
- Indirect Supplier Working Group (GTFI): GPA/Assaí are members of the GTFI, the main platform for monitoring indirect suppliers in the cattle farming chain in Brazil.
- Brazilian Roundtable on Sustainable Livestock (GTPS): GPA and Assaí are also members of the multi-sector organisation that works towards sustainable cattle farming.
- Brazilian Coalition on Climate, Forests and Agriculture: this multi-sector coalition addresses climate change issues with a view to developing a new, low-carbon economy through concrete solutions to end deforestation and illegal logging, by promoting competitive and sustainable production.
- Visipec: in partnership with NWF and a supplier, GPA/Assaí participated in a pilot project to test the social and environmental monitoring of the indirect supplier chain, using the VISIPEC traceability tool, which connects direct and indirect suppliers and provides a broader view of the supply chain of Brazilian slaughterhouses.

(1) Assaí was spun off from GPA in 2020 and now operates as a separate business unit (see section 3.10 "Methodology").
(2) Percentage of fresh and frozen beef sold under national brands and private labels in GPA/Assaí stores.

In 2021 and 2022, they were also actively involved in improving standards in Brazil, through:

- the Beef Working Group of the Forest Positive Coalition of Action backed up by the Consumer Goods Forum: Casino Group co-chairs this working group, which is supported by the association Proforest to develop a common set of guidelines that beef suppliers in Brazil can apply for all international customers to guarantee deforestation-free meat from Brazil. Casino Group participated and jointly led more than ten meetings in 2021 and 2022. As presented in the annual report of the Forest Positive Coalition of Action, the working group assessed the best practices of 20 Brazilian meatpacking companies, which together operate and source from more than 100 meatpacking plants in the Brazilian Amazon and Cerrado biomes. The beef farming working group published guidance in early 2022 for Brazilian beef suppliers to assure them that the ranches they work with are deforestation-free. These guidelines were defined after a broad consultation with external stakeholders (suppliers, NGOs, public authorities, etc.), which were given the opportunity to comment on the report in 2021. A Learning Journey webinar series was created in 2021 to raise awareness among Coalition members and meatpackers on key issues and solutions to improve ranch monitoring processes and support them in implementing better practices. The Learning Journey was developed in partnership with the Global Environment Facility (GEF)-funded Beef Toolkit programme. These guidelines are aligned with GPA and Assaí's beef monitoring policy and help to set a common standard for all players, especially with regard to ranch monitoring in Brazil;
- Imaflora's Beef on Track (*Boi na Linha*) protocol: GPA/Assaí actively participated in creating the "Guide for Retailers: Developing an Effective Beef Procurement Policy"[(1)] published by Imaflora. This guide is part of the *Boi na Linha* programme, which GPA and Assaí also co-developed. It presents good practices for implementing a monitoring protocol for the beef supply chain, and to fight against sourcing from ranches connected with deforestation in the Amazon biome. GPA also participated in the webinar, organised by Proforest and Imaflora, on defining a voluntary monitoring protocol for livestock suppliers in the Cerrado. This action aims to improve social and environmental monitoring practices for beef purchases from the Cerrado biome.

Implementation outcomes in 2022

Actions involving suppliers and ranch monitoring

GPA and Assaí continued to:

- implement the policy and measures for monitoring the direct ranches supplying beef suppliers (slaughterhouses), in particular through the dual verification procedure;
- verify that the ranches implicated by NGO reports do not figure in the GPA/Assaí supply chain, and obtain all relevant information and evidence from suppliers;
- encourage beef suppliers (slaughterhouses) to improve their supply chain monitoring, especially as regards indirect ranches;
- take part in working groups to enhance monitoring methods and improve the cattle supply chain in Brazil.

Banners actively participated in the same working groups as those mentioned in the 2021 report, including the Consumer Goods Forum's working group on cattle farming, to promote guidelines for beef suppliers and engage other purchasers.

In 2022, GPA and Assaí teams held several meetings with the main beef suppliers in Brazil, to continue to improve monitoring of the ranches that supply them and to hear their responses to reports implicating ranches from which they may be sourcing.

GPA and Assaí systematically seek explanations from suppliers in the event of alerts from NGO reports implicating their supply chains.

If the information in these reports so allows, GPA/Assaí and the supplier proceed with checks on the incriminated ranch to (i) verify whether it may have been associated with the GPA/Assaí supply chain, and (ii) where appropriate, assess the situation of the ranch with regard to the dual verification carried out by GPA/Assaí at the time of product purchase. Once the alert has been processed, GPA and Assaí may take any necessary remedial action.

GPA and Assaí Senior Management has issued written reminders to its suppliers on the importance of complying with all the commitments they have taken up regarding responsible beef supply chains.

Actions involving suppliers and indirect ranches in their supply chains

Aware of the risks involved with indirect ranches in beef suppliers' supply chains (tier 3), GPA and Assaí support and participate in collective Brazilian initiatives to facilitate the identification and monitoring of indirect ranches. They have updated their policies and mobilised major suppliers to present their objectives for the identification and monitoring of indirect ranches in their supply chains, and, by 2025, for verifying the compliance of these indirect ranches with the same socio-environmental criteria as those applicable to direct farms.

To support suppliers in the implementation of systems for identifying and monitoring indirect ranches, GPA took part in a pilot project on traceability and monitoring of indirect ranches, in partnership with a major meat supplier and the NGOs Amigos da Terra and National Wildlife Federation (NWF). This project aims to identify the tier-3 ranches linked to the tier-2 ranches involved in purchases made by GPA through a specific meatpacking company. NWF and Amigos da Terra will be harnessing experience from other projects to identify indirect suppliers. The project, which will be launched in 2023, will help identify the difficulties and obstacles involved in obtaining information on indirect ranches, and propose practical and workable large-scale solutions.

Update to supplier monitoring policy

GPA and Assaí have updated their policies, which are available here: https://www.gpabr.com/wp-content/uploads/2021/07/Social-and-Environmental-Beef-Purchasing-Policy.pdf and https://www.Assaí.com.br/en/social-and-environmental-beef-purchasing-policy.

Actions with regard to suppliers purchasing beef in the Cerrado region

GPA and Assaí took part in the Deliberative Council of the Voluntary Monitoring Protocol for Cattle Suppliers in the Cerrado. In 2021, the NGOs Proforest and Imaflora formed a partnership to draw up a voluntary monitoring protocol for cattle suppliers in the Cerrado, with the aim of facilitating the implementation of best practices for the direct monitoring of cattle suppliers in this biome. Building on collaborative experience with major suppliers in Brazil, pilot projects were carried out throughout 2022 to implement the protocol and evaluate the proposed criteria, under the aegis of institutions such as the Brazilian public prosecutor and state environmental agencies, with the aim of validating these criteria. Publication of the Voluntary Monitoring Protocol for Cattle Suppliers in the Cerrado is set for 2023.

Working from this new protocol drafted by the Proforest and Imaflora NGOs, which lists 12 social and environmental criteria relevant to the responsible purchasing of cattle in this biome, GPA and Assaí conducted a pilot project with beef suppliers linked to the Cerrado biome, to assess ranches based on the legal and zero-deforestation criteria set out in the protocol. This protocol, currently under validation by stakeholders, will strengthen the policies in place for monitoring the Cerrado ranches.

Monitoring indicators	2020	2021	2022
Percentage of fresh and frozen beef sold under national brands and private labels in GPA/Assaí stores in Brazil			
% national brands	85%	90%	85%
% private labels	15%	10%	15%
Number of beef suppliers in Brazil at 31 December	**38**	**40**	**37**
Number of national-brand suppliers	38	40	37
Number of private-label suppliers	2(*) (1)	2(1)	2(1)
Indicators on beef suppliers with slaughterhouses buying directly from ranches			
% of suppliers subscribing to the policy updated in September 2020(*)	100%	100%	100%
% of suppliers using satellite geo-monitoring system(*)	100%	100%	100%
Number of declared ranches supplying GPA/Assaí direct suppliers (slaughterhouses)	17,740	17,924	24,246
% of these ranches analysed and monitored by the supplier satellite geo-monitoring system	100%	100%	100%
% of these ranches analysed and monitored by the supplier satellite geo-monitoring system, followed by cross-checks using the GPA/Assaí geo-monitoring system	100%	100%	100%

(*) NFIS indicators.
(1) These two suppliers are also national-brand suppliers.

Note on the claims under duty of care legislation

In 2020, Brazilian ranches working for major Brazilian beef companies were alleged to be implicated in deforestation in Brazil. Though Casino Group's Brazilian subsidiary, GPA, was never incriminated by representatives of Brazilian indigenous communities or communities on the ranches of these major suppliers, in June 2020, a French organisation published a report claiming "double standards" practised by Casino Group. Casino Group issued a detailed response addressing the many inaccuracies, incorrect extrapolations and errors contained in this report. In September 2020, Casino Group received formal notice on the claim by this organisation and a collective of other NGOs that the Group's duty of care plan failed to comply with the French duty of care law of 27 March 2017. Casino Group refuted this accusation, and provided a detailed response to this formal notice. Compliant with the provisions of this legislation, Casino Group publishes and implements the duty of care plan as outlined in this document, as from entry into force of the legislation in question.

In 2021, Casino Group was summoned to appear before the Saint-Étienne court without any attempt from the associations concerned to engage in dialogue following the response provided to the abovementioned claim and before the Group's 2021 duty of care plan was published.

The case was referred to the Paris court, which in 2022 proposed mediation to the parties. After meeting with the two appointed mediators, as requested by the court, Casino Group confirmed its agreement to initiating a mediation process. The plaintiffs declined this mediation. The legal proceedings are still in progress.

In 2022, four NGOs issued formal notices to nine companies, including Casino Group, regarding compliance with legislation on duty of care with regard to the use of plastic. Casino Group responded to this formal notice within the legal timeframe of three months, by reaffirming (i) its commitments and actions to reduce the impact of plastic in the products sold, particularly by suppliers, taken since 2019 under the National Pact on Plastic Packaging signed by the Group, and (ii) its willingness to engage in dialogue, in accordance with the National Pact on Plastic Packaging, with NGOs on the commitments made and their relevance, the measures taken, and the solutions proposed by the NGOs. More information on the policy on reducing plastic packaging appears in section 3.5.4.4.2. of this Non-Financial Statement.

3.5.3.5. Ensuring animal welfare

Commitment

For many years now, Casino Group has been working closely with suppliers, local production chains and animal rights organisations in a commitment to offering products that are more respectful of animal welfare.

To drive a cycle of continuous improvement, the Group cultivates dialogue with a wide range of stakeholders, including NGOs, veterinarians, suppliers, production chains, consumers and employees. It hopes that these initiatives will improve and broaden the array of animal-welfare friendly products on its store shelves and enable customers to enjoy better quality products made from more ethically treated animals.

The chosen approach consists of both monitoring conditions in the breeding, transport and slaughtering process and supporting the production chains as they transition to better, more welfare-friendly practices. The Group's assertive commitment was recognised by the Business Benchmark on Animal Farm Welfare (BBFAW), which in 2021 rated its performance as Tier 4 (of six tiers).

Consumer awareness plays a critical role in improving the treatment of farm animals. To inform shoppers about the animal welfare aspects of the products they buy, the Group has developed a labelling system in collaboration with three recognised animal rights organisations. The aim is to contribute to the development of standardised animal welfare labelling in France. The labels were initially prepared for broiler chickens, with the first labelled products appearing in stores in December 2018. At the beginning of 2020, the programme was extended to other distributors and producers. Additional details about the programme may be found at http://www.etiquettebienetreanimal.fr. In this way, the Group hopes to encourage consumers to choose the most welfare-friendly products.

The Group's approach to animal welfare is part of an inclusive dynamic of innovation and progress, involving all of the stakeholders concerned:

- upstream: the Group is committed to fostering constructive dialogue with cattle ranchers, cooperatives and slaughterhouses, with the aim of continuously improving their practices;
- animal rights stakeholders: the Group is supported by such partner NGOs as *La Fondation Droit Animal* (LFDA), Compassion in World Farming France (CIWF France) and *Œuvre d'Assistance aux Bêtes d'Abattoirs* (OABA);
- veterinarians and animal welfare scientists: the Group also relies on experts to guide it in addressing animal welfare issues more effectively across the supply chain;
- consumers: the Group is totally dedicated to product quality, one of whose core components is the ethical treatment of animals. It therefore strives to keep shoppers better informed about animal welfare issues, in particular through the animal welfare labels that have been displayed in stores since December 2018;
- stores: all of the banners participate in showcasing products sourced from more animal-friendly production chains;
- employees: special attention is paid to raising employee awareness of animal welfare issues. An e-learning module to raise awareness on animal welfare issues has been available to employees since 2020.

In deploying its animal welfare policies, Casino Group upholds the five fundamental freedoms established by the Farm Animal Welfare Council and accepted as the baseline in this area.

In the case of its private-label products in France, Casino Group has pledged to:

- define the minimum animal welfare standards applicable to its private-label products during the husbandry, transport and slaughtering phases of the meat, eggs, milk and fish production chains;
- define action plans for the meat, eggs, milk and fish production chain to gradually improve animal welfare in each;
- increase the number of animal-welfare friendly products available in stores;
- improve the supplier audit procedure concerning animal welfare, starting with the inspection of slaughtering conditions in the meat production chain;
- improve consumer information by developing and supporting animal-welfare labelling in the stores and by helping to roll out a standardised national animal welfare labelling system in France.

The use of antibiotics to promote growth is prohibited, in accordance with the regulations in force.

Casino Group's policy to promote animal welfare has been updated and published under the Commitments – Produce better – Casino Group policy for animal welfare section of its website, at www.groupe-casino.fr/en. The commitments listed in the animal welfare policy are an integral part of supplier specifications. An ad hoc procedure is applied for private-label products for cases of non-compliance (see 3.5.3.1).

Casino Group won several awards, notably for the Animal Welfare label project, including an LSA "La conso s'engage" CSR award, the ESSEC Daniel Tixier Prize and the CIWF Animal Welfare Award. As part of the ESSEC Grand Prix du Commerce Responsable, at the beginning of February 2020, Casino Group received the "Services and Information for the Benefit of the Consumer" prize for its animal welfare labelling. Franprix recently won CIWF's Good Dairy Commendation and 2019 Good Egg Award for its commitments, while Monoprix (in 2019) and Franprix (2020) received Good Chicken Awards from CIWF for their pledge to meet the Better Chicken Commitment criteria.

Organisation

Animal welfare policies, as well as the issues related to animal welfare labelling, were presented to the Executive Committee in 2018. Status reports are conducted according to the issues at stake.

In France, a multidisciplinary team involving all of the stakeholders concerned oversees animal welfare policy:

- Corporate social responsibility (CSR);
- Quality – including an animal welfare officer;
- Purchasing;
- Marketing.

This multidisciplinary team is responsible for:

- coordinating operational deployment of the policies;
- monitoring developments and benchmarking performance;
- defining key animal welfare performance indicators;
- regularly tracking progress;
- capitalising on observed best practices;
- defining improvement action plans.

Action plans

Egg sourcing

The Group is committed to improving husbandry conditions for laying hens.

It was the first retailer in France and Brazil to announce that it would stop selling eggs from caged hens, making some of the industry's most ambitious commitments. In line with its commitment, since January 2020, none of the eggs sold in the stores in France have come from caged hens.

- In France, Monoprix discontinued the sale of eggs from caged hens under its private label in 2013 and by national brands in 2016. In 2017, Casino Group and all of its banners in France made a similar commitment and, as of 1 January 2020, stopped selling eggs from caged hens. The Group supports its farmers and suppliers in the transition to an alternative farming method, leveraging multi-year contracts to better assist them in their investment efforts. For its private-label eggs, the Group has set up an open-air production chain free of antibiotics during the laying period, with hens raised on GMO-free feed (< 0.9%). This led to the launch of two new products in April 2019. Casino Group has already committed to going a step further by pledging to eliminate egg products from caged hens in all its private-label products by 2025. In 2022, 51% of private-label egg products contained eggs from cage-free hens (26% in 2020 and 49% in 2021).

Indicator	2020	2021	2022	Objectives
Private label France				
% of eggs from cage-free hens	100%	100%	100%	100% in 2020
% of products containing eggs from cage-free hens	26%	49%	51%	100% in 2025
National brand France				
% of eggs from cage-free hens	100%	100%	100%	100% in 2020
Private label Latin America				
Private label GPA % of eggs from cage-free hens		40%	53%	100% in 2025
Private label Éxito % of eggs from cage-free hens		100%	100%	100% in 2021

- In South America in 2017, Group subsidiary GPA launched a line of eggs from cage-free hens that has extended its organic and free-range egg products. GPA has committed to selling only eggs from cage-free hens under its own brands by 2025, in line with the public health standards and regulations specified by the Brazilian Ministry of Agriculture, and to extend this to national-brand eggs sold in the Pão de Açúcar and Extra stores by 2028. Specific identity and information material were brought in at stores to inform consumers on different egg categories. In Colombia, all private-label eggs sold by Grupo Éxito are from cage-free hens. Since 2019, Grupo Éxito has been working with the Colombian National Poultry Farming Federation (FENAVI) on developing a sustainability compliance label.

Milk sourcing

All of the banners market private-label organic milk, as well as other milk offering better guarantees under their private labels:

- All Monoprix UHT milk complies with "Who's the Boss?!" specifications, which guarantee that the cows have had four to six months of grazing, that feed is GMO-free (< 0.9%), and that farming conditions meet specific criteria on animal welfare. This is a significant undertaking by the banner to improve welfare standards for dairy cows.
- Franprix won the CIWF Good Dairy Commendation in 2019 for its commitment to maximally virtuous dairy cattle farming by the end of 2024. The criteria here include access to free grazing for at least 150 days per year, the absence of contention, and the monitoring of farmed animal welfare indicators.
- The Casino Bio, Monoprix Bio and Franprix Bio brands guarantee permanent access to grazing land, whenever weather conditions make this possible.

Broiler chicken sourcing

In the same way as for eggs and milk, Casino Group is sensitive to the welfare of the broiler chickens sourced for its private labels, and:

- signed up to the Better Chicken Commitment, which aims to significantly improve the rearing and slaughtering conditions for all broilers (lower densities, slower-growing strains, enhancing the environment with perches, natural light in livestock buildings, more humane slaughtering methods, etc.). The Casino and Franprix banners are committed to ensuring that, by 2026, all of the chickens marketed under their Casino private labels will be labelled level "C – Satisfactory" or better, under the animal welfare labelling system set up by Casino Group and three animal protection NGOs – LFDA, CIWF and OABA. Since 2020, Terre & Saveurs brand chickens have all been rated "Good" or "Superior" in terms of animal welfare. This label was rolled out to Casino Bio products in 2020 and in 2021 to Monoprix Gourmet and Monoprix Bio Origines brand chickens (60% of private-label raw poultry products);
- offers a range of chickens farmed organically under better animal welfare conditions;
- is extending its commitments, as with Monoprix's October 2018 decision to discontinue sale of fast-growing broilers under its private label, with stores now carrying only medium- or slow-growing breeds. In addition, all of the rotisserie chickens comply with organic standards, with access to open air areas, low stocking densities and a minimum slaughter age of 81 days. They are also raised without antibiotics and fed GMO-free feed.

Taking action in the pork industry

In France since 2020, Casino Group has been taking part in the work of the French association for animal welfare labelling (AEBEA) on developing animal welfare labelling for pork products.

In Brazil, GPA is committed to take the following action by the end of 2028:

- ensure that 100% of suppliers of pork products sold in Pão de Açúcar stores comply with its animal welfare policy;
- support the transition to group housing for pregnant sows;
- reduce mutilation by:
  - discontinuing the use of ear tags to identify animals,
  - discontinuing castration in favour of alternatives such as immunocastration,
  - limiting teeth grinding to absolutely necessary situations such as aggressive behaviour;
- prohibit the use of antibiotics to promote growth for private-label products.

Improving slaughtering conditions

The Group has deployed a slaughterhouse inspection programme in France. In 2014, Casino defined a dedicated audit procedure to ensure that slaughtering operations meet ethical animal protection standards and keep suffering to a minimum in such key phases as transport, stunning and slaughtering. These preliminary audits have been carried out by veterinarians since 2015. More than 70 slaughterhouse inspection points are examined. To date, 46 slaughterhouses have been audited for compliance with animal welfare standards. These facilities mainly slaughter cattle and pigs, as well as lambs and more recently, poultry. Each audit helps to raise the awareness of the Group's suppliers and encourage them to improve their practices, with remedial actions requested as needed. Audit standards are informed by advice from animal welfare experts.

Improving consumer information

To help create a standardised animal welfare label in France, Casino Group worked with its partners LFDA, CIWF France and OABA to develop a labelling system. Assessment standards were defined, with nearly 230 criteria covering every stage in an animal's life, from birthing and raising to transport and slaughtering. Compliance with each of the criteria is assessed through annual external audits performed by independent firms. The first labelled products, sourced from broiler farms, appeared in stores in 2018. The labelling system has been extended to other brands and products. In 2022, the label appeared on Casino Terre & Saveurs, Casino Bio, Monoprix Bio Origines and Monoprix Gourmet products. Additional details about the programme may be found at www.etiquettebienetreanimal.fr.

3.5.4. CASINO GROUP, ACTIVELY COMMITTED TO PROTECTING THE ENVIRONMENT AND CLIMATE

3.5.4.1. Environmental policy

Commitment

Casino Group has established an environmental policy addressing the risks, challenges and opportunities identified as relating to its operations in France and abroad.

The Group's policies, including the environmental policy, are presented and their implementation monitored by the Governance and Social Responsibility Committee (a specialised Committee of the Board of Directors). The CSR departments of all Group entities manage the operational deployment of actions, under the supervision of their Management Committees.

The Group is committed to defining policies, objectives and actions that address the issues identified in a process to continuously improve its environmental performance. The Group regularly measures its performance and informs its internal and external stakeholders annually of its results (see performance table in section 3.6).

Group employees and governance bodies were given training to support the implementation of these policies and actions. The Governance and Social Responsibility Committee was trained on climate issues in January 2022.

In view of the direct and indirect impacts identified, Casino Group's environmental policy takes three focuses:

(i) low-carbon strategy, to reduce the Group's greenhouse gas emissions and combat climate change (see section 3.5.4.2);

(ii) preservation and conservation of resources, to support the circular economy and the fight against food waste;

(iii) preservation of biodiversity.

It is supported and implemented by the Group based on:

- the objectives of the 2015 United Nations Climate Change Conference (COP 21);
- the UN Sustainable Development Goals;
- the objectives of the Montreal Protocol;
- the Science Based Target Initiative, for which Casino Group has joined the We Mean Business coalition;
- the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), for which Casino Group became a "TCFD supporter" in February 2021;
- National regulations such as the 2030-2050 roadmap from the French Agency for Environment and Energy Management (ADEME);
- the recommendations of the Consumer Goods Forum.

The Group has also pledged to support a number of voluntary national initiatives, including:

In France,

- the Paris Climate Action Charter and the Charter for Sustainable Urban Logistics issued by the City of Paris;
- France's National Pact on Plastic Packaging;
- the National Pact on Sell-by Dates, to combat food waste;
- the French Business Climate Pledge.

In South America,

- the Tropical Forest Alliance 2030, dedicated to removing deforestation from supply chains in Colombia;
- the Colombian Zero-Deforestation Agreement in the beef and dairy sectors, which aims to achieve net zero deforestation in the country's natural forests by 2030;
- the New York Declaration on Forests.

Casino Group's climate, biodiversity and environmental policies may be found in the CSR Commitments pages at www.groupe-casino.fr/en.

TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES (TCFD)

Casino Group is committed to following the TCFD recommendations in the following fields:

(i) Governance

One of the remits of the Governance and Social Responsibility Committee of the Board of Directors is to review and discuss climate and other social responsibility issues (see section 5.5.2).

The Committee specifically reviewed the analysis of climate risks and opportunities and, more generally, compliance with TCFD recommendations, the measurement and management of Scope 3 emissions and implementation of the EU green taxonomy. To support Committee members in their duty to address climate issues for the Group, a dedicated training session was organised in January 2022.

Climate issues and the related action plans and performance metrics are also reviewed by the Group Executive Committee in accordance with its remit (see section 5.3.4).

(ii) Strategy

As part of the process of identifying and measuring climate risks and opportunities, the Group has defined short, medium and long-term timeframes and scales of impact for the company and its stakeholders.

The assessments were carried out by each of the Group's business units to ensure that the findings reflected local circumstances and practices. These findings were as follows:

- in France, the Group is exposed to physical risks in the event of extreme weather events and transition risks related to reputation and the emergence of a more restrictive political and legal environment. It also faces a market risk stemming from high investor expectations for ESG performance. The identified opportunities relate to resource efficiency and the development of new products and services;
- in South America, the major concerns are physical risks from extreme weather events, chronic physical risks from rising average temperatures and transition risks from changes in the legal and tax environment, in particular with regard to refrigerants, waste and carbon emissions. The identified opportunities relate to resource efficiency, the development of new products and services, including new sources of competitively priced energy, and improvements in the organisation's climate resilience.

In 2022, a study was conducted of all the Group's activities in France, Brazil and Colombia and its value chain to quantify the environmental, financial and social impacts today, in 2030 and in 2050 according to the IPCC's RCP4.5 and RCP8.5 scenarios. The study was carried out by a specialised consultancy firm and revealed that the Group's exposure to acute and chronic physical climate risks was low, even under the worst-case scenario (RCP8.5).

(iii) Risk management: the process for identifying and assessing climate-related risks is described in section 3.2.2. It is integrated into the Group's comprehensive risk management system and covers all the physical and transition risks and opportunities identified as part of the TCFD exercise.

(iv) Indicators and objectives: the Group has set objectives as part of its climate change policy (see section 3.5.4.2), approved by SBT and published monitoring indicators, such as Scope 1, Scope 2 and Scope 3 emissions and consumption of resources and materials (energy, water, waste) – see Performance table in section 3.6.

More details on how the TFCD recommendations are being applied may be found in the TCFD cross-reference table in section 3.12.

Organisation

The Group's environment and climate policy is organised and led by the CSR and Engagement department, which is responsible for coordinating environmental priorities, sharing best practices and monitoring action plans. The Group CSR and Engagement department liaises with the Group Risks and Compliance department on management of environment and climate risks, and with subsidiaries' CSR Committees. It also reports on these challenges to the Governance and CSR Committee (see section 5.5.2), as well as to the Executive Committee.

Employees are also educated in climate issues through a variety of training courses and, in France, through the *C L'Empreinte* employee climate advocacy network organised in 2021.

Each Group unit is responsible for locally implementing the organisation and action plans required to meet the predefined objectives, in alignment with local circumstances and practices.

The subsidiaries are responsible for:

- pursuing the Group's environmental and climate priorities;
- deploying an environmental management system supported by the environmental indicators needed to manage the action plans for the defined priorities. Each business unit undergoes an annual review by the Group CSR and Engagement department.

3.5.4.2. The low-carbon strategy to fight against climate change

Commitment

As signatory to the Science Based Target initiative, Casino Group takes up the following commitments in line with international objectives:

- reduce Scope 1 and Scope 2 greenhouse gas emissions by 18%[1] in 2025 and 38% in 2030, compared with 2015;
- and reduce Scope 3 emissions by 10%[1] in 2025 compared with 2018, in the "purchased goods and services" and "use of sold products" categories, which account for more than 65% of indirect emissions.

The Group's low-carbon scenarios were submitted and approved in line with the Science Based Targets in 2019, including for Scope 3 emissions.

Each business unit sets reduction objectives consistent with Group targets.

For example:

- Grupo Éxito has committed to a 55% reduction in Scope 1, Scope 2 and goods transport emissions by 2025 compared with 2015;
- GPA and Assaí have committed to a 30% reduction in Scope 1 and Scope 2 emissions by 2025 compared with 2015;
- Monoprix has committed to a 50% reduction in Scope 1 and Scope 2 emissions by 2030 compared with 2020, on the way to carbon neutrality by 2040;
- Cdiscount is committed to contributing to carbon neutrality for Scopes 1 and 2 and for Scope 3 covering emissions from its private-label merchandise by 2040. The banner already contributes to carbon neutrality for all of its customer deliveries.

The main sources of the Group's greenhouse gas emissions are:

- direct fugitive emissions from refrigeration systems (more than 80% of Scope 1 emissions);
- indirect emissions from purchased electricity (99% of Scope 2 emissions);
- emissions from the purchase of merchandise for resale, the purchase of services, the sale of fuel in service stations, the transport of goods and people, and waste treatment processes (Scope 3 emissions).

Casino Group is attentive to the impacts of the growth in online shopping and related services. In 2020, Cdiscount joined the Planet Tech Care initiative, whose goals include more precise measurement of the environmental impacts of digital technology. It is also a signatory to the charter of the *Institut du Numérique Responsable* (Digital Responsibility Institute). An action plan is under way, in particular to optimise the online store, so as to declutter the server base, shrink the network footprint, and minimise the impact on site visitors.

Action plans

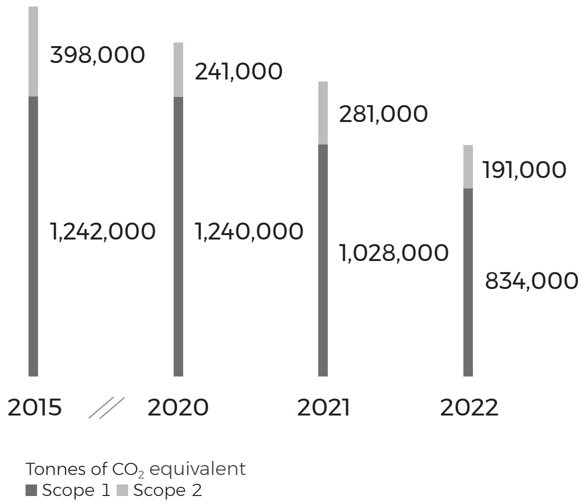
The 2030 Scope 1 and 2 greenhouse gas reduction targets have been defined in alignment with the 2°C pathway proposed by the Paris Agreement (all scopes) and the WB-2°C scenario, with progress being driven in four ways:

- reduce emissions from refrigerated display cases;
- reduce emissions from energy consumption;
- reduce emissions from goods transport, and bring in more sustainable mobility;
- shrink the carbon footprint of store merchandise.

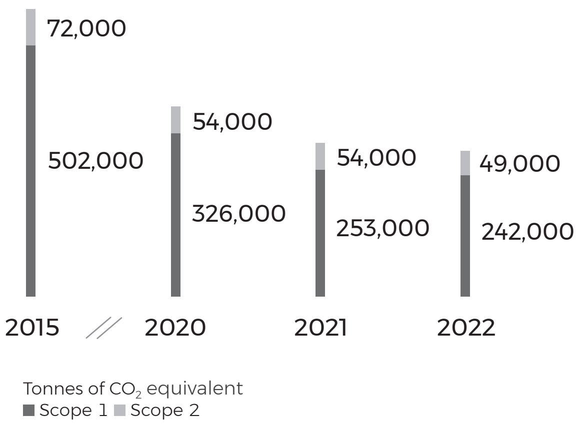
(1) *Target approved by the SBTi.*

■ Performance

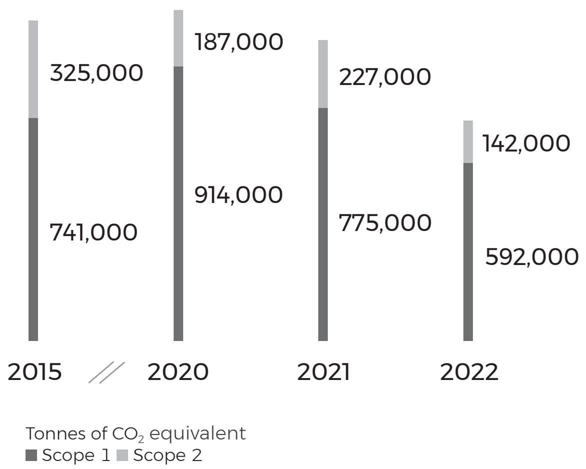
Evolution of GHG emissions – Group



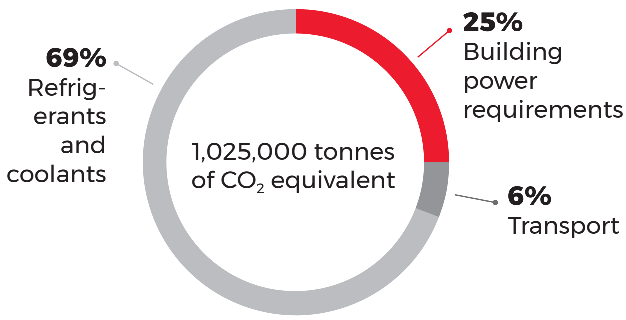
Evolution of GHG emissions – France



Evolution of GHG emissions – Latin America



Breakdown of Scope 1 and 2 greenhouse gas emissions



The Group has measured the carbon footprint of its operations since 2009:

- Scope 1 emissions, corresponding to direct emissions from fuel combustion (including during the transport of goods between warehouses and stores using controlled resources) and refrigerants, amounted to 834,000 tonnes of CO_2 equivalent in 2022;
- Scope 2 emissions, corresponding to indirect emissions from the consumption of purchased electricity, amounted to 191,000 tonnes of CO_2 equivalent in 2022 (location-based method).

Allowing for consumption of energy from renewable sources, Scope 2 emissions totalled 128,000 tonnes of CO_2 equivalent in 2022 (market-based method).

This performance was in line with the Group's SBT Scopes 1 and 2 commitments and its targeted 38% reduction by 2030 compared with 2015.

The emission factors were reviewed and updated in 2022. Emissions are presented on a "current" basis, whereby emission factors for a given year are maintained from one year to the next and not updated retroactively.

Scope 1 and 2 emissions decreased by 22% compared to 2021. 7% of this decrease was due to changes in reporting scope and updates to emission factors and 15% to efforts to reduce Scope 1 and 2 emissions.

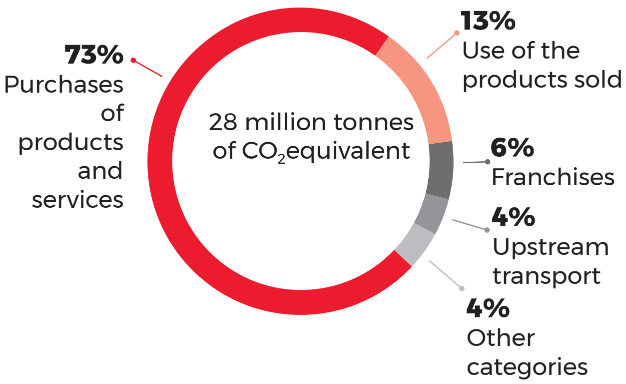
The Group also tracks changes in ratios per square metre of retail space for greenhouse gas emissions from electricity use and refrigeration systems. These intensity ratios are presented in the Group performance indicators table in section 3.6.

An initial measurement of indirect (i.e., Scope 3) emissions arising from the Group's operations was carried out in 2012, with support from a specialist consultancy. Since then, the Group measures all these emissions from internal and external data and related emission factors.

In 2022, the Group enlisted a specialised external firm to check the methodologies applied in calculating Scope 3 to ensure relevance of the results. This verification confirmed the methods used, in particular the method for calculating the most significant category, "Purchases of products and services", which is based on an internally developed tool covering the sale of all food and non-food products, including fuel.

The specialised external firm also reviewed the methods used to measure all of the Group's Scope 3 categories. The Scope 3 footprint amounted to approximately 28 million tonnes of CO_2 equivalent (2021) and breaks down as follows:

Breakdown of Scope 3 greenhouse gas emissions (data from 2021)



Two categories account for 86% of total Scope 3 emissions, with Purchases of products and services representing 73% and Use of the products sold representing 13%.

Lastly, the Group included a review of Scope 3 category 1, "Purchases of products and services", which represents 73% of the total footprint, in the independent data verification (see section 3.13).

3.5.4.2.1. Reducing fugitive emissions from refrigeration systems

To reduce its direct Scope 1 emissions by 18% in 2025 compared to 2015 and by 38% in 2030, the Group has undertaken initiatives to reduce fugitive emissions from refrigeration systems.

The main measures introduced are designed to:

- reinforce leak containment systems in existing piping by scheduling preventive maintenance based on constantly monitored refrigerant levels;
- increase the proportion of refrigerants with low global warming potential and eventually migrate refrigerated display cases to carbon-neutral systems.

In France, in compliance with the European F-gas regulation, and in Brazil and Colombia, the banners are phasing in fluids with global warming potential of less than 1,500 and commissioning hybrid refrigeration systems (at 148 sites in 2022) that produce negative cold with climate-neutral natural coolants, and systems running on 100% natural coolants (at 59 sites in 2022).

Store employees are informed about the issue of refrigerants. GPA has set up a process to track the ten stores with the highest leakage rates on a monthly basis, for monitoring by technical teams and implementing corrective initiatives.

3.5.4.2.2. Reducing emissions related to energy

Reductions in emissions from energy consumption are sought in four ways:

- through changes in behaviours and usages, to reduce consumption;
- through improved energy efficiency;
- through the use of energy from renewable sources;
- through the production and consumption of energy from renewable sources.

These methods, which are described in section 3.5.4.3.1, are helping the Group to meet the SBT target for Scope 2 emissions, which almost entirely concern energy consumption.

3.5.4.2.3. Reducing transport-related emissions

Casino Group measures the emissions resulting from the transport of its merchandise, and is committed to reducing them.

Upstream and inter-site (warehouse and shops) goods transport

All of the French business units (Casino, Monoprix, Franprix and Cdiscount) are supporting the FRET21 initiative, with emissions reduction targets defined and action plans undertaken to meet them. The initiative is being coordinated by the French Agency for Environment and Energy Management (ADEME) and freight trade organisations, with support from the French Ecological Transition and Transport ministries.

For the French operations, an overall target has been set to reduce Scope 1 emissions from transport using controlled resources by 25% over the 2019-2023 period.

Casino Group is committed to the following measures on reducing the emissions generated by the transport of goods from warehouses to stores:

- reducing journey mileages, by optimising delivery schedules and fill rates;
- increasing loads carried per delivery, by using double-deck trailers, increasing the proportion of 40 ft units in the container fleet, and installing 3D printers at Cdiscount to make custom-fit packaging and eliminate empty space;
- using railways and inland waterways as alternatives to overland carriage: since 2012, Franprix has been using inland waterways to supply its stores in Paris (300 stores concerned). Nearly 800 tonnes of food products are transported daily;
- using rail, waterway and maritime shipping for import containers;
- upgrading the vehicle fleet and using biofuels and alternative fuels (B100, NGV, bioNGV, electricity) to continue moving Casino Group towards 100% green transport. By the end of 2022, the Group was using more than 580 low-carbon lorries in France and 70% of Franprix's non-refrigerated lorry fleet ran on natural gas;
- training in eco-driving.

Goods transport from shops to customers

Casino Group is committed to reducing the emissions generated by the transport of goods from shops to customers, with an emphasis on home deliveries on foot, by bicycle or electric cargo tricycle. For example, in 2022, Monoprix won prizes at the ESSEC Grand Prix du Commerce Responsable in three categories, including the "Reduction in environmental impact" category, thanks to its environmentally-friendly home delivery system. Using pedestrian trolleys or cargo bikes, these completely carbon-free deliveries help to reduce pollution, noise and traffic jams in the city. This practice has also been developed in South America. In 2022, for example, GPA delivered more than 40,000 orders to customers in electric lorries.

Customer and employee transport

Neighbourhood access to the thousands of Casino Group convenience stores makes for minimum use of cars and facilitates home deliveries using eco-friendly transport modes, thereby minimising the impact of shopping transport. Casino Group plans further extensions to its network of convenience stores. To lower emissions from customer and employee travel, the Group is also assertively encouraging electric mobility by purchasing EVs for its corporate fleet and installing charging stations in its store and office car parks. Employees are also offered training in eco-driving techniques.

Transport related to online shopping

With the growth in its e-commerce operations, the Group is increasingly using fully electric or biogas-powered vehicles for customer deliveries in France and other host countries.

In France, to support its sustainable logistics commitments, Cdiscount signed the French government's Charter of Commitments to Reduce the Environmental Impact of Online Retailing in July 2021. The voluntary initiative is built around guidelines for managing packaging, delivery and warehouses, as well as for keeping shoppers informed of the environmental impact of their online purchases.

Cdiscount is developing many innovations for reducing the environmental impact of goods transport and advancing toward carbon-neutral delivery services for all of its deliveries:

- reducing empty space in packages and optimising lorry load factors. Through its subsidiary C-logistics, Cdiscount is the first and only European online retailer with six 3D printers that adjust shipping boxes to the exact size of the products being shipped, reducing empty space by an average of 30%. Cdiscount also speeds up bulk loading with several transporters to ship parcels under 30 kg. Together, these two measures have driven a 30% reduction in the number of lorries required across all package deliveries;
- increasing the use of alternative transport modes for collection, shipping and last-kilometre delivery (EVs, cargo bikes, bioNGV-powered vans, etc.), in association with its haulier partners;
- coordinating an extensive network of relay points throughout the country, so that customers can reduce their carbon footprint, with more than 24,000 pick-up points for small parcels and more than 600 pick-up points for large parcels. In partnership with Agrikolis, Cdiscount has set up a network of farm pick-up points, which offers farmers an additional revenue stream and reduces the distance travelled by customers in rural areas.

Lastly, residual emissions are offset by means of an environmental sponsorship that is funding reforestation projects in sustainably managed forests in France.

3.5.4.2.4. Reducing the emissions related to products sold

In accordance with the aims of the Paris Climate Agreement, Casino Group has undertaken to reduce the greenhouse gas emissions linked to its food products, which represent its main indirect impact (Scope 3). To support this transition toward low-carbon consumption, the Group is taking action on several levels.

(i) Supporting the transition to a more plant-based diet

To implement a low-carbon strategy, the Group needs to support the shift in production and consumption practices towards low-carbon products and especially a better balance between animal and vegetable protein in a store's product offering. Lastly, to reduce the impact of what we eat on the climate and the environment, several studies have demonstrated the need to change the carbon footprint of the average French person's diet by eating less animal protein and more fruit, vegetables and legumes.

To support this transition, retailers need to offer more vegetable protein options in a variety of product categories and encourage shoppers to buy less, but better quality, animal protein, in accordance with PNNS (the National Health and Nutrition Plan) recommendations.

Three of the ways in which the Group is responding are by developing bulk offerings for legumes, broadening the range of private-label meat and dairy alternatives and providing consumers with more detailed animal welfare information.

In so doing, Casino Group:

- is developing several lines of vegetarian and vegetable-based products that resonate with new consumer expectations: Casino has launched the "Veggie" line of vegetarian ready meals and organic vegetable drinks; Monoprix markets the "Le Végétal" range of primarily vegetable-based dishes, while Franprix has formed several partnerships, with, for example, HappyVore, Planted, Nurishh, to offer plant-based line-ups. Casino Group was also the first retailer in France to sell products from American start-up Beyond Meat® under the Monoprix, Franprix, Géant and Casino Supermarkets banners. In 2022, the Casino banners deployed "100% Veggie" shop-in-shops offering more than 400 SKUs;
- is developing 100% vegan concepts. Naturalia operates 100% vegan organic produce stores, stocked with 2,000 staple foods that are entirely vegetable-based;
- is promoting bulk sales, offering customers a variety of innovative bulk solutions. Since 2020, for example, new concepts for selling national brand products have been tested for use alongside existing systems for pulses, cereals, etc.;
- is encouraging more detailed information for consumers on the degree of animal welfare related to products, enabling them to consume higher quality products and to change their habits when it comes to purchasing animal protein.

In 2022, Monoprix partnered with the Veganuary challenge to try out a vegan diet for a month (600,000 participants worldwide). As part of the event, Monoprix launched a promotion on a range of plant-based products (national brands and private labels) and used its communication channels to spread vegan recipe ideas and promote a plant-based diet.

(ii) Promoting local products

Working with local producers, the Group's banners are developing and promoting product lines that are local in origin.

One of the Group's objectives is to make local products more visible to its shoppers.

In France, Casino's CAP (*Casino Agissons pour la Planète*) CSR approach reasserted its commitment to promoting local products. Since 2011, Casino has proposed its *Le Meilleur d'Ici* concept for local products made within a radius of about 50 km around Casino outlets, or 200 km for regional products. By taking part in several regional initiatives aimed at increasing the visibility of local products, such as the Charter to promote products from the Occitanie region, the *Ma Région Ses Terroirs* initiative in Auvergne-Rhône-Alpes, and the *Le Vrai Goût des Saisons* programme in partnership with Chef Mauro Colagreco, Casino stores promote more than 1,200 local and regional suppliers. Monoprix carries a range of local products produced within 100 km of each store, which represented close to 8,000 grocery, beverage, produce and frozen SKUs in 2022. Since June 2021, the banner has deployed a locavore programme with locally sourced foodstuffs in each store and dedicated signage. In addition, it has partnered with Agriculture urbaine, Le Paysan urbain and Agricool to market fruit and vegetables grown locally in each city. In all, close to 27,000 locavore products are on offer in France, sourced from more than 1,800 local producers. Cdiscount remains committed to its Made In France offer initiated in 2020, which promotes products focusing on their key features and for which more than 50% of their unit cost was purchased in France. This product segment has its own tab directly on the website's home page, is featured in promotions and displays a special "More sustainable – Made in France" label, to help consumers to identify products with a social or environmental objective.

In South America in 2021, 89% of the fruit and vegetables marketed under Grupo Éxito banners were grown in Colombia, of which more than 86% were sourced locally and directly from small farmers. Éxito continues its training programme for suppliers, in partnership with EAFIT University, and runs workshops on product reformulation (fats and oils). In addition, Éxito periodically brings together its fruit and vegetable producers to encourage and help them to meet Global Good Agricultural Practice standards, with the goal of improving performance across the entire fruit and vegetable supply chain. In Brazil, GPA continues to expand the *Caras do Brasil* programme, which promotes sustainable family farming in five regions throughout the country (11 additional stores joined the programme in 2022 for a total of more than 50), offering more than 100 responsible smallholders, cooperatives and associations an opportunity to sell their products in Pão de Açúcar stores.

(iii) Informing shoppers about the environmental impact of products to shift them to low-carbon consumption

Since 2007, to enable customers to shift their purchases to lower-carbon products, Casino Group has supported the display of standardised environmental labels on food products. Following on from the Carbon Index label for its private-label products in 2008 and the Environmental Index in 2011, the Environmental Impact label was introduced in 2016, supported by a public database, a national standards manual and lifecycle assessments of the labelled product's carbon emissions and water pollution. In July 2017, Casino provided its processed food suppliers with a free collaborative application, known as *Mieux Produire*, that they can use to collect data and calculate the environmental impact of their products.

In 2020, the Group participated in the national trials undertaken as part of France's new Anti-waste and Circular Economy Act (AGEC) by sharing data from its "Responsible Together" app concerning issues in its various supply chains. In 2021, the Naturalia, Franprix and Monoprix banners pledged to use the Planet-Score calculated by the Technical Institute of Organic Agriculture (ITAB), which improves product lifecycle assessments with criteria addressing climate, pesticides and biodiversity issues. Nearly 200 private-label products are being assessed, with the scores to be displayed on the Franprix and Monoprix websites.

In 2022, Cdiscount deployed initiatives to guide its customers towards more sustainable options (energy-efficient products, with a high repairability index, certified as eco-responsible by a third-party organisation, etc.). For example, Cdiscount has put up carousel posts about being a more responsible consumer and introduced a "more responsible" label to feature on products, create a clearer offer and increase the share of sales generated by these products. This segment generated sales representing more than 13% of Cdiscount's gross merchandise volume in 2022.

In addition, the Group regularly runs campaigns to raise customer and employee awareness of climate issues. For example, the CAP (*Casino Agissons pour la Planète*) sustainability campaign deployed for Casino banners, employees and customers since 2020 has reaffirmed the Group's CSR commitments and prompted a number of results-oriented initiatives.

In France, employees may attend e-learning courses on the environmental impact of their shopping.

(iv) Mobilising suppliers

Casino Group is committed to reducing indirect emissions particularly from purchased goods and services by 10% from 2018 to 2025, an objective validated by the SBTi and aligned with the Paris Agreement.

To reach this goal, it set up the Carbon Forum, a group of 30 major suppliers committed to the climate cause.

The Carbon Forum has these main objectives:

- encourage all members to take up SBTs on reducing their carbon emissions;
- track and support progress toward these targets, by sharing best practices;
- run collaborative workshops on climate impact topics.

The Carbon Forum met its target to have 50% of its members take up SBTs by 2022. A roadmap is being finalised to define a new target for 2025, along with new initiatives to make climate change efforts an integral part of supplier relations. These include Group training about climate change for its buyers.

Around ten workshops on climate metrics and commitments, and the deployment of initiatives to reduce emissions from energy consumption, transport, sourcing and suppliers' farming practices were identified by members of the forum.

The Group's various banners are also taking steps at their level to get their partners involved. For example, Cdiscount has rolled out an ESG analysis of its main suppliers and marketplace vendors since 2021. This analysis provides a way to assess its partners' practices and their progress over time, share best practices within the ecosystem and inspire suppliers and marketplace vendors that want to advance their own ESG initiatives.

3.5.4.2.5. Adapting to climate change

Casino Group's low-carbon strategy is helping to combat climate change, while preparing the Group for the necessary adjustments by identifying the physical and transition risks liable to impact its operations (see Climate change risks, in section 3.2.2).

The main climate change risk that could potentially impact the Group's operations is the increase in extreme and chronic weather events, which mainly involve risks of flooding, landslides and drought. Were these types of events to become more frequent, they would not only have direct consequences for the Group's operations (business interruption, loss of assets), but also an indirect impact in that they would lead to higher raw material prices, fewer seasonal product sales and higher energy prices. For example, the drought experienced in Brazil in recent years, particularly in the state of São Paulo, led to a significant rise in the price of electricity in 2020 and 2021, since most of it is produced at hydropower plants.

These risks can be managed by (i) strategically stockpiling basic commodities in partnership with suppliers and (ii) improving the energy self-sufficiency of the stores by reducing energy use and developing alternative and renewable sources. At a time of growing scarcity, GPA and Assaí in Brazil are responding by scaling back their needs and turning to alternative sources. GPA is increasing the use of non-hydroelectric renewable energy by installing photovoltaic arrays generating electricity for self-consumption (see section 3.5.4.3.1). In 2021, Assaí conducted a granular water audit across the store base and used the findings to deploy an action plan with (i) dedicated measures and equipment to reduce consumption, detect leaks and report telemetric data; and (ii) the preparation of contingency plans, including, for example, the rental of water tanker lorries as needed.

The study conducted in 2022 on the physical risks due to changes in Group assets, based on the RCP4.5 and RCP8.5 scenarios for 2030 and 2050, identified the assets that would be most highly impacted. Although these impacts were considered low at the Group level, a formal adaptation plan will be drawn up in 2023.

In the event of extreme weather events, the business units all have their own business continuity plans.

Major risks are covered by dedicated contingency plans – see section 4.3 "Main risk factors".

3.5.4.3. Preserving and reducing the use of natural resources

3.5.4.3.1. Reducing energy consumption and encouraging the use of renewable energies

Commitment

Casino Group is committed to reducing its consumption and ensuing pollution in line with the SBT target of reducing its Scope 2 greenhouse gas emissions by 18% in 2025 compared with 2015 and by 38% in 2030.

Reductions are sought in three ways:

(i) through the implementation of energy efficiency management systems, shifts in usages, and training in eco-friendly practices;

(ii) by increasing the proportion of renewable energy in overall energy consumption;

(iii) by increasing the production and consumption of energy from renewable sources.

Action plans

The Group is rolling out measures to reduce energy consumption across all its sites, taking action in three areas:

(i) Reducing energy use through a continuous improvement process based on tracking consumption, performing on-site energy audits, and upgrading the least energy-efficient installations. Because electricity is primarily used by commercial refrigeration and air conditioning systems, followed by lighting, initiatives undertaken to reduce consumption include:

- fitting doors on refrigerators containing chilled products,
- installing low-energy lighting and air conditioning systems,
- raising store employee awareness of power-saving practices, with the "Eco-Gestures" guide and an e-learning course.

The Group is deploying energy performance contracts in its stores, which guarantee at least a 20% reduction in their baseline consumption. Energy performance contracts are currently in force at 1,300 Casino Group sites in France and abroad.

In France, in 2022, energy management processes at 100% of Casino hypermarkets and supermarkets, and more than 60% of Monoprix stores and in the Group's office facilities are certified to the ISO 50001 energy management standards. In all, more than 520 sites are certified.

In South America, Grupo Éxito is continuing to upgrade warehouse and in-store installations. Campaigns to build awareness and train employees in energy saving practices have been deployed in every Group unit, with in-store displays, meetings with store and technical managers, an e-learning module and the “Eco Gestures” guide.

Energy efficiency plan

In 2022, Casino Group and its banners – Casino, Monoprix, Franprix, Naturalia and Cdiscount – signed the EcoWatt Commitment Charter, a scheme to raise awareness about the importance of “consuming at the right time” and, more generally, of managing energy demand. By signing this charter, the Group has pledged to:

- appoint EcoWatt managers who are responsible for taking action, in line with the specific context of the banner and stores, during peak load periods (e.g., reducing the use of certain equipment between 8 am and 1 pm and between 6 pm and 8 pm, or programming equipment in standby mode, computer monitors and photocopiers to switch off at the end of the day, etc.);
- encourage employees to join the programme and communicate peak alerts to customers.

Due to strains in France on the energy supply needed for the proper functioning of regular activities, the French government defined an energy efficiency plan designed mainly for companies to follow. The plan aims to reduce energy use by 10% by 2024.

Casino Group and its subsidiaries in France have defined the following energy efficiency plans:

- Cdiscount is strengthening its commitments and aims to reduce its consumption by 21% by 2023 (compared to 2019 levels). The new initiatives deployed cover the entire value chain and all company stakeholders: reducing energy consumption at its offices and raising the awareness of employees and customers about everyday eco-practices. In addition to closing certain buildings, lowering room temperatures, optimising lighting and adjusting logistics processes to reduce energy use, the plan also covers mitigating the energy impact of the cdiscount.com website, reducing the site’s impact on the telecom network by 50% (using compression algorithms, bot detection, site optimisation in terms of tags, cookies, images, etc.) and cutting down the electricity consumption of data centres (10% reduction between 2019 and 2021 despite the increase in user traffic).
- Franprix is providing more training to teach store employees about eco-practices, such as lowering the temperature in stores with a heating and ventilation system, reducing lighting (turning off illuminated signs when the store closes, indoor lighting) and night-time air ventilation. An “Energy Challenge” will reward stores with the most energy reduced between December 2022 and February 2023.
- Casino banners have also signed the Energy Crisis Protocol and have lowered the temperature in their stores by at least 1°C and reduced lighting by 50% when there are no customers and while stocking shelves. Actions have been stepped up with measures focusing on indoor and outdoor lighting, management of refrigerated display cases and the launch of an awareness campaign aimed at employees of headquarters, stores and warehouses, about eco-practices in periods of energy crisis.
- Monoprix has strengthened its energy conservation initiatives with the installation of LED lighting, the closure of refrigerated display cases, remote control of electrical equipment, signing energy performance contracts pledging to reduce lighting in stores by 30%, switching off illuminated signs at night, lowering heating temperatures, etc. Eco-practices have also been sent to employees at headquarters and in stores.

(ii) Increasing the share of renewable energy in overall consumption, by sourcing from suppliers or markets offering guarantee of origin certificates.

In Latin America, GPA already gets more than 90% of its electricity from a mix of hydroelectric, biomass, wind, solar and other renewable sources, with the goal of reaching 100% by 2024. Moreover, GPA renewed its purchase of International Renewable Energy Certificates (i-REC) to cover the electricity used in all its Compre Bem stores. This same contract is supplying 95% of Assaí’s power.

The Group has also brought in its first long-term energy provision contracts, in the form of Corporate Power Purchase Agreements (CPPAs). At the beginning of 2022, Éxito started using electricity produced by the Petalos de Córdoba solar power plant at 27 warehouses to power its air conditioning systems, through the first CPPA with GreenYellow.

In 2019, Libertad signed a similar PPA generating 116,500 to 142,500 MWh over the 2019-2024 period in Argentina.

(iii) Generating and self-consuming energy from renewable sources.

The Group is actively engaged in deploying renewable energies, with, for example, the installation of solar power units on store roofs and car park canopies. More than 640,000 sq.m of solar panels have been installed on Group assets. In 2022, 159 photovoltaic installations were in operation. Solar self-consumption is also being developed, with nearly 30 self-supply sites in 2022. On average, solar energy production covers almost 20% of store needs.

In Brazil, Assaí had seven self-consumption solar power plants in 2022 that generated energy for part of its operations through rooftop panels installed on car parks. In Rio de Janeiro City, the Ayrton Senna store's solar array comprises more than 3,000 rooftop panels, covering approximately 6,000 sq.m. To date, it has generated more than 13,000 MWh of power. In 2022, Éxito continued to install solar panels on store roofs to generate part of the energy used in the common areas.

Performance

The Group's performance in executing its energy efficiency strategy is managed by measuring the amount of electricity used per square metre of retail space, and the proportion of renewable energy produced and consumed.

In 2022, average electricity used per square metre of retail space was down by more than 11% compared with 2015, with consumption stabilising between 2021 and 2022 (0.2% reduction). The share of energy from certified renewable sources rose to 38% in 2022, from 20% in 2019. Facilities operating in 2022 enabled the Group to generate almost 80 GWh of green electricity, avoiding the release of more than 5,500 tonnes of CO_2 equivalent.

See Group performance indicators in section 3.6.

3.5.4.3.2. Managing water consumption

Commitment and action plans

The Group operates in regions that run a relatively low risk of water scarcity, according to latest data published in 2019 by the World Resource Institute. Nevertheless, certain periods of drought caused by climate change in Latin America could occasionally disrupt the supply of drinking water or the generation of electricity from hydropower stations.

Steps taken to reduce direct water use include (i) phasing out open-loop, water-cooled refrigeration systems and replacing them with closed-loop systems; (ii) installing rainwater recovery systems to meet grounds watering or potable water needs in stores or warehouses; (iii) installing pressure-reducing valves on taps to restrict flow; and (iv) regularly monitoring consumption to detect pipe leaks. Wastewater is appropriately treated in compliance with local legislation before being released into the public networks.

In response to conditions in Brazil, where water shortages are becoming more serious, GPA is continuing its telemetry system to track water use in real time and detect leaks. Its agreement, signed with a service provider in August 2020, improved water efficiency at more than 110 Extra hypermarkets, with equipment upgrades, as well as employee training and customer awareness campaigns. This programme saved 321,000 cu.m of water in 2022. Initiated in 2021 at the company's headquarters, the pilot project to use rainwater to clean mats, the car park and loading bay was extended to stores (for toilets, watering gardens and cleaning car parks and loading bays). In new stores, GPA uses materials such as granite, which are easier to clean and avoid high water consumption in case of intensive washing. Assaí has also carried out eco-efficiency programmes in 54 stores, with air economisers, water flow regulators on taps, leak detection and repair, and by adjusting the WC coupling and fill valve.

Performance

The ratio of water consumption per square metre of retail space was 1,246 litres, 8% lower than in 2021.

See Group performance indicators in section 3.6.

3.5.4.4 Promoting a circular economy

3.5.4.4.1. Reducing, sorting and reusing generated waste

Commitment

Casino Group is committed to reducing, sorting, recovering and reusing operational waste from its stores and warehouses, with the ultimate goal of eliminating landfilling by recovering and reusing everything.

Action plans

(i) Managing operational waste

Store waste primarily includes packaging cardboard, plastic, paper and wooden pallets used to transport and handle merchandise, damaged goods and unsold compostable produce.

The Group installs and uses waste sorting systems to reduce the amount of unsorted, landfilled waste and supports the development of local recycling businesses. It is also deploying waste recovery and reuse solutions.

In 2022, all Casino hypermarkets sorted and recovered their bio-waste (composting or methanisation) and 93% of the waste from all Casino hypermarkets and supermarkets was recovered, of which 40% was reused as materials and 53% burned as fuel.

In South America, Group banners also took action to recover recyclables and organic waste from its stores. GPA is deploying its REUSE initiative, which includes a solid waste management plan comprising procedures and reporting systems for waste sorting, storage, transport and disposal and provides for in-store employee training. Launched in 2021, this programme covered all stores in 2022 and will be ramped up in 2023 with training and progress monitoring. This REUSE programme is planned for rollout at warehouses and service stations.

Assaí is also rolling out an in-store waste reduction and management programme that includes recycling and recovery systems. In particular, organic waste composting facilities were installed in 45 additional stores (i.e., a total of 70 by the end of 2022), resulting in a 46% increase in composted tonnages (1,400 tonnes in 2022). Through this programme, Assaí has developed the treatment of its organic waste by composting for agricultural use and aims to cover more than 190 stores by 2025, i.e., approximately 12,000 tonnes per year.

In Colombia, Éxito is running an ambitious waste management policy with environmental officers in charge of training customers and employees. As a result, Éxito has recovered and reused more than 32,000 tonnes of store waste. Managed by the Éxito Foundation, the resale of recyclable materials provides around 30% of its funding.

(ii) Reducing the use of plastic bags

To encourage more responsible shopping and reduce household waste, since 2003 Casino Group has reduced the number of disposable bags available in its stores, offering instead a line of reusable bags.

- Since 2016, the banners in France no longer provide disposable plastic bags, in compliance with local legislation.
- In South America, subsidiaries are deploying an increasing variety of actions to encourage a preference for reusable bags (in store displays, loyalty programme incentives, etc.) and reduce the use of disposable plastic bags. In Colombia, Grupo Éxito is encouraging the use of reusable plastic bags, in particular through in-store campaigns such as “two days without plastic”. Thanks to these efforts, Éxito has reduced the use of plastic bags by more than 75% since 2015.

(iii) Collecting customers’ used products

Banners in France and other host countries have installed in-store recycling bins and are encouraging customers to use them. In Latin America, for example, Éxito is rolling out the “SOY RE” programme, which provides customers with collection points for plastic, glass, cardboard, cans, cartons and other recyclables and rewards participants with loyalty points. In all, 760 tonnes of waste products were collected for recycling in 2022.

In Brazil, in addition to in-store battery and light bulb collection points, GPA and Assaí provide customers with recycling stations to collect paper, glass, metal and plastic. Since 2001, stations have been installed in 94 Pão de Açúcar outlets, in partnership with Unilever, and in 38 Assaí stores, which are supporting the system by converting the donated end-of-life equipment into vouchers that can be used to pay the customer’s electricity bill.

(iv) Developing second-hand sales

To encourage a circular economy, Casino Group has developed new second-hand services and concepts.

In France, for example, Cdiscount has launched a number of initiatives to spur sales of previously owned products by offering a wide range of reconditioned or second-hand products sold by professionals (telephones, IT equipment, bedding, books, etc.) or by *Cdiscount Reconditionné* (a unit created in warehouses to give a second life to customer returns). In 2022, nearly one in three phones and one in ten computers sold on Cdiscount.com were reconditioned. The website also offers its customers a range of product second-life solutions: DIY repair advice (fault-finding, spare part sales, tutorials, video conferences with experts), the *Cdiscount Reprise* platform for the buyback and reconditioning of smartphones, consoles and tablets by professionals operating in France, and product donations.

In 2022, Franprix developed an initiative to promote reuse, through clothing collection and donations in partnership with Emmaus Défi. Monoprix continues to work towards its goal of developing a more sustainable offering and in March 2022 rolled out *S’engager pour Durer*, a space dedicated entirely to second-hand goods. The banner collaborates with recognised partners to create a selection of fashion and home items in 58 stores. In 2022, Casino banners deployed multimedia corners with reconditioned devices and partnered with a second-hand textile start-up to introduce a second-hand clothing offer. A new store concept, “O’Caz”, was also launched in 2022, featuring used and second-hand sections.

Performance

In 2022, the Group sorted more than 208,900 tonnes of waste, including cardboard, paper, plastic, organic waste, glass, wood and scrap metal. By constantly seeking to reuse and upcycle all its waste (in particular to generate biomethane), Casino Group achieved a waste recovery rate of 77% in France.

Customers returned more than 7,300 tonnes of waste to store collection boxes. Of the total, 23% was paper and cardboard and 11% was waste electrical and electronic equipment (WEEE), which was transferred to accredited service providers for recycling.

See Group performance indicators in section 3.6.

3.5.4.4.2. Reducing the impact of packaging and plastic

Commitment

The Group is deploying an ambitious packaging policy to reduce the impact of packaging, especially plastic packaging. It is based on five commitments:

- eliminate any packaging that is not indispensable to use or preserve products;
- reduce packaging weight and size;
- use recycled materials;
- prioritise recyclable packaging;
- encourage new shopping habits (bulk, re-use).

Aware of the impact of plastic on ecosystems and the environment, Casino Group has been engaged in an action plan for several years to mitigate and prevent risks, with the goal of reducing the use of plastic packaging by suppliers, while ensuring the safety of food products and limiting food waste.

Under this policy, Casino Group signed France's National Pact on Plastic Packaging in February 2019, supported by the French Ministry for Ecological and Social Transition, and makes the following commitments for its own-brand products:

- eco-designing packaging, with the aim of making it 100% recyclable or reusable by 2025;
- discontinuing the use of PVC in household packaging and taking steps to phase out other harmful or unnecessary plastic packaging by 2025, starting with EPS (expanded polystyrene);
- ensuring that packaging contains on average 30% recycled plastic by 2025;
- developing business models based on repurposing, reuse and bulk sales by 2025.

The Pact brings together retailers, major national brand suppliers and private-label suppliers to accelerate the reduction of plastic packaging. It has also laid the groundwork for the implementation of a stricter and more ambitious legal framework to reduce the use of plastic, such as France's Anti-waste and Circular Economy Act (AGEC) of 10 February 2020 and Climate and Resilience Law of 22 August 2021[1], which introduces new, more specific targets.

Action plans

(i) Supporting private-label suppliers

As a retailer, Casino Group does not manufacture any products. It relies on its suppliers, almost exclusively small- and medium-sized companies, to reduce the use of plastic. The Group supports its suppliers in meeting these goals with training and the deployment of projects promoting the circular economy.

As such, Casino Group asks its private-label suppliers to:

- reduce the use of plastic;
- improve packaging recyclability;
- support the implementation of a system based more on circular economy principles, thus acting ahead of legislative changes.

(ii) Implementing the "5 R's" method

Casino Group applies the 5 R's method. Under this method, any new products being developed, or existing private-label products being redesigned, are analysed to determine whether the plastic component can be removed, even if it is legal, or otherwise, reduced or made reusable, recyclable or compostable. The aim is to subject every piece of packaging containing plastic to this detailed analysis and conduct due diligence to reduce plastic use. The 5 R's methodology is used to identify ways to further optimise packaging that can be developed with private-label suppliers.

(iii) Removing unnecessary plastics

As specifications are progressively updated and products are analysed using the 5 R's method, solutions are identified with suppliers to eliminate unnecessary plastic.

As a result, Casino Group suppliers eliminated plastic packaging on more than 212 items, representing more than 5 million SKUs, in 2022. For example, the plastic film used to wrap frozen puff pastries was replaced with cardboard suitable for direct contact with food (reduction of 2.8 g/SKU); the resealable lid was removed on fresh deli salad portions of up to 300 g (reduction of 4.9 g/SKU), and the tray inside the cardboard box was removed for filled soft biscuits (reduction of 4.62 g).

These efforts have also led to the removal of all of the plastic overwrap packaging on the Sincère private-label bed and bathroom linens and the plastic wrap on eggs, except for cartons of 20 to 30 eggs, for which other solutions are being studied. Casino Group has also eliminated plastic wrap on fruit and vegetables in line with French legislation.

(iv) Eliminating packaging and replacing plastic

The Group engages in two types of actions:

- if no recycling process exists for the packaging, the Group asks its suppliers to replace it with recyclable packaging. This applied to over 150 items representing more than 3.5 million SKUs;

(1) https://www.ecologie.gouv.fr/mise-en-oeuvre-des-lois-anti-gaspillage-economie-circulaire-et-climat-et-resilience-plusieurs-textes#:~:text=Les%20lois%20 %C2 %AB%20Anti%2Dgaspillage%20pour,mod%C3 %A8le%20de%20soci%C3 %A9t%C3 %A9 %20 plus%20durable.

- if the plastic packaging can be replaced with plastic-free packaging, Casino Group works with its suppliers to remove the plastic for product categories designated in France's National Pact on Plastic Packaging: eggs, rice, pasta, lentils, semolina, frozen fruit and vegetables, frozen potatoes, light bulbs, batteries, detergent pods, etc. For example, all of Monoprix's non-refrigerated organic juices are packaged in cartons or glass bottles.

(v) Reducing the weight of packaging components, especially plastic

The 5 R's method has identified a number of products for which the amount of plastic used in packaging could be reduced. Suppliers have optimised more than 280 items, representing more than 4 million SKUs. Examples include: the thickness of plastic lids was reduced in a range of salty baked goods (1 g/SKU); the weight of water and fruit juice bottles was reduced (1 g to 5.7 g/SKU depending on the size), and the weight of the ready meal trays was reduced (1.23 g/SKU).

(vi) Improving recycling conditions

Identified using the 5 R's method, some types of packaging were found to disrupt the sorting process. In this case, suppliers are asked to remove these packaging components as long as a solution exists that does not present a health or food safety risk. Suppliers removed sorting disruptors from 618 items, representing more than 5.2 million SKUs, and switched over 32 items to mono-material packaging, i.e., over 1.5 million SKUs.

(vii) Incorporating recycled plastic

To reduce the use of virgin plastic and the impact of plastics, suppliers undertake to use recycled plastic. As a result, recycled plastic was incorporated into more than 665 items, representing over 3.9 million SKUs. For example, the bottles used to package Monoprix's private-label products, with the exception of six items, contain at least 30% recycled PET (rPET).

(viii) Removing EPS and PVC

Casino Group has taken several measures to reduce the use of expanded polystyrene (EPS) trays in the range of traditional foods, reducing the number of trays in Casino banners by 2.5 times, in line with the target. Since 1 September 2022, all trays are made of recyclable PET containing at least 30% recycled PET. In addition, the PVC film has been removed from trays used in the range of traditional foods and replaced with recyclable PE for Casino banners. Monoprix continues to remove the EPS used on traditional fresh produce, with a 29% reduction between 2021 and 2022.

(ix) increasing bulk sales and the use of reusable containers

Casino Group and its banners are testing and developing new scoop-and-weigh concepts to reduce the use of packaging. Almost 80% of Casino hypermarkets and supermarkets offer a wide range of bulk products. Monoprix and Franprix have set up new scoop-and-weigh concepts to make these shopping formats accessible to as many people as possible: dried fruit and vegetables, grains, coffee, pasta, cleaning and hygiene products, etc., including a range of certified organic products.

The Group has also been involved in a pilot project to test bulk sales for Franprix brand products and national brands such as Kellogg's, Panzani and Carte Noire. Casino Group supports the "Focus on bulk" initiative introduced with the *National Pact on Plastic Packaging and Périfem*. To develop bulk services, retailers must come up with simple sales models that effectively reduce the use of packaging, while guaranteeing food safety (traceability, non-contamination), and can easily be used by customers. Research and trials demonstrate the need to standardise sizing, modules, containers and product information and traceability systems with all solution providers.

As part of its goal to reduce plastic, in 2022, Monoprix partnered with Bocoloco and La Consigne GreenGo to reduce waste by removing plastic from the shopping experience, through the use of returnable jars. The offering covers 35 everyday items such as confectionery, biscuits, grains, coffee, seeds, pasta, rice, etc., including national brands. In partnership with the *Institut de Liaisons des Entreprises de Consommation* (ILEC), Monoprix has also tested a new bulk offering with major brands to help reduce waste and attract new customers who are less accustomed to this shopping format. For example, Monoprix tested the bulk sale of beer with the Galia brand in five stores, detergent, nine Nullodor brand kibble and litter products, and Laboratoire SVR cleansing gel and oil available for sale in bulk since September 2022 in ten selected stores.

In France, the Monoprix and Franprix banners are testing a number of solutions with a view to reintroducing reusable packaging practices in France. As an example, Franprix provides reusable glass bottles for orange juice machines in several stores. Monoprix is testing deposit systems for glass bottles for mineral water, sodas and beers.

(x) Reducing and eliminating purchased industrial and commercial plastic packaging

Casino Group has set up recycling systems for industrial and commercial plastic packaging at Casino supermarkets and hypermarkets and, where possible, at Monoprix stores. In France, more than 3,000 tonnes of plastic were collected in 2022. The Group's action plan will continue to develop in line with the industry roadmap defined under France's National 3R Strategy (Reduction, Reuse, Recycling) for packaging, to which many companies, including Casino, and organisations have contributed under the aegis of the French Ministry of Ecological Transition.

(xi) Implementing specific product eco-design and packaging reduction programmes

The Group supports product eco-design by reducing packaging and using certified and recycled materials. Casino Group is a member of the Pôle Éco-conception association in Saint-Étienne, which helps to raise awareness on eco-design techniques among SMEs and facilitating implementation of their projects. Through the intermediary of this skills centre, teams in charge of packaging are advised on eco-challenges linked to plastic and helped in the task of running eco-design initiatives for own-brand products.

The Casino banner is developing the eco-responsible and actively engaged brand Sincère, dedicated to textiles and home deco made from more ethical materials such as certified organic cotton, recycled polyester, recycled synthetic fibres, recycled glass, recycled stainless steel and sugar cane pulp. These materials are guaranteed by established and recognised labels such as PEFC, GOTS and OEKO-TEX.

In 2022, Cdiscount conducted a lifecycle assessment of its private-label household appliances, high-tech and DIY product ranges, as the starting point for developing an eco-design process. This approach complements the initiatives taken by Cdiscount Maison to develop eco-designed products with French partners. The banner is deploying assertive policies to attenuate the environmental impact of packaging. Since 2021, for example, it has offered customers packaging designed by the Hipli start-up that can be reused up to 100 times. It has also implemented a programme to eliminate product over-packaging by shipping products without an overbox if a logistics audit finds that they do not run any risk of breakage or fraud. When packaging is essential, Cdiscount reduces cardboard consumption by using 3D printers to size shipping boxes as closely as possible to the product, thereby cutting out empty space and using fewer consumables. Cdiscount also emphasises sustainable materials, with more than 90% of its shipping boxes made from FSC or PEFC-certified recycled cardboard. In addition, vegetable-based inks are now used instead of hydrocarbon-based inks and plastic bubble wrap has long been replaced by kraft paper as filler. Lastly, orders of products sold by Cdiscount and by sellers using its fulfilment service are shipped together whenever possible to reduce the number of parcels shipped. This holistic approach to packaging has been honoured with a large number of awards (Essec Prize, LSA La Conso S'engage, La Good Economie, etc.).

(xii) Preventing the risks of using recycled materials

The recycled materials used to make new packaging can sometimes contain undesirable substances. To attenuate this risk, the Group has undertaken in France to conduct regular analyses to determine the mineral oil and phthalate content of its food products and ensure that there has been no migration from the packaging. This requirement is also systematically specified to suppliers in every call for tenders.

Performance

Casino Group assists its private-label suppliers in collecting the data required to calculate their plastic footprint. Given the complexity of the subject, Casino Group helped to develop a tracking and reporting system for the tonnages of materials used, the average percentage of recycled content and the percentage of recyclable materials in a product portfolio. When specifications are updated, the supplier provides the data which must be approved by quality managers to ensure compliance. This system is now being gradually deployed to continue improving the accuracy of the impact of plastics from the Group's private-label products.

Casino Group estimates its impact of plastics from private labels at around 35,000 tonnes for 2021 based on extrapolated data.

Private-label indicators(*) (estimate)	At 31 Dec. 2022
Number of suppliers affected by plastic commitments	821
Number of private-label items whose plastic use has been optimised since 2019	1,587
Number of items from which all plastic has been eliminated (removed or replaced with cardboard)	187
Number of private-label items from which unnecessary plastic packaging has been removed since 2019	212
Number of items for which plastic use has been reduced since 2019 (reduced thickness or change in resins to create less dense materials)	281
Number of items that have removed sorting disruptors since 2019	618
Number of items that no longer use non-recyclable packaging since 2019	158
Number of items that have incorporated recycled plastic since 2019	665
% of bottles containing rPET	More than 80%

(*) Achats Marchandises Casino (AMC) scope.

The indicators and real-world achievements of the Pact's member companies may be found at https://pacte-national-emballages-plastiques.fr/.

In Latin America, the Group's banners implement policies and actions adapted to the context in the countries where they are located.

- In Colombia, Éxito is participating in the Consumer Goods Forum's Coalition of Action on Plastic Waste and undertaking a wide range of initiatives to reduce packaging, incorporate recycled materials and enhance packaging recyclability. Éxito examined more than 1,200 products to optimise their packaging. For more information, go to: https://www.grupoexito.com.co/es/Politica-Envases-Empaques-2022-ES.pdf.
- In Brazil, GPA mapped all its private-label products in 2021 and works with its suppliers to develop private-label packaging that is recyclable, compostable or reusable. In 2022, the banner took several measures, such as replacing polystyrene packaging for fruit and vegetables with trays made of biodegradable material; implementing programmes to promote bulk products in its stores, including one dedicated to developing the range of organically farmed products. GPA also facilitates the collection of plastic for its customers by providing plastic recycling stations with the support of local cooperatives.

3.5.4.5. Combating food waste

Commitment

In view of the financial, environmental and social issues arising from food waste, in recent years the Group has been reducing sources of waste by offering innovative solutions to customers and employees, deploying systems to reduce spoilage and unsold food, and donating food.

The Group supports the international Stop Food Waste Day with initiatives to raise awareness among customers and employees, and:

- signed the National Pact Against Food Waste in 2013, set up by the French Ministry of Agriculture and Food;
- the National Pact on Sell-by Dates, supported by the French Ecological Transition, Agriculture and Food ministries. This includes ten concrete and measurable commitments on the management and understanding of sell-by dates.

In 2021, Éxito became a member of the Consumer Goods Forum's coalition against food waste. In 2022, Éxito and WWF set up a pilot project to optimise the management of food waste in stores.

Action plans

Actionable levers in the fight against food waste include:

- continuously improving store operating procedures by optimising orders, better management of in-store sell-by dates, limiting spoilage through employee training and awareness, and improving the promotional stockpiling of damaged or expiring products. The Group has upgraded its damaged produce systems in order to be able to sell short-dated products at a discount. It has also formed partnerships with businesses like Too Good to Go and Phénix in France, which offer specially priced surprise bags of unsold, yet still edible food that their stores have to throw out at the end of the day;
- donating products to associations such as the French Federation of Food Banks (FFBA), with which the Group has partnered since 2009. It has also formed partnerships with several other social economy stakeholders. In Brazil, more than 500 stores have joined the Partnership Against Food Waste programme that donates damaged fruit and vegetables to NGOs or food banks;
- raising awareness of employees and customers. In France, retailers account for only 14% of food waste, with the rest attributable to upstream producers or downstream consumer behaviour, which is why the banners are conducting a range of smart shopping awareness campaigns to educate their customers. Employee awareness is developed by means of an "eco-practices" guide, to reduce spoilage and optimise waste management. And employees also have access to an online training programme on how to avoid food waste. Éxito is pursuing its waste management plan, which covers food waste, and is building employee awareness of proper food management practices. In 2019, GPA introduced a dedicated programme to analyse and reduce the amount of damaged foodstuffs, supported by a variety of employee initiatives;
- joint work with suppliers to:
  - extend product sell-by dates, without increasing health risks,
  - remove best-by dates on certain categories of products,
  - share their experience in fighting against food waste, by redistributing misshapen or non-standard products in local channels, for example, or processing waste food into new products (turning avocados into guacamole, apples into apple juice, etc.);
- the development of new concepts such as:
  - bulk sales: Group banners offer a wide range of bulk concepts,
  - the re-processing of damaged fresh produce: Monoprix is continuing its partnership with Re-Belle jams made from over-ripe or damaged fruit collected from its stores, with 100 tonnes of fruit reused since 2016,
  - the sorting of inedible meat, fish and other organic food scraps for reuse in animal feed, biogas generation or composting,
  - proactive support to comply with legislation on food waste, such as the extension of the sell-by date for eggs (from 21 to 28 days) or the inclusion of information on the packaging of products with best-by dates about eating or drinking said products after the date indicated.

In South America, banners implement action plans to combat food waste. For example, Assaí cooperates with the company Connecting Food to encourage food donations to non-profit organisations.

Banners also take action to combat non-food waste. For several years, Cdiscount has been collaborating with its vast network of partner non-profit and social economy organisations to give a second life to unsold, broken or returned items. In 2022, Franprix organised a toy drive with Emmaüs Défi for its employees. Some Franprix stores have also installed Amistock donation boxes to collect games and clothes with 3,225 kg collected in six months. All Monoprix stores donate their non-food items at the end of each sales period. In 2022, €3.5 million worth of items were donated, mainly to the Red Cross in the Île-de-France region and to Emmaüs or Secours Populaire outside the Greater Paris region.

In 2022, GPA organised a used book and clothing drive for non-profit organisations.

3.5.4.6. Preserving biodiversity

Aware that biodiversity is a prerequisite to balanced diets around the world, Casino Group partnered with the Fayol Institute École des Mines graduate school in Saint-Étienne on a survey to assess the direct and indirect pressures its operations might exert on biodiversity (through climate change, pollution and land use). This survey concluded that such pressures are largely indirect, and related to the product offering.

Present in countries with rich ecological diversity, such as Brazil and Colombia, Casino Group is committed to acting both at the level of the production chains and on the identified impacts.

Commitment

In its commitment to preserving biodiversity, Casino Group has endorsed the initiatives described below and is participating in a wide range of stakeholder coalitions, such as:

- the Forest Positive Coalition, by supporting the Consumer Goods Forum's working group on cattle farming;
- the Brazilian Coalition on Climate, Forests and Agriculture;
- the Indirect Suppliers Working Group (GTFI), a platform for examining the challenges posed by the indirect cattle farming chain; the Brazilian Roundtable on Sustainable Livestock (GTPS), which brings together supply chain stakeholders to improve sustainable cattle farming;
- the Sustainable Soy Manifesto;
- the French Sustainable Cocoa Initiative (IFCD);
- the Palm Oil Transparency Coalition (POTC), the Soy Transparency Coalition (STC) and the Retailer Cocoa Collaboration (RCC);
- the Cerrado Manifesto Statement of Support, to combat the deforestation in the Cerrado in Brazil;
- France's National Pact on Plastic Packaging.

The Group, which joined the Roundtable on Sustainable Palm Oil in 2011, is a member of the Earthworm Foundation and takes part in a number of Earthworm working groups, including those on shrimp, tuna and soy.

Action plans

The Group has defined five priority actions:

- combat climate change;
- limit direct pressures on biodiversity;
- market a product offering that helps to preserve the environment and biodiversity;
- preserve fishery resources and protect endangered species;
- combat deforestation caused by production of commodities.

(i) Combating climate change

According to IPBES (Intergovernmental Science-Policy Platform on Biodiversity and Ecosystem Services) climate change is the third cause of biodiversity erosion. In line with the Science Based Targets scenario, Casino Group has pledged to reduce its Scope 1 and Scope 2 greenhouse gas emissions by 18% from 2015 to 2025 and by 38% in 2030 and its Scope 3 emissions by 10% from 2018 to 2025 (see section 3.5.4.2).

(ii) Limiting direct pressures on biodiversity

Casino Group is taking assertive steps to limit its direct impacts, which arise chiefly from its real-estate operations:

- During site construction, it runs programmes to ensure building operations and services are environmentally respectful. These programmes include the specification of sustainability criteria in the process for building new stores and operating sites, on factors such as energy efficiency, responsible water management, and the responsible application and use of materials. A number of Casino Group sites have obtained certification on the basis of these environmental criteria. In 2022, nine sites obtained BREEAM certification and eleven sites obtained LEED (Leadership in Energy & Environmental) certification by the Green Building Council, in recognition of superior sustainability performance in site design, construction and operation.
- The Group's assets have also earned certification based on their low impact on climate change. In 2021, for example, Monoprix Group inaugurated France's first BREEAM Outstanding certified logistics hub, in Moissy-Cramayel. In Latin America, more than 20 Grupo Éxito sites have obtained the "Carbono Neutro Certificado" issued by the independent Instituto Colombiano de Normas Técnicas y Certificación (ICONTEC). These stores set a sustainability benchmark in Latin America, for their reductions in greenhouse gas emissions, with the installation of hundreds of solar panels and a natural refrigeration system replacing traditional systems, and offsetting for the remaining emissions.
- During site upkeep: Casino Group applies ecologically virtuous practices that are respectful of biodiversity during operations on the upkeep of buildings and grounds. Since 2014, more than 20 Casino Group sites have obtained BREEAM In-Use certification, under an assessment procedure developed by BRE (Building Research Establishment) to analyse the environmental performance of buildings in operation. Depending on the type of site, this certification procedure includes an assessment on Land Use and Ecology, examining the existing biodiversity conditions and the action plans on preserving biodiversity (such as plants and shelters for birds and other wild life). Gardening contracts for the upkeep of site grounds include the following requirements on contractors:
  - limit the use of crop protection products, for example by using alternative methods such as mechanical weeding, organic products and mulching,
  - preserve sheltered biodiversity areas, with, for example, staggered mowing schedules, flower meadows, bird nesting boxes and insect shelters,
  - prevent overpopulation of invasive species liable to jeopardise local biodiversity.

(iii) Market a product offering that helps to preserve the environment and biodiversity

The main pressures on biodiversity from the Group's business operations are indirect, from the use of products sold. Casino Group takes action on environment and biodiversity protection by supporting organic farming and ecological farming practices such as reduced pesticide use and exposure to plastics.

In so doing, Casino Group:

- offers a wide range of organically farmed products and is expanding its organic banner, with more than 2,500 private-label SKUs and around 19,200 national-brand SKUs which are regularly advertised and showcased to customers either in dedicated corner displays or in the usual store sections. The Group is extending the coverage of its organic product banners, with Naturalia, which has more than 200 stores;
- expands its offering of agro-ecological products labelled as ecologically respectful and free of pesticide residues.

In addition to organically farmed products, Casino Group stores also offer customers products with certification attesting to an environmental progress programme such as NF Environnement, FSC, PEFC, European Ecolabel. Casino Group stores offer more than 42,000 products certified as eco-responsible to exacting specifications in various product categories. For its furniture and other wood products, packaging materials and paper for office or advertising use, Casino Group turns to FSC or PEFC certification, in order to promote responsible management of global woodlands. For example, 50% of the boxes for the Monoprix Bio range of fruit and vegetables have FSC certification and 100% of the office paper used by the Group in France is FSC- or PEFC-certified.

It offers customers a range of products guaranteed as pesticide-free, which reduce the Treatment Frequency Index and the use of pesticides upstream, and promote good agricultural practices and integrated agriculture. Casino has one of the largest "zero pesticide residue" offerings on the market.

Casino Group continues to support fruit, vegetables and wines with HVE (High Environmental Value) certification. High Environmental Value guarantees that all of the producer's agricultural practices preserve the natural ecosystem and minimise pressure on the environment, as regards soil, water, biodiversity, etc.

Lastly, it backs products developed with partners already committed to agro-ecology, through the following programmes:

- Casino AgriPlus, which aims to develop and promote innovative agricultural initiatives that are beneficial for the environment, for farmers and for consumers. This comprehensive approach covers the full range of crop farming, animal husbandry and aquaculture practices, organised around three innovative crop and livestock farming practices, entirely rethought to produce differently and responsibly: (i) an agro-ecological approach based on collaborative work in the sector, to reconcile economic performance with environmental preservation; (ii) an approach that ensures quality products that meet consumer expectations in terms of taste and food safety and (iii) a transparent approach, based on guarantees monitored by independent bodies. Products endorsed by the programme are identified by the easily identifiable Casino AgriPlus logo;
- the *Tous Cultiv'acteurs* initiative led by Monoprix, which is engaging several hundred fruit and vegetable farmers in addressing the elimination of neonicotinoid pesticides that can harm pollinators. A three-year agreement is in place with a set of specifications co-defined with the Bee Friendly® label and agricultural experts. In 2022, the initiative involves 47 suppliers and brought together more than 700 farmers. The initiative is supporting farmers in a continuous improvement process with the goal of earning the Bee Friendly® label for their products. The label's highly demanding standards include a blacklist of pesticides that have been banned to protect pollinators and a set of good agricultural practices, in order to promote biodiversity on farms, develop more resilient production systems requiring fewer pesticides, and forge partnerships with local beekeepers. In 2022, 31 suppliers had been awarded the Bee Friendly® label;
- endeavours to eliminate unnecessary plastics and use recyclable plastics where necessary. Casino Group banners have made commitments on limiting the environmental impact of their packaging, including plastic packaging (see section 3.5.4.4.2). In France, as signatories to the National Pact on Plastic Packaging, they commit to ensuring that 100% of packaging for own-brand products is recyclable or reusable by 2025.

(iv) Preserve fishery resources and protect endangered species

In this respect, Casino Group policy takes four angles:

a) protect endangered species: Casino introduced a ban on the sale of endangered fish species in 2007. Twelve species are covered by this ban in France today;
b) encourage sustainable fishing by banning electrofishing and supporting sustainable certification;
c) focus on local sourcing and seasonal products;
d) support aquaculture with high-quality production chains, meeting organic farming standards, without antibiotics, using GMO-free fish feed and holding ASC or other sustainability certification.

The Group has been steadily improving its seafood offering for many years now.

In France since 2007, Casino has taken a number of steps to protect fishery resources, such as phasing out the sale of the most endangered deep-sea species (emperor fish, blue ling, cutlass fish, grenadier, tusk and red sea bream), as well as other vulnerable species including the eel, elver, North-East Atlantic dogfish, grouper and, since 2022, all species of shark (except dogfish). Casino limits its supply of bluefin tuna to small-scale line-fishing of the species so as to encourage its reproduction. Lastly, based on the scientific consensus that depleted fish stocks must be rebuilt, since 2019, Casino no longer sells European sea bass (Dicentrarchus labrax) caught in the North fishing area (North Sea, English Channel and Celtic Seas) during the February-March spawning season and limits its supplies from the Bay of Biscay and the Mediterranean to bass caught by pole and line. These responsible decisions will support the replenishment of sea bass stocks. Monoprix was awarded the LSA *La Conso s'engage* CSR award for its sustainable fishing line, which encourages diversified, more moderate consumption, thus relieving the pressure on more traditionally fished species.

In South America, since 2018, Éxito has sold seafood from nationally designated traditional fishing areas known as *Zonas Exclusivas de Pesca Artesanal* (ZEPA), which help to protect endangered species and preserve the diversity of marine life. Since 2018, GPA has been a member of the Fish Diversity Project, to inform and educate customers on how to diversify their choices at Pão de Açúcar fish counters. To support this process, employees have been trained in the nutritional content, flavour and other characteristics of less popular fish.

Private-label tinned tuna

The seafood production chain, particularly for private-label tinned tuna, runs a number of risks linked to poor conditions and procurement (overfishing). To encourage more sustainable fishing practices, Casino Group has therefore pledged to:

- fight against illegal fishing and ensure that fishing boats supplying the banners are not listed as illegal, unreported or unregulated (IUU);
- improve traceability and best practices by:
  - encouraging suppliers to join the International Seafood Sustainability Foundation (ISSF) and to use fish caught by vessels in the ISSF's Proactive Vessel Register (PVR),
  - prohibiting the most destructive fishing techniques, particularly longlining,
  - defining responsible specifications. The Casino brand, for example, uses whole yellowfin tuna weighing more than 20 kg, which enables better traceability and helps to protect juveniles;
- supporting a sustainable supply of tuna for Casino private-label tinned tuna in France, with the following targets set for 2022:
  - 85% of the yellowfin tuna is caught in free schools, without the use of fish aggregating devices (FADs),
  - at least 40% of the skipjack tuna is caught in free schools;
- source from different fishing grounds so as to limit pressure on stocks;
- enable consumers to purchase more responsibly by:
  - improving consumer information by indicating the species and ocean of origin on the tins,
  - adjusting in-store offerings to available resources,
  - no longer expanding the line of yellowfin tuna-based products.

Casino sells tinned yellowfin tuna caught by the more environmentally friendly pole and line method. The Monoprix and Franprix banners offer a range of private-label tinned yellowfin tuna certified as being caught by French-flag vessels in free schools using purse seines (guaranteed without FADs). Casino and Monoprix stores also carry (Aquaculture Stewardship Council) (ASC)- and Marine Stewardship Council (MSC)-certified products, as a guarantee of more sustainable fishing and aquaculture. All of the tinned yellowfin tuna sold under the Monoprix and Franprix brands is caught FAD-free.

To strengthen the measures to prevent risks raised by its private-label tinned tuna, the Group joined the TUna Protection Alliance (TUPA) working group coordinated by the Earthworm Foundation. Comprised of retailers and manufacturers based in France, the working group is seeking to steer stakeholders across the production chain towards more responsible tuna fishing and supply practices. To do so, every other year it conducts a mapping exercise to accurately track each stakeholder's progress in transparency and traceability, identify fished volumes by species, and track and verify fishing methods and fishing areas. The resulting data are available on the TUPA website: https://www.earthworm.org/our-work/projects/tuna-protection-alliance. In 2020, oversight was extended to include the monitoring of fishing operations in partnership with OceanMind, a UK non-profit organisation that uses satellites and artificial intelligence to ensure that the supply chain is exempt of illegally fished produce. The activity of vessels at sea was analysed, particularly by studying their tracks, thanks to automated identification system (AIS) signals. In 2021, the FAD-free fishing guarantees were assessed.

Initiatives concerning tropical shrimp sourced from Ecuador

Sales of farmed shrimp have increased in recent years.

To improve disclosure and sustainability across the tropical shrimp sector, since 2020, stakeholders in the French shrimp value chain have participated in a working group led by the Earthworm Foundation, which is drafting a code of conduct with guidelines to improve shrimp farming practices regarding:

- farming conditions (density, use of antibiotics);
- environmental impacts (pollution, mangrove deforestation, etc.);
- social and labour impacts (decent working conditions, relationships with local communities);
- shrimp feed (composition, origin, means of transitioning to more sustainable feed).

The main producers in the supply chain were involved in this initiative to define an action plan to improve practices in line with these commitments.

Initiatives to improve feed for farmed salmon and shrimp

Farmed salmon and shrimp may be raised on feed containing fish meal and oil derived from wild fish.

Since 2021, Casino Group has been participating with other retailers in a joint working group, led by the Earthworm Foundation, that is seeking to (i) acquire a more accurate vision of alternative practices and solutions that could be deployed to reduce the use of fish meal and oil; (ii) understand the current practices of salmon suppliers; and (iii) design improvement plans. The aim is to engage key suppliers in more responsible aquaculture chains. In 2022, the working group teamed up with salmon producers and ingredient manufacturers to define common standards for feed sustainability, such as reducing the use of wild fish in feed and guaranteeing deforestation-free soy.

(v) Combat deforestation caused by production of commodities

Aware of the risks connected with some of the raw materials used in its private-label products, Casino Group is committed to fighting deforestation caused by the use of these commodities in certain supply chains, focusing on beef, palm oil, soy, cocoa and coffee.

Cattle farming in South America

Casino Group, whose stores in France do not sell any private-label beef products sourced from South America, is actively fighting deforestation caused by cattle farming in Brazil and Colombia. It is deploying a programme to inspect the suppliers of beef sold by its GPA/Assai and Éxito banners.

The Group's policy and inspection programme in Brazil appear in the duty of care plan, detailed in section 3.5.3.4.

Grupo Éxito, which in 2017 was the first retailer in Colombia to commit to more responsible and sustainable production practices, is currently deploying its operating action plan, including yearly monitoring of the tree cover over its beef suppliers' ranches using a satellite mapping system. The monitoring is carried out by the International Centre for Tropical Agriculture and Climate and by Climate Focus using Global Forest Watch Pro, an internationally acclaimed application that has enabled Éxito to inspect all of its beef suppliers in accordance with its policy (to find out more, see https://www.grupoexito.com.co/es/noticias-grupo-exito/modelo-de-ganaderia-sostenible-un-compromiso-con-la-proteccion-de-la-biodiversidad-del-pais). The group has also forged partnerships with such leading Colombian stakeholders as Ganso, Climate Focus, Solidaridad Colombia and the WWF. Using the satellite observation system, Éxito monitored more than 45,000 hectares farmed by suppliers in 2021. Éxito upholds the TFA 2030 zero deforestation commitment, supports the New York Declaration on Forests and is participating in the Colombian Roundtable on Sustainable Livestock Farming.

In 2022, Éxito continued to monitor its suppliers' farms and supported the introduction of regulations in Colombia to improve the traceability of the cattle supply chain for the Colombian government. It participates in the programme supported by WWF Colombia and the UK Pact to promote sustainable livestock farming, restoration and conservation strategies in the national beef market, thus helping to improve livelihoods while reducing deforestation.

Palm oil

Some own-brand products sold at Casino Group stores may contain palm oil.

Casino Group has been a member of the Roundtable on Sustainable Palm Oil (RSPO) since 2011 and all of the palm oil used in its private-label food and non-food products in France has been RSPO-certified since 1 January 2022 (see section 3.5.3.4).

In 2010, Casino Group brought in a policy and traceability plan for the palm oil used by its suppliers. This appears in the duty of care plan, detailed in section 3.5.3.4.

Cocoa

Cocoa is an ingredient in a variety of product categories. Given the complexity of the cocoa supply chain, which comprises around six intermediaries from farm to store, Casino Group has pledged that in 2022 all the cocoa used in any private-label product sold in France whose characteristic ingredient is cocoa or that contains at least 20% cocoa will be certified by Rainforest Alliance or Max Havelaar/Fairtrade. Since 2021, all the private-label chocolate bars sold in France have been Rainforest Alliance or Max Havelaar/Fairtrade-certified.

Moreover, in line with its strong belief in the value and impact of collective initiatives, the Group has signed the French Sustainable Cocoa Initiative, which is committed to meeting the following objectives:

- improve the income of cocoa farmers and their families, to enable them to achieve a decent living (in the sense of the "Living Income Community of Practice") by 2030 at the latest, in collaboration with producer countries;
- work with all stakeholders to ensure that by 2025 at the latest, the French cocoa industry and its partners halt imports from areas deforested after 1 January 2020, combat forest degradation and protect remaining forests and areas of high environmental value[1];
- take the necessary measures to combat and ensure progress on forced labour and child labour (as defined by the ILO conventions)[1] in cocoa producing regions by 2025, in line with United Nations Sustainable Development Goal (SDG) 8.7 (ending child labour, forced labour, modern slavery and human trafficking) while helping to foster the rights of children and their access to education.

Lastly, in 2021, the Casino Group joined the Retailer Cocoa Collaboration (RCC), a collective pre-competitive initiative aimed at improving sustainability across the cocoa supply chain. The CCR annually assesses trader policies against deforestation, forced and child labour and to promote women's empowerment.

(1) Adopted in June 1998, the ILO Declaration on Fundamental Principles and Rights at Work identifies eight fundamental conventions, corresponding to conventions 29, 87, 98, 100, 105, 111, 138 and 182 of the organisation's codifications of worldwide labour standards.

Soy

Soy from Brazil can potentially be found in the animal feed used by our French suppliers to raise animals. France imports around three million tonnes of soy, 1.5% of which comes from areas in Cerrado that are at risk of deforestation. Furthermore, the soy supply chain is particularly complex, with at least seven intermediaries between the meat suppliers and the soybean farmer. The small number of traders exporting soy and soybeans to China and the European Union therefore have a key role to play.

Casino Group has undertaken a number of commitments to help combat deforestation caused by soy production in animal feed and other supply chains.

To help reduce soy-related deforestation risks, Casino Group:

- endorsed the Cerrado Manifesto Statement of Support, to participate in global multi-stakeholder initiatives;
- joined Duralim, the French collaborative platform, that supports sustainable feed for farmed livestock in order to learn about the commitments in place, particularly as concerns soy in the animal feed industry;
- is a member of the Soy Transparency Coalition, which assesses trader practices to fight against deforestation;
- actively took part in preparing the French Manifesto to Counter Soy-related Imported Deforestation, which it supports;
- joined, in 2020, the alignment group set up by the Earthworm Foundation in pursuit of the Manifesto's commitments (for more information on the Manifesto and its signatories, visit https://www.earthworm.org/fr/pages/manifeste-de-soja).

In France, the Casino Group has committed to:

- ensuring that all the soy used as a characteristic ingredient in its private-label products is sourced from areas not at risk of deforestation. This objective was met in 2021 and today, more than 85% of the soy used as a characteristic ingredient is sourced from France;
- offering a diversified range of "Bleu Blanc Coeur," "Label Rouge" and organically farmed products, providing shoppers with additional guarantees on the origin of the soy content;
- deploying the commitments in the French Manifesto to Counter Soy-related Imported Deforestation by 2025 (see below) and participating in its collective initiatives.

In 2021 and 2022, for example, Casino Group actively participated in the alignment group set up by Earthworm to implement the Manifesto, which:

- engaged with the leading stakeholders across the pork, poultry and animal feed value chains to encourage them to sign the Manifesto, which 23 companies did in 2022. A working group has been in place since 2021 to enable the manufacturers who agreed to support the Manifesto to discuss and work together to build solutions for their specific issues;
- organised sessions in 2021 to raise awareness of issues raised by the Manifesto, with presentation webinars attended by 225 dairy, egg, poultry, pork and beef product manufacturers;
- worked on defining shared "Zero Deforestation/Conversion (ZDC) Soy" standards so that each member retailer can contractually add them to the specifications submitted to suppliers, thereby encouraging them to cascade the standards to their own suppliers and on to the importers, who play a critical role in implementing the Manifesto's commitments.

  As part of this process, Casino Group has inserted a "ZDC Soy" clause including the agreed cut-off date (1 January 2020) for soy imports into France in contracts to purchase unprocessed and processed private-label products from suppliers whose animal feed contains soy. These suppliers are also required to sign up to the risk management mechanism proposed in the report of the Scientific and Technical Committee of the National Strategy to Combat Imported Deforestation (SNDI). 41 of them agreed to these conditions in 2022;
- tracked deployment of the "Dashboard for assessing the risks of deforestation linked to French soybean imports" on the SNDI website, which is primarily based on data from the *Trase* initiative (https://www.deforestationimportee.fr/fr/tableau-de-bord-devaluation-des-risques-de-deforestation-lies-aux-importations-francaises-de-soja);
- developed a methodology for managing deforestation/conversion risks that is complementary with the SNDI's risk analysis mechanism. Known as "Cargos ZDC," it directly assesses the deforestation/conversion risks of soybeans awaiting shipment in Brazil, with support from documentary evidence requested from importers. In this way, bulk carriers bound for France can be loaded only with soybeans guaranteed to have been sourced from regions free of soy-related deforestation and/or conversion of natural ecosystems. Earthworm Foundation has initiated discussions about the methodology with the five largest soybean importers in France, to leverage insights from their experience in Brazil and co-construct the methodology with their input;
- encouraged each retailer to calculate the soy footprint of its operations in France. Casino Group's French footprint was estimated at just over 39,000 tonnes in 2021;
- mapped soy in the supply chains of the seven leading poultry meat suppliers used by all the retailers in the working group, in particular to identify the amount of soy used, its origin and its importers;
- participated in talks with various French stakeholders, including Duralim, NGOs (such as the WWF, Canopée and Mighty Earth) and the French General Commissariat for Sustainable Development (CGDD), in particular during the preparation of the Commissariat's handbook for public procurement contractors;

- presented the Manifesto to a very wide range of other European stakeholders in Germany, Belgium, Denmark, Spain, the Netherlands and the United Kingdom. In the UK, Earthworm's discussions and coordination work with Efeca prompted the latter to publish its own Manifesto (https://www.uksoymanifesto.uk/) in autumn 2021. Its commitments, which are aligned with the French Manifesto's, have been embraced by 28 British stakeholders in the retailing, fast food and agrifoods industries;

To maintain the collective momentum impelled by the Manifesto, the initiatives undertaken as part of the working group continued throughout 2022, in resonance with the Group's action plan to guarantee its zero deforestation-conversion commitment for any soy used in the animal feed connected with its private-label unprocessed and processed food products by 2025.

The Group also:

- took part in work meetings organised by Duralim to support the collective momentum aimed at ensuring that the soy imported in France is deforestation-free. Casino Group is an active proponent of adequate attention to soy issues on this platform, which has also contributed to the SNDI. Its advocacy has led to (i) the signing of a partnership with Earthworm Foundation to identify effective, acceptable solutions to combat imported deforestation; and (ii) the creation of an Observatory to assess more accurately the deforestation imported in animal feed, which was designed by Céréopa and an update was carried out in 2022;
- continued to develop a range of certified organic and other products made from locally grown protein sources or soy alternatives.

In addition, through its GPA subsidiary, Casino Group supports the Soy Moratorium in Amazonia initiated in 2006 by soy importers and the Cerrado Working Group (GTC), which brings together civil society stakeholders, importers, industry associations and soybean farmers. In Brazil, GPA and Assaí also calculated their soy footprints, which were estimated at 42,300 and 41,900 tonnes respectively. The two subsidiaries launched a project to assess the soy supply chain of suppliers of pork, chicken, dairy and eggs for their private-label products in 2022. Led by the NGO WWF and Rever Consulting, the project to develop a DCF (Deforestation and Conversion Free) Implementation Toolkit for the soy supply chain is designed to identify best practices and management gaps in the soy value chain, with the aim of eliminating deforestation. Thirteen suppliers were asked to participate in the project and attended the kick-off meeting to introduce the project and answer any questions. Eight of these suppliers proceeded to complete the questionnaires, which enabled GPA and Assaí to verify their stage of assessment and progress in the chain. The findings showed that the suppliers produce their own animal feed from soybean meal sourced from retailers or cooperatives, which shows the distance between the direct suppliers of GPA and Assaí and the producers of the soybeans used. Based on these findings, an action plan was drawn up to monitor and check this chain for each individual supplier. The implementation of these action plans will be monitored in 2023 in liaison with suppliers. In Colombia, almost all the soybeans imported into the country come from the United States, where the risk of associated deforestation is extremely low. The local Éxito subsidiary is not involved in addressing this issue.

Coffee

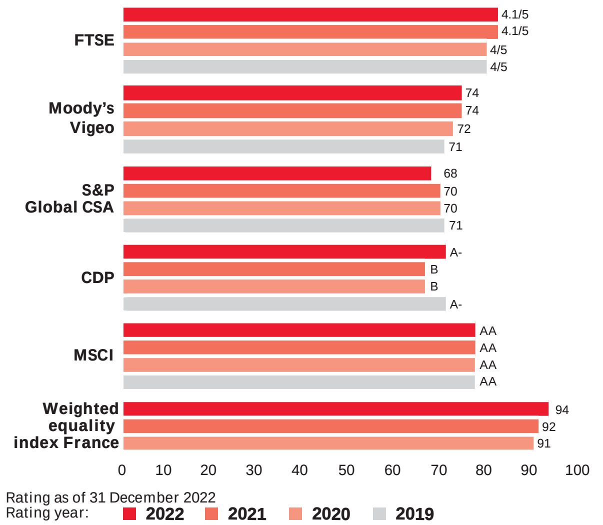
The world's second most traded commodity, coffee is produced mainly in six countries and primarily by smallholders. The coffee value chain presents a number of social and environmental challenges, particularly with regards to deforestation. In response, Casino Group's banners in France have pledged to ensure that all their private-label coffee capsules and pods, single-origin coffees, premium coffees and organic coffees[(1)] are Rainforest Alliance/UTZ or Max Havelaar Fairtrade-certified by the end of 2023.

(1) Excluding three Monoprix Bio Origines ground coffee SKUs covered by specifications based on sensory characteristics, origin and fair compensation for the producer.

3.6. NON-FINANCIAL PERFORMANCE

Non-financial rating and index

Casino Group's ESG ratings attest to the quality of its CSR policies and their good performance. They remained mostly stable with the climate rating being raised to A- by the CDP (from B in 2021).



Since 2020, Grupo Éxito has ranked among the top ten most sustainable retailers in the world according to the Dow Jones Sustainability Index and in 2022, GPA was again listed in the Brazilian Stock Exchange's ISE B3 corporate sustainability index, in recognition of its climate, social and governance commitments. Assaí joined this index in 2022.

The changes in non-financial ratings and the discussions with SRI investors were presented to the Governance and Social Responsibility Committee in 2022.

Group performance indicators

Commitments	Indicator	2020	2021	2022	Year-on-year change
Committed employer					
Promoting diversity and equal opportunity	Number of employees at 31 December	205,769	208,733	208,254	-0.2%
	Of which France	56,720	54,250	49,839	-8.1%
	Of which Latin America	149,049	154,483	158,415	+2.5%
	% of employees in permanent employment	95.5%	93.8%	94.7%	+0.9 pts
	Percentage of employees <30 years old	37.2%	37.7%	37.8%	+0.1 pts
	Number of people on Group work-study/apprenticeship programmes at 31 December	6,291	7,116	7,270	+2.2%
	Number of disabled employees at 31 December(*)	8,460	8,770	9,133	+4.1%
	Disabled employees as a proportion of the total workforce(*) *2025 Objective: 4.5%*	4.1%	4.2%	4.4%	+0.2 pts
Fostering gender equality in the workplace	Percentage of women employees	52.0%	51.7%	51.3%	-0.4 pts
	Percentage of women among managers(*) *2025 Objective: 45%*	40.4%	41.0%	41.1%	+0.1 pts
	Of which France	43.2%	43.4%	43.8%	+0.4 pts
	Of which Latin America	31.9%	34.0%	34.1%	+0.1 pts
Providing an environment conducive to employee fulfilment	Percentage of employees in part-time employment	16.1%	15.3%	13.8%	-1.5 pts
	Total hours of training per person	17.3	23.5	40.5	+17 hours
	Lost-time accident frequency rate	11.5	12.7	11.6	-1.1
	Lost-time accident severity rate	0.61	0.59	0.54	-0.05
	Absenteeism rate due to accidents and illness	4.5%	4.8%	5.0%	+0.2 pts
Local corporate citizen					
Supporting food relief	Group donations of foodstuffs in meal equivalents	37,627,220	52,090,440	61,469,200	+18%
Supporting children in need and fighting social exclusion	Number of people reached through foundations or outreach partnerships	135,500	104,800	103,900	-0.9%
	Funds distributed for community outreach by the Group and Group customers *(in thousands of euros)*	83,100	104,100	119,700	+15%
Responsible retailer					
Ensuring product quality	Total product recalls during the year(*) – France	N/A	489	314	-36%

Commitments	Indicator	2020	2021	2022	Year-on-year change
Supporting consumer health	Number of private-label organic food products	2,700	2,869	2,571	-10%
	Percentage of controversial substances removed	-	-	80%	-
	Percentage of Casino and Franprix private-label products displaying the Nutri-Score	-	-	100%	-
Monitoring and improving the social and environmental impacts of the supply chain	Number of social and environmental audits performed in plants involved in the production of private-label products for the Group[1]	1,217	1,263	1,252	-0.9%
	Percentage of active plants located in countries at risk and producing private-label products for the Group covered by a valid ICS social audit *Objective: to reach 100%*	89%	87%	87%	-
	Percentage of active audited plants located in a country at risk with Acceptable status	65%	70%	75%	+5 pts
	Percentage of plants located in a country at risk with Acceptable or Acceptable with issues status (level 1)	95%	95%	96%	+1 pt
Proactive on the environment and climate					
Reducing carbon emissions[5]	GHG emissions, Scopes 1 and 2 *(tCO_2eq)*[2] 2025 SBT objective: -18% vs. 2015[3] (Met) *2030 objective: -38% vs. 2015 (Met)*	1,481,000	1,309,000	1,025,000	-22%
	Of which France	380,000	307,000	291,000	-5%
	Of which Latin America	1,101,000	1,002,000	734,000	-27%
	GHG emissions, Scope 1 *(tCO_2eq)*[2](*)	1,240,000	1,028,000	834,000	-19%
	Of which France	326,000	253,000	242,000	-4%
	Of which Latin America	914,000	775,000	592,000	-24%
	GHG emissions, Scope 2 *(tCO_2eq)*[2](*) – location-based	241,000	281,000	191,000	-32%
	Of which France	54,000	54,000	49,000	-9%
	Of which Latin America	187,000	227,000	142,000	-37%
	GHG emissions, Scope 2 *(tCO_2eq)* – market-based[4]	-	149,000	128,000	-14%
	GHG emissions related to refrigerants per square metre of retail space *($kgCO_2eq$./sq.m)*(*)	202.5	169.6	145.3	-14%
	Greenhouse gas emissions associated with electricity consumption per square metre of retail space *($kgCO_2eq$./sq.m)*(*)	45.3	51.6	37.4	-27%

Commitments	Indicator	2020	2021	**2022**	Year-on-year change
Saving and preserving resources	Total electricity consumption *(MWh)*[5]	2,740,600	2,722,800	2,525,400	-7%
	Electricity consumed per square metre of retail space *(kWh/sq.m)*	540	529	528	-0.2%
	Of which France	471	448	447	-0.1%
	Of which Latin America	593	590	599	+1.5%
	Percentage of renewable electricity used (with or without guarantees of origin)	26%	37%	38%	+1 pt
	Percentage of waste recovered (excluding food donations)[6]	53.6%	54.0%	41.3%	-12.7 pts
	Of which France	77.6%	78.3%	77.4%	-0.9 pts
	Water consumption *(thousands of cu.m)*[7]	6,177	5,652	4,215	-
	Water consumption per square metre of retail space *(litres/sq.m)*	1,539	1,358	1,246	-8%
Promote biodiversity	Percentage of private-label products containing RSPO-certified palm oil – France	-	100%	100%	-
	Percentage of private-label products containing more than 20% certified cocoa[8] – France	31%	69%	94%	+25 pts
	Percentage of beef suppliers supporting the anti-deforestation policy[9][*] *Objective: 100% – Met*	100%	100%	100%	-
	Percentage of these suppliers using a satellite geo-monitoring system[9][*] *Objective: 100% – Met*	100%	100%	100%	-
Ethics and compliance					
	Number of proven cases of corruption[*]	10	1	0	-1
	Number of alerts received via the duty of care whistleblowing mechanism	10	3	16	+13 alerts

(*) Indicator integrated in the Non-Financial Statement. Data reviewed by the independent third party – see the Report on page 346.
(1) Of which 1,196 social audits and 56 environmental audits.
(2) Data extrapolated for all of the Group's entities.
The emission factors were reviewed and updated in 2022. Emissions are presented on a "current" basis, whereby emission factors for a given year are maintained from one year to the next and not updated retroactively.
Scope 1 and 2 emissions fell by 22% compared to 2021. The change in the reporting scope and the updating of emissions factors account for 7% of this reduction and efforts to reduce Scope 1 and 2 emissions for 15%.
(3) Based on a comparable scope of reporting, emissions totalled 1,640,000 tonnes of CO_2 equivalent in 2015.
(4) Integration of renewable electricity from specific markets in Brazil. Historical data recalculated for 2021.
(5) Data covering 97% of the Group's surface area in 2022, versus 96% in 2021 and 98% in 2020.
(6) The drop in the recovery rate in 2022 is linked to significant improvements to the monitoring of non-hazardous industrial waste at Éxito.
(7) Data covering 62% of the Group's surface area in 2022, versus 76% in 2021 and 78% in 2020. The year-on-year change is not reported for this indicator, as the change in coverage rates from one year to the next does not allow for a precise comparison.
(8) Rainforest Alliance – Max Havelaar/Fairtrade.
(9) Suppliers in Brazil with slaughterhouses and sourcing directly from ranches.

3.7. REPORTING METHODOLOGY FOR NON-FINANCIAL INDICATORS

Reporting scope

Unless otherwise specified, the human resources, societal and environmental data concern all entities under the operational control of Casino Group and any of its majority-held subsidiaries, in France and abroad. Data concerning affiliates, franchises and business leases are not included. Reporting is on a fully consolidated basis (data included at 100%).

The scope of non-financial reporting is the same as the Group's financial reporting:

- "The Group" includes the consolidated data of all business units in the Group's host countries.
- "Country" includes the consolidated data of store activity and the associated support services (logistics, purchasing, human resources, etc.) of business units located in:
  - France: operations under the Casino, Monoprix (including Naturalia), Cdiscount and Franprix banners;
  - Brazil: operations of Pão de Açúcar (GPA) and Assaí;
  - Colombia: comprising Grupo Éxito operations;
  - Uruguay: comprising Grupo Disco and Devoto operations;
  - Argentina: comprising Libertad operations;
- "Casino" encompasses the activities under the Casino banners in France and their support services.

The non-financial indicators cover 100% of the Group's scope by default as defined above, excluding some exceptions that are specifically mentioned in the report. The indicators proposed per square metre of retail space cover only the data reported by stores.

The following data were not included in the CSR scope of reporting:

- CSR data for stores in Cameroon;
- CSR data for Entreprise Laitière de Sauvain, corresponding to 0.01% of the consolidated workforce.

Reporting period and accounting principle

The non-environmental data collected cover the activity of the concerned entity or entities for the period starting on 1 January and ending on 31 December of the reference year (Y) and include sites opened or closed down during the year, except for the Casino scope, for which workplace accident frequency and severity rates and the number of lost hours cover the period from 1 December Y-1 to 30 November Y.

Environmental data are reported at current scope, which comprises the offices, logistics facilities and stores that operated for the full twelve-month period between 1 October Y-1 and 30 September Y.

Data collection

An integrated reporting tool was implemented in 2018 to improve data collection and the reliability of calculating and consolidating non-financial indicators for the Group scope. The procedures for collecting data and the calculation methods for non-financial indicators are distributed to all those involved in the reporting process in France and in foreign subsidiaries. Improvements are made each year to guarantee:

- compliance with the legal and regulatory requirements relating to government order no. 2017-1180 of 19 July 2017 and decree no. 2017-1265 of 9 August 2017 relating to the disclosure of non-financial information;
- consistency and proper understanding of calculation methodologies in all subsidiaries in France and abroad;
- the reliability of reported data.

Since the 2018 rollout of the integrated reporting tool, training and information sessions are regularly organised for users, and tutorials are made available to all. The following matters were covered as part of this process:

- the organisation of the process for gathering, validating and consolidating CSR indicators;
- responsibilities at the various process levels;
- the reporting scope and the principles for taking account of changes in scope (disposals, acquisitions);
- useful definitions for the proper understanding of required data;
- the methodologies for calculating indicators, consistent with applicable international or national reporting standards.

Data consolidation and verification

Internal procedures provide for the implementation of controls to limit the risk of error in the transmission of information and ensure the reliable production of indicators. Accordingly, each indicator is assigned to a CSR contributor, who is responsible for collecting and checking the data for his or her reporting scope.

Each indicator is also assigned a person who is in charge of validating the data entered by the contributor.

All the data are then brought together and consolidated centrally by the Group CSR and Engagement department, which also conducts a series of controls to verify the data's consistency and compliance with the calculation methods and the reporting scope.

External audit

The reporting procedures and tools, as well as indicators related to the Non-Financial Statement (NFS), were audited by an independent third party (EY).

The conclusions of this audit are set out in section 3.13 of this chapter.

Background

Casino Group mainly operates in France and Latin America.

Each subsidiary deploys local policies and initiatives in accordance with the Group's CSR policy.

The Group's host countries have significant economic, social, cultural and regulatory differences. Consequently, significant differences exist between the various geographic regions where the Group operates.

Details on methodology and scope

Human resources data

- Workforce: indicators about the workforce are calculated at 31 December and do not include contracts expiring on that date. Suspended contracts are also not included.
- Employees with disabilities: the status of "employees with disabilities" is defined by the laws applicable to each of the Group's host countries. In France, the applicable provisions are set out in Article L. 323-3 of the French Labour Code (*Code du travail*).
- The lost-time accident frequency rate is expressed as the number of accidents per million hours worked. It corresponds to the "Number of work accidents" as a proportion of the "Actual number of hours worked". Actual number of hours worked comprises contractual working hours, overtime and additional hours less lost hours (due to occupational and non-occupational illness, and workplace accidents).
- The lost-time accident severity rate is expressed as the number of lost days per thousand hours worked. It corresponds to the "Number of lost hours due to workplace accidents" as a proportion of the "Actual number of hours worked".
- The absenteeism rate due to accidents and illness (including occupational illness) corresponds to the number of lost hours as a proportion of the total number of hours worked. Hours worked include contractual hours, overtime and additional hours. These data do not include hours lost due to commuting accidents.
- Training:
  - Includes the following:
    Initial training and continuous training hours, as well as distance learning (e-learning) programmes with an actual connection time of between 10 and 60 minutes and more than 60 minutes if the theoretical training time is more than 60 minutes.
  - Does not include the following:
    Training hours spent in school under a vocational training contract (apprenticeship or work/study programme); training hours provided to non-Group employees; coaching initiatives implemented on site by supervisors; training programmes for which proof is not received at the reporting date, which can lead to the recording of fewer training hours.

Product and supplier data

- A product recall is defined in European Directive 2001/95/EC as any measure aimed at achieving the return of a dangerous product that has already been supplied or made available to consumers by the producer or distributor. Reported recalls concerns food products sold in France.
- Organically farmed products comprise food products compliant with the local regulations applicable in each country. In France, "Bio" (organic) food products comply with European Regulation No. 834/2007.
- "Sustainable certified" products receive a certification from a qualified third party, and include:
  - organically farmed food products;
  - organic cotton textile products;
  - organic or eco-friendly hygiene and personal care products compliant with the local regulations applicable in each country and, in particular, with the Ecocert guidelines in France;
  - fair trade products, identifiable by a fair label;
  - products with certification attesting to an environmental progress programme, e.g., MSC, NF Environnement, FSC, PEFC, European Ecolabel.

  When a product is double certified, for example, an organically farmed product with a fair trade label, it is counted twice.
- ICS audit: regular inspections are carried out to assess company labour or environmental practices and measure plants' compliance with the Initiative for Compliance and Sustainability (ICS) methodology applied by Casino Group (available at https://www.ics-asso.org). The audits are unannounced or semi-announced and are valid for a period of two years as of the initial audit date.

Environmental data

- GHG emissions:

  Scope 1 corresponds to direct GHG emissions and includes the items below:

  - direct emissions from stationary combustion sources (natural gas, fuel oil);
  - direct emissions from mobile combustion engine sources related to the transport of goods or employee business travel. They include emissions from vehicles under operational control, i.e., owned by the Group or operated in a dedicated fleet;
  - direct fugitive emissions such as those linked to refrigerant leaks.

  Scope 2 corresponds to indirect GHG emissions associated with electricity and district heating networks.

  Scope 2 emissions are suggested based on two calculation methods:

  - the location-based method for which the emission factor associated with electricity consumption is based on the energy mix of the country concerned;
  - the market-based method, which takes into account the Group's consumption of renewable electricity with certificates of origin or the electricity self-consumed by the Group and assigns the other sources of electricity an emission factor based on the given country's residual mix or, if necessary, its energy mix. The calculation methodology was modified in 2022 to include electricity available on the "free market" in Brazil where GPA and Assaí purchase renewable electricity only.

  The location-based method is used by default.

  The Scope 1 and 2 emissions presented above have been extrapolated to cover the entire scope of CSR reporting:

  - In 2022, primary Scope 1 data represented 98% of the data, with the remaining 2% including in particular an estimate of Disco Devoto refrigerant leaks.
  - In 2022, primary Scope 2 data represented 97% of total Group data, with the remaining 3% extrapolated.

  The emission factors were reviewed and updated in 2022. Emissions are presented on a "current" basis, whereby emission factors for a given year are maintained from one year to the next and not updated retroactively, so as to calculate a carbon footprint as closely aligned as possible with actual energy and climate conditions.

  The Group uses emission factors from the following sources:

  - For electricity:
    - the ADEME Carbon Base for France, Argentina and Uruguay;
    - the Brazilian Ministry of Science, Technology and Innovation for GPA and Assaí;
    - XM, which issues the emission factor for the Colombian power grid, for Éxito.
  - For the other energies used in Group buildings:
    - the ADEME Carbon Base for natural gas, LPG and heating oil;
    - the district heating and cooling network survey for district heating.
  - For goods transport:
    - the ADEME Carbon Base to calculate goods transport emissions in France using the FRET 21 application, which all the French units are supporting to track emissions related to their transport of goods;
    - the DEFRA Base for freight transport emissions in Latin America calculated using internal tools specific to the BUs.
  - For fluid leakage: from ADEME, from the 6th IPCC report (IPCC AR6) for 2022 emissions, calculated from the 5th IPCC report in previous years.
- Sustainable use of resources: water and electricity consumption can be measured from meter readings or from the entity's utility bill.
- Operational waste: the volume of sorted operational waste includes waste processed by the Group's facilities and delivered to accredited service providers for recovery. Depending on subsidiaries, it mainly includes the following: cardboard, plastics, paper, office and sales equipment, organic waste, wood, glass, lighting consumables, print consumables, waste cooking oil, bone and tallow, and scrap and metals. The valuation rate includes sorted waste and mixed waste that has been recovered by the waste treatment service provider.

3.8. *GROUP CSR COMMITMENTS*

Group CSR commitments and contribution to SDGs

As a member of the Global Compact, Casino Group supports the 17 Sustainable Development Goals (SDGs), adopted in 2012, through its CSR commitments and objectives.

SDG	Group priorities and commitments	Section
	Alleviate poverty. Contribute to local economic development, community outreach and support, social cohesion and the fight against vulnerability and exclusion through the Group's foundations and outreach partnerships. The Group supports food relief through long-standing partnerships with food banks in every host country and supports children in difficulty through its four foundations. The initiatives being deployed by these foundations or partnerships reach more than 100,000 people on average.	3.5.2
	Support food relief. Support food bank networks and combat food waste. Help to eradicate child malnutrition. Every day, the Group organises pick-up rounds in its stores and warehouses to recover produce and still edible products nearing their sell-by date. It also organises in-store food bank donation drives. In Colombia, the Fundacion Éxito has been leading the *Cero desnutrición* programme since 2013, in a commitment to wiping out chronic child malnutrition by 2030.	3.5.2.1
	Take action to protect employee health and well-being. Improve the safety and the physical and mental health of employees in the workplace. The Group is rolling out preventive measures to improve in-store safety and prevent occupational risks. It is committed to improving the quality of worklife and the well-being of employees. It addresses important public health issues by conducting awareness and screening campaigns. It ensures that suppliers across the value chain offer employees decent working conditions.	3.5.1.3.7
	Ensure product quality, safety and compliance. Protect consumer health. The Group deploys end-to-end systems and processes to ensure that its merchandise is consistently safe, healthy, compliant and of the highest quality. It has led its Health & Nutrition programme since 2005 and is taking assertive action to: ▪ improve the nutritional profile of its products; ▪ eliminate controversial substances; ▪ develop product ranges for specific nutritional requirements, such as baby food, gluten intolerance and sugar-free products; ▪ promote and expand the organic product lines; ▪ support more understandable nutrition labelling to better inform consumers; ▪ encourage the eating of meat and dairy protein alternatives and of more plant-based foods for a more balanced diet; ▪ raise employee awareness of nutritional issues.	3.5.3.2

SDG	Group priorities and commitments	Section
4 QUALITY EDUCATION	Foster social inclusion through education. Promote apprenticing to develop and maintain the employability of employees. The Group has deployed a number of programmes to support local community associations that are helping young people from underprivileged backgrounds to enter the world of work. It continued its partnerships during the year with the Civic Service Agency, the Civic Engagement Institute and the Business Network for Equal Opportunity in Education and the City of Paris. Its foundations support educational programmes for young people from disadvantaged neighbourhoods. In Brazil, hundreds of students have been trained in the bakery, pastry and dairy trades at the NATA vocational training centre. The Group's internal training centres and dedicated teams help to encourage employee growth and career development and to guarantee the smooth integration of new hires.	3.5.2.4
5 GENDER EQUALITY	Foster gender equality in the workplace. Ensure the full, effective participation of women at every decision-making level of the organisation: The Group aims for women to account for 45% of its management by 2025. It has upheld the UN's Women's Empowerment Principles since 2016. In France, the Group's Casino and Monoprix banners have maintained their Afnor Workplace Equality Labels which been renewed and extended to all entities in France, including Franprix and Cnova (Cdiscount).	3.5.1.2
6 CLEAN WATER AND SANITATION	Improve water use management and efficiency. Manage water consumption. The Group is reducing its direct water use by improving its processes and installing dedicated equipment. It is deploying a range of organically and agro-ecologically farmed products, whose production practices guarantee sustainable water consumption and, in particular, a reduction in pesticide use. The Casino banners are conducting initiatives with the Pure Ocean NGO to support ocean preservation.	3.5.4.3.2
7 AFFORDABLE AND CLEAN ENERGY	Encourage the use of renewable energies. Reduce energy consumption and the ensuing pollution. The Group is committed to reducing its energy consumption by deploying energy efficiency management systems. It is striving to increase the proportion of renewable energy consumption. It is taking steps to increase the production and self-consumption of electricity from renewable sources.	3.5.4.3.1
8 DECENT WORK AND ECONOMIC GROWTH	Track and improve social and environmental impacts in the supply chain. The Group is deploying a process to assess social, human and environmental risks at suppliers and across the production chains. It is striving to strengthen the tracking and improvement procedures for suppliers of private-label products based in countries at risk, particularly with respect to duty of care obligations. The Group is committed to conducting valid ICS social audits at all the active plants based in countries at risk and producing private-label products for the Group.	3.5.3.3

SDG	Group priorities and commitments	Section
9	Support sustainable development innovation. GreenYellow was created by the Group in 2007 as a partner working to improve energy efficiency and produce renewable energy. Today, it is providing support to the Group's business units in the energy transition. The Group has launched the Services for Equity scheme to nurture promising French food tech start-ups with a programme of tailored operational support and access to Group capabilities.	3.5.4.3 3.3.3
10	Promote diversity and equal opportunity. Fight discrimination based on national or ethnic origin, social background, gender, disability, age, sexual orientation, religious affiliation, union membership or physical appearance. Group-wide policies to combat discrimination and support diversity have been in place since 1993. Since 2015, the Group has been a member of the International Labour Organization's Global Business and Disability Network. The Group's objective is for people with disabilities to account for 4.5% of the workforce. GPA is involved in the Business Coalition for Racial and Gender Equality, the Business Coalition to End Violence against Women and Girls, the Women's Movement 360 (MM360), the Unstereotype Alliance, the Air Movement and the Business Initiative for Racial Equity. In France, Casino Group has also signed the LGBT+ Commitment Charter issued by *L'Autre Cercle*, a French non-profit that promotes and inclusive workplace for LGBT+ professionals.	3.5.1.1
11	Fight social exclusion. Support people suffering from exclusion. Casino Group engages in a wide range of local initiatives to support people suffering from exclusion. The Group addresses these highly diverse community needs not only through its foundations, but also through the actions undertaken by its banners, stores and offices. To mark its tenth year of initiatives, in 2019, the Monoprix Foundation decided to refocus its programmes on eliminating isolation in society, particularly for homeless people. The foundation continues the work it began in 2009 with its partners, and in 2022, funded 30 projects aimed at combating isolation in cities and providing access to basic necessities, raising a total of more than €340,000.	3.5.2.3

SDG	Group priorities and commitments	Section
	Maintain close relationships with suppliers and support them in their CSR initiatives. Casino Group engages in regular, constructive dialogue with its private-label suppliers, leading national brand suppliers and production chains. In 2020, the Group launched the "Carbon Forum" with the aim of mobilising its main suppliers to reduce the GHG emissions of the products sold in its stores. In 2022, it achieved its target of at least 50% of current members committed to SBT.	3.3.3
	Combat food waste. In 2009, the Group formed partnerships with the French Federation of Food Banks and a number of social economy stakeholders. It has signed the National Pact Against Food Waste, set up in 2013 by the French Ministry of Agriculture and Food. It has also signed the National Pact on Sell-by Dates, supported by the French Ecological Transition, Agriculture and Food ministries. In 2021, Grupo Éxito joined the Consumer Goods Forum's coalition against food waste. In parallel, the banners are taking action to combat non-food waste through a vast network of partner associations.	3.5.4.5
	Step up action to support animal welfare. Since 2020, all the eggs sold in Group stores in France come from cage-free hens. By 2026, all the private-label products will comply with Better Chicken Commitment breeding welfare standards.	3.5.3.5

SDG	Group priorities and commitments	Section
13 Climate action	Implement a low-carbon strategy to fight against climate change.	3.5.4.1
	Reduce the Group's greenhouse gas emissions and fight against climate change: ▪ Casino Group has joined the Science Based Targets initiative to undertake a reduction in its greenhouse gas emissions in line with COP21 objectives, which the Group pledged to support in 2018. ▪ It upholds the Paris Climate Action Charter and the Charter for Sustainable Urban Logistics issued by the City of Paris. The Group is implementing the recommendations issued by the TCFD. The Group is committed to reducing its Scope 1 and Scope 2 greenhouse gas emissions by 18%[1] in 2025 and by 38% in 2030, compared with 2015. *It is seeking to reduce its Scope 3[2] greenhouse gas emissions by 10%[1] between 2018 and 2025.*	3.5.4.2
	Preserve and reduce the use of natural resources and support the circular economy. Reduce, sort, recover and reuse all types of operational waste from stores and warehouses. The Group's ultimate goal is to eliminate landfilling by recovering and reusing all its waste. Since 2019, the Group has supported France's National Pact on Plastic Packaging led by the Ministry for Ecological and Social Transition, in line with the Circular Economy roadmap. By 2025, all private-label packaging in France will be made from plastic that can be recycled, reused or repurposed. By 2025, private-label packaging in France will contain an average 30% recycled plastic (in tonnes).	3.5.4.4

SDG	Group priorities and commitments	Section
14 LIFE BELOW WATER 15 LIFE ON LAND	Help to protect biodiversity by fighting against climate change, limiting direct pressures on biodiversity, marketing a line of products that are more respectful of the environment and biodiversity, preserving fishery resources and protecting endangered species, and combating deforestation caused by the production of commodities. In its commitment to preserving biodiversity, Casino Group has endorsed a number of initiatives and is participating in a wide range of stakeholder coalitions, such as: ▪ the Forest Positive Coalition, by supporting the Consumer Goods Forum's working group on cattle farming; ▪ the Brazilian Coalition on Climate, Forests and Agriculture; ▪ the Indirect Suppliers Working Group (GTFI); ▪ the Brazilian Roundtable on Sustainable Livestock (GTPS); ▪ the Sustainable Soy Manifesto; ▪ the French Sustainable Cocoa Initiative (IFCD); ▪ the Palm Oil Transparency Coalition (POTC), the Soy Transparency Coalition (STC) and the Retailer Cacao Collaboration (RCC); ▪ the Cerrado Manifesto Statement of Support, to combat the deforestation in the Cerrado in Brazil; ▪ France's National Pact on Plastic Packaging. The Group, which joined the Roundtable on Sustainable Palm Oil in 2011, is a member of the Earthworm Foundation and takes part in a number of Earthworm working groups, including those on shrimp, tuna and soy. It ensures that it does not sell any endangered deep-sea species[(3)] in France. The Group has met its objective of guaranteeing that all the palm oil used in its food products sold in France has been independently certified as sustainable by the RSPO. It has pledged that by 2023, all the cocoa used in any private-label product sold in France whose characteristic ingredient is cocoa or that contains at least 20% cocoa will be certified as sustainable by an independent organisation, such as Rainforest Alliance or Max Havelaar/Fairtrade.	3.5.4.6
16 PEACE, JUSTICE AND STRONG INSTITUTIONS	Prevent and combat corruption, in line with the principles of transparency and good governance and, more generally, in compliance with national and international laws and regulations. The Group undertakes to fight against all forms of corruption and works steadfastly to ensure that its employees consistently uphold this principle.	3.4
17 PARTNERSHIPS FOR THE GOALS	Casino Group joined the United Nations Global Compact in 2009. It is currently participating in the work of programmes such as: ▪ the Initiative for Compliance and Sustainability (ICS); ▪ Businesses for Human Rights (EDH); ▪ the Beef Working Group of the Forest Positive Coalition of Action set up by the Consumer Goods Forum; ▪ the International Accord for Heath and Safety in the Textile and Garment Industry.	3.3 3.3.6

(1) Target approved by the SBTi.
(2) In the "purchased goods and services" and "use of sold products" categories, which account for more than 65% of indirect emissions.
(3) Emperor fish, blue ling, cutlass fish, grenadier, tusk, school shark, blue shark, North-East Atlantic dogfish, eel, elver, white grouper and red sea bream.

3.9. *EU GREEN TAXONOMY KPI TABLES*

Table 1: Proportion of turnover from products or services associated with Taxonomy-aligned economic activities

(€ millions)				Substantial contribution criteria						DNSH criteria ("Does Not Significantly Harm")										
Economic activities (1)	Code(s) (2)	Absolute turnover (3)	Proportion of turnover (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Taxonomy-aligned proportion of turnover, year N (18)	Taxonomy-aligned proportion of turnover, year N-1 (19)	Category (enabling activity) (20)	Category (transitional activity) (21)
A. TAXONOMY-ELIGIBLE ACTIVITIES																				
A.1 Environmentally sustainable activities (Taxonomy-aligned)																				
5.5 "Collection and transport of non-hazardous waste in source segregated fractions"	5.5	9.45	0.028%	0.028%							YES	None	YES	None	None	YES	0.028%		N/A	N/A
5.8 "Composting of bio-waste"	5.8	0.00	0.0%	0.0%							YES	None	None	YES	YES	YES	0.0%			T
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		9.45	0.028%	0.028%													0.028%			
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																				
5.5 "Collection and transport of non-hazardous waste in source segregated fractions"	5.5	0.01	0.0%																	
6.5 "Transport by motorbikes, passenger cars and light commercial vehicles"	6.5	0.27	0.001%																	
6.6 "Freight transport services by road"	6.6	0.14	0.0%																	
7.7 "Acquisition and ownership of buildings"	7.7	0.24	0.001%																	
Turnover of Taxonomy-eligible but not environmentally sustainable activities (non Taxonomy-aligned activities) (A.2)		0.66	0.002%																	
TOTAL (A.1 + A.2)		10.11	0.030%																	
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																				
Turnover of Taxonomy-non-eligible activities (B)		33,599.65	99.97%																	
TOTAL (A + B)		**33,609.76**	**100.0%**																	

Table 2: Proportion of CapEx from products or services associated with Taxonomy-aligned economic activities

(€ millions)				Substantial contribution criteria						DNSH criteria										
Economic activities (1)	Code (2)	Absolute CapEx (3)	Proportion of CapEx (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Taxonomy-aligned proportion of CapEx, year N (18)	Taxonomy-aligned proportion, year N-1 (19)	Category (enabling activity) (20)	Category (transitional activity) (21)
A. TAXONOMY-ELIGIBLE ACTIVITIES																				
A.1 Environmentally sustainable activities (Taxonomy-aligned)																				
5.5 "Collection and transport of non-hazardous waste in source segregated fractions"	5.5	0.84	0.034%	0.034%							YES	None	YES	None	None	YES	0.034%		N/A	N/A
6.6 "Freight transport services by road"	6.6	0.04	0.001%	0.001%							YES	None	YES	YES	None	YES	0.001%			T
7.3 "Installation, maintenance and repair of energy efficiency equipment"	7.3	14.02	0.560%	0.560%							YES	None	None	YES	None	YES	0.560%		E	
7.4 "Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)"	7.4	0.11	0.004%	0.004%							YES	None	None	None	None	YES	0.004%		E	
7.6 "Installation, maintenance and repair of renewable energy technologies"	7.6	0.01	0.0%	0.000%							YES	None	None	None	None	YES	0.000%		E	
7.7 "Acquisition and ownership of buildings"	7.7	0.72	0.029%	0.029%							YES	None	None	None	None	YES	0.029%		N/A	N/A
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		15.74	0.63%	0.63%													0.63%			
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																				
3.6 "Manufacture of other low carbon technologies"	3.6	0.51	0.020%																	
5.5 "Collection and transport of non-hazardous waste in source segregated fractions"	5.5	0.42	0.017%																	
6.5 "Transport by motorbikes, passenger cars and light commercial vehicles"	6.5	0.02	0.001%																	
6.6 "Freight transport services by road"	6.6	5.43	0.22%																	
7.2 "Renovation of existing buildings"	7.2	698.09	27.88%																	
7.3 "Installation, maintenance and repair of energy efficiency equipment"	7.3	10.21	0.408%																	
7.4 "Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)"	7.4	0.03	0.001%																	
7.6 "Installation, maintenance and repair of renewable energy technologies"	7.6	0.02	0.001%																	
7.7 "Acquisition and ownership of buildings"	7.7	161.23	6.44%																	
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		875.97	34.983%																	
TOTAL (A.1 + A.2)		891.71	35.6%																	
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																				
CapEx of Taxonomy-non-eligible activities (B)		1,612.29	64.4%																	
TOTAL (A + B)		**2,504.00**	**100.0%**																	

Table 3: Proportion of OpEx from products or services associated with Taxonomy-aligned economic activities

(€ millions)				Substantial contribution criteria						DNSH criteria											
Economic activities (1)	Code(s) (2)	Total operating expenses (3)	Percentage of operating expenses (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and marine resources (7)	Circular economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water and marine resources (13)	Circular economy (14)	Pollution (15)	Biodiversity and ecosystems (16)	Minimum safeguards (17)	Taxonomy-aligned proportion of OpEx, year N (18)	Taxonomy-aligned proportion of OpEx, year N-1 (19)	Category (enabling activity) (20)	Category (transitional activity) (21)
A. TAXONOMY-ELIGIBLE ACTIVITIES																					
A.1 Environmentally sustainable activities (Taxonomy-aligned)																					
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A		N/A	N/A	N/A	N/A	N/A	N/A	N/A		N/A	N/A
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																					
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)	N/A	N/A	N/A																	
TOTAL (A.1 + A.2)	N/A	N/A	N/A																	
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																					
OpEx of Taxonomy-non-eligible activities (B)	N/A	N/A	N/A																	
TOTAL (A + B)	**N/A**	**N/A**	**N/A**																	

3.10. METHODOLOGY FOR EU TAXONOMY KEY PERFORMANCE INDICATORS

Approach to identifying financial indicators (turnover, CapEx and OpEx)

Net sales KPI

Definition

The proportion of Taxonomy-eligible economic activities in total net sales has been calculated as the part of net sales derived from products and services associated with Taxonomy-eligible economic activities (numerator) divided by turnover (denominator), in each case for the twelve months ended 31 December 2022. The turnover used as the KPI denominator corresponds to consolidated net sales. For more details on the accounting principles applied to consolidated net sales, see note 6.1 to the financial statements included in the 2022 Universal Registration Document.

Reconciliation

Consolidated net sales may be reconciled with the financial statements (see note 2.6.2.1 to the income statement included in the 2022 Universal Registration Document).

CapEx KPI

Definition

The KPI related to capital expenditure (CapEx) is defined as Taxonomy-eligible CapEx (numerator) divided by total CapEx (denominator). Total CapEx consists of additions to tangible and intangible assets during the year, before depreciation, amortisation and excluding fair value adjustments. It includes additions to property plant and equipment (IAS 16), intangible assets (IAS 38), investment property (IAS 40) and right-of-use assets (IFRS 16). For more details on the accounting policies concerning CapEx, see Note 10 to the financial statements included in the 2022 Universal Registration Document.

Reconciliation

Total CapEx may be reconciled with the financial statements (see notes 10.2.2, 10.3.2, 10.4.2 and 7.1.1 to the financial statements included in the 2022 Universal Registration Document). It corresponds to the total of all types of acquisition and production costs:

- additions;
- additions resulting from business combinations in the case of intangible assets, right-of-use assets and property, plant and equipment.

OpEx KPI

Definition

The exemption related to operating expenditure (OpEx) is defined as Taxonomy-eligible OpEx (numerator) divided by total OpEx (denominator). Total operating expenditure consists of direct non-capitalised costs that relate to research and development, building renovation measures, short-term leasing, maintenance and repair, and any other direct expenditures relating to the day-to-day servicing of property, plant and equipment. This includes:

- expenditure related to building renovations recognised as an expense during the reporting period;
- short-term leases, whose volume was determined in accordance with IFRS 16 and includes expenses for short-term and leases for low-value assets;
- maintenance, repair and other direct expenses related to the day-to-day servicing of property, plant and equipment, which were determined based on the maintenance and repair costs allocated to internal cost centres. The related cost items can be found in various line items in the financial statements, including production costs (operations maintenance), sales and distribution costs (logistics maintenance) and administration costs (such as IT systems maintenance). In general, this includes the costs of services and material costs for daily servicing as well as for regular and unplanned maintenance and repairs;
- direct costs for training and other human resources adaptation needs are excluded from the calculation of the numerator and denominator, as Annex I to art. 8 of the delegated act only includes these costs in the numerator;
- these categories constitute the numerator of the ratio of OpEx to total Group OpEx (see note 2.6.2. to the consolidated financial statements). As the value of this ratio is not material, the Group has considered using the exemption regime for this indicator.

Reconciliation

Total OpEx may be reconciled with the financial statements (see "Consolidated Financial Statements for the year ended 31 December 2022", Chapter 2, included in the 2022 Universal Registration Document).

3.11. *NON-FINANCIAL STATEMENT CROSS-REFERENCE TABLE*

Pursuant to Article L. 225-102-1 of the French Commercial Code (*Code de commerce*), the Company is required to produce a Non-Financial Statement. This statement must contain information on the Company's approach to assessing the human resources, environmental and societal consequences of its operations.

Chapter 3, Chapter 1 and section 4.3 contain the Non-Financial Statement. In the interests of simplicity, the cross-reference table below enables readers to locate the information needed.

Non-Financial Statement – Articles L. 225-102-1 and R. 225-105 of the French Commercial Code.		
Business model		
Presentation of the business model	Chapter 1, Always a step ahead, Casino Group business model	Pages 30 to 31
Main CSR risks		
Description of the main non-financial risks and challenges, and identification methodology used	Section 3.2.2 Description of the main non-financial risks and challenges, and identification methodology used	Pages 222 to 225
Human resources	Sections 3.5.1.1 and 3.5.1.2 Fostering diversity and gender equality in the workplace	Pages 244 to 252
Societal	Section 4.3 Main risk factors: Food safety (4.3.3 I)	Pages 384 to 385
Environmental	Section 4.3 Main risk factors: Climate change (section 4.3.3 II)	Pages 386 to 387
	Section 3.5.3.4 Duty of care plan/Duty of care risk map	Page 268
Human rights	Section 3.5.3.4 Duty of care plan	Pages 267 to 292
Anti-corruption/Anti-tax evasion	Section 4.3 Main risk factors: Legal and regulatory compliance risks (section 4.3.4, I)	Pages 388 to 389
	Anti-tax evasion	Page 225
Key policies, results and indicators		
Human resources	Section 3.5.1 Casino Group, a committed employer/see sections 3.5.1.1 to 3.5.1.2	Pages 242 to 252
	Group performance indicators	Pages 321 to 323
Societal	Casino Group, a responsible retailer/ see section 3.5.3.1	Pages 262 to 263
	Group performance indicators	Pages 321 to 323
Environmental	Section 3.5.4 Casino Group, actively committed to protecting the environment and climate/see section 3.5.4.2	Pages 398 to 304
	Group performance indicators	Pages 321 to 323
Human rights	Section 3.5.3.4 Duty of care plan	Pages 267 to 292
	Group performance indicators	Pages 321 to 323
Anti-corruption/Anti-tax evasion	Section 3.4 Ethics and compliance/ see sections 3.4.1 to 3.4.8	Pages 237 to 241
	Anti-tax evasion	Page 225

Information and commitments		
Societal commitments to sustainable development	All commitments are detailed in Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS)	Pages 218 to 349
Societal commitments to the circular economy	Sections 3.5.4.3 and 3.5.4.4 Preserving and reducing the use of natural resources and Supporting the circular economy	Pages 304 to 311
Respecting animal welfare	Section 3.5.3.5 Ensuring animal welfare	Pages 292 to 295
Combating food waste and food insecurity	Section 3.5.2.1 Supporting food relief	Page 259
	Sections 3.5.4.3, 3.5.4.4 and 3.5.4.5 Preserving and reducing the use of natural resources, Promoting a circular economy and Combating food waste	Pages 304 to 311
Respecting fair, responsible and sustainable food choices	Section 3.5.3 Casino Group, a responsible retailer/see sections 3.5.3.2 to 3.5.3.5	Pages 262 to 295
Collective agreements and impacts on the Company's performance and employee working conditions	Section 3.5.1.3 Providing an environment conducive to employee fulfilment	Pages 252 to 258
Combating discrimination, promoting diversity and measures taken for people with disabilities	Section 3.5.1 Casino Group, a committed employer/see sections 3.5.1.1 to 3.5.1.2	Pages 244 to 252
Human resources information		
Employment		
Total workforce and workforce by gender, age and country	Section 3.5.1 Casino Group, a committed employer	Pages 242 and 321
Hires and terminations	Section 3.5.1 Casino Group, a committed employer	Page 242
Compensation and changes in compensation	Section 3.5.1.3.3 Incentivising compensation to drive individual, collective and CSR performance	Page 253 to 254
Working practices		
Organisation of working time	Section 3.5.1 Casino Group, a committed employer	Pages 242 to 243 and 256
Absenteeism	Section 3.5.1 Casino Group, a committed employer	Pages 257 and 321
Health and safety		
Health and safety conditions at work	Section 3.5.1.3.7 Fostering health, safety and well-being at work	Pages 255 to 257
Workplace accidents, especially their frequency and severity, and occupational illnesses	Section 3.5.1 Casino Group, a committed employer	Pages 257 and 321
Employee relations		
Organisation of social dialogue, in particular information and employee consultation procedures and collective bargaining	Section 3.5.1.3.1 Encouraging social dialogue	Pages 252 to 253
Summary of collective agreements	Section 3.5.1.3.1 Encouraging social dialogue	Page 252
Training		
Training policies implemented	Section 3.5.1.3.9 Developing employability with training	Pages 258 and 321
Total number of training hours	Section 3.5.1.3.9 Developing employability with training	Pages 258 and 321

Equal treatment		
Measures taken to promote gender equality	Section 3.5.1.2 Fostering gender equality in the workplace	Pages 249 to 252 and 321
Measures taken for the hiring and integration of people with disabilities	Section 3.5.1.1.2 Acting for the integration and retention of workers with disabilities	Pages 246 to 248 and 321
Measures taken to combat discrimination	Section 3.5.1.1.1 Combating discrimination and stereotypes	Pages 244 to 246
Environmental information		
General environmental policy		
Structures in place allowing the Company to take into account environmental issues and, where applicable, to seek environmental audits or certification	Section 3.5.4.1 Environmental policy	Pages 296 to 298
Resources allocated to preventing environmental risks and pollution	Section 3.5.4 Casino Group, actively committed to protecting the environment and climate	Pages 296 to 319
Provisions and guarantees for environmental risks, provided that the disclosure of this information does not cause any serious harm to the Company in an ongoing dispute	-	-
Pollution		
Measures to prevent, reduce and remedy air, water and soil pollution seriously affecting the environment	Section 3.5.4.2 The low-carbon strategy to fight against climate change	Pages 298 to 304, 322 to 323
Measures to address noise and other forms of pollution specific to an activity	-	-
Circular economy		
(i) Pollution and waste management		
Measures to prevent, recycle, reuse and other ways of repurposing waste	Sections 3.5.4.3 and 3.5.4.4 Preserving and reducing the use of natural resources and Supporting the circular economy	Pages 304 to 311, 322 to 323
Combating food waste	Section 3.5.4.5 Combating food waste	Pages 311 to 312, 322 to 323
(ii) Sustainable use of resources		
Water use and supply in relation to local restrictions	Section 3.5.4.3.2 Managing water consumption	Pages 306 and 322 to 323
Raw materials use and measures taken to use them more efficiently	Section 3.5.4.6 Preserving biodiversity	Pages 312 to 319, 322 to 323
Energy use and measures taken to improve energy efficiency and increase the use of renewable energies	Section 3.5.4.3.1 Reducing energy consumption and encouraging the use of renewable energies	Pages 304 to 306, 322 to 323

Land use	-	-
Climate change		
Emissions related to the use of goods and services	Section 3.5.4.2 The low-carbon strategy to fight against climate change	Pages 298 to 304, 322 to 323
Measures taken to adapt to the consequences of climate change	Section 3.5.4.2.5 Adapting to climate change	Page 304
Medium- and long-term objectives for reducing GHG emissions and the means implemented to carry them out	Section 3.5.4.2 The low-carbon strategy to fight against climate change	Pages 298 to 304, 321 to 322
Protecting biodiversity		
Measures taken to develop biodiversity	Section 3.5.4.6 Preserving biodiversity	Pages 312 to 319, 322 to 323
Information regarding social commitments		
Societal commitments to sustainable development		
Impact of the Company's operations in terms of employment and local development	Section 3.3 Stakeholder dialogue	Pages 232 to 236
Impact of the Company's operations on local residents and communities	Section 3.3 Stakeholder dialogue	Pages 232 to 236
Stakeholder relations and the forms of dialogue adopted with them	Section 3.3 Stakeholder dialogue	Pages 232 to 236
Partnership or philanthropy initiatives	Section 3.5.2 Casino Group, a local corporate citizen	Pages 259 to 261, 322 to 323
Subcontractors and suppliers		
Integration of social and environmental issues in the purchasing policy	Section 3.5.3.3 Monitoring and improving the social and environmental impacts of the supply chain	Pages 266 to 267
	Section 3.5.3.4 Duty of care plan	Pages 267 to 292
Consideration of corporate social responsibility standards in dealings with suppliers and subcontractors	Section 3.3 Stakeholder dialogue	Page 234

Fair business practices		
Action taken to prevent corruption	Section 3.4. Ethics and compliance	Pages 237 to 241
Measures taken to promote the health and safety of consumers	Section 3.5.3 Casino Group, a responsible retailer/Sections 3.5.3.1 and 3.5.3.2	Pages 262 to 266
Promotion of and compliance with the ILO's fundamental conventions on:		
▪ The respect for freedom of association and the right to collective bargaining	Section 3.1 CSR commitments and governance	Pages 218 to 219
	Section 3.5.1.3.1 Encouraging social dialogue	Pages 252 to 253
	Section 3.5.3.3 Monitoring and improving the social and environmental impacts of the supply chain	Pages 266 to 267
▪ The elimination of discrimination in respect of employment and occupation	Section 3.5.1.1.1 Combating discrimination and stereotypes	Pages 244 to 246
	Section 3.5.3.3 Monitoring and improving the social and environmental impacts of the supply chain	Pages 266 to 267
	Section 3.5.3.4 Duty of care plan	Pages 267 to 292
▪ The elimination of forced and compulsory labour	Section 3.5.3.3 Monitoring and improving the social and environmental impacts of the supply chain	Pages 266 to 267
	Section 3.5.3.4 Duty of care plan	Pages 267 to 292
▪ The effective abolition of child labour	Section 3.5.3.3 Monitoring and improving the social and environmental impacts of the supply chain	Pages 266 to 267
	Section 3.5.3.4 Duty of care plan	Pages 267 to 292
Human rights		
Action taken to promote human rights	Section 3.1 CSR commitments and governance	Pages 218 to 219
	Section 3.5.3.3 Monitoring and improving the social and environmental impacts of the supply chain	Pages 266 to 267
	Section 3.5.3.4 Duty of care plan	Pages 267 to 292
Methodology note		
	Section 3.7 Reporting methodology for non-financial indicators	Pages 324 to 326
Conclusion on the fairness and compliance of information		
	Section 3.13 Independent third-party's report on the consolidated non-financial statement	Pages 346 to 348

3.12. SDG – GRI – SASB – TCFD CROSS-REFERENCE TABLES

3.12.1. GLOBAL REPORTING INITIATIVE (GRI)

Topics	Corresponding sections
GRI 101: Introduction	
Reporting principles	3.3/3.2.2/3.5.1.3.3/3.5.3.4/3.7
Using the GRI Standards for sustainability	-
Making claims related to the use of the GRI Standards	-
GRI 102: General information	
Organisational profile	Chapters 1/2.1/3.5.1/3.5.3.4/3.6
Strategy	3.2.2
Ethics and integrity	3.4
Governance	5.4/5.5.4/6.1/6.2/3.1/3.4/3.5.1.3
Stakeholder engagement	3.3
Reporting practice	3.7
GRI 103: Management Approach	
Explanation of the material topic and its boundary	3.2.1/3.2.2
The management approach and its components	3.5.1.3
Evaluation of the management approach	3.7
GRI 200: Economic	
201: Economic Performance	3.3/3.5.3/3.5.1.3
202: Market Presence	3.5.1
203: Indirect Economic Impacts	3.5.2
204: Procurement Practices	3.5.3.4
205: Anti-corruption	3.4/4.1
206: Anti-competitive Behaviour	4.3/3.4
GRI 300: Environmental	
301: Materials	3.5.4.4/3.6
302: Energy	3.5.4.3/3.6
303: Water	3.5.4.3.2/3.6
304: Biodiversity	3.5.4.6
305: Emissions	3.5.4.2/3.6
306: Effluents and Waste	3.5.4.4/3.6
307: Environmental Compliance	3.5.4
308: Supplier Environmental Assessment	3.5.4/3.6

Topics	Corresponding sections
GRI 400: Social	
401: Employment	3.5.1/3.5.1.3
402: Labour/Management Relations	3.3/3.3.1/3.5.1.3
403: Occupational Health and Safety	3.5.1.3/3.5.1.3.6/3.6
404: Training and Education	3.5.1.3/3.5.1.3.9/3.6
405: Diversity and Equal Opportunity	3.5.1.1/3.5.1.2/3.6
406: Non-discrimination	3.5.1.1
407: Freedom of Association and Collective Bargaining	3.5.1.3.1
408: Child Labour	3.5.3.4
409: Forced or Compulsory Labour	3.5.3.4
410: Security Practices	3.5.1.3.6
411: Rights of Indigenous Peoples	-
412: Human Rights Assessment	3.5.3.4
413: Local Communities	3.3/3.3.5
414: Supplier Social Assessment	3.5.3.4
415: Public Policy	3.4/3.4.7
416: Customer Health and Safety	3.5.3.2/3.5.3.1
417: Marketing and Labelling	3.5.3.2
418: Customer Privacy	3.4.9/4.3.1
419: Socio-economic Compliance	3.2/3.4

3.12.2. SUSTAINABILITY ACCOUNTING STANDARDS BOARD (SASB)

Standard	Corresponding sections	
Fleet Fuel Management	3.5.4.2.3	Reducing transport-related emissions
Air Emissions from Refrigeration	3.5.4.2	The low-carbon strategy to fight against climate change
	3.5.4.2.1	Reducing fugitive emissions of refrigerants
Energy Management	3.5.4.3.1	Reducing energy consumption and encouraging the use of renewable energies
Food Waste Management	3.5.4.4.1	Reducing, sorting and reusing generated waste
Data Security	3.4.9	Personal data protection
	3.4.10	Information systems security
Food Safety	3.5.3.1	Ensuring product quality
Product Health and Nutrition	3.5.3.2.4	Developing specific product ranges
	3.5.3.1	Ensuring product quality
	3.5.3.2.1	Improving the nutritional profile and ingredients of private-label products
Product Labelling and Marketing	3.5.3.2	Taking action to protect consumer health
Labour Practices	3.5.1.3.3	Incentivising compensation to drive individual, collective and CSR performance
	3.5.1.3.1	Encouraging social dialogue
	3.5.1.3.6	Fostering health, safety and well-being at work
Management of Environmental and Social Impacts in the Supply Chain	3.5.3.3	Monitoring and improving the social and environmental impacts of the supply chain
	3.5.3.5	Ensuring animal welfare
	3.5.4.4.2	Reducing the impact of packaging

3.12.3. TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES (TCFD)

Topics	TCFD recommendation	Corresponding section
Governance Disclose the organisation's governance around climate-related risks and opportunities.	a) Describe the board's oversight of climate-related risks and opportunities. b) Describe management's role in assessing and managing climate-related risks and opportunities.	2022 URD, section 5.5.2 and 5.3.4; CDP C1.1 CDP C1.2
Strategy Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning where such information is material.	a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term. b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning. c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	2022 URD, section 3.2.2; sections 3.5.4.1 and 3.5.4.2; CDP 2.1 to 2.4 CDP C3.1
Risk management Disclose how the organisation identifies, assesses, and manages climate-related risks.	a) Describe the organisation's processes for identifying and assessing climate-related risks. b) Describe the organisation's processes for managing climate-related risks. c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	2022 URD, section 3.2.2; sections 3.5.4.1 and 3.5.4.2; CDP C2.1, C2.2
Metrics and targets Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.	a) Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process. b) Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 greenhouse gas (GHG) emissions and the related risks. c) Disclose the targets used by the organisation to manage climate-related risks and opportunities and its performance against targets.	2022 URD, sections 3.5.4.1 and 3.5.4.2; section 3.6; CDP C4.1, C4.3 CDP C5, C6, C7, C8

3.13. *INDEPENDENT THIRD PARTY'S REPORT ON CONSOLIDATED NON-FINANCIAL STATEMENT*

Year ended 31 December 2022

This is a free translation into English of the original report issued in the French language and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the General Assembly,

In our quality as an independent third party of Casino Guichard Perrachon (hereinafter "entity"), accredited by the COFRAC under the number n° 3-1681 (scope of accreditation available on the website www.cofrac.fr), we conducted our work in order to provide a conclusion expressing a limited level of assurance on the compliance of the consolidated non-financial statement for the year ended 31 December 2022 (hereinafter the "Statement") with the provisions of Article R. 225-105 of the French Commercial Code *(Code de commerce)* and on the fairness of the historical information (whether observed or extrapolated) provided pursuant to 3° of I and II of Article R. 225-105 of the French Commercial Code (hereinafter the "Information") prepared in accordance with the entity's procedures (hereinafter the "Guidelines"), included in the management report pursuant to the requirements of articles L. 225 102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code *(Code de commerce).*

Conclusion

Based on the procedures performed, as described in "Nature and scope of the work", and on the elements we have collected, we did not identify any material misstatements that would call into question the fact that the consolidated non-financial statement is not presented in accordance with the applicable regulatory requirements and that the Information, taken as a whole, is not presented fairly in accordance with the Guidelines, in all material respects.

Preparation of the non-financial performance statement

The absence of a generally accepted and commonly used framework or established practices on which to base the assessment and measurement of information allows for the use of different, but acceptable, measurement techniques that may affect comparability between entities and over time.

Therefore, the Information should be read and understood with reference to the Guidelines, the significant elements of which are presented in the Statement.

Limitations inherent in the preparation of the Information

The information may be subject to uncertainty inherent in the state of scientific or economic knowledge and the quality of external data used. Certain information is sensitive to the methodological choices, assumptions and/or estimates made in preparing it and presented in the Statement.

The entity's responsibility

It is the responsibility of the Board of Directors to:

- select or establish appropriate criteria for the preparation of the Information;
- prepare a Statement in accordance with legal and regulatory requirements, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied with regard to these risks as well as the results of these policies, including key performance indicators and, in addition, the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- and to implement the internal control procedures it deems necessary to ensure that the Information is free from material misstatement, whether due to fraud or error.

The Statement has been prepared in accordance with the entity's procedures, the main elements of which are presented in the Statement.

Responsibility of the independent third party

On the basis of our work, our responsibility is to provide a report expressing a limited assurance conclusion on:

- the compliance of the Statement with the requirements of article R. 225-105 of the French Commercial Code;
- the fairness of the information provided in accordance with article R. 225 105 I, 3° and II of the French Commercial Code, i.e., the outcomes, including key performance indicators, and the measures implemented considering the principal risks.

As it is our responsibility to form an independent conclusion on the Information as prepared by management, we are not permitted to be involved in the preparation of the Information, as this could compromise our independence.

However, it is not our responsibility to comment on:

- the entity's compliance with other applicable legal and regulatory requirements, in particular the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy), the French duty of care law and anti-corruption and tax avoidance legislation
- the fairness of the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy)
- the compliance of products and services with the applicable regulations.

Regulatory provisions and applicable professional standards

The work described below was performed in accordance with the provisions of articles A. 225-1 *et seq.* of the French Commercial Code, as well as with the professional guidance of the French Institute of Statutory Auditors ("CNCC") applicable to such engagements and with ISAE 3000[1].

Independence and quality control

Our independence is defined by the requirements of article L. 822-11-3 of the French Commercial Code and the French Code of Ethics *(Code de déontologie)* of our profession. In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with applicable legal and regulatory requirements, the ethical requirements and French professional guidance.

Means and resources

Our verification work mobilized the skills of seven people and took place between November 2022 and March 2023 on a total duration of intervention of about fourteen weeks.

We involved our specialists in sustainable development and social responsibility to assist us in carrying out our work. We conducted seven interviews with the persons responsible for the preparation of the Statement including in particular CSR, quality, Risk Management, Compliance and internal controls, Purchasing and HR.

Nature and scope of the work

We planned and performed our work taking into account the risks of material misstatement of the Information.

In our opinion, the procedures we have performed in the exercise of our professional judgement enable us to provide a limited level of assurance:

- we obtained an understanding of all the consolidated entities' activities and the description of the principal risks associated;
- we assessed the suitability of the criteria of the Guidelines with respect to their relevance, completeness, reliability, neutrality and understandability, with due consideration of industry best practices, where appropriate;

(1) ISAE 3000 - Assurance engagements other than audits or reviews of historical financial information

- we verified that the Statement includes each category of social and environmental information set out in article L. 225 102 1 III of the French Commercial Code as well as compliance with human rights and anti-corruption and tax avoidance legislation;
- we verified that the Statement provides the information required under article R. 225-105 II of the French Commercial Code, where relevant with respect to the principal risks, and includes, where applicable, an explanation for the absence of the information required under article L. 225-102-1 III, paragraph 2 of the French Commercial Code;
- we verified that the Statement presents the business model and a description of principal risks associated with all the consolidated entities' activities, including where relevant and proportionate, the risks associated with their business relationships, their products or services, as well as their policies, measures and the outcomes thereof, including key performance indicators associated to the principal risks;
- we referred to documentary sources and conducted interviews to:
  - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented, and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important presented in Appendix 1; concerning certain risks (anti-corruption, anti-deforestation), our work was carried out on the consolidating entity, for the others risks, our work was carried out on the consolidating entity and on a selection of entities: Cdiscount (France) and Grupo Éxito (Colombia) on category 1 of scope 3 (category "Purchasing of goods and services" as defined by the GHG Protocol), Grupo Éxito (Colombia) and Distribution Casino France (France) for all remaining risks and indicators;
- we verified that the Statement covers the scope of consolidation, i.e. all the consolidated entities in accordance with article L. 233-16 of the French Commercial Code within the limitations set out in the Statement;
- we obtained an understanding of internal control and risk management procedures the entity has put in place and assessed the data collection process to ensure the completeness and fairness of the Information;
- for the key performance indicators and other quantitative outcomes that we considered to be the most important presented in Appendix 1, we implemented:
  - analytical procedures to verify the proper consolidation of the data collected and the consistency of any changes in those data;
  - tests of details, using sampling techniques, in order to verify the proper application of the definitions and procedures and reconcile the data with the supporting documents. This work was carried out on a selection of contributing entities and covers between 23% and 37% of the consolidated data relating to the key performance indicators and outcomes selected for these tests (23% of GES emissions scope 3 category 1 of year 2021, 26% of GES scope 2, 29% of GES scope, 29% workforce, 37% electricity consumption for year 2022);
- we assessed the overall consistency of the Statement based on our knowledge of all the consolidated entities.

We believe that the work carried out, based on our professional judgement, is sufficient to provide a basis for our limited assurance conclusion; a higher level of assurance would have required us to carry out more extensive procedures.

Paris-La Défense, 20 March 2023

French original signed by:
Independent third party
EY & Associés

Eric Mugnier
Partner, Sustainable Development

Appendix 1 : The most important information

Social Information	
Quantitative information (including key performance indicators)	Qualitative Information (actions or results)
Share of women among managers (%) Share of employees with disabilities	The fight against discrimination and stereotypes. Actions to promote the integration and retention of disabled workers. Actions in favor of intergenerational diversity. Actions in favor of professional equality between women and men.

Environmental information	
Quantitative information (including key performance indicators)	Qualitative Information (actions or results)
Greenhouse gas emissions in absolute value : scope 1 and 2 (teqCO_2) Greenhouse gas emissions related to refrigerants per square meter of sales area (KgeqCO_2/m^2) Greenhouse gas emissions related to electricity consumption per square meter of sales area (KgeqCO_2/m^2) Greenhouse gas emissions for the category "Purchasing of goods and services" of scope 3 (as defined by the GHG Protocol) (data from reporting closed on 31 December 2021)	The low-carbon strategy based in particular on reducing emissions related to refrigerants (preventive maintenance of existing facilities, increasing the proportion of fluids with low global warming potential, gradual replacement of refrigeration equipment).

Societal Information	
Quantitative information (including key performance indicators)	Qualitative Information (actions or results)
Number of recalls (food products) (France scope). Number of recalls (food products of own-brand products) (France scope). % of recalls on own-brand products (France scope). Number of environmental audits carried out in plants involved in the production of own-brand products for the group. Number of suppliers for national brand products (suppliers of beef with slaughterhouse) (Brazil scope). % of theses suppliers who adhere to the new policy (Brazil scope). % of these suppliers who have put in place a system of control by geo-monitoring (Brazil scope). Number of social audits carried out in plants involved in the production of own-brand products for the group. Number of proven cases of corruption.	The quality management system (dedicated organization and experts, IFS standard, regular audits, quality analyses, traceability, recall and crisis management procedures and tools). The product withdrawal policy. Social, human and environmental risk assessment of suppliers and supply chains. The control and improvement process for suppliers of own-brand products located in countries at risk. Commitment to the fight against corruption (Group Ethics Committee, Code of Ethics and Business Conduct, mapping of corruption risks, network of ethics officers, training and awareness-raising on the Group's ethics and anti-corruption policy).

CHAPTER 4

Risks and control


Les
classiques
Casino
BIO

4.1. *INTERNAL CONTROL AND RISK MANAGEMENT*

4.1.1. ORGANISATION OF AND GENERAL APPROACH TO INTERNAL CONTROL AND RISK MANAGEMENT

4.1.1.1. Standards

The Group's internal control and risk management system is based on the internal control and risk management framework published by France's securities regulator, the *Autorité des marchés financiers* (the "AMF Framework"). The system's organisation and procedures comply with the general principles described in the AMF Framework, the related internal control and risk management guidelines published in January 2007 and the updated risk management guidelines dated July 2010.

This chapter has been prepared based on interviews, reviews of audit reports and responses to AMF questionnaires and internal questionnaires designed to identify all components of the Group's internal control and risk management system.

4.1.1.2. Scope

The Group's risk management and internal control systems as described below are those applicable to the parent company and to its controlled subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code (*Code de commerce*).

The Group's five listed subsidiaries, Intexa in France and GPA, Sendas, Éxito and Cnova outside France, are also subject to various internal control and risk management obligations. The Companhia Brasileira de Distribuçao (GPA) and Sendas groups are listed on the NYSE and are therefore required to comply with the Sarbanes-Oxley Act.

4.1.1.3. Parties involved in risk management and internal control

Senior Management
Executive Committee
Operating Managers

Board of Directors
Audit Committee
Governance and Social Responsibility Committee

1st line of control

All employees
Implement internal control day after day.

Operating management
Performs appropriate controls on the processes/activities under its responsibility and reports all necessary information to the second line of control.

Business units' Management Committees
Responsible for establishing and overseeing the system of internal control over the activities under their responsibility.
Also responsible for identifying each year their top ten major risks, as well as their top five major CSR risks, assessing the extent to which they are controlled and defining action plans to manage the risks.

2nd line of control

Group Risks and Compliance department, including the Internal Control department
Coordinates the preparation and implementation of internal control and risk management systems.
Promotes, distributes and oversees compliance with the Group's Code of Ethics and Conduct, with the support of the Ethics Officer and the network of compliance officers.
Reports annually to the Audit Committee and the Governance and Social Responsibility Committee on the results of its work.

CSR department
Participates in identifying and assessing the Group's main CSR risks and opportunities through the risk mapping process and materiality analyses.
Prepares the duty of care risk map used to identify the business units' highest risk suppliers and participates in meetings of the Duty of Care Committee.
Reports to the Governance and Social Responsibility Committee on the results of its work.

Group Insurance department
Contributes to identifying and assessing operational risks and transferring them to the insurance market.

Group Legal department
Ensures that the Group's operations comply with the applicable laws and regulations. Ensures, with the Group Risks and Compliance department and the relevant business unit departments, that risks related to laws and regulations are identified and that the associated controls are properly applied.

Group Information Systems Security department
Regularly assesses each unit's information systems security, ensures that action plans have been drawn up to address areas for improvement and leverages synergies between information systems security departments to ensure a consistent level of security across all units.
Reports annually to the Audit Committee on the results of its work.

Specialised committees
Group Ethics Committee
Risk Prevention Committee
Data Compliance Committee
Duty of Care Committee

3rd line of control

Internal Audit department
Performs regular audits of risk management and internal control systems through internal assessments covering operational, accounting and financial, and compliance risks and procedures, in accordance with the annual internal audit plan.
Reports annually to the Audit Committee and the Governance and Social Responsibility Committee on the results of its work.

Senior Management, via the Executive Committee, is responsible for defining, designing and implementing the risk management and internal control system.

The Board of Directors of Casino, Guichard-Perrachon (the "Company") is informed of the main characteristics of the risk management and internal control systems. It has set up an Audit Committee, whose composition, role and work in 2022 are described in the Board of Directors' corporate governance report (see Chapter 5 – Corporate Governance Report, section 5.5.3 "Activity of the Board Committees").

Under the responsibility of the Board of Directors, the Audit Committee's primary role is to supervise the preparation and control of accounting and financial information, which includes obtaining assurance about the effectiveness of the internal control and risk management systems. It periodically reviews internal control procedures and, more generally, audit procedures. It reviews all facts or events that could have a significant impact on the position of the Company or its subsidiaries in terms of commitments and/or risks. The Committee is also responsible for checking that the Group has the appropriate resources and structures to identify, detect and prevent risks, errors or irregularities in the management of its business. As such, it maintains continuous oversight of the risk management and internal control system.

Concerning non-financial information, another Committee of the Board – the Governance and Social Responsibility Committee – works with the Audit Committee to ensure that procedures are in place to identify and manage the main ethical and corporate social responsibility (CSR) risks and to verify compliance with the laws and regulations applicable in these areas.

The roles and responsibilities of the Audit Committee and the Governance and Social Responsibility Committee, including the limits thereon, are described in the Board of Directors' internal rules and the Committees' charters.

The Boards of Directors of most of the Group's listed subsidiaries have set up Audit Committees or an equivalent structure to assist them in these areas and play a key role in monitoring the effectiveness of the Group's internal control and risk management system.

The Group Risks and Compliance department is structured into three main functions:

- Risks and Compliance unit, whose role is to:
  1. help Casino Group entities, in France and abroad, identify and monitor risks;
  2. create and update risk maps; and
  3. ensure that the Group's internal systems and policies comply with the applicable regulations.
- Internal Control unit, whose role is to:
  1. oversee the implementation of a common internal control system across the Group aimed at (i) identifying key controls in response to identified risks and (ii) launching internal control self-assessment programmes within the Group's business units;
  2. ensure that internal control weaknesses identified by internal or external players in the course of their work are addressed by action plans and that implementation of these plans is monitored; and
  3. establish and lead a process for identifying and analysing instances of fraud, and improving efficiency in the detection and prevention systems set up in the Group's business units.
- Anti-corruption/Sapin II unit, whose role is to continue implementing and coordinating measures related to Sapin II requirements.

Within the Group, each business unit is responsible for defining and implementing its own internal control and risk management system and the Group Risks and Compliance department works with the local teams responsible for these areas.

The Group Risks and Compliance department also deploys initiatives to raise awareness of the risks of fraud and corruption, encouraging executives of each business unit to continuously strengthen the management of these risks.

The Group Legal department consolidates, shares and disseminates best practices among the Group's business units, primarily through the work of specialised, cross-functional legal functions. The legal team is responsible for advising the business units and ensuring that they comply with the laws and regulations applicable to them. To do this, it prepares and circulates opinions, standard procedures and memos on the Group's legal and regulatory obligations, in line with the best practices defined at Group level.

In each consolidated entity, specialised legal departments monitor regulatory developments under the supervision of the Group General Counsel, and may be assisted by external firms, in order to ensure that the entity complies with applicable laws and regulations. Monitoring changes in employment law is the responsibility of the Human Resources department and its dedicated employment law shared service centre. The business units' legal departments report to the Group Legal department on their unit's legal risks.

Training programmes for managers and/or operations teams on current issues or specific points are regularly organised by the legal teams, with the assistance of external experts if necessary.

The Group Legal department works closely with the Risks and Compliance Department, the Risk Prevention Committee and the Internal Control department to develop and implement action plans to raise awareness about legal risks among the Group's operational and support teams. It also circulates key notes and procedures, provides training and communicates alerts to employees.

The Group Insurance department contributes to identifying and assessing operational risks and transferring them to the insurance market. It also helps to promote the risk management culture and process by:

- providing input for the risk mapping process and overseeing the implementation of action plans;
- participating in reviews of the Group's contracts, business developments and new business ventures;
- contributing to the quality and risk prevention process launched several years ago and covering both private-label and other products (see section 4.3 "Main risk factors", section 4.3.3. "Food safety", and Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS));
- organising regular risk prevention audits by the insurance companies' engineers at the largest (or most strategic) sites, including hypermarkets, shopping centres, warehouses and headquarters;
- reviewing the engineers' findings and monitoring implementation of the related action plans with the departments concerned;
- managing and analysing insurance claims reported by Group entities, with the insurance brokers and companies and the legal teams;
- helping to manage any crises and/or major incidents.

The Group Information Systems Security department coordinates systems security initiatives. Regular security assessments are performed in each business unit and action plans are drawn up as part of the continuous improvement process. The department analyses the subsidiaries' systems security projects to ensure that they effectively address current threats and are appropriate considering the systems' maturity. These issues are addressed by leveraging synergies between the various systems security teams to optimise the choice of topics, share information in order to achieve greater agility, and coordinate initiatives in order to ensure a consistent level of security across the Group.

The Group Internal Audit department and the business units' Internal Audit departments regularly review the effectiveness of the risk management and internal control system during their internal control assessments and contribute to its monitoring (see section 4.1.3.5 for more information about the Internal Audit department's monitoring activities).

The Risk Prevention Committee participates in the Group-wide risk management process and ensures that a consistent overall process is in place to prevent risks that could have a major impact on the implementation of the Group's strategy, the achievement of its objectives or, more generally, its continuity. Any specific problems identified by the Committee are reported to Senior Management.

The Committee meets as and when needed and includes representatives of the Executive Committee, the corporate departments concerned (Legal, Human Resources, Finance, Internal Audit and Internal Control) and operational divisions (Hypermarkets, Supermarkets, Convenience, Supply Chain, Group Purchasing, Property Development), as appropriate.

The Data Compliance Committee, which meets regularly, i.e., several times a year, verifies compliance with personal data protection rules and discusses all of the issues relating to ensuring compliance with the General Data Protection Regulation (GDPR) and with the French Data Protection Law, in conjunction with the Data Protection Officer (DPO) and Group management, so that practices are harmonised. Any specific problems identified by the Committee are reported to Senior Management.

The main tasks of the Duty of Care Committee are to:

- ensure compliance with the French law on the Duty of Care of Parent Companies and Ordering Parties;
- define the risk mapping methodology and effectively map the risks involved in the operations of the Group and its suppliers;
- analyse the findings of the risk mapping exercise;
- ensure that there are action plans to mitigate risks and prevent serious violations or harm, that they are properly applied, and that their effectiveness is assessed;
- ensure that an alert mechanism is in place to report potential violations.[1]

The Duty of Care Committee meets regularly, i.e., every quarter. Its members include the Secretary of the Board of Directors, the Group General Secretary, the Director of Production, Innovation, Quality and Mediation at the AMC purchasing hub, the Group Risk and Compliance Director, the CSR Director, the Group Insurance Director and the Group Internal Control Director.

(1) *For more details, please refer to section 3.5.3.4 "Duty of care plan" in Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS).*

The Group Ethics Committee, which was formed on the initiative of Casino Group Senior Management, is responsible for overseeing the ethics system and making sure that the system is taken into account in local management decisions. Its main role is to:

- set out the framework of the ethics system and associated procedures;
- promote the presentation, understanding and implementation of the Group's ethics system, particularly in the fight against corruption;
- oversee the establishment of the network of ethics officers within the Group;
- ensure that the operating business units implement training and awareness initiatives;
- ensure the effective implementation of preventive measures adapted to the types of incidents that may be identified by the operating units and corporate departments.

With the support of the Group Risks and Compliance department and the Group Ethics Officer along with the assessments carried out by the Group Internal Audit department, the Committee oversees the effectiveness of the ethics systems set up by and under the responsibility of the business units' senior management. The network of ethics officers appointed by the business units and led by the Group Ethics Officer and the ethics committees set up by the subsidiaries outside France all contribute to the ethics governance mechanisms.

Lastly, a crisis management process has been set up to manage crises affecting employees, consumers, the Group's image and its assets. The process involves representatives of Senior Management, the Chairman and Chief Executive Officer, when necessary, and the Group General Secretary as well as internal staff (heads of the branches, business lines, or units concerned, and the External Relations, Quality, Communication, Legal and Insurance departments) or external experts (specialists, lawyers, etc.) as needed to deal effectively with the crisis.

The process is improved continuously based on actual experience, with the aim not only of better managing crisis situations but also of pre-empting them by setting up intelligence systems covering the various crisis factors the Group might need to address. Periodic training is organised involving the main parties that deal with crisis management.

4.1.2. GENERAL RISK MANAGEMENT PRINCIPLES

4.1.2.1. Definition of risk management

The risk management system encompasses a set of resources, behaviours, procedures and actions adapted to the Group's specific characteristics that enables executives to effectively detect and keep risks at acceptable levels for the Group if not eliminate them altogether. Taking advantage of opportunities and developing the business in an inherently uncertain environment necessarily involves a certain amount of risk-taking.

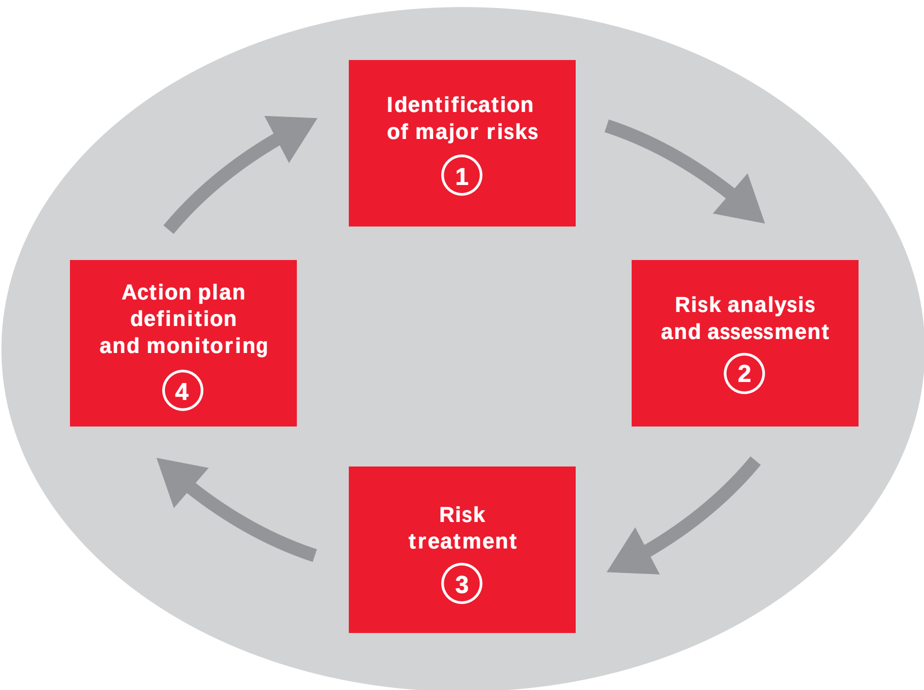
Employees, managers and department heads are responsible for ensuring that risk management and internal control systems operate efficiently while continuously seeking to improve them.

4.1.2.2. Objectives

The key objectives of risk management are to help:

- create and preserve the Group's value, assets and reputation;
- secure decision-making processes and the processes that help the Group meet its objectives;
- ensure that the Group's actions are consistent with its values;
- promote a shared vision of the main risks among all employees.

4.1.2.3. Risk management process



Within Casino Group, risk management is decentralised under the supervision of the parent company's Senior Management. The business units' Management Committees are responsible for identifying, analysing and dealing with the main risks facing them.

1. Risk identification

The Group is faced with various types of risks such as operational risks, CSR risks, legal risks and financial risks. The main risks are described in section 4.3 "Main risk factors".

Each year, major risks at the parent company level are reviewed by a cross-functional working group made up of representatives of the Group Finance, Internal Audit, Risks and Compliance (including Internal Control), Insurance, Legal, Information Systems Security, CSR and Human Resources departments. At business unit level, each unit's Management Committee is asked to identify and assess the ten risks considered the most significant in terms of residual exposure, and to provide, for each one:

- an assessment of the inherent and residual risk, based on the estimated impact and probability of occurrence;
- the main causes and consequences of each risk;
- recommending ways of addressing the risk in order to improve internal control (with four options: conservation, mitigation, transfer or avoidance – see below);
- formal action plans to reduce the level of residual risk.

The Group Risks and Compliance department has developed methods and tools to assist the business units in identifying their ten major risks. These include:

- a risk catalogue to facilitate the identification process and ensure that all business units describe the same risks in the same way. Business units may include in their top ten any major risk that is not listed in the catalogue;
- criteria and rules for determining the probability of occurrence and impact of the risks, so as to perform assessments of both the inherent risk (before the effects of any existing internal controls) and the residual risk.

For all business units, risk worksheets are used to manage and track the implementation of action plans.

Since 2020, a specific CSR risk campaign has been in place for French and international business units. These units are required to identify and assess their five main CSR risks in terms of the impact on the entity and on its stakeholders (i.e., employees, suppliers, consumers/customers, local communities, shareholders and investors). CSR risks are also included in the aforementioned risk catalogue and used as a tool to assist the business units in mapping their major risks. For more detailed information, see Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS).

2. Risk assessment

The risks identified by each business unit's Management Committee are analysed and quantified by the business unit and the resulting map of major risks is used as the basis for the Group Internal Control department's work and for preparing the annual audit plan implemented by the Group Internal Audit department.

To help ensure the specified action plans are duly implemented and monitor their implementation, each major risk identified by the business units' Management Committees is placed under the responsibility of one of the members of that Committee.

Risks are reviewed regularly during certain Group Internal Audit assignments. The internal auditors evaluate them independently according to their impact and likelihood of occurrence, taking into account internal controls.

3. Risk management and
4. Definition of action plans

The control activities described below in section 4.3 "Main risk factors" are intended to reduce the risks identified by the Management of each business unit and at Group level, and whose occurrence may prevent the Group from achieving its objectives.

Depending on the chosen risk treatment, the business units draw up action plans to reduce the risks.

The four possible ways in which risks can be treated include:

- risk mitigation: measures are taken to mitigate the probability and/or impact of the risk; the Group Internal Control department may be requested by the business unit to implement necessary means to mitigate the risks;
- risk conservation: no additional measures are taken to change the level of residual risk; the risk is accepted and assumed by the business unit's Management;

- risk transfer: the probability of occurrence or impact of the risk is reduced by transferring or sharing part of the risk, for example on the insurance market;
- risk avoidance: the activities giving rise to the risk are abandoned.

The Group Internal Audit department assesses the risks inherent in the business units' activities and the implementation of the associated internal controls, in order to identify residual risks which may be potentially material. Action plans are recommended to control these residual risks. The internal auditors subsequently check that these recommendations have been implemented and the risks reduced.

The Group Risks and Compliance department monitors implementation of the action plans drawn up by the business units to strengthen the effectiveness of their internal control system for managing these risks.

Lastly, a crisis management process has been set up involving representatives of Senior Management and internal staff (heads of the branches, business lines, or units concerned, and the External Relations, Quality, Communication, Legal and Insurance departments) or external experts (specialists, lawyers, etc.) as needed to deal effectively with the crisis. Periodic drills are organised involving the main parties that deal with crisis management.

4.1.3. GENERAL INTERNAL CONTROL PRINCIPLES

4.1.3.1. Definition of internal control

The internal control system is defined and implemented under the responsibility of each business unit. This organisation allows them to participate in controlling their activities, while ensuring operational efficiency and efficient use of resources. It also helps to ensure that the material risks that may affect a business unit's ability to achieve its objectives are dealt with appropriately.

4.1.3.2. Objectives

The AMF Framework states that internal control aims to provide reasonable assurance concerning:

- compliance with laws and regulations;
- compliance with Senior Management instructions and guidelines;
- efficient execution of processes, particularly for safeguarding assets;
- the reliability of financial information.

However, as emphasised by the AMF Framework, no matter how well-designed or well-applied, no internal control system can provide absolute assurance that the Group will achieve its objectives. All internal control systems have inherent limitations, due notably to uncertain external events, the exercise of human judgement and the breakdowns that can occur because of human failures or simple errors.

4.1.3.3. Internal control environment

Because of its diverse business base and broad international reach, the Group has adopted a decentralised structure that takes better account of each business unit's local features and makes the decision-making process more efficient.

Each business unit has its own support functions, which work in cooperation with the corresponding Group department.

Setting and communicating objectives

Casino Group's strategic and financial objectives are set by the parent company's Senior Management in a three-year business plan that is reviewed every year. The first year of the plan constitutes the annual budget.

The business plan process is led by the Strategic Planning department, which is responsible for:

- coordinating preparation of the business units' three-year business plans and checking that they are consistent and are aligned with the Group's strategy;
- liaising with the business units' Finance departments to check that major cash inflows and outflows are balanced, particularly capital expenditure, financial resource allocation and debt management transactions;
- monitoring, with the Group Finance department and its Budget Control unit, actual performance compared to the business plan and updating the business plan to take into account actual results;
- contributing, with the Executive Committee and the business or support units concerned, to the preparation of the main corrective action plans and monitoring their implementation.

Ethics and conduct

The Group's Code of Ethics and Conduct, adopted in 2017, is based on the values and commitments set out in the Group's Ethics Charter and defines the rules of conduct that all members of personnel must abide by at all times in their daily work. The Code specifically sets out the principles and behaviour to adopt as regards bribery and corruption.

In accordance with the Sapin II Act of 9 December 2016 on transparency, anti-corruption and the modernisation of the economy, the Group rolled out the Code to all of its units in France, Asia and Africa.

It also set up an internal whistleblowing system and created a network of Ethics Officers whose main role is to answer employees' questions about the Code of Ethics and Conduct and to receive and deal with alerts raised under the whistleblowing system. The system guarantees that the whistleblower's identity and the contents of the alert will remain strictly confidential.

The Group continued and upgraded its training programmes and initiatives to raise employee awareness about bribery and corruption issues. All employees were informed about these arrangements, including through notices displayed in the various business premises and on intranets, and in an explanatory document detailing the Group's ethics policy attached to their payslips.

Similar arrangements exist in the Group's business units in South America.

More detailed information on action taken by the Group to prevent bribery and corruption can be found in section 3.4 of Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS).

The Group Risks and Compliance department will monitor the effectiveness of these systems in coordination with the Group Internal Audit department.

Responsibilities and powers

Segregation of duties

Each business unit is responsible for organising its structure in such a way as to ensure proper segregation of duties. The structure is set out in a formal organisation chart. Organisation charts for the main business units and support functions are available on the Company's intranet. Compliance with the principle of segregation of duties is also supervised by local or Group Internal Audit departments as part of their work.

Delegation of powers and responsibility

The business units' Legal and Human Resources departments manage and supervise the process of delegating signature powers and responsibilities in accordance with local law. The Legal department is responsible for issuing guidelines for delegations and defining their scope. The Human Resources department implements and oversees application of these guidelines.

Information systems

The Group has developed a target model based primarily on two well-known management software suites available on the market, one for administrative functions and the other for sales functions. The model also encompasses IT standards and governance frameworks to ensure that the information systems are geared to the Group's current and future objectives. The dissemination of these best practices also helps to enhance systems security (hardware and software), data storage, secure access management and business continuity.

Operating procedures and methods

Internal control procedures have been set up covering all of the Group's core business processes. These procedures identify key controls and the principles to be applied. They are published on the intranet sites and other documentary databases of the various Group business units. They are updated under the supervision of Group Internal Control, including recently in connection with the development of controls over the application of the Sapin II Act.

Dissemination of information

The Group's information systems, intranet sites, databases and other communication media are used not only to communicate information but also to centralise and circulate procedures applicable to the various activities.

The time frame for providing information is designed to give the parties involved sufficient time to react appropriately.

A specific procedure sets out what to do in situations likely to lead to a crisis at Group level. A reporting tool is used by a number of business units for prompt reporting to Senior Management.

All Group employees are bound by a duty of confidentiality covering any information used in the course of their work.

■ **Insider trading prevention**

The Company complies with the regulations on inside information and with recommendations issued by the stock market authorities regarding the management of risks related to the possession, disclosure and use of inside information.

An Insider Trading Policy was adopted in the first quarter of 2017 on the recommendation of the Governance and Social Responsibility Committee. Its content, which is updated regularly – most recently in March 2022 – is described in the Board of Directors' corporate governance report (see Chapter 5 Corporate Governance Report, section 5.5.6 "Rules of conduct – Conflicts of interest – Protection of minority shareholders"). It sets out the applicable regulations and the risk prevention measures implemented by the Company, in particular the black-out periods prior to publication of the Group's results during which the relevant employees may not trade in the Company's shares. In accordance with the Code's provisions, an Insider Trading Committee has been set up to spread information about and monitor compliance with the Code.

4.1.3.4. Internal control activities

The internal control activities described below concern the application of Senior Management's instructions and guidelines. Internal control activities addressing the main operational, legal, financial and CSR risks are presented in section 4.3 "Main risk factors" in this chapter.

Circulation of Senior Management instructions and guidance

In France, the Chief Executives of the business units are responsible for deploying the Group's strategy, while in the international business units, responsibility for implementation lies with the Country Managers.

Monitoring compliance with management instructions and guidance

A large number of key performance indicators are used to monitor compliance with Senior Management instructions and guidance, and to measure any deviations from its objectives. The frequency of indicator reporting depends on the type of information concerned. The accounting and financial reporting systems are used to monitor performance on a consolidated and business unit basis.

Senior Management receives a monthly management report prepared by Group Budget Control, presenting the key performance and management indicators, together with consolidated financial indicators and financial indicators for each business unit. It also includes comments on performance compared to objectives and a report on the status of the main action plans.

The business units' management reporting packages are all prepared according to a standard format based on IFRS, so that they can easily be consolidated by Group Budget Control. The consolidated reports produced by Group Budget Control after analysing and reviewing the individual packages are used to manage the business, and also to analyse actual-to-budget and year-on-year variances.

The monthly reporting data provides a basis for monthly business reviews conducted by Group Senior Management with the business units' Management. The reviews cover sales, operational and financial performance and also include a discussion of the action plans needed to meet the main objectives set for the business. Group Budget Control also submits regular reports to Senior Management on its analysis work.

Monthly working capital and capital expenditure reviews are organised between each business unit's Finance department and Group Budget Control.

The comprehensive management information reported to Senior Management is used to track actual performance against annual objectives and ensure that additional action plans are decided on and implemented whenever necessary.

Group Budget Control may also provide support and assistance to the business units by analysing their position and making recommendations.

Business unit budgets are reviewed from time to time during the course of each year and full-year targets may be adjusted to take account of any developments specifically affecting a given business unit.

The Strategic Planning department's recommendations concerning the business units' investment and capital spending projects in excess of a certain amount are submitted for approval during weekly meetings with Senior Management.

4.1.3.5. Monitoring of internal control

Continuous monitoring

The risk management system is regularly monitored and reviewed by the senior managers of each business unit, who ensure the day-to-day supervision of its effective implementation. The managers are notably responsible for implementing corrective action plans and reporting any significant deficiencies to the Group's Senior Management. This allows Senior Management to check that the system matches business requirements and to take any required remedial action.

Monitoring by Internal Audit

The Group Internal Audit department and the business units' Internal Audit departments regularly review the effectiveness of the risk management and internal control system during their internal control assessments and contribute to its supervision.

The Group Internal Audit department assists Senior Management and the various French and international business units in fulfilling their responsibility for monitoring the risk management and internal control systems. It reports to the Company's Audit Committee at least twice a year on its activity and supervisory role and responds to the Committee's questions and requests.

The Group Internal Audit department helps the business units to stay abreast of internal control best practices developed within Casino Group or externally.

Group Internal Audit is supported by a central Internal Audit team, as well as by local teams in France and in international business units, which report to Group Internal Audit on a dotted-line basis. These central and local teams represent 65 auditors.

The central team's annual audit programme is prepared by the Group Internal Audit department based on the Group's risk analysis, the principle of audit cycles for the key business processes and any major issues identified by the senior managers of the business units or departments falling within the central team's audit scope. This revisable audit plan includes initial audit engagements and follow-up assignments on the implementation of action plans and the resolution of audit points. The follow-up assignments are included in the audit plan based on an approach validated by the Group Audit Committee.

The business units' Internal Audit departments draw up their own annual audit programmes, which are approved by their Senior Management and, where applicable, reviewed by their own Audit Committee, and subsequently sent to the Group Internal Audit department. Certain assignments are performed by the Internal Audit teams of the business units with Group Internal Audit oversight and presentation of the audit report to the Group Audit Committee.

The Group Internal Audit Charter, approved by the parent company's Audit Committee, describes the role and responsibilities of the Group Internal Audit department in accordance with the professional standards issued by the Institute of Internal Auditors (IIA). The Charter has been cascaded to the business units' internal audit teams with some adjustments.

All Group Internal Audit reports are sent to Group Senior Management and the Company's Audit Committee, as specified in the Internal Audit Charter.

Monitoring by external auditors

The Statutory Auditors are required to obtain an understanding of the organisation and operation of the Group's internal control procedures and to present their observations. In addition, the Statutory Auditors have regular discussions with Group Internal Audit, Group Risks and Compliance, the local Finance departments and the Group Finance department. They report on their work to the Company's Audit Committee.

4.2. *INTERNAL CONTROL OVER ACCOUNTING AND FINANCIAL INFORMATION*

4.2.1. OBJECTIVES

Internal control over accounting and financial information aims to provide reasonable assurance regarding:

- the compliance of published accounting and financial information with the applicable standards;
- compliance with Senior Management instructions and guidelines concerning accounting and financial information;
- the reliability of information circulated and used internally for management or control purposes that contributes to the preparation of published accounting and financial information;
- the reliability of the published financial statements and the other information disclosed to the markets;
- the prevention and detection of fraud and accounting and financial irregularities to the extent possible.

The scope of internal control over accounting and financial information described below covers the parent company and all companies included in its consolidated financial statements.

4.2.2. MONITORING THE FINANCIAL REPORTING PROCESS

General organisation

Each business unit has its own Accounting and Finance departments to ensure that local requirements and obligations are fully taken into account. The Group encourages business units to organise their accounting and finance function by process, which helps ensure more consistent accounting treatments, better segregation of duties, implementation of controls and compliance with procedures.

The Group-level Accounting, Budget Control and Corporate Finance departments monitor and oversee the local departments. They also consolidate data reported by the business units and produce the accounting and financial information published by the Group.

A hard close is performed by the Group Accounting department at the end of May and the end of October. This process enables the Group to identify, as far as possible, potentially sensitive issues for the half-year and annual closings, and is reviewed by the Statutory Auditors.

Each year, the subsidiaries' Chief Executive Officers and Chief Financial Officers jointly sign representation letters attesting to the accuracy of their company's accounting and financial information and the existence of an appropriate system of internal control.

The Audit Committee reviews the annual and interim financial statements and the Statutory Auditors' conclusions in order to form an opinion as to whether the financial statements should be approved for publication by the Board of Directors.

For this purpose, it makes enquiries about the process for preparing accounting and financial information and obtains assurance that:

- the appropriate control procedures have been applied through its review of the internal auditors' work;
- the account closing process went smoothly;
- the main accounting options selected for the preparation of accounting and financial information and for the application of new standards are appropriate; and
- the Statutory Auditors have completed their work.

Application and control of accounting and tax policies

The system aims to ensure that local accounting standards comply with regulations and that they are available to everyone involved in the preparation of accounting and financial information.

As part of the consolidation process, each Group entity transmits to the Group Accounting and Budget Control departments the IFRS-compliant accounting data, in particular with regard to their income statement, statement of financial position, statement of cash flows, statement of changes in equity and various key performance indicators.

The Group Accounting and Budget Control departments have prepared and distributed a "Financial Reporting Guide" designed to ensure the production of reliable and consistent information. The guide describes Group accounting policies and consolidation principles, adjustments and entries, as well as management accounting principles and the accounting treatment of complex transactions. Where appropriate, it is added to or amended in the event of a significant change in regulations, and is sent to and regularly discussed with all users of the Group's financial reporting system. The Group's Reporting department provides subsidiaries with a guide for inputting consolidated reporting packages in French and English, and each month circulates instructions regarding any new aspects of the forthcoming accounts closing and/or changes in reporting, standards or procedures, in conjunction with the Group's Accounting Standards department.

A system to monitor developments in accounting regulations and standards helps to ensure early identification of changes that may affect the Group's IFRS-based accounting policies.

As regards taxation, validation audits are performed on the Group's taxable results and major transactions for the year are analysed from a tax perspective with the assistance of the Group Tax department and external advisors, where applicable. Lastly, information meetings are organised and procedure memos are issued by the Group Tax department to communicate details of any new tax laws, regulations or legal precedent.

Tools

Each business unit uses the tools required to process and prepare accounting and financial information in compliance with the segregation of duties principle.

Accounting and financial information prepared in accordance with IFRS and restated based on Group consolidation policies is reported by the business units to the Group using a single consolidation and financial reporting system, which offers a user identification feature, better remote access authentication, improved security and evolvability.

The reporting system is administered by a specialised unit.

4.2.3. PROCESS FOR THE PREPARATION OF ACCOUNTING AND FINANCIAL INFORMATION

Identification of risks affecting the preparation of published accounting and financial information

Management of each business unit is responsible for identifying risks affecting the preparation of published accounting and financial information. Upstream tasks and tasks associated with the production and closing of the accounts are segregated to prevent fraud and accounting and financial irregularities. Controls are performed at the appropriate level taking into account the degree of risk. An accounting standards team makes sure that standards are complied with and any developments in standards are duly taken into account.

Control activities to ensure the reliability of published accounting and financial information

Preparation and consolidation of accounting and financial information

The processes for preparing and closing the accounts are organised with the aim of ensuring that published accounting and financial information is of a high quality. A hard close is performed, based on estimates. This process allows the accounting treatment of complex transactions to be determined in advance and also reduces the year-end workload so that financial information can be published within a short timeframe without sacrificing data quality or reliability.

Most of the consolidation adjustments are recorded by the business units based on consolidation instructions issued by the Group Accounting Standards department. The Group Accounting department, which is responsible for keeping track of accounting developments, has set up regular discussions with subsidiaries, and, where needed, training programmes to assist business units in using the reporting system and the Financial Reporting Guide, so as to guarantee the quality of reported data and the reliability of financial and accounting information.

Data consistency is assured through programmed controls covering both local and consolidated data.

Based on work carried out by the Group Legal department in particular, the Group Accounting department continuously monitors changes in the shareholder structure and voting rights of subsidiaries and associates. It is responsible for ensuring that changes in the scope of consolidation or in consolidation methods are duly applied.

As required by law, the Group has two Statutory Auditors. The current auditors were appointed in 2022 (Deloitte & Associés were reappointed at that date). Their network of local accounting firms may also be involved in auditing the accounting information reported by the Group's subsidiaries, including consolidation adjustments. Their procedures include verifying that the annual financial statements are prepared in accordance with generally accepted accounting principles and give a true and fair view of the results of operations for the year and the financial position and net assets at the year-end.

The Accounting department acts as the interface with the external auditors of the Group business units. The Group's Statutory Auditors are appointed according to a process initiated and overseen by the Audit Committee, in accordance with Afep-Medef Code recommendations and the new European regulations (Regulation (EU) No. 537/2014 and Directive 2014/56/EU) applicable since 17 June 2016.

Management of external financial reporting

The Group Investor Relations department's role is to provide the financial community with accurate, specific and fair information about the Group's strategy, business model and performance.

Financial information is prepared and validated by the Accounting and Budget Control units prior to publication.

The legal and accounting units also contribute to producing the Universal Registration Document and the management report.

The Board of Directors reviews all information and news releases about the Group's results or financial and strategic transactions, and may make comments and proposals. The Audit Committee reviews information on the annual and interim financial statements prior to release. Sales and earnings news releases are submitted to the Statutory Auditors for review and comment.

Financial information is disclosed to the markets through the following communication channels:

- financial and other media releases;
- conference calls for quarterly releases of sales figures;
- in-person or remote annual and interim results presentations;
- roadshows, conferences, meetings and conference calls with financial analysts and investors, in France and abroad;
- Annual General Meetings;
- Universal Registration Documents and Annual and Corporate Social Responsibility Reports;
- the Group's corporate website.

Group Investor Relations is also involved in checking and setting the publication dates for the financial information prepared by listed subsidiaries and ensures consistency between the various media used by the Group.

4.3. *MAIN RISK FACTORS*

The main risk factors presented below in the Group risk matrix were identified using the major risk mapping methodology presented in section 4.1. The risk matrix below classifies the main risks to which the Group is exposed according to their potential impact and likelihood of occurrence. It reflects the Group's assessment of the net risk, i.e., taking into account internal controls put in place to mitigate either the impact or likelihood of occurrence of the risk in question, or both.

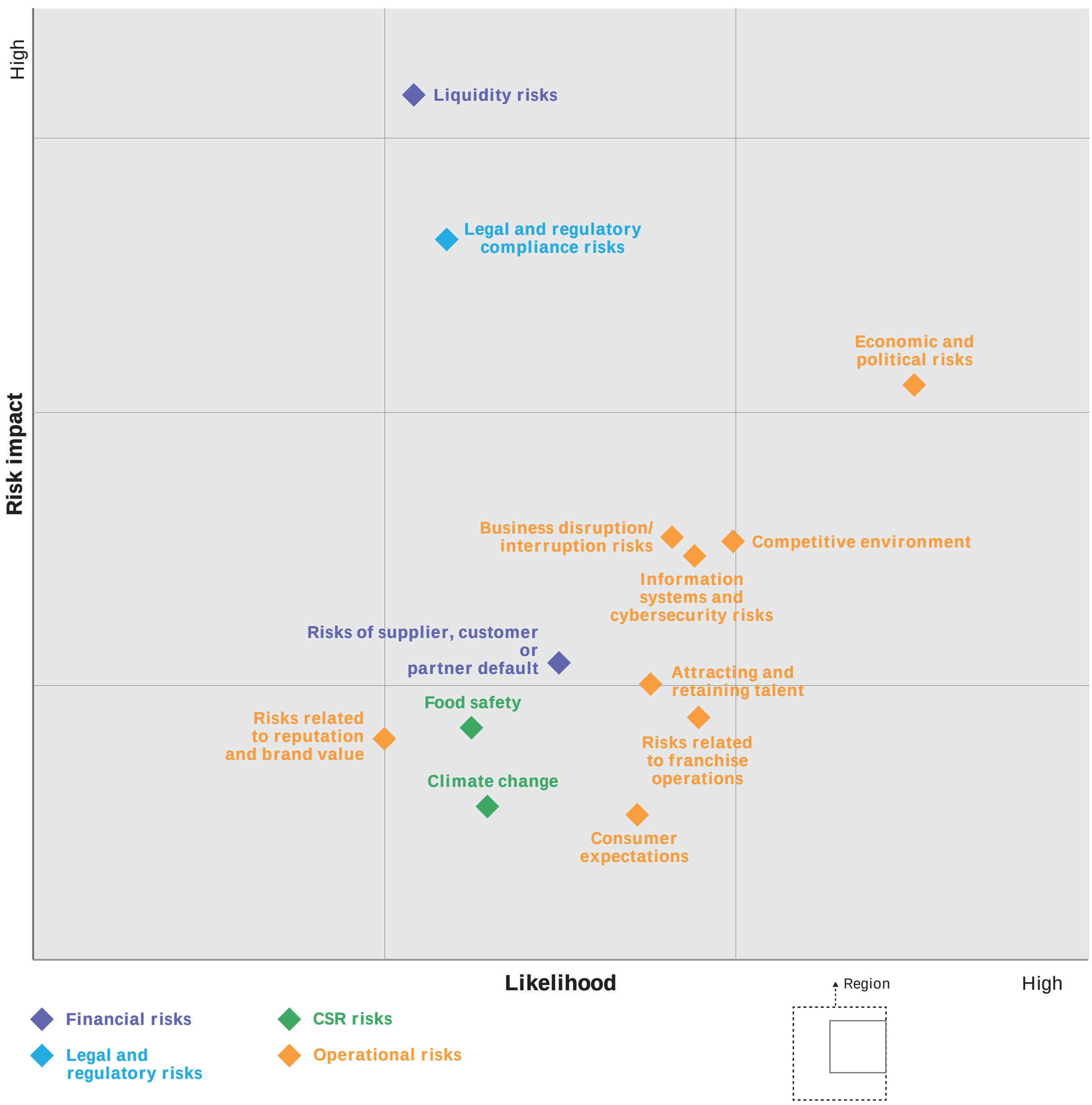
Risks are divided into four main categories:

- Operational risks
- Financial risks
- Corporate social responsibility (CSR) risks
- Legal and regulatory risks

As for the three previous years, Covid-19 risk has been included in "business disruption/interruption risks" and "economic risks". It is not recorded as a specific risk.

The Group is not directly exposed to the situation in Ukraine, as it has no retail activities in Ukraine, Russia or Belarus.

Major risk map



Major risk classification

Operational risks	Economic and political risks ◆	page 368
	Competitive environment ◆	page 370
	Information systems and cybersecurity risks ◆	page 371
	Business disruption/interruption ◆	page 372
	Attracting and retaining talent	page 374
	Risks related to franchise operations	page 375
	Risks related to consumer expectations	page 377
	Risks related to reputation and brand value	page 379
Financial risks	Liquidity risks ◆	page 381
	Supplier, customer or partner default	page 383
CSR risks	Food safety	page 384
	Climate change	page 386
Legal and regulatory risks	Legal and regulatory compliance risks ◆	page 388

◆ *Risks considered the most material.*

The Group's main risk factors are organised into four broad categories. The most significant risks in each category are presented first.

4.3.1. OPERATIONAL RISKS

I. Economic and political risks

Description of the risk	Potential impacts on the Group
The Group's sales, trading profit and cash flow are strongly correlated with household expenditure, which is influenced by economic cycles (rates of unemployment, demographic growth, revitalisation programmes, inflation/deflation, disposable income, VAT increases and interest rates),the availability of consumer credit, and consumers' perception of the global economic environment and their own economic prospects. In particular, inflation could affect purchasing power, consumption patterns and consumer spending in varying degrees, depending on measures taken by public authorities (stimulus plans, price shields, interest rate rises, etc.). Rising energy costs are the main factor underlying current inflationary pressures. The Group does most of its business in France and in a small number of Latin American countries, which increases its exposure to the adverse macroeconomic conditions that may affect these countries. At 31 December 2022, 74% of the Group's stores were located in France. Accordingly, any deterioration in the French or European economy could have a significant impact on the Group's trading, as well as on its operating performance and the financial conditions it is able to obtain. Current geopolitical tensions caused by the war in Ukraine could continue to drive up the cost of raw materials, and particularly agricultural products. There are many unknowns in this regard, including the duration and impact of the conflict in Ukraine, the consequences and duration of the energy shock on transport costs, and the impact of these factors across the supply chain. In France, the effects of exchange rate fluctuations (rise of the dollar against the euro) could have an unfavourable impact on the Group. Traditionally, Latin American economies have been subject to sharp fluctuations in business volumes, as illustrated for example by the economic downturn in Brazil in 2015 and 2016 and its near-recession in 2019, or by the hyperinflationary economy in Argentina.	A global economic downturn concerning all of the countries in which the Group operates could have a negative impact on customer confidence and on their demand for "non-essential" products. A global economic downturn can also drive down sales of food and other essential products. The prevailing uncertainty as to the post-pandemic economic recovery and current inflationary pressures impact purchasing power and consumer spending in varying degrees, depending on the nature of the stimulus measures in place. Rising energy costs are the main factor underlying the current inflationary environment and could impact the Group in two ways. Firstly, energy cost inflation could have an indirect impact by making it more expensive to produce and transport goods. These higher costs are then passed on by the Group's suppliers to the prices for those goods. Secondly, and more directly, the Group is impacted on account of the energy it purchases to cover its needs in terms of electricity (lighting of stores, heating) and cooling (refrigeration in stores). The war in Ukraine could keep energy and raw material costs high over a prolonged period, and could also lead to shortages of goods and raw materials and higher transport costs for imported goods. None of these factors are within the Group's control. To conclude, adverse economic conditions or an uncertain economic or political outlook on one or more of the markets in which the Group operates could have an adverse impact on net sales, growth and profitability, and could significantly affect the Group's business, financial position, earnings or ability to implement strategic decisions.

Risk management (control and mitigation)

The Group has taken steps to limit and reduce its sensitivity to economic risks at several levels:

- A purchasing alliance (AUXO) has been set up with Intermarché for food and non-food products. Goods not for resale have also been covered by the alliance since April 2022, and private-label brands as from 2023. This alliance should reduce the impact of inflation on the Group's business positioning and financial performance.
- The risk of further increases in energy costs for the Group's electricity and gas supplies has been hedged through the supply contract negotiated for 2023 with TSI (a GreenYellow subsidiary). As a result, uncertainties as to the Group's 2023 energy bill are now limited to some specific costs such as those resulting from the French State's power capacity mechanism for next winter.
- Cost control measures have been rolled out, including:
  - energy saving plans at the level of the different banners (in connection with the goals outlined by retail association Perifem);
  - a continuous process (in place since 2018) to improve profitability through the implementation of cost savings and efficiency plans in all BUs, with €280 million in savings targeted by the end of 2023;
  - a portion of the rise in costs (transport, energy, goods and raw materials) passed on to sales prices.
- An AMC unit to secure scarce goods has been put in place in order to build up strategic reserve stocks in the banners' warehouses.
- Omni-channel distribution is being developed, involving a broad spectrum of both digital and bricks-and-mortar formats, from hypermarkets and supermarkets to convenience stores, wholesalers and e-commerce.
- Growth in buoyant formats is being stepped up, with 4,000 new convenience stores to be opened by 2026.
- A mature asset divestment strategy has been rolled out to help reduce the Group's debt and limit its exposure to the risk of rising interest rates.
- Business has been diversified by developing new data-based activities (Infinity, RelevanC, ScaleMax, etc.) and enhancing the value of Group assets (self-storage repurposing) and digital assets (metaverse, NFT platforms, etc.).

II. Competitive environment

Description of the risk	Potential impacts on the Group
The Group's stores and e-commerce sites are exposed to fierce competition and operate in constantly evolving markets. Competition is particularly intense in the mature French market. Outside France, where the Group has leadership positions in most of its markets (e.g., Brazil and Colombia), it faces competition from international and local retailers seeking to strengthen their positions. Competition generally concerns store location, product quality, services, pricing, product range, brand reputation and store condition. In particular, the current inflationary environment is exacerbating price competition for basic necessities. The Group's ability to adjust its retail models to customer expectations is also a major issue, given the structural changes in consumer trends.	Besides promotional campaigns and loyalty programmes, the Group's response to the performance of competitors and to changes in their pricing strategies, promotional initiatives, product mix and other business strategies may lead it to cut its prices which, depending on the resulting impact on volumes, could lead to reduced margins. Current inflationary pressures along with rising transport, packaging and energy costs are exacerbating these potential impacts. Shortages of goods and raw materials due to Covid or inflation (regardless of whether this is driven by the crisis in Eastern Europe) can also intensify competition over product availability and drive up product prices. The Group expects competition on e-commerce channels to intensify, which may put downward pressure on prices and lead to a loss in market share.

Risk management (control and mitigation)

In the short term, the competitive environment and related developments are monitored and taken into account for each country and banner, mainly through efficient pricing management and promotional and customer loyalty initiatives. Over the medium term, the Group monitors all of its formats and banners and looks to identify opportunities to develop its multi-channel sales. The Group also seeks to identify opportunities to grow its asset or franchise operations and to carry out purchases and sales by identifying and developing store formats and banners best suited to the countries in which it operates.

In this inflationary environment, the Group has stepped up its low-price strategy, which consists in promoting private-label products – in particular Leader Price in the French BUs, offering unbeatable prices ("Plus bas y'a pas", or "You won't find it for less" offers at Casino, price freezes on essential products, etc.), and revisiting and reinforcing the promotional strategy.

III. Information systems and cybersecurity risks

Description of the risk	Potential impacts on the Group
The Group runs, directly or indirectly, an extensive network of information systems that are essential to the operation and management of its activities. The development, implementation and continued, uninterrupted operation of these information systems, including systems supplied by third parties, are key to the Group's ability to deliver products and services to customers across all of its banners. They are especially critical for Cdiscount's operations, as well as for the relevanC digital marketing activity and the ScaleMax Data Centers. These risks also concern stores and warehouses due to the critical information systems used for payment, supply chain and warehouse management. The Group is dependent on its technical infrastructure and computer applications for all aspects of the day-to-day management of the business, including communications and internal information sharing. Geopolitical tensions in Eastern Europe could be accompanied by an increase in cyber-attacks on European companies.	Any breach of systems integrity, for example due to a technical failure or cyber-attack, could have a serious adverse effect on the Group's business operations and assets. A hardware or software failure, or failure by a service provider (especially a hosting company), interruption of mission-critical IT services or a data security breach could have an unfavourable impact on the Group, particularly the E-commerce business, which is highly dependent on reliable and secure computer systems. There were no material occurrences of this risk in 2022 and none since 1 January 2023.

Risk management (control and mitigation)

The Group implements comprehensive measures in each business unit to protect sensitive data, in particular personal data about customers and employees, and ensure business continuity. It aims to be a responsible and engaged leader in the digital economy and in personal data protection.

A set of cybersecurity rules, procedures and indicators have been defined by the Group Information Systems Security department and circulated among all business units to protect their information systems and data more effectively. This department also reports regularly to the Group Audit Committee and Executive Committee on the status of action plans for preventing cybersecurity risks. Changes in the cybersecurity threat are monitored in line with the increase in the number of cyber-attacks and changes in the methods used. The Group continually adjusts existing measures to take any such changes into account.

The Information Systems department's CITADEL database lists business-critical applications for Casino. The database is regularly updated in light of developments in the business, most recently in November 2022. CITADEL is used by the Information Systems department to manage its IT continuity plan. In 2022, the Information Systems department performed 36 tests on the business recovery plan, with the results analysed and taken into account within the scope of the continuous improvement process.

Since 2021, cyber insurers have continued to tighten their requirements in terms of cyber risk prevention and management. The Group's cyber insurance policy was renewed in 2022 under less favourable terms and conditions. Brokers are again expecting a deterioration in the terms and conditions of the cyber insurance market. In this environment, the Group may face higher deductibles, lower capacity and/or higher premiums beyond 2023.

IV. Business disruption/interruption risks

Description of the risk	Potential impacts on the Group
Business disruption/interruption risk includes the risks of supply disruption, inability to gain access to facilities (stores, warehouses, headquarters), and building destruction or damage. An effective, uninterrupted and timely operation of the supply chain is critical, particularly for the fresh produce sold by the Group. Changes in the Group's logistics structures, for example resulting from labour disruption, problems with the fleet of delivery trucks, strikes, natural events, or technical disruptions or accidents, could lead to a temporary or prolonged business interruption or to store supply issues, and could disrupt inventory management. Catastrophic events such as terrorist attacks, wars, floods, fires, earthquakes, violent storms, electricity cuts, pandemics or epidemics (Covid-19) have an adverse impact on retailers' operations, particularly food retailers. Other events such as local strikes, boycotts, social and economic unrest, or civil disturbances could also adversely impact the Group's business. The occurrence of such events can affect consumer morale and have a negative impact on tourist areas. This in turn could affect sales in the Group's retail stores.	A temporary or prolonged disruption in the Group's business activities, in warehouses and/or stores and/or in the headquarters of some of the Group's business units may have an adverse impact on the Group and its banners, and on its net sales, operating performance and financial position. Inflation and supply tensions: the changing economic environment could lead to product shortages or unavailability due to inflation in raw materials, packaging and energy costs. Recruitment: the difficulty in recruiting drivers and warehouse handling staff could lead to supply chain disruptions. Any resurgence of social uncertainty exposes the Group to business interruption risks. All incidents related to violence or social unrest can result in an increase in security costs and a decline in store traffic. Similarly, the E-commerce business may be adversely affected if the operations of vendors and/or freight forwarders are disrupted by demonstrations. Covid-19: A future spike in the pandemic could lead to the partial or total shutdown of retail space and warehouses due to staff absences, supply-related difficulties, and/or government decisions (lockdown, closure of shopping centres, etc.). Any resurgence of the pandemic could also indirectly lead to shortages of goods and raw materials, and to higher transport costs for imported goods. This could have an adverse impact on the Group's net sales and operating performance.

Risk management (control and mitigation)

Business disruption/interruption largely depends on factors outside the Group's control. However, the Group has put in place various measures aimed at reducing the impact of such risks should they occur:

- An AMC unit to secure scarce goods has been put in place to build up strategic reserve stocks in the banners' warehouses.
- Energy:
  - Energy saving plans have been rolled out within the different banners (in connection with the goals outlined by retail association Perifem).
  - All the BUs have drawn up an action plan in the event of power cuts.
- Business continuity plans and business recovery plans are in place in most French and international business units (Monoprix, Cdiscount, GPA, Éxito, Libertad, etc.). Each unit has developed its own internal control procedures.
- Crisis management units have been set up within the Group's main international business units (GPA, Éxito and Libertad) and a crisis management process is in place involving representatives of Senior Management (the Chairman and Chief Executive Officer, when necessary, and the Group General Secretary), as well as internal or external experts as needed to deal effectively with the crisis.

Covid-19:

- A coordination unit has been set up which provides general instructions to the Human Resources department. These instructions are updated on a regular basis as the situation evolves.
- In addition to these instructions, each company implements procedures adapted to its specific business environment.
- These procedures are then communicated to the management, personnel and employee representative bodies concerned within each business unit.
- The Group is monitoring the situation closely and is prepared to deploy new measures depending on the development of the pandemic, in compliance with the health guidelines issued by governments.

The "Information systems and cybersecurity risks" section on page 371 describes the critical information systems interruption risk and how it is managed.

V. Attracting and retaining talent

Description of the risk	Potential impacts on the Group
Casino's success depends on the commitment of its teams and its ability to recruit and retain employees and allow them to develop their skills. The Covid-19 pandemic has led to changes in aspirations – particularly among younger generations – or has accelerated certain incipient trends. These tensions on the market for talent have also been exacerbated by a shortage of candidates in specific professions or with niche skills (digital professions, truck drivers, order pickers in warehouses, store managers, etc.).	Excessively high staff turnover rates and an inability to fill vacant positions within a reasonable period of time could directly affect the Group's ability to operate in a due and proper manner and indirectly impact the level of motivation and commitment of its existing employees. Difficulties in attracting and retaining talent in high-demand professions (particularly the digital field) could impact the speed at which strategic projects develop in certain entities (Cdiscount, RelevanC, ScaleMax, Bankin, etc.) and could negatively impact the Group's business and financial results.

Risk management (control and mitigation)
The HR policies put in place by the Group and its entities are designed to manage this risk. A series of initiatives have been implemented with regard to the Group's talent. In addition to initiatives targeting the Group's talent that have been in place for several years and focus on the employer brand, support and skills development, Talent Committees are held each year to develop short- and medium-term talent pools and thereby ensure succession planning with each organisation.

VI. Risks related to franchise operations

Description of the risk	Potential impacts on the Group
Operating franchised stores has been a component of the Group's growth strategy for many years. In France, 76% of the store network at the end of 2022 was operated under franchise, and a full 90% of Casino's network of convenience stores. The Group wants to accelerate its growth in the convenience format in 2023, with some 2,500 stores set to open, mainly under franchise. An advantage of this growth model is that it significantly reduces the investment required to develop the store network, as these investments are largely borne by the franchisees. However, it also presents risks for the franchisor, the most important of which are described below. ▪ Image risk: the franchisor's brand image may be damaged if franchisees do not act in accordance with the specified concept, make mistakes, are not competent in their field or do not respect the values of the brand they represent. ▪ Risk of uncontrolled growth: growing too quickly may mean that insufficient resources are devoted to monitoring, assisting and coordinating the franchisee network or to ensuring high service quality, which could lead to dissatisfaction among franchisees. Similarly, excessively rapid growth may lead to a poor-quality franchisee selection and recruitment process (in terms of retail experience and financial strength). ▪ Financial risks: the main financial risk is the non-payment of goods delivered by the franchisor to the franchisee. ▪ Legal risks: these include franchise agreements that are not renewed on expiry; failure to properly monitor the validity of the warranties provided by the franchisee or their activation in the event of default by said franchisee; liability action against the franchisor for unfair support in the event of exceeding the contractually agreed amounts outstanding. ▪ Competitive or administrative risks: in the event contractual conditions are considered to unduly favour the franchisor, the latter may be subject to criminal or administrative penalties by the Competition Authority.	Failure by franchisees to settle substantial amounts payable arising on the Group's delivery of goods could have a significant impact on the Group's financial position and results. The decision by one or more master franchisees not to renew their contract and to switch to a rival retailer upon expiry of their franchise agreement could have a significant impact on the Group's business, net sales and results. Any difficulties in recruiting franchisees could have a significant impact on the Group's planned franchise development strategy and consequently on the Group's net sales and results. Failure by franchisees to comply with the Group's ethical rules and values could have a negative impact on the Group's brand image and how it is perceived by consumers, as could poor application of the procedures defined by the Group in terms of quality and health and safety of goods and people. The non-application or poor application by franchisees of instructions to withdraw or recall a product detrimental to the health of the Group's consumers could affect the image of the brand concerned or of the Group.

Risk management (control and mitigation)

In order to reduce and limit the risks associated with franchise operations, Group companies that use franchising have put in place the following measures:

- procedures for recruiting new franchisees, which involve:
  - verifying the viability of the business plan,
  - reviewing the applicant's financial strength and experience,
  - conducting credit quality and partner checks if already operating under franchise,
  - validating franchisee applications at committee meetings involving the banner's various stakeholders (Senior Management, Chief Development and Operating Officers), whether the franchise operation relates to a new store, transferred store or to retailers joining the franchise network;
- taking the necessary sureties and guarantees in the event of difficulties (setting up a first demand guarantee or, failing that, guarantees or sureties such as pledges on the business concern, guarantee deposits, bank guarantees and personal sureties);
- drafting and using standard contracts for the Group's different retailers using a franchise model;
- introducing limits on outstanding receivables below the limits specified;
- implementing procedures for monitoring and assisting franchisees as part of measures to develop the franchisee network (expert guide, provision of financial and sales tools and reports, preliminary training, regular visits, etc.);
- monitoring franchise agreement expiry dates in order to prepare and plan for their renewal;
- monitoring missed payments and applying penalties in the event of missed payments (depending on the banner, activation of the first demand guarantee, possibility of charging late-payment penalties and/or stopping the delivery of goods and/or demanding payment before dispatch, inclusion of a retention-of-title clause in the General Terms and Conditions of Sale);
- conducting a yearly analysis of the balance sheets and tax returns of the franchisees to ensure the financial health of the operator.

VII. Consumer expectations

Description of the risk	Potential impacts on the Group
The success of the Group's business depends on the continued appetite for the range of products and services on offer in the Group's network of integrated and franchised stores and e-commerce platforms. Given the diverse profile and expectations of its clientele, the Group has to offer a range of products able to satisfy an extensive array of preferences that can vary from one country and store format to the next. In the current inflationary environment, consumers are focused above all on low prices. Demand for the Group's food products could be impacted by new consumer trends, which accelerated on the back of the Covid-19 crisis. These include (i) consumers' growing concern about food safety, health and well-being in relation to the food products they buy, as illustrated for example by a growing concern about the health effects of certain controversial ingredients such as processed fats, gluten, sugar, processed wheat or other ingredients, (ii) an increased preference for local products, with a real demand for transparency regarding traceability, the fight against waste (food, packaging, flyers, etc.), sustainability and nutritional value, (iii) a sharp increase in digital purchases underpinned by a search for a seamless customer experience, and (iv) a change in the location of purchase locations due to the widespread increase in remote working.	There is a risk that the Group will fail to anticipate these consumer trends or the demand for certain products. Even though the Group sells a wide range of products through its different banners, failure to accurately or quickly identify changes in consumer expectations as regards concepts, health and nutrition could have a negative impact on its relations with its customers, on customer demand for its products and on its market shares if consumers were to disregard its products and turn to other options. Keeping up with changing consumer preferences can also be extremely costly. Finally, if the Group fails to accurately anticipate the demand for certain products, particularly non-food items, this could lead to stock surpluses that would require it to significantly reduce prices in order to sell the items, resulting in inefficient management of working capital. On a large scale, the above factors could impact the Group's business, its financial position and its operating performance.

Risk management (control and mitigation)
To mitigate these risks, the Group endeavours to identify and respond to consumer trends, with the CSR, Marketing and Innovation departments responsible for consumer monitoring and research activities. In this inflationary environment, the Group has stepped up its low-price strategy to protect consumers' purchasing power by promoting private-label products (in particular Leader Price in the French BUs), rolling out unbeatable price offers ("Plus bas y'a pas", or "You won't find it for less", discounts on fuel, price freezes on essential products), subscription offers and revisiting its promotional strategy: for example, freezing the prices of 550 products at Casino from September to December 2022. The Group is also expanding its network of convenience stores with the aim of doubling the number of stores in three years in order to move even closer to consumers. And it has continued to develop partnerships with players at the forefront of new technology usages, offering services that meet consumers' emerging expectations. In particular, the Group's alliance with Intermarché through Infinity Advertising has strengthened its position in connected commerce and retail media. During the Covid-19 crisis, Grupo Éxito experimented with a "conversational commerce" ordering tool using WhatsApp. This was replicated by Casino in 2022. In France, alongside the Amazon-Monoprix partnership offering express deliveries of Monoprix products – which has since been extended to certain towns and cities outside Île-de-France (the Greater Paris area) – the Monoprix Plus service launched in 2020 offers next-day delivery to customers in Paris and Île-de-France. This fast and efficient home delivery service marks a further step in the Group's innovation drive, which also includes an optimised order preparation process thanks to technology rolled out in partnership with Ocado. The Casino Max loyalty programme has been upgraded to include a new service displaying the Nutri-Score of over 10,000 products directly in the app. The Group therefore supports the nutritional quality drive and assists its customers in their efforts to adopt better consumption habits. In Colombia, the Éxito group is acting for the environment by removing all plastic bags from its stores along with the plastic packaging on fruit and vegetables. For products requiring packaging protection, the packaging must be fully biodegradable and compostable. Similarly, in France, Monoprix has done away with paper copies of its catalogues and the Group's banners now have the digital tools they need to gradually replace paper catalogues. Franprix also phased out single-use plastic in 2020.

VIII. Risks related to reputation and brand value

Description of the risk	Potential impacts on the Group
The brands associated with the Group's banners are important assets. Protecting the Group's reputation and the values associated with its various brands is essential to the success of its business. The development of social media in recent years has led to a sharp increase in image and reputational risks. The Group could be significantly impacted if customers were to lose confidence in the banners, and/or in the quality or safety of products sold or supplied in its stores. Image is a factor that can differentiate one banner from its competitors and help it to win over customers. This image can be undermined by the actions of advocacy non-governmental organisations (NGOs) or organised grass-roots movements, for example. Similarly, the brands and banners may be subject to targeted attacks on social media with the sole aim of destabilising them and wasting the time of communications teams by forcing them to focus on a single issue. The Group sells private-label products which are a source of differentiation with respect to its competition and on which margins are higher than for other products. Private-label products are prepared and/or packaged by third parties whose practices may breach applicable employment, health and safety or environmental laws and regulations, despite the quality and ethical standards imposed by the Group. Any breach or alleged breach of these laws or regulations, or any failure by certain manufacturers or suppliers to comply with a given standard, could result in negative publicity for the Group or in a fall in demand for the Group's products, or could require changes to the organisation of the supply chain, thereby leading to additional costs.	Malicious attacks designed to harm the Group's image, or an incident involving the Group or manufacturers or suppliers of products sold by the Group, could significantly harm the Group's image and reputation, as well as the value of its brands. This could have an adverse impact on the Group's business and performance.

Risk management (control and mitigation)

See Food safety on page 384 for details of the management of image and reputational risks related to the quality and safety of food products sold by the Group's banners.

External communications are prepared by Casino Group's Communications department and all published information is approved by Senior Management and released under Senior Management's responsibility. The Group Communications department also has authority over and responsibility for all releases by the business units – even those that have their own Communications department – that could potentially affect the Group's image. Most of the Group's business units have a Communications correspondent. These correspondents meet at least once a month with the head of the Group Communications department to share significant information and provide feedback on communication initiatives.

The Group Communications department is also responsible for managing risks to Casino's image and that of its executives. It checks any information published about the Group on all types of media (traditional media, social media, etc.) by implementing monitoring and alert systems and responds in a manner tailored to the situation concerned.

Together with the CSR departments of its retail banners, the Group CSR department maintains a regular watch and open dialogue with all stakeholders, including advocacy NGOs, in order to identify expectations that may be the focus of claims in the short or medium term or attacks from these players in the media. This is designed to enable the Group to promptly take the appropriate remedial action if the claims are deemed to be founded and therefore mitigate the risk. Through its CSR department, the Group responds to different questionnaires received from associations whenever possible, and participates in multi-stakeholder initiatives to build a multi-stakeholder dialogue. These include the Plastics Pact, the Soy Manifesto, and the Sustainable Cocoa Initiative. Lastly, the Group has a whistleblowing mechanism that can be used by third parties in accordance with duty of care legislation, allowing serious risks of human rights violations and environmental damage to be reported.

4.3.2. FINANCIAL RISKS

I. Liquidity risks

Description of the risk	Potential impacts on the Group
Liquidity risk is the risk of a company not having the necessary funds to settle its commitments when they fall due. Casino Group is exposed to liquidity risk on (i) the amount of borrowings contracted by its French entities that mature through to 2027, and (ii) its operating commitments. The Group's access to short-term sources of financing (notably short-term "NEU CP" commercial paper, overdraft facilities, receivables factoring and reverse factoring programmes) may be limited in a context of increased volatility and may depend on the appetite of the Group's financial partners. Liquidity risk could also arise in the event of a significant deterioration in the payment terms of its main suppliers. Lastly, its loan and bond agreements include acceleration clauses, as described below. These clauses include financial covenants, for which non-compliance may lead to a request for cancellation and early repayment of credit from the lenders.	If this risk were to occur, the Group could experience financial difficulties and, in the worst case scenario, the Company's survival could be threatened.

Risk management (control and mitigation)

The Group's liquidity policy is to ensure, to the extent possible, that it always has sufficient liquid assets to settle its liabilities as they fall due, in either normal or impaired market conditions.

The main methods used consist of:

- diversifying financing sources;
- diversifying borrowing currencies;
- limiting the amount of annual repayments and proactively managing the repayment schedule;
- carrying out disposals in order to service its debt obligations;
- managing the average maturity of debt.

The liquidity analysis is performed both for the France Retail segment (taking into account the cash pool operated with most French subsidiaries) and for each of the Group's international subsidiaries.

All subsidiaries of the Casino, Guichard-Perrachon holding company scope submit weekly cash reports to the Group and all new financing facilities require prior approval from the Corporate Finance department.

At 31 December 2022, the Group's liquidity position in France comprised:

- a €2.1 billion revolving credit facility granted to CGP, Casino Finance and Monoprix (of which €1.8 billion maturing in July 2026 and €252 million maturing in October 2023) by 21 French and international banks;
- available cash of €434 million;
- a balance of €36 million in a segregated account in France to be used to redeem the outstanding January 2023 bond debt.

At 31 December 2022, Monoprix and its subsidiaries also had two financing lines that had been drawn in an amount of €130 million and €40 million and fall due in 2026 and 2024[1], respectively.

The Group continued to reduce its bond and bank debt in 2022 and up to 10 March 2023, with redemptions and repayments totalling €940 million (bond debt: €314 million of 2022 EMTN, €220 million of 2023 EMTN, €147 million of 2024 HY Quatrim, €49 million of 2024 EMTN; bank debt: €150 million repayment of the Segisor loan, €60 million repayment of the Cdiscount government-backed loan [PGE]).

At 31 December 2022, the Group had €59 million in NEU CP commercial paper outstanding (versus €308 million at end-2021).

At 31 December 2022, Casino, Guichard-Perrachon was rated B3 with a negative outlook by Moody's (B3 with a stable outlook at 31 December 2021), CCC+ with a developing outlook by Standard & Poor's (B with a stable outlook at 31 December 2021), BB- with a stable outlook by Scope Ratings (rating downgraded to B+ with a stable outlook on 27 January 2023) and B- with a positive outlook by Fitch Ratings (first rating on 25 November 2022). On 23 March 2023, Moody's downgraded the Group's credit rating to Caa1 with a negative outlook.

The Group has posted collateral and sureties in respect of the €2.05 billion syndicated credit line maturing in 2023 and 2026, the €1.425 billion term loan maturing in 2025 and the high-yield bond maturing in 2024. Excluding these financing arrangements, debt carried by Casino, Guichard-Perrachon and its main subsidiaries (GPA, Sendas, Éxito, Monoprix) is not secured by significant collateral or assets.

Under its €2.05 billion confirmed credit line, Casino is required to comply with two financial covenants, tested quarterly. These covenants are calculated for the France and e-commerce scope as follows:

- secured gross debt divided by EBITDA, which must be 3.50x or less (see details in Note 11.5.4 to the consolidated financial statements);
- EBITDA divided by net finance costs, which must be 2.50x or more.

These covenants were respected at 31 December 2022.

The financing facilities of GPA, Sendas, Éxito, Monoprix and Segisor are also subject to hard covenants. All of the covenants were complied with at 31 December 2022.

An incurrence covenant applies in the event special dividends are paid in addition to ordinary dividends[2], as follows: gross debt/EBITDA (France Retail + E-commerce): <3.5x.

(1) Extended from January 2023 to January 2024 (in February 2022).

(2) 50% of net profit attributable to owners of the parent, with a minimum of €100 million per year from 2021 and an additional €100 million that may be used for one or several distributions during the life of the debt.

Liquidity risk is discussed at length in Note 11.5.4 to the 2022 consolidated financial statements (see Chapter 2 of this Universal Registration Document).

II. Risks related to supplier, customer or partner default

Description of the risk	Potential impacts on the Group
Risks arise on the international flow of goods, including the risk of theft, fraud, embezzlement, illegal movements, customs preventions, and so on. Perishable goods can also be spoiled by long-distance journeys. Lastly, international policies can affect goods flows, owing to restrictions, taxation or other impacts affecting the movement of goods. The Group has developed international partnerships, particularly through ExtenC and its subsidiaries in South America, helping it to maintain the international flow of goods. International flows also include movements relating to large-scale imports of non-food goods.	The risks associated with international flows may result in payment risks for the Group, and in particular for its subsidiary ExtenC, which is the focal point of transit to the Group's international partners. In addition, disruptions to the flow of goods associated with large-scale imports can impact the supply and service levels of retailers, resulting in lost sales opportunities and therefore lost earnings.

Risk management (control and mitigation)
ExtenC aims to manage the associated risks by arranging credit insurance for all international goods flows. At end-December 2022, credit insurance contracts covered 90% of flows and ExtenC is working to cover the remaining 10%. It should be noted that credit insurance policies do not insure contracts covering intra-group transfers, for example when goods are sent from France to retailers in South America. In these situations, solutions are found to limit the exposure on a case-by-case basis. For large-scale imports, risk mitigation involves diversifying the sources and location of supply.

4.3.3. CORPORATE SOCIAL RESPONSIBILITY (CSR) RISKS

I. Food safety

Description of the risk	Potential impacts on the Group
From specifications for its private-label products to store operations, the Group strives to ensure that it sells safe, healthy and fair products. Guaranteeing product traceability and safety and complying with health and safety standards in stores is a major challenge. The sale of products for human consumption exposes the Group to risks such as: ▪ product spoilage due to poor control of the transport and storage processes (break in the cold chain, lack of hygiene, poor management of use-by dates, damage to the integrity of packaging during handling or storage, etc.); ▪ microbiological, chemical or physical contamination (e.g., foreign body) or labelling discrepancies (e.g., allergen not mentioned) on (i) pre-packaged private-label products and (ii) products that are not pre-packaged and are re-handled or processed in stores; ▪ safety or conformity defects in private-label products. The Group's responsibility is also to guarantee the fairness of information provided to the consumer on its private-label items, ensuring that consumers are not deceived by false or inaccurate statements or claims (e.g., adulteration, fraud) and that regulatory requirements are met. A crisis may be caused by a quality, conformity or safety defect in private-label or national-brand products, a failure in recall measures, and/or a lack of traceability or good hygiene practices in warehouses or stores.	▪ Significant impacts on consumer health and safety. ▪ Impact on the functioning of the Quality Control department, with some department staff mobilised to deal with the crisis. ▪ Financial impact owing to the destruction of inventories, stock-outs and compliance costs. ▪ Possibility of complaints or legal action by consumers, authorities or consumer associations. ▪ Impact on the Company in terms of image and reputation through media coverage of the incident or through a media trial, involving the Company's customers, consumers and suppliers, and the authorities. Loss of confidence in the safety and quality of the Group's products could damage its brand, reputation and image and have negative impacts on stakeholder relations, sales, profitability, growth prospects and financial performance.

Risk management (control and mitigation)

The Group Quality department coordinates the actions of the various local Quality departments, which are responsible for guaranteeing the quality of private-label products and ensuring that all products sold are safe for the consumer.

Management of the quality and safety of products in warehouses and stores is based on the application of best logistics and health practices. Warehouses operated by Casino retailers in France are certified to the "IFS Logistic" standard, while hypermarkets and supermarkets under the Casino, Monoprix and Franprix banners in France are inspected once or twice a year in accordance with the Food Store Quality Standard.

Management of the quality and safety of private-label products is based in particular on:

- regular audits of production plants, either to an international standard (IFS) or, where applicable, to the Group's own internal standard;
- specifications shared with suppliers for each product and its packaging. Packaging and labelling are regularly updated in line with regulatory developments, the adjustment of ingredients in line with societal expectations or in connection with the application of France's National Pact on Plastics which Casino Group has signed;
- microbiology and physiochemical product quality controls conducted throughout the year;
- a Group Quality Policy setting out a list of controversial substances to be removed from private-label products.

Withdrawals or recalls of defective or non-conforming products are formally documented and regularly updated, in line with regulatory developments or operational changes. In order to set up an efficient warning system and take proportionate action, a system has been deployed within AMC to assess the seriousness of each situation leading to the withdrawals/recalls.

Crisis management exercises are also regularly organised to test the robustness of procedures and provide ongoing training to internal stakeholders. In 2022, an expert consultancy was hired to overhaul the level 1 crisis management procedure (restricted crisis unit), to carry out a level 2 crisis exercise (extended crisis unit) and to begin the overhaul of the level 2 crisis management procedure.

For additional information, see Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS).

II. Climate change

Description of the risk	Potential impacts on the Group
Owing to its geographical footprint, Casino Group is exposed to country risks related to climate change. These involve a broad range of physical and transition risks, which can have impacts at several different levels, for example: ▪ on the Group's businesses, due to the increase in extreme weather events such as extreme rainfall in France, which resulted in the Seine river reaching a 100-year high in Paris, a mix of drought and torrential rain in Brazil, and floods, storms, landslides and earthquakes in Colombia; ▪ on the products sold in stores, with significant changes to customers' purchasing behaviours; ▪ on the supply chain, due to the potential scarcity of raw materials; ▪ on access to financing, in the event of a failure to meet target greenhouse gas reduction goals under the Paris Agreement; ▪ on the Group's image and reputation among its customers and stakeholders, who expect companies to actively fight against climate change; ▪ on its employees, whose working conditions could be affected, particularly in areas that will be subject to heatwaves.	Natural disasters could affect the continuity of the Group's business, or its assets, customers and employees, with potential consequences for its operations and financial position. An increase in the occurrence of such extreme or chronic events would have not only direct consequences for the Group's operations (business interruption/supply chain difficulties), but also an indirect impact through higher raw material prices, energy prices and insurance premiums, a drop in sales of seasonal products and changes in consumer habits.

Risk management (control and mitigation)
Policies and action plans are in place to help reduce greenhouse gases, and thereby mitigate the impacts of climate change. The Group is contributing to the effort to limit global warming by deploying a low-carbon strategy that is aligned with international objectives for the reduction of greenhouse gas emissions. In this respect, Casino has committed to reducing its scope 1 and 2 greenhouse gas emissions by 18% by 2025 compared with 2015, and its Scope 3 emissions by 10% between 2018 and 2025. These commitments have been validated by the Science Based Targets Initiative and are consistent with the objectives of reducing the increase in global surface temperature to less than 2°C, as defined by the Paris Agreement. In 2021, Casino stepped up its commitment, targeting a 38% reduction in its Scope 1 and 2 greenhouse gas emissions by 2030 compared with 2015. This concerns all the main sources of greenhouse gas emissions generated by the Group's business activities. Each of the Group's business units defines action plans to reduce their energy and refrigerant-related emissions, as well as their transport-related emissions. The Group draws up action plans and implements measures to mitigate the impacts of these risks. For example, on the issue of refrigerant leakage, cooling equipment carrying refrigerant with a significant adverse impact on global warming is gradually being replaced. Regular maintenance operations are also performed to limit leakage. Actions are also taken to reduce the carbon footprint of upstream and downstream goods transport. The Group favours modes of transport that emit less greenhouse gas (river transport or electric vehicles in France), and optimises transit and loading rates. To reduce its indirect carbon impact, the Group also endeavours to reduce the carbon emissions related to its product range and has developed a line of plant-based protein products, local products and "scoop and weigh" solutions, thereby anticipating the expectations of consumers looking to purchase products with a smaller environmental footprint. The Group also organises a Carbon Forum designed to encourage its main suppliers to reduce the greenhouse gas emissions of products sold in the Group's stores. In the event of extreme weather events, the business units all have their own business continuity plans. The Group's policy of improving coverage of these risks was continued during the year. Natural disaster cover represents €250 million in France, while flood insurance cover is limited to €100 million. Internationally, natural disaster cover is between €80 million and €100 million, depending on the country; earthquake cover in Colombia is for up to €190 million. Casino Group supports the TCFD's recommendations on governance, strategy, risk management, and metrics and targets (see Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS), section 3.5.4. "Casino Group, actively committed to protecting the environment and climate"). The Group became a "TCFD supporter" in February 2021. In 2022, the Group hired an external firm to conduct a climate change physical risk study in France, Colombia and Brazil to identify potential risks to assets. This study found that the Group has low exposure to acute and chronic climate change physical risks (see Note 1.2.3. "Accounting for climate change risks" in the notes to the consolidated financial statements).

For additional information, see Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS).

4.3.4. LEGAL AND REGULATORY RISKS

I. Legal and regulatory compliance risks

Description of the risk	Potential impacts on the Group
Due to the nature of its businesses and its international reach, the Group is subject to a wide variety of local laws and regulations, including labour, competition, retail and consumption, planning, personal data protection, and health and environmental laws. The Group considers that the **anti-corruption provisions of France's Sapin II Act** and the **European General Data Protection Regulation (GDPR)** give rise to the greatest legal and regulatory risks, because they have only recently been adopted and because their impact in terms of penalties and reputational damage could be significant. The Group receives and manages certain personal financial information concerning its customers and employees. It uses independent service providers to process payments made by customers via bank or credit cards. The Group's online operations are based on the secure transfer of confidential information via public networks, including electronic payments. Data protection is also a key priority for the Group, and concerns both customers and the Group's employees. Exposure to this risk is increased by the growth of E-commerce activities and by the increasing digitisation of both customer and/or employee data media. Both in France and abroad, the Group is subject to all laws and regulations governing the operation of establishments open to the public, notably health and safety regulations and product compliance and safety regulations, and of regulated facilities (service stations).	Despite measures taken to comply with the regulations applicable to its business activities, the Group cannot guarantee that all risks will be eliminated, due in particular to the ever more stringent regulatory environment, greater supervisory tools and the associated penalties. The materialisation of such a risk could negatively impact the Group's business activities, results or reputation.

Risk management (control and mitigation)

- The Group Legal department's role is to ensure that the Group's operations comply with the applicable laws and regulations. The heads of business units and their representatives are responsible for ensuring compliance with the applicable laws in their host country. The Group Risk Management and Compliance department, in liaison with the Group Legal department and the relevant business unit departments, is responsible for identifying risks related to laws and regulations and for ensuring that the associated controls are properly applied.
- Measures have been taken since 2016 to raise awareness of the European General Data Protection Regulation as well as other legislation arising from it. A Data Committee was set up to monitor the "Personal Data Protection" compliance actions carried out by the banners, to arbitrate between different banner positions on compliance matters, and to discuss and anticipate the operational challenges arising from regulatory changes. Specific policies and procedures are deployed for business unit heads. Future campaigns will feature more numerous and specific control points. Regular audits of the personal data processing log are carried out.
- A Group Ethics Committee was set up in 2016, while a Steering Committee responsible for monitoring the implementation of Sapin II Act requirements was set up in January 2017. Several new departments or positions (ethics officers, Risks and Compliance department) were also created and tasked with drawing up and implementing the necessary procedures and ensuring the Group's compliance with the provisions of the new law.
- The French law of 27 March 2017 introducing a duty of care for the companies concerned is the subject of specific developments set out in section 3.5.3.4.

More detailed information on the actions taken by the Group to prevent bribery and corruption can be found in section 3.4 "Ethics and compliance" of Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS).

4.4. *INSURANCE – RISK COVER*

OVERVIEW OF THE INSURANCE POLICY

Risks are insured under master policies – whenever this is allowed under local regulations and does not pose any operational problems – in order to ensure consistent levels of cover and benefit from economies of scale by pooling risks.

The Insurance department, which reports to the Group Finance department, is notably responsible for:

- contributing to the risk culture;
- helping to identify and analyse operational risks and transferring them to the insurance market;
- defining and coordinating French and international life and non-life insurance programmes;
- managing and controlling the captive reinsurance company;
- managing and overseeing claim processes;
- contributing to the crisis management process;
- supporting the distribution of insurance products (affinity products, franchisee insurance).

To help the department to fulfil these responsibilities, the Group uses the services of international brokers, engineering and consulting firms. The programmes are purchased from leading insurance companies with a satisfactory financial strength rating that are specialised in insuring major risks. The Group has purchased several international insurance programmes. Where permitted under local laws and regulations, risks are insured directly under the master policies. Alternatively, the master policies may increase or extend the limits or conditions of cover available under policies purchased locally.

ASSESSMENT OF INSURANCE COVER AND RELATED COSTS

Self-insurance

To manage and control its insurance costs, in 2022 the Group continued its policy of self-insuring small, high-frequency claims, corresponding mainly to civil liability and property damage claims.

In addition to the partial self-insurance represented by deductibles, the Group's policy is to reinsure part of its property damage risks and, as from 2022, part of its consequential damage risks, through its captive reinsurance company in Luxembourg. In 2022, the reinsurance captive's commitments continued to be capped at €12 million per year under the property damage policy, while its commitments under the consequential damages – pecuniary losses policy were set at €10 million.

This strategy helps to strengthen the Group's control over risks and the management of claims, while also keeping premiums as low as possible.

Summary of insurance cover

The Group pursued its policy of rationalising its insurance programmes covering all French and international subsidiaries.

These insurance programmes were reviewed in July 2022. They may be changed at any time to account for changing risks and developments in the activities to be insured, changes in claims experience, or changes in insurance provider decided by the Group, in particular to account for insurance market capacity, available cover and rates.

Property damage and business interruption insurance programme (including natural disaster and political violence cover)

The aim of this programme is to protect the Group's assets. It covers fire, flood, explosion, natural disasters, terrorism and political violence, subsidence, electrical damage, business interruption and tenant risks.

In 2022, the Group's property damage and business interruption cover was renewed, with an insured amount of €250 million per claim and per year. Two new property damage and business interruption policies were taken out in Brazil, providing for cover of up to BRL 400 million, respectively for Sendas and CBD. These policies only insure risks relating to banners in Brazil. The Group's property damage and business interruption policy kicks in when the maximum cover offered by these local policies has been reached.

Natural disaster cover also represents €250 million in France, while flood insurance cover is limited to €100 million. Internationally, natural disaster cover is between €80 million and €100 million, depending on the country; earthquake cover in Colombia is for up to €190 million.

Annual insurance cover for the risks of strikes, riots and civil unrest is respectively €120 million in France, €100 million in Colombia and the equivalent of €170 million in Brazil (BRL 400 million plus €100 million).

Annual cover for the risk of terrorism represents €150 million in France and €100 million in Colombia and Cameroon.

Civil liability insurance programme

This programme covers the Group for all losses that might be incurred due to bodily injury, damage to property or consequential loss suffered by third parties that may be caused by the Group's fault, error, omission or negligence in the performance of a service and/or its business operations. General liability cover is capped at €75 million per claim and per year, with the same limits applicable to professional liability cover.

Other insurance programmes (mandatory and discretionary)

Additional or separate insurance programmes may be purchased due to the specific nature of certain activities or risks. These programmes are purchased on an international basis or locally in liaison with the subsidiaries, either because they need to be managed locally or for regulatory or cost reasons.

These insurance programmes mainly concern the following policies:

- health and death/disability insurance in France;
- general liability insurance;
- environmental liability insurance;
- building manager and/or property portfolio manager professional liability insurance;
- fleet insurance;
- construction insurance: structural damage/non-builder developer/comprehensive site insurance, etc.;
- transported goods insurance;
- corporate officers' liability insurance;
- cybercrime insurance;
- fidelity insurance.

The Group believes that the guarantees and insured amounts under these master insurance policies correspond to those generally purchased by companies of a similar size operating in the same industry. When permitted by law, the Group will pursue its policy of purchasing worldwide master insurance policies in order to improve and/or increase the levels of cover or the management of risks in areas where this is necessary, while controlling the associated costs.

4.5. SAFEGUARD PROCEEDINGS AT THE GROUP'S PARENT COMPANIES – POTENTIAL CONFLICTS OF INTEREST BETWEEN THE GROUP'S CONTROLLING SHAREHOLDER AND OTHER INVESTORS

On 23 May 2019, the Paris Commercial Court opened safeguard proceedings with respect to Rallye – which held 52.31% of the Company's share capital and 64.42% of its voting rights[1] at 28 February 2023, including 11.74% of Casino's capital held in trust (8.14% of theoretical voting rights) – and its parent companies Foncière Euris, Finatis and Euris. Safeguard proceedings are designed to protect companies facing unresolvable difficulties but which are not insolvent, by giving them sufficient time to restructure their debt and secure their long-term operations. As a result of the proceedings, the financial liabilities of these companies have been frozen.

In a decision handed down on 28 February 2020, the Paris Commercial Court approved the safeguard plan for Rallye and its subsidiaries, as well as for their parent companies, Foncière Euris, Finatis and Euris, and organised for their debt to be repaid over a ten-year period up to February 2030. On 26 October 2021, as part of the exceptional government measures implemented due to Covid-19, the Paris Commercial Court decided to defer by two years the payment dates under the safeguard plan for Rallye, Foncière Euris, Finatis and Euris and to extend the duration of these plans.

Casino Group, which is not concerned by these proceedings, took note of the Court's decisions, which require the companies subject to the safeguard plan to comply with specified financial commitments as from 2025. The Company confirmed the continuation of the implementation of its strategic plan: emphasising the unique positioning of the Group on buoyant formats (premium, convenience and e-commerce) and geographies; accelerating fast-growing business lines (data); in financial terms, with priority given to debt reduction and recurring cash flow generation.

It should be noted that the only decisions taken to date by Casino Group concerning its asset disposal plan and its dividend policy have already been communicated.

All of the Company's decisions, particularly concerning disposals or dividend payouts, are taken in light of the Group's financial position and the interests of the Company, and in compliance with its loan and bond agreement documentation.

(1) Including 11.74% of the Casino share capital held in fiduciary trust (8.14% of theoretical voting rights).

4.5.1. POTENTIAL CONFLICTS OF INTEREST

In light of these proceedings and the implementation of the safeguard plans, conflicts of interest could arise. For example, the controlling shareholder could recommend that the Company increase its debt or sell certain items of property, plant and equipment, which could in turn increase the Company's debt servicing obligations or reduce the Group's ability to generate net sales, or lead to the payment of dividends, at the expense of the Group's financial position.

The perception that the various stakeholders may have of the safeguard proceedings could reduce the value of Casino, or make creditors reluctant to lend at market terms or to lend outright. Suppliers could also introduce stricter payment conditions and credit insurers could reduce or suspend their cover for the Group's suppliers. To date, none of these risks have occurred.

If the safeguard plan is not implemented, this could lead to court-ordered administration proceedings for Rallye, which could in turn result in the loss of control of the Company by Rallye or its holding companies. The Company has pointed out that a loss of control would have no legal impact on Casino's debt and would not constitute an event of default under Casino's bank financing or bond documentation. For more information, see Note 11 to the consolidated financial statements.

4.5.2. GOVERNANCE MEASURES IMPLEMENTED BY THE COMPANY

At its meeting on 13 June 2019, the Board of Directors decided to follow the recommendation of the Governance and Social Responsibility Committee by setting up a specific governance framework in response to the initiation of safeguard proceedings at the level of the Group's parent companies. The Governance and Social Responsibility Committee was given responsibility for dealing with issues arising from the safeguard proceedings, including:

- exchanging information with Rallye and the Group's other parent companies concerning the preparation, negotiation and implementation of the parent companies' safeguard plans;
- assessing the consistency of the safeguard plans prepared by the holding companies with Casino's strategic objectives, as determined by the Board of Directors;
- reviewing any Board decisions related to the implementation of the safeguard plans or that could potentially be affected by the safeguard proceedings applicable to the parent companies (for example, implementation of the current disposal plan and possible adjustments thereto, any decision to pay a dividend, or the assessment of any related-party agreements with companies concerned by the safeguard proceedings).

This framework aims to ensure that the governance mechanisms in place at Casino are appropriate and notably that the Board of Directors is in (i) a position to continue to provide its members with full and accurate information, (ii) make impartial and objective decisions, with a view to protecting Casino's corporate interest, and (iii) identify and monitor potential conflicts of interest within the Board. This specific framework remains in force in connection with the implementation of the safeguard plans.

For further information on the composition and structure of the Board and the Company's governance structure, please refer to Chapter 5 sections 5.5.2, 5.5.3 and 5.5.5 of this Universal Registration Document.

4.6. *SPECULATIVE ATTACKS ON THE SHARE PRICE AND INVESTIGATIONS*

In late 2015, the Casino Group applied to the AMF, France's securities regulator, as regards the dissemination of false or misleading information by Muddy Waters Capital, preceded by short sales that led to a sudden, very steep fall in the share price. This led to an investigation by the AMF and two letters of observation (see page 285 of the 2020 Universal Registration Document). In 2018, Casino and Rallye once again applied to the AMF concerning new speculative attacks, resulting in short selling on an unprecedented scale, massive borrowings of Casino securities and misinformation campaigns, all with the aim of artificially reducing share prices and destabilising the Group's companies and their employees and shareholders.

As such, they filed a criminal complaint in October 2018 with the Public Prosecutor for price manipulation, in addition to a complaint for false allegations in November 2018.

As the speculative attacks on the share price of Casino and Rallye continued, Casino's share price fell sharply in April and May 2019. Given the additional Casino share collateral that had to be obtained for credit lines, and given the associated risks, Rallye and its parent companies were forced to file for safeguard proceedings with the Paris commercial court on 21 May 2019.

To the best of the Company's knowledge, the investigations on the attacks opened by both the AMF and the Financial Prosecutor in autumn 2018 are still in progress.

During searches of premises conducted in May 2022 at the request of the AMF, Casino Group discovered the existence of a preliminary investigation opened by the Financial Public Prosecutor in February 2020, in particular for alleged price manipulation. This investigation stemmed from proceedings initiated against a former consultant of Casino Group.

Casino Group and the managers concerned formally contest these allegations and have initiated all necessary proceedings against them.

Following the filing of complaints by two activist shareholders, the existence of which was reported in the press in March 2023, Casino, Guichard-Perrachon and Rallye initiated legal proceedings against Xavier Kemlin and Pierre-Henri Leroy for libel, false accusations and attempted fraud.

CHAPTER 5

Corporate Governance Report


SERVICE
LIVRAISON A DOMICILE
BEAUGRENELLE
LA SOCULENTE
orange
ITALIE
citron jaune
ESPAGNE

The Board of Directors' report on corporate governance ("Corporate Governance Report"), prepared pursuant to Article L. 225-37, last paragraph, of the French Commercial Code (*Code de commerce*), was reviewed and approved by the Board of Directors at its meeting of 9 March 2023.

The section of this Report on the composition of the Board of Directors, the diversity policy applicable to its members, the offices and positions held in any other company by each corporate officer during the financial year, the conditions applicable to the preparation and organisation of the Board's work, the choices for the way in which Senior Management authority is exercised, the limits that the Board of Directors has imposed on the powers of the Chairman and Chief Executive Officer, the corporate governance code to which the Company adheres, and the agreements described in Article L. 22-10-10 of the French Commercial Code is set forth in this chapter (Chapter 5).

Chapter 6 contains the section of this Report presenting the compensation and benefits of any kind granted to the corporate officers, as well as the components of compensation paid or granted to the executive corporate officer and the other corporate officers during or in respect of 2022 in consideration of their position pursuant to Article L. 22-10-9 of the French Commercial Code, and the compensation policy for the corporate officers pursuant to Article L. 22-10-8 of the French Commercial Code, which are respectively subject to votes at the Annual General Meeting.

The provisions of the Articles of Association relating to shareholder participation at General Meetings and the information that could have an impact in the event of a public tender offer, pursuant to Article L. 22-10-11 of the French Commercial Code, are set forth in Chapter 8, on pages 511 and 513, respectively. The table showing outstanding delegations of authority granted at the Annual General Meeting with respect to capital increases is presented in Chapter 7, pages 491 and 492.

For further information on the content of the Corporate Governance Report, please refer to the cross-reference table on page 533 of this Universal Registration Document.

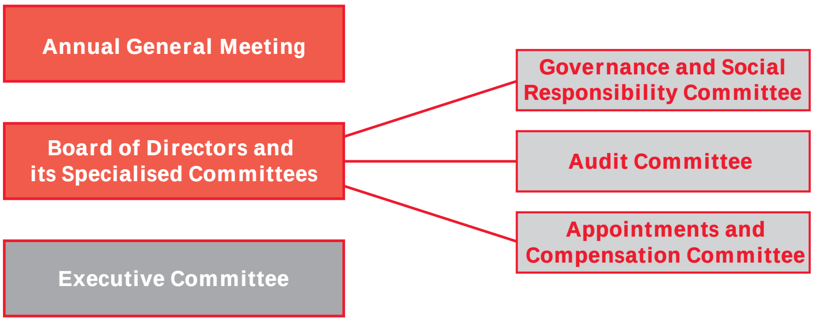
The Corporate Governance Report was prepared by the Secretary of the Board with input from Senior Management and the Group's Legal department. This Report was prepared on the basis of applicable law and regulations, the Afep-Medef Code revised in December 2022, the recommendations contained in the Code's guidelines, the 2022 Activity Report of the High Committee on Corporate Governance (*Haut Comité de Gouvernement d'Entreprise*), the recommendations of the French securities regulator (*Autorité des marchés financiers* – AMF) and its 2022 report on corporate governance and managers' compensation, and the recommendations of shareholders, voting consultants and non-financial rating agencies.

A draft of the Report was submitted to the Governance and Social Responsibility Committee and the Appointments and Compensation Committee on matters in their respective scopes of responsibility at their meetings prior to the review and approval by the Board of Directors.

The Statutory Auditors have stated in their report on the parent company financial statements (see Chapter 2, pages 182 to 186) that said Report contains the information required of the report on corporate governance by Articles L. 225-37-4, L. 22-10-9 and L. 22-10-10 of the French Commercial Code, that they attest to the accuracy and the fairness of the information provided pursuant to the provisions of Article L. 22-10-9 relating to compensation and benefits received by the corporate officers and any other commitments made in their favour, and that they have no comments on the information relating to matters that could have an impact in the event of a takeover bid or exchange offer.

5.1. *SUMMARY OF GOVERNANCE AT 9 MARCH 2023*

GOVERNANCE STRUCTURE



Casino, Guichard-Perrachon ("Casino" or the "Company") is controlled by Jean-Charles Naouri (see the ownership structure presented on page 493 of the Universal Registration Document).

The Board of Directors is chaired by Jean-Charles Naouri, who is also the Chief Executive Officer. It has a balanced structure and undertakes to meet best corporate governance practices, alongside its three specialised Committees:

- It meets as often as required in the Company's interest.
- It defines and oversees the implementation of Casino Group's sustainable growth strategy in the interests of the Company and its stakeholders.
- It reviews its practices and procedures on an annual basis.
- It has appropriate procedures in place to identify, prevent and manage potential conflicts of interest.

GOVERNANCE IN 10 FIGURES

14 Directors

Independence rate
36%

1 Lead Director
3 Committees chaired by Independent Directors

43% are women

13 Board meetings in 2022

Board meeting attendance rate
94%

24 Specialised Committee meetings in 2022

Specialised Committee meeting attendance rate
91%

Average age(*)
59.15

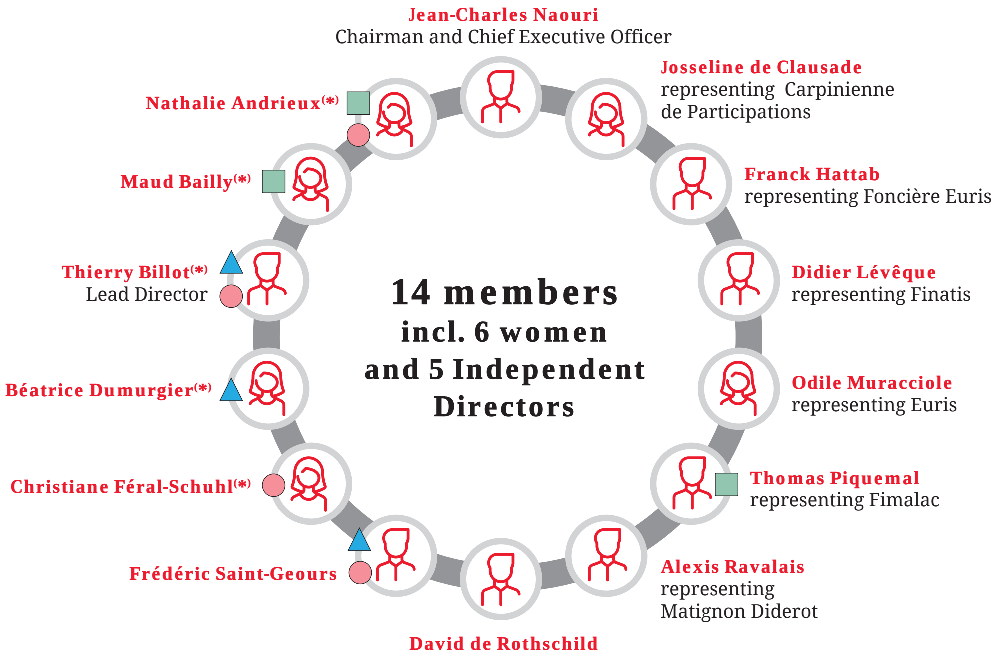
Average seniority(*)
6.23

(*) In years – Averages calculated excluding the Chairman and Chief Executive Officer.

DIVERSITY OF THE BOARD OF DIRECTORS

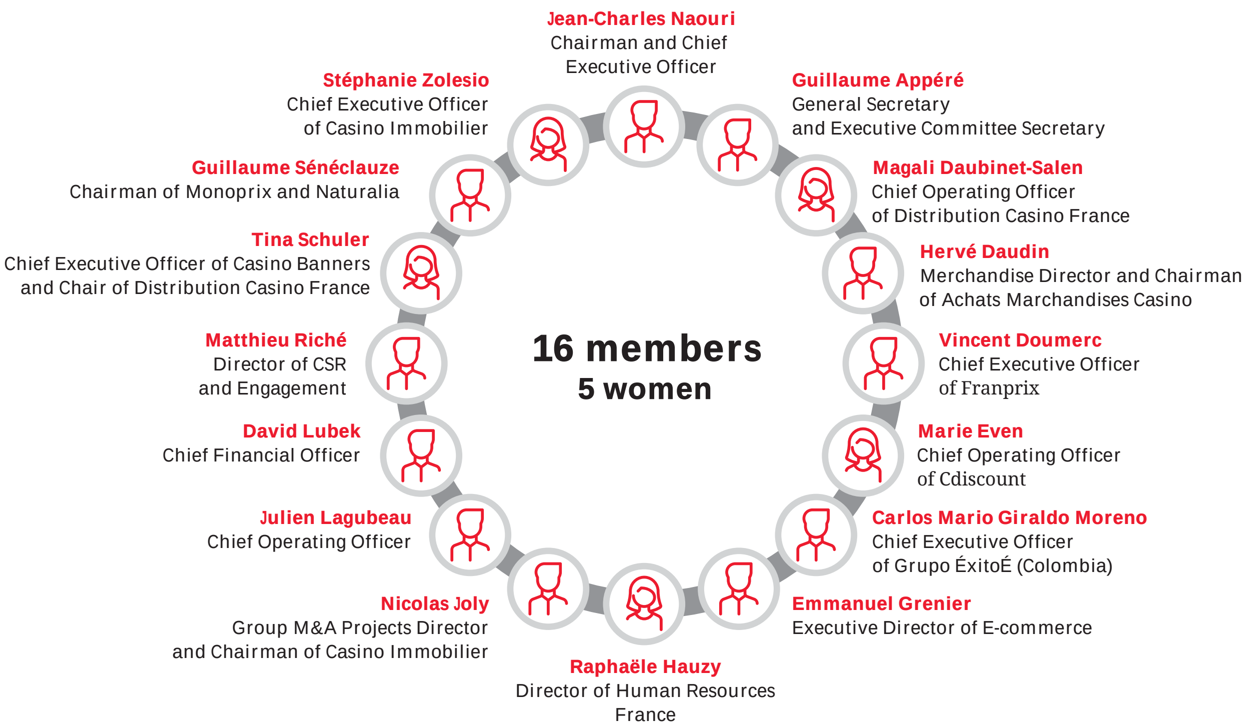
The Board of Directors has defined its diversity policy and regularly reviews its composition and that of its three specialised Committees.

The Board comprises five Independent Directors, three Non-Independent Directors and six Directors representing the majority shareholder.



(*) Independent Directors
Audit Committee
Governance and Social Responsibility Committee
Appointments and Compensation Committee

COMPOSITION OF THE EXECUTIVE COMMITTEE AT 9 MARCH 2023



REFERENCE CODE

The Board of Directors refers to the Afep-Medef Corporate Governance Code for Listed Companies (hereinafter the "Afep-Medef Code"), in particular when drafting the Corporate Governance Report including disclosures on the compensation of corporate officers (Chapters 5 and 6).

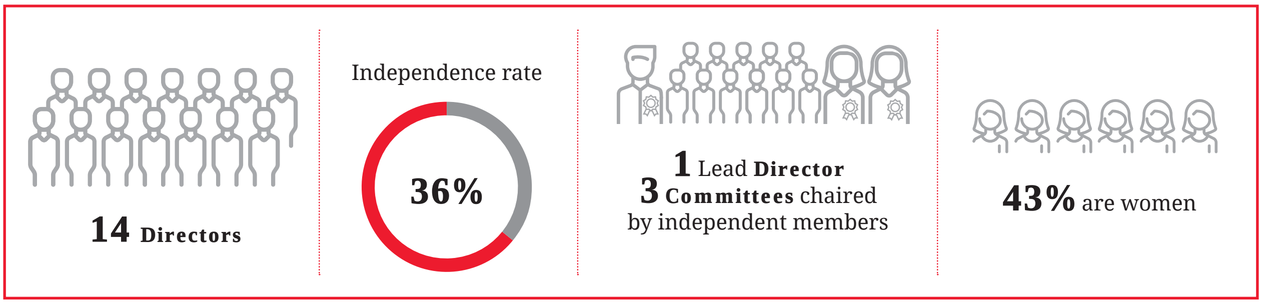
The Afep-Medef Code, revised in December 2022, is available on the Company's website (www.groupe-casino.fr/en), on the Medef website (www.medef.com) and on the Afep website (www.afep.com).

As part of its corporate governance process, the Board relies on the work of a Governance and Social Responsibility Committee. In order to protect minority shareholders of the Group's different subsidiaries and parent companies, the Board of Directors decided in 2015 to introduce a procedure for the review of agreements entered into by Casino related parties, subsidiaries and parent companies, by the Audit Committee. In June 2019, it also tasked the Governance and Social Responsibility Committee with a specific temporary assignment in connection with the safeguard proceedings initiated on 23 May 2019 at the Company's parent companies (Rallye, Foncière Euris, Finatis and Euris). The initiatives and tasks assigned in this respect to such Committees reflect the determination of the Board of Directors and Senior Management to ensure best corporate governance practices.

The Company's situation in relation to each of the recommendations of the Afep-Medef Code is presented in section 5.5.7.

5.2. *COMPOSITION OF THE BOARD OF DIRECTORS*

5.2.1. COMPOSITION OF THE BOARD OF DIRECTORS AT 9 MARCH 2023



As of 9 March 2023, the Board of Directors had 14 Directors, elected by shareholders at the Annual General Meeting. The functions of Chairman of the Board of Directors and of Chief Executive Officer are combined and Jean-Charles Naouri, the Chairman and Chief Executive Officer, is the only Director who performs executive duties (see section 5.3 "Governance structure").

Directors are elected for a three-year term, and memberships to the Board of Directors are renewed in part each year. In order to ensure that a roughly equal amount of Directors' terms of office are renewed via this rotating system, on an exceptional basis a Director can be elected for a period of one or two years by the Company's shareholders in an Ordinary General Meeting.

The Company's Articles of Association impose a legal age limit according to which no more than one-third of the Directors may be aged over 70. Should this threshold be exceeded, the oldest Director or permanent representative of a legal entity is considered as having resigned at the Ordinary General Meeting held to approve the financial statements for the financial year in which the threshold was exceeded.

At 9 March 2023, the members of the Board of Directors were as follows:

	Age/ Gender	Nationality	No. of shares	No. of directorships of listed companies[2]	Independence	First term of office	End of current term of office	Years on the Board	Committee meeting attendance: Audit	Committee meeting attendance: Governance and Social Responsibility	Committee meeting attendance: Appointments and Compensation
Executive corporate officer											
Jean-Charles Naouri[1] Chairman and Chief Executive Officer	74/M	🇫🇷	376[3]	–		2003	2025	20			
Directors											
Nathalie Andrieux	57/W	🇫🇷	865	–	☑	2015	2024	8		C	M
Maud Bailly	44/W	🇫🇷	503	1	☑	2021	2024	2			C
Thierry Billot	68/M	🇫🇷	856	1	☑	2021	2024	2	C	M	
Josseline de Clausade[1] representing Carpinienne de Participations	69/W	🇫🇷	432	–		2020	2023	3			
Béatrice Dumurgier	49/W	🇫🇷	650	2	☑	2021	2024	2	M		
Christiane Féral-Schuhl	65/W	🇫🇷 🇨🇦	1,000	–	☑	2017	2023	6		M	
Franck Hattab[1] representing Foncière Euris	51/M	🇫🇷	777	–		2022	2023	0			
Didier Lévêque[1] representing Finatis	61/M	🇫🇷	24,102	–		2008	2025	15			
Odile Muracciole[1] representing Euris	62/W	🇫🇷	14,065	–		2020	2023	3			
Thomas Piquemal representing Fimalac	53/M	🇫🇷	2,500	–		2020	2023	3			M
Alexis Ravalais[1] representing Matignon Diderot	38/M	🇫🇷	24,513	–		2022	2025	0			
David de Rothschild	80/M	🇫🇷	400	–		2003	2023	20			
Frédéric Saint-Geours	72/M	🇫🇷	1,400	–		2006	2023	17	M	M	

C: Chair./M: Member.

(1) Representing the controlling shareholder.
(2) Excluding Casino/Euris (Euris and its subsidiaries, and Casino, Guichard-Perrachon and its subsidiaries).
(3) The Chairman and Chief Executive Officer also exercises majority control over the Company through Euris (see Chapter 7, section "Controlling shareholder").

Pursuant to the Board's Internal Rules, in addition to the shareholding requirement specified in the Company's Articles of Association, each Director elected at the Annual General Meeting is required to own registered shares equivalent to at least one year's basic individual compensation payable to him or her as a Director.

5.2.2. BOARD DIVERSITY POLICY

The Board of Directors aims to apply the principles laid down in the Afep-Medef Code with respect to its members. Assisted by its Governance and Social Responsibility Committee and its Appointments and Compensation Committee, it periodically reviews its size, structure and membership, and performs a similar review of its Committees (see Article 12.2.4 of the Board of Directors' Internal Rules and section 5.5.3 below, "Work of the Board of Directors' Specialised Committees in 2022"). During the annual reviews of the Board's practices and procedures, an analysis is carried out to ensure that the Board and its Committees have balanced membership structures (see section 5.5.5, "Assessment of the Board of Directors' practices and procedures").

New candidates and re-appointments, which are submitted for approval at shareholders' meetings, take into account the findings of the review of the Board's practices and procedures and are the subject of recommendations by the Appointments and Compensation Committee.

Between June 2017 and June 2020 the Board of Directors included employee representative Directors. This employee representation ceased as a result of the amendments to Articles L. 22-10-7 (formerly L. 225-27-1) *et seq.* of the French Commercial Code pursuant to French law No. 2019-486 of 22 May 2019 on corporate growth and transformation (the "Pacte Law"), in accordance with which Rallye (the parent company of Casino, Guichard-Perrachon) became subject, without exception, to the mandatory procedure on employee representation. Consequently, since 2020, employee representation has been organised at the level of Rallye in its capacity as parent, and as from that time, as a Rallye subsidiary, Casino, Guichard-Perrachon has not been subject to the employee representation procedure.

Diverse and complementary skills and expertise

The size of the Board is deemed appropriate. The Board pursues the objectives of maintaining the diversity and complementarity of technical skills and experience among its members, gender balance, and a proportion of Independent Directors greater than the one-third threshold recommended by the Afep-Medef Code for companies having a controlling shareholder, which is the case with the Company.

Directors are proposed for election or re-election to maintain or achieve such balance and ensure expertise consistent with the Group's business growth and transformation strategy (food retail in France and Latin America, food and non-food e-commerce and related services, commercial real property, CSR improvement programmes, multi-channel strategy and digital innovation) and the technical tasks given to the Board's Committees. Other important factors are their willingness to be part of the Group's growth, their commitment to the Group's ethical standards and social responsibility programme, in addition to their availability in light of the frequency of Board and Committee meetings.

No objective is set in terms of age, except for compliance with the statutory age limit for holding office as a Director. The Board gives priority to ensuring that its members have a wealth of experience and complementary expertise.

Appointment procedures

New external candidates (independent or not) are proposed by independent consulting firms based on the criteria, profiles and areas of expertise specified by the Board and its Committees, and are selected based on interviews by the Appointments and Compensation Committee. Depending on the target profile, the Chair of the Committee concerned is also involved in the selection procedure and meets the candidates.

The Lead Director and the Chairman and Chief Executive Officer also participate in the selection process.

When a new Independent Director is proposed for election, the Appointments and Compensation Committee ensures that the candidate fulfils all the independence criteria in the Afep-Medef Code.

The election and re-election of candidates proposed at General Meetings, as well as changes in the Committees, reflect the implementation of this policy (see sections 5.2.3 and 5.2.5 below).

The three Independent Directors elected by the 2021 Annual General Meeting were selected in line with the Board's diversity policy. The Board considered that their election would enrich and strengthen its expertise in the areas of products, customer care and digital technology, reflecting the focus of the Group's transformation strategy, while also increasing the number of members with a European and international background.

Their membership has thus also deepened and widened the Board's range of complementary skills and profiles adapted to the Company's different businesses and the goals and challenges of its growth and transformation strategy.

The Board's skills matrix is presented in section 5.2.4 below.

The selection process for new Independent Directors is carried out as follows:

- The Appointments and Compensation Committee draws up the profile sought (required skills, experience and qualities) based on the Group's diversity policy and any observations formulated in the assessment of the practices and procedures of the Board and its Committees (the Governance and Social Responsibility Committee is involved in this process).
- The profile is sent to one or more recruitment agencies and the candidate search is launched.
- The Appointments and Compensation Committee examines the list of candidates and carries out interviews (together with the Lead Director and the Chairman and Chief Executive Officer for the final interviews).

  During the interviews, the candidate Directors are given information about the Group and its strategy, the Board's practices and procedures (including a description of the role of the Board and its main Committees, the Board and Committee members and the meeting schedules), and they are given an explanation of what expectations the Board has of the Director it is seeking.

  A complete welcome pack and Director's questionnaire are subsequently sent to the candidate Director.
- The Appointments and Compensation Committee then chooses the candidate(s) to be put forward to the Board of Directors, after analysing their independence status, compliance with the Group's rules of conduct and any conflicts of interest.
- The Board selects the candidate(s) based on the recommendation of the Appointments and Compensation Committee.
- The shareholders are invited to elect the new Director(s) in specific resolution(s) submitted to them at the Annual General Meeting.
- A special Directors' induction programme is organised, via further meetings with all of the Board's members and the Executive Committee.

5.2.3. CHANGES TO THE COMPOSITION OF THE BOARD IN 2022

Changes that took place before the Annual General Meeting of 10 May 2022

Jacques Dumas, Deputy Managing Director of Euris and advisor to the Chairman and Chief Executive Officer of Casino as well as Euris' representative on Casino's Board of Directors, retired on 1 February 2022 and stepped down from the Board. Since 1 February 2022, Euris has been represented by Odile Muracciole, Legal Director of Euris.

Matignon Diderot appointed Franck-Philippe Georgin, General Secretary of Casino Group, as its permanent representative with effect from 1 February 2022.

Changes that took place at the Annual General Meeting of 10 May 2022

Annual General Meeting of 10 May 2022	Expired term	Renewed term	Ratification of appointment
	Jean-Charles Naouri	Jean-Charles Naouri	Société Carpinienne de Participations (Josseline de Clausade)[1]
	Finatis (Didier Lévêque)[1]	Finatis (Didier Lévêque)[1]	
	Matignon Diderot (Franck-Philippe Georgin)[1]	Matignon Diderot (Franck-Philippe Georgin)[1]	

(1) Director representing the controlling shareholder.

The terms of office of (i) Jean-Charles Naouri, Chairman and Chief Executive Officer, (ii) Finatis, represented by Didier Lévêque, and (iii) Matignon Diderot, represented by Franck-Philippe Georgin, were renewed for three-year terms at the Annual General Meeting of 10 May 2022.

When it met immediately after said Annual General Meeting, the Board of Directors unanimously approved the proposal to continue to combine the positions of Chairman of the Board of Directors and Chief Executive Officer and to re-appoint Jean-Charles Naouri to this dual role, based on the unanimous recommendations of the Governance and Social Responsibility Committee and the Appointments and Compensation Committee.

At the same Annual General Meeting, the shareholders ratified the Board's appointment of Carpinienne de Participations as a Director, represented by Josseline de Clausade.

Changes that took place after the Annual General Meeting of 10 May 2022

On 22 September 2022, Alexis Ravalais replaced Franck-Philippe Georgin as permanent representative of Matignon Diderot, and on 26 October 2022, Franck Hattab replaced Michel Savart as permanent representative of Foncière Euris on the Company's Board of Directors.

The detailed profiles of Alexis Ravalais and Franck Hattab are provided in section 5.4 below, "Information about corporate officers".

Alexis Ravalais started his career in 2011 as an analyst and then manager at Rothschild & Cie. He joined the Group in 2014 where he was in charge of financing within the Corporate Finance team of Casino and in 2017 became Deputy Chief Financial Officer of Rallye. Since January 2022, he has been Advisor to the Chairman of Euris in charge of strategic investments. He has served as Chief Executive Officer of Rallye since 29 September 2022, replacing Franck Hattab.

Having begun his career in 1994 as a credit analyst at Société Générale, Franck Hattab joined the Finance Department at Rallye in 1999 as Chief Financial Officer. He subsequently served as Chief Operating Officer of Rallye, between February 2013 and April 2017, and on 3 April 2017 became Rallye's Chief Executive Officer – a position he held until 29 September 2022. Franck Hattab has been Deputy Chief Executive Officer of Euris since 30 September 2022 and has replaced Michel Savart as Chairman and Chief Executive Officer of Foncière Euris.

These two new members bring to the Board their skills and in-depth knowledge of the Group's business and the retail sector, as well as their financial expertise, particularly the management of shareholdings.

The Board's skills matrix is presented in section 5.2.4 below.

There was therefore no change in the number of the Board's members in 2022 (fourteen). Independent Directors make up 36% of the Board's members, (which is higher than the one-third recommended in the Afep-Medef Code for controlled companies), and the proportion of women on the Board complies with gender balance requirements, with women representing 43% of the Board's members (6/14). The Board includes one member who has dual nationality.

Changes to the composition of the Committees in 2022

Following the 2022 Annual General Meeting, the Board of Directors made changes to the membership structure and chairmanship of its three Committees in order for each of them to be chaired by an Independent Director as stipulated in the Board's Internal Rules.

The changes were made to ensure that the Afep-Medef Code's recommendations on the proportion of Independent Directors were respected and to ensure gender balance. Two of the Board's Committees are chaired by women.

	Audit Committee	Governance and Social Responsibility Committee	Appointments and Compensation Committee
Before the Annual General Meeting of 10 May 2022	Frédéric Saint-Geours *(Chair)* Thierry Billot[1] Béatrice Dumurgier[1]	Thierry Billot[1] *(Chair and Lead Director)* Nathalie Andrieux[1] Christiane Féral-Schuhl[1] Frédéric Saint-Geours	Nathalie Andrieux[1] *(Chair)* Maud Bailly[1] David de Rothschild

(1) *Independent member.*

	Audit Committee	Governance and Social Responsibility Committee	Appointments and Compensation Committee
After the Annual General Meeting of 10 May 2022	Thierry Billot[1] *(Chair and Lead Director)* Béatrice Dumurgier[1] Frédéric Saint-Geours	Nathalie Andrieux[1] *(Chair)* Thierry Billot[1] Christiane Féral-Schuhl[1] Frédéric Saint-Geours	Maud Bailly[1] *(Chair)* Nathalie Andrieux[1] Thomas Piquemal
Number of members	3	4	3
Independent	66.66%	75%	66.66%
Women	33.33%	50%	66.66%

(1) *Independent member.*

5.2.4. BOARD OF DIRECTORS' SKILLS MATRIX (EXCLUDING THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER)

The skills and expertise represented on the Board are consistent with the Group's business and growth strategy, as well as with the roles and responsibilities of the Board's Committees.

	Commerce Retail	Digital Technology Media	Finance	Real estate Asset management	Industry/ Transportation Tourism	Law	Social Responsibility	International experience	Senior management experience
Nathalie Andrieux[1]	x	x	x				x	x	x
Maud Bailly[1]	x	x			x		x	x	x
Thierry Billot[1]	x		x				x	x	x
Josseline de Clausade, representing Carpinienne de Participations[2]						x	x	x	x
Béatrice Dumurgier[1]	x	x	x		x			x	x
Christiane Feral-Schuhl[1][2]		x				x	x	x	
Franck Hattab, representing Foncière Euris[2]	x		x	x					x
Didier Lévêque, representing Finatis			x	x					x
Odile Muracciole, representing Euris[2]				x		x			x
Thomas Piquemal, representing Fimalac[2]		x	x	x	x			x	x
Alexis Ravalais, representing Matignon Diderot	x		x	x				x	x
David de Rothschild[3]			x					x	x
Frédéric Saint-Geours[2]	x		x		x		x	x	x

(1) Independent members.
(2) Term proposed for re-election at the 2023 Annual General Meeting.
(3) Term expires at the close of the 2023 Annual General Meeting.

The directorships, other positions and expertise of the members are described in detail below in section 5.4 "Information about corporate officers".

5.2.5. COMPOSITION OF THE BOARD OF DIRECTORS SUBMITTED TO THE 2023 ANNUAL GENERAL MEETING

	Expired term	Renewed term
Annual General Meeting of 10 May 2023	Christiane Féral-Schuhl(1) David de Rothschild Frédéric Saint-Geours Fimalac (Thomas Piquemal) Carpinienne de Participations (Josseline de Clausade) Euris (Odile Muracciole) Foncière Euris (Franck Hattab)	Christiane Féral-Schuhl(1) Frédéric Saint-Geours Fimalac (Thomas Piquemal) Carpinienne de Participations (Josseline de Clausade) Euris (Odile Muracciole) Foncière Euris (Franck Hattab)

(1) Independent member.

The terms of the following Directors expire at the close of the 2023 Annual General Meeting: Christiane Féral-Schuhl (Independent Director), David de Rothschild, Frédéric Saint-Geours, Fimalac (represented by Thomas Piquemal), Carpinienne de Participations (represented by Josseline de Clausade), Euris (represented by Odile Muracciole), and Foncière Euris (represented by Franck Hattab). David de Rothschild has informed the Board that he does not wish to be put forward for re-election.

Based on the recommendation of the Appointments and Compensation Committee, at the 2023 Annual General Meeting, the Board of Directors will therefore invite the shareholders to re-elect the following Directors for three-year terms: Christiane Féral-Schuhl, Frédéric Saint-Geours, Fimalac (represented by Thomas Piquemal), Euris (represented by Odile Muracciole) and Foncière Euris (represented by Franck Hattab). The Board will also invite the shareholders to re-elect Carpinienne de Participations (represented by Josseline de Clausade) for a two-year term, in order to ensure that Directors are re-elected on more of a rolling basis, as required under Article 16-I of the Company's Articles of Association. The staggering of Board members' terms will be more regular over the next three years, with four terms expiring in 2024 and in 2025, and five terms expiring in 2026.

The Directors' profiles are presented in section 5.4. "Information about corporate officers", below. Their skills and expertise are consistent with the Group's business and growth strategy, as well as with the roles and responsibilities of the Board's Committees. The time they make available to their directorship duties is clearly demonstrated in their rates of attendance at Board and/or Board Committee meetings (see section 5.5.5 below).

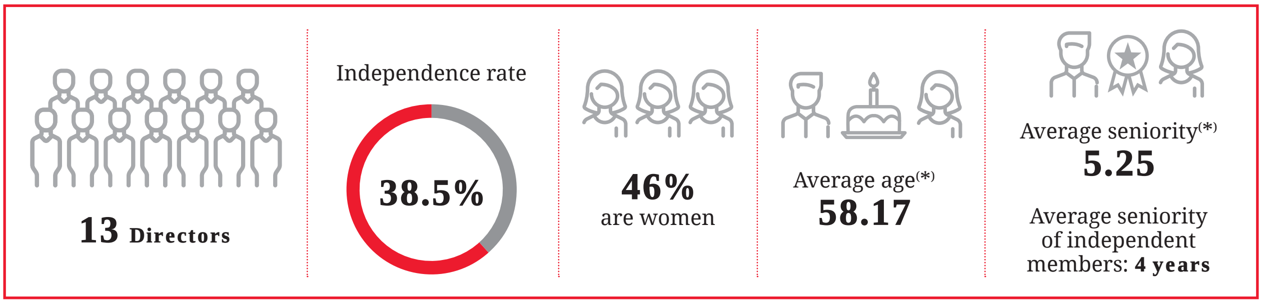
Diversity, independence and complementary skills and expertise of the Board as of the end of the 2023 Annual General Meeting

If the shareholders at the 2023 Annual General Meeting approve the proposed re-elections described above, the Board of Directors will be reduced to thirteen members at the close of that Meeting.

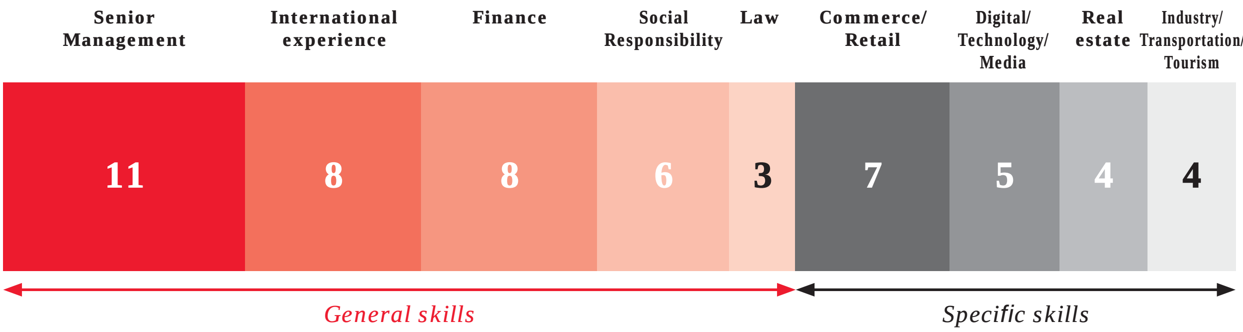
It would have five Independent Directors (i.e., 38.5%), two external Directors not qualifying as independent according to the criteria set out in the Afep-Medef Code, and six Directors representing the controlling shareholder who do not control a majority of votes on the Board of Directors.

46% of Board members (6/13) are women.

The Board of Directors' skills matrix and the analyses of the Directors' independence status at the close of the 2023 Annual General Meeting are set out in sections 5.2.4 and 5.2.6 respectively, and are also illustrated below.



(*) In years – Averages calculated at 31 December 2023 excluding the Chairman and Chief Executive Officer.



5.2.6. INDEPENDENT DIRECTORS

In accordance with Afep-Medef Code recommendations, during the annual review of its composition and of the proposed re-elections and election of Directors, the Board of Directors analysed the situation of its members based on the Appointments and Compensation Committee's work and recommendation.

Relying on the definition contained in the Afep-Medef Code, the Board considered that a Director is independent when he or she has no relationship of any kind whatsoever with the Company, its Group or the management of either that could compromise the independence of his or her judgement.

At the 9 March 2023 Board meeting, the independence of each Director serving on the Board after the 2023 Annual General Meeting (provided that all the proposed re-elections of Directors are approved) was assessed in relation to all of the independence criteria in the Afep-Medef Code. These eight criteria are as follows:

- criterion 1: not be an employee or executive corporate officer of the Company, or an employee, executive corporate officer, or Director of a company within the Company's consolidation scope, or of the Company's parent or a company within said parent's consolidation scope, and not have held any of said positions in the previous five years;
- criterion 2: not be an executive corporate officer of a company in which the Company holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive corporate officer of the Company (currently in office or having held such office for less than five years) is a Director;
- criterion 3: not be (or be related either directly or indirectly to anyone who is) a customer, supplier, investment banker or commercial banker material to the Company or its Group, or that generate a material portion of its business with the Company or the Group;
- criterion 4: not be related by close family ties to a corporate officer;
- criterion 5: not have been a Statutory Auditor of the Company during the previous five years;
- criterion 6: not have been a Director of the Company for more than 12 years (a Director no longer qualifies as independent once the 12-year threshold is reached);
- criterion 7: not be a non-executive corporate officer of the Company who receives variable compensation in cash or in the form of shares or any compensation linked to the performance of the Company or the Group;
- criterion 8: not be and not control or represent a shareholder that owns, either alone or together with others, over 10% of the shares or 10% of the voting rights at Company shareholders' meetings (beyond a 10% threshold in shares or voting rights, the Board, upon a report from the Appointments and Compensation Committee, should systematically review the qualification of a Director as independent in the light of the make-up of the Company's capital and the existence of a potential conflict of interest).

The Board has carefully reviewed material business ties, as it does each year (criterion 3), based on a multi-criteria analysis. When business flows or relationships have been identified between the Company or Group and companies in which Directors who qualify as independent hold positions or directorships, a number of qualitative and/or quantitative factors are generally taken into account by the Board to confirm their independence, including the non-materiality of the transactions for each of the parties, the fact that the Director does not hold an executive position within the company or group concerned or does not have a stake in managing the relationship and that the business relationship pre-dates his or her election to the Company's Board.

The Board of Directors has confirmed its analysis of the independence of Nathalie Andrieux, Christiane Féral-Schuhl, Maud Bailly and Béatrice Dumurgier and confirmed that none of them has any direct or indirect business ties with the Company or its Group that might compromise their freedom of judgement.

With regard to Thierry Billot, based on an analysis of various different criteria, the Board has concluded that the business ties between the Casino and Bel groups are unlikely to compromise his independence of judgement with respect to matters discussed by the Board, nor are they likely to give rise to conflicts of interest. The Board therefore considers that Thierry Billot qualifies as an Independent Director. The Board noted in particular that Thierry Billot serves on the Board of Directors of Bel as an Independent Director and does not hold any management position within the Bel organisation. In addition, Thierry Billot does not have any direct business ties with Casino, its Group or its management. He does not receive any compensation and has no personal interests in relation to the two groups' business ties and the contracts concerned. Under the organisation described above, Casino's purchase contracts are negotiated with suppliers by the Auxo Achats Alimentaires central purchasing unit set up as a joint venture with Intermarché. Thierry Billot is not a stakeholder and has no decision-making authority over the contracts underpinning the pre-existing, established business relationship on an arm's length basis between the Bel and Casino groups. There is no situation of financial dependence nor any exclusive arrangement of any kind between the parties.

Thierry Billot has stated that he is not exposed to any conflict of interest and that, should any conflict of interest arise, he would refrain from taking part in any Board discussion or decision involving either of these companies in accordance with the Board's Internal Rules.

As in prior years, Thomas Piquemal, representative and Deputy Chief Executive Officer of Fimalac, cannot be qualified as independent due to the fact that Jean-Charles Naouri sits on the Board of Directors of Fimalac and in view of the agreement entered into by Jean-Charles Naouri and Marc Ladreit de Lacharrière, Chairman and Chief Executive Officer of Fimalac (see Rallye press release dated 30 March 2020).

Six Directors would represent the controlling shareholder: Jean-Charles Naouri, Chairman and Chief Executive Officer, Josseline de Clausade, Odile Muracciole, Franck Hattab, Didier Lévêque and Alexis Ravalais. They do not hold the majority of votes on the Board of Directors.

The following table presents the Board of Directors' analysis of the independence status of each director who would sit on the Board as of the close of the 2023 Annual General Meeting:

Directors	Criterion 1	Criterion 2	Criterion 3	Criterion 4	Criterion 5	Criterion 6	Criterion 7	Criterion 8	Qualification
Nathalie Andrieux	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Maud Bailly	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Thierry Billot	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Béatrice Dumurgier	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Christiane Féral-Schuhl[(1)]	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Thomas Piquemal, representing Fimalac[(1)]	yes	no	yes	yes	yes	yes	yes	yes	Not Independent
Frédéric Saint-Geours[(1)]	yes	yes	yes	yes	yes	no	yes	yes	Not Independent
Jean-Charles Naouri	no	yes	yes	yes	yes	no	yes	no	Not Independent
Josseline de Clausade, representing Carpinienne de Participations[(1)]	no	yes	yes	yes	yes	yes	yes	no	Not Independent
Alexis Ravalais, representing Matignon Diderot	no	yes	yes	yes	yes	yes	yes	no	Not Independent
Didier Lévêque, representing Finatis	no	yes	yes	yes	yes	no	yes	no	Not Independent
Odile Muracciole, representing Euris[(1)]	no	yes	yes	yes	yes	yes	yes	no	Not Independent
Franck Hattab, representing Foncière Euris[(1)]	no	yes	yes	yes	yes	yes	yes	no	Not Independent

(1) Director proposed for re-election at the 2023 Annual General Meeting.

Five out of the 13 Directors serving on the Board of Directors would therefore qualify as independent – equivalent to 38.5% – which exceeds the threshold of one-third recommended by the Afep-Medef Code for controlled companies.

5.2.7. NON-VOTING DIRECTORS

The Board of Directors may propose the election of Non-Voting Directors. Non-Voting Directors, elected for three-year terms, attend Board meetings in an advisory capacity only. They express opinions or make observations that they deem appropriate. No more than five Non-Voting Directors can sit on the Board. The age limit for serving as a Non-Voting Director is 80. The Non-Voting Directors are subject to the same obligations as the other Directors with regard to keeping information confidential and abstaining from carrying out transactions involving Company securities, under the conditions set forth in the Company's Insider Trading Policy.

To date, the Board of Directors does not include any non-voting members.

5.3. *GOVERNANCE STRUCTURE*

5.3.1. THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Since the decision of the Board of Directors at its meeting of 21 March 2005 to combine the functions of Chairman of the Board of Directors and Chief Executive Officer and attribute them to the one person, said functions have been performed by Jean-Charles Naouri, controlling shareholder of the Group and the sole executive corporate officer of the Company.

After Jean-Charles Naouri was re-elected as a Director at the Annual General Meeting of 10 May 2022, the Board of Directors decided to maintain this combination of functions, as it was considered well suited to a company with a sole controlling shareholder, and to re-appoint Jean-Charles Naouri as Chairman and Chief Executive Officer on the unanimous recommendation of the Governance and Social Responsibility Committee and the Appointments and Compensation Committee and the unanimous opinion of the independent members.

The Board considers that the Group's strategic and financial challenges represent a compelling argument in favour of continuing to combine the roles of Chairman and Chief Executive Officer in a highly-competitive, fast-changing environment, as this governance structure makes decision-making processes more efficient by strengthening the link between strategic planning and implementation. The Independent Directors unanimously agreed that continuing to combine the positions of Chairman of the Board and Chief Executive Officer was in the Group's interests. They expressed the opinion that the strategic and financial challenges facing the Group require a unified approach that can undeniably best be provided by the Chairman and Chief Executive Officer.

Balanced governance

In accordance with the Chairman and Chief Executive Officer's wishes, Senior Management's powers were restricted and an Independent Lead Director was elected to ensure, in particular, that the combined duties of Chairman of the Board of Directors and Chief Executive Officer are performed in compliance with the principles of sound governance. The role of Lead Director was created on 11 May 2012 and has been fulfilled since then by an Independent Director (see section 5.3.3 below).

Specific measures to ensure balanced governance

The sound practices favouring balanced governance are listed in the Board's Internal Rules. These practices are mainly the following:

- the existence of specialised Committees that prepare the Board's work and the chairmanship of which is entrusted to an Independent Director: the Audit Committee, the Appointments and Compensation Committee, and the Governance and Social Responsibility Committee;
- compliance with the Afep-Medef Code's recommendations concerning the proportion of Independent Directors on the Board of Directors and on the Committees;
- monitoring of significant or strategic transactions, or the study of specific matters, entrusted to the Audit Committee or ad hoc committees consisting of independent directors who may seek advice from independent experts;
- holding a meeting of independent members at least once a year to discuss any subject. These meetings, chaired by the Independent Lead Director, provide an opportunity to conduct an annual review of the Board's practices and procedures and to monitor implementation of the suggestions resulting from the review;
- the Independent Lead Director's work in preventing and managing conflicts of interest and his or her role *vis à vis* independent members;
- the restrictions on the powers of the Chairman and Chief Executive Officer (see section 5.3.2 below) and the practice of systematically submitting significant transactions for the Group to the Board and its Audit Committee for review;
- implementing procedures to strictly manage conflicts of interest, the ability of the Governance and Social Responsibility Committee to examine any exceptional issue that could potentially give rise to a conflict of interest and the procedure for reviewing agreements between related parties, entrusted since 2015 to the Audit Committee in addition to the review of related-party agreements and related independent expert advice issued in that respect; the Committee also performs an annual review and an assessment of so-called "arm's length" agreements entered into by the Company (since 2019) (see section 5.5.6 "Rules of conduct – Conflicts of interest – Protection of minority shareholders", below);
- periodic review of the Board's internal rules and the Committees' charters, and modification of their provisions, where required.

As part of these good practices, following the initiation of safeguard proceedings at the Company's parent companies (Rallye, Foncière Euris, Finatis and Euris) and on the recommendation of the Governance and Social Responsibility Committee, in 2019, the Board of Directors decided to ask the Governance and Social Responsibility Committee, whose membership was expanded for this specific purpose to include all the Independent Directors, to carry out a temporary assignment, which consisted in regularly informing the Board of the developments in the safeguard proceedings and the preparation of the safeguard plans, examining the impacts on Casino and ensuring that Casino's corporate interests were protected in the context of the safeguard proceedings (see sections 5.5.2, 5.5.3 and 5.5.6 below).

5.3.2. RESTRICTIONS ON THE POWERS OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER – POWERS OF THE BOARD OF DIRECTORS

Article L. 225-56 of the French Commercial Code gives the Chairman and Chief Executive Officer unlimited powers to act on the Company's behalf in all circumstances. He exercises his powers within the scope of the corporate purposes and subject to those powers specifically vested by law in the shareholders at shareholders' meetings or in the Board of Directors. The Chief Executive Officer represents the Company in its dealings with third parties.

Consistent with the principles of sound corporate governance, the Chairman wished certain management transactions to be submitted to the Board for prior approval in view of the type of transaction and/or the amounts involved. Thresholds have been fixed so as to reserve the most significant transactions for the Board of Directors, in accordance with law and the principles of good corporate governance.

Specifically, the Chairman and Chief Executive Officer is required to obtain the Board's prior authorisation for the following:

- transactions that could potentially affect the strategy of the Company and its controlled subsidiaries, their financial structure or scope of business, particularly the execution or termination of industrial and commercial agreements that could significantly impact the Group's future development;
- transactions valued individually at over €500 million, including but not limited to:
  - investments in securities and immediate or deferred investments in any company or business venture,
  - contributions or exchanges of assets, with or without additional compensation, concerning goods, rights or securities,
  - acquisitions of real property or property rights,
  - purchases or sales of receivables, acquisitions or divestments of goodwill, or other intangible assets,
  - issues of securities by directly or indirectly controlled companies,
  - granting or obtaining loans, borrowings, credit facilities or short-term advances,
  - transactions or compromises to settle legal disputes,
  - disposals of real property or real property rights,
  - full or partial divestments of equity interests,
  - constitution of collateral and guarantees.

As an exception to the above rules, the Chairman and Chief Executive Officer may, on an exceptional basis and after obtaining the opinion of the Audit Committee, carry out any transaction valued at no more than 15% of consolidated equity as measured at the previous year-end. The Chairman and Chief Executive Officer reports on any such transaction at the next Board meeting.

These provisions apply to transactions carried directly by the Company and by all entities the Company directly or indirectly controls, except for intragroup transactions.

In addition, the Chairman and Chief Executive Officer is also given specific authorisations each year to issue sureties, collateral and guarantees and carry out financing transactions. These authorisations are renewed each year on the recommendation of the Governance and Social Responsibility Committee. They were most recently renewed in the fourth quarter of 2022 for 2023.

Under these authorisations, the Chairman and Chief Executive Officer may grant liens or security interests, collateral, or guarantees to third parties in the Company's name, subject to a maximum annual limit of €1.5 billion and a maximum limit per commitment of €500 million.

The Chairman and Chief Executive Officer may negotiate and/or renew or extend loans, confirmed credit lines and all syndicated and non-syndicated financing agreements subject to a maximum annual limit of €3.5 billion per year and a maximum limit per transaction of €500 million.

To cover seasonal needs, he or she may also negotiate, implement, roll over and extend short-term advances up to a maximum amount of €1 billion.

The Chairman and Chief Executive Officer may issue bonds or any debt securities other than commercial paper, including under the EMTN programme (joint programme for the Company and its subsidiary Casino Finance) or otherwise, subject to a ceiling of €3.5 billion, determine the terms and conditions of any such issue and carry out all related market transactions. He or she may also issue commercial paper subject to a ceiling of €2 billion.

He or she is also authorised to repurchase debt securities issued in an annual nominal amount of €1 billion and determine the terms and conditions thereof.

As well as these specific annual authorisations, the Chairman and Chief Executive Officer may act in the Company's name to guarantee all commitments given by Casino Finance on behalf of third parties in respect of:

- bond issues, including those as part of an EMTN programme (joint programme for the Company and its subsidiary Casino Finance), and/or commercial paper, and/or short-term debt securities, as well as loans, confirmed credit lines, financings and short-term advance facility agreements, within the limit of the same specific caps per transaction and per year as fixed above for annual authorisations of the aforementioned loans;
- foreign exchange transactions and derivative instruments associated with an ISDA or FBF Master Agreement entered into by Casino Finance, subject to a ceiling of €100 million per bank and within the limit of a total of €1.2 billion.

5.3.3. ROLE OF THE LEAD DIRECTOR

In accordance with Article 13 of the Board of Directors' Internal Rules, the Lead Director is elected from among the independent members of the Governance and Social Responsibility Committee on the proposal of the Chairman and Chief Executive Officer and upon review by the Appointments and Compensation Committee.

The Lead Director is responsible for ensuring that the combination of the roles of Chairman and Chief Executive Officer does not have an adverse impact on the proper functioning of the Board, for example regarding the information given to Directors, the inclusion of items on the agenda of Board meetings and the organisation of Board discussions and votes. The Lead Director also plays an essential role in preventing and managing conflicts of interest.

Thierry Billot, Independent Director, has served as Lead Director since 12 October 2021.

Since 10 May 2022, he has chaired the Audit Committee, which is also responsible for examining or monitoring material or strategic transactions and examining specific issues, as well as – since 2015 – reviewing the agreements between related parties and – since 2019 – performing an annual review of so-called "arm's length" agreements entered into by the Company (see sections 5.5.3 (Audit Committee) and 5.5.6 "Rules of conduct – Conflicts of interest – Protection of minority shareholders").

He is also a member of the Governance and Social Responsibility Committee, which he chaired until 10 May 2022, responsible for monitoring and implementing best governance practices, and may submit to the Committee any issues that arise during the performance of his duties as Lead Director. He may attend meetings of Committees of which he is not a member and have access to all their work and to information that is made available to them.

He chairs meetings of Independent Directors (executive sessions), which provide an opportunity to discuss any subjects they may suggest and to conduct an annual review of the functioning of the Board.

Accordingly, he acts as guarantor of the sound governance and independence of the Board of Directors. He ensures the balance of power and the protection of minority interests.

In addition, every year, since 2019, the Board has been tasking the Lead Director with engaging in dialogue with investors and voting consultants on corporate governance issues.

The activity reports of the Lead Director for 2022 are presented on pages 450 and 451 (see section 5.5.4 below).

5.3.4. EXECUTIVE COMMITTEE AS OF 9 MARCH 2023

Under the authority of the Chairman and Chief Executive Officer, the Executive Committee is responsible for the day-to-day management of the Group's operations. It implements the Group's strategy as defined by the Board of Directors and the Chief Executive Officer. Responsible for strategic thinking, as well as coordinating, sharing, and monitoring cross-functional projects, including on societal and environmental matters, it ensures that action plans implemented by all its subsidiaries and operating divisions are consistent with one another and, in that respect, can take any necessary decisions. It monitors the Group's results, financial ratios, financial and non-financial performance indicators, and draws up the Group's overall business plans. The Committee meets once a month.

The Executive Committee has 16 members, including the Chairman and Chief Executive Officer, the Chief Executive Officers of the Group's main subsidiaries and Directors of the corporate functions:

- Jean-Charles Naouri, Chairman and Chief Executive Officer;
- Guillaume Appéré, General Secretary and Executive Committee Secretary;
- Magali Daubinet-Salen, Chief Operating Officer of Distribution Casino France;
- Hervé Daudin, Executive Director, Merchandise and Chairman of Achats Marchandises Casino;
- Vincent Doumerc, Chief Executive Officer of Franprix;
- Marie Even, Chief Operating Officer of Cdiscount;
- Carlos Mario Giraldo Moreno, Chief Executive Officer of Grupo Éxito (Colombia);
- Emmanuel Grenier, Executive Director, E-commerce;
- Raphaële Hauzy, Director of Human Resources France;
- Nicolas Joly, Group M&A Project Director and Chairman of Casino Immobilier;
- Julien Lagubeau, Chief Operating Officer;
- David Lubek, Group Chief Financial Officer;
- Matthieu Riché, Director of CSR and Engagement;
- Tina Schuler, Chief Executive Officer of Casino Banners and Chair of Distribution Casino France;
- Guillaume Sénéclauze, Chairman of Monoprix and Chairman of Naturalia;
- Stéphanie Zolesio, Chief Executive Officer of Casino Immobilier.

As of 9 March 2023, 31% of the Group Executive Committee members were women.

Gender balance on management committees and diversity in the most senior management positions

The Group's long-standing human resources development policies, covering such areas as hiring, training, support, mentoring, career management and cross-functional mobility, are designed to foster and develop diverse potentials, without discriminating against potential candidates – women in particular – in order to prepare succession plans to take over from Senior Management when the time comes.

All of the initiatives deployed each year aim notably to improve, over time, the gender balance on the Business Units' management committees and in the Group Executive Committee.

Senior Management tracks the main indicators concerning the women employed in the Business Units in order to ensure that gender balance and fairness are embedded in career advancement opportunities. The indicators are consolidated as of 30 June and 31 December of each year. The indicators notably measure the change in the proportion of top management positions (corresponding to the top two levels in the management hierarchy represented by senior executives and Senior Management) held by women and the proportion of women members of the management committees in France.

Concerning gender balance at Senior Management level, the Group has set a target of 36% of top management positions in France being held by women by the end of 2023, with a minimum of 34.5%. Improved gender balance on the Group Executive Committee and the Management Committees of the Business Units in France will help the Group meet this objective. This Senior Management gender balance objective is one of the two CSR performance criteria included in the long-term incentive (LTI) plans (2021-2023 three-year incentive plans) for the Chairman and Chief Executive Officer and Senior Management decided by the Board of Directors in 2021. For the 2022-2024 and 2023-2025 LTIs, the objective has been raised to 38% women in top management positions in France by the end of 2024 (with a minimum of 36.5%) and 40% by the end of 2025, with a 2025 minimum of 38.5% corresponding to the 2024 objective plus 0.5 points (see Chapter 6).

The action plans were supplemented during 2022 with the renewal of the "women-only talent committees" created by the Group Executive Committee in 2020 to identify talented women capable of taking on greater responsibilities in the short to medium term and increase the proportion of women in top management positions more rapidly. Various other initiatives were launched or stepped up in 2022, such as the appointment of women to top management positions, the creation of talent pools, training and development plans (piloting a training programme to encourage women's career development, irrespective of their socio-professional background (the "SI ELLES" pathway), coaching and mentoring plans, awareness-raising initiatives and actions to promote gender diversity). These action plans have helped maintain a significant proportion of women in top management positions in 2022.

All of these initiatives and the results obtained are monitored and discussed annually by the Board of Directors and its Committees, as part of their review of the gender equality policy and the Group's succession plans.

At 31 December 2022, the proportion of women in top management positions was 35.3% (compared with 36% at end-2021, 32% at end-2020 and 28.9% at end-2019). This is above the target that was set by the Board of Directors in the 2020-2022 LTI three-year plan, namely that 34% of the Group's top management posts should be held by women by 31 December 2022.

At 31 December 2022, five of the 15 members of the Group Executive Committee were women, i.e., 33.3% (5/15) versus 28.6% (4/14) at end-2021 and 25% at end-2020. Within the management group represented by the Group Executive Committee and the Management Committees of the Business Units in France, the proportion of women was 36.4% at 31 December 2022 versus 35.5% at 31 December 2021.

These indicators provide a basis for assessing the results of efforts to increase the proportion of women holding Senior Management positions in France as of 31 December 2022.

The management teams are actively pursuing existing programmes and implementing new action plans aimed at increasing the proportion of women in the Group's talent pools, which represent an essential stepping stone towards improved gender balance at Senior Management level.

The quality of the Group's gender equality policy has been officially recognised in France and Latin America and in the 7 places gained by Casino in the SBF 120 gender equality ranking published in November 2022. Concerning the compensation index, Casino Group's weighted average Workplace Equality Index score in 2023 based on 2022 data was 94/100, up 2 points on the 92/100 score it achieved in 2022 based on 2021 data (for 34 French entities of Casino Group that were included in the calculation), and representing 19 points more than the statutory minimum score of 75/100.

5.4. *INFORMATION ABOUT CORPORATE OFFICERS*

Jean-Charles Naouri

Chairman and Chief Executive Officer

Born: 8 March 1949
Nationality: French
Business address: 1, cours Antoine Guichard – 42000 Saint-Étienne, France
Number of Casino shares held: 376

Profile

A graduate of *École normale supérieure* (majoring in Science), Harvard University and *École nationale d'administration*, Jean-Charles Naouri, an *Inspecteur général des finances*, began his career at the French Treasury. He was appointed Chief of Staff for the Minister of Social Affairs and National Solidarity in 1982, then Chief of Staff for the Minister of the Economy, Finance and Budget in 1984. In 1987, he founded Euris, which became the controlling shareholder of Rallye in 1991 and then of Casino in 1998. Jean-Charles Naouri has been Chairman and Chief Executive Officer of Casino since March 2005.

Main executive positions

Chairman and Chief Executive Officer of Casino, Guichard-Perrachon (listed company)
Chairman of Euris SAS

Directorships and other positions held within Casino, Guichard-Perrachon

Position/Duties	Date of appointment	End of term of office
Director	4 September 2003	AGM to be held in 2025
Chairman of the Board of Directors	4 September 2003	AGM to be held in 2025
Chief Executive Officer	21 March 2005	AGM to be held in 2025

Other current directorships and positions

Within Casino Group/Euris

- Chairman of the Board of Directors and Director of Rallye (listed company);
- Chairman of Euris Holding and Financière Euris;
- Chairman and Member of the Board of Directors of Companhia Brasileira de Distribuição (listed company – Brazil);
- Chairman and Member of the Board of Directors of Sendas Distribuidora SA (Assaí – listed company – Brazil);
- Vice-Chairman and Director of Fondation d'Entreprise Casino;
- Chairman of Fondation Euris.

Outside Casino Group/Euris

- Director and Member of the Selection, Appointments and Compensation Committee of Fimalac;
- Honorary Chairman of Institut de l'École normale supérieure.

Directorships and positions held in the past five years (now ended)

- Member and Chairman of the Supervisory Board of GreenYellow (SAS) – 2022

Nathalie Andrieux

Independent Director

Born: 27 July 1965
Nationality: French
Business address: 171, rue de l'Université – 75007 Paris, France
Number of Casino shares held: 865

Profile

Nathalie Andrieux is a graduate of *École supérieure d'informatique* (Sup'Info) and ESCP Europe. She joined the La Poste group (French Postal Service) in 1997, was appointed Chief Executive Officer of Média Poste in 2004 and Chair of the Board in 2009. She became Chair of the Board of La Poste Numérique in 2012, a position she held until March 2015. Previously, she held various positions in the Banque Populaire group, Casden (1993-1997) and Bred (1990-1993). In April 2018 she was appointed Chief Executive Officer of Geolid, a communication and digital referencing company and served as Chair and Chief Executive Officer of that company from May 2019 until December 2022.

Main executive position

Director of various companies

Directorships and other positions held within Casino, Guichard-Perrachon

Position/Duties	Date of appointment	End of term of office
Independent Director	12 May 2015	AGM to be held in 2024
Member of the Appointments and Compensation Committee	7 July 2015	AGM to be held in 2024
Member of the Governance and Social Responsibility Committee	15 May 2018	AGM to be held in 2024
Chair of the Governance and Social Responsibility Committee	10 May 2022	AGM to be held in 2024

Other current directorships and positions

Outside Casino Group/Euris

- Director of Topco GB (Burger King group)

Directorships and positions held in the past five years (now ended)

- Chair and Chief Executive Officer of Geolid – 2022;
- Member of the Supervisory Board and Member of the Audit Committee of Lagardère (listed company) – 2020;
- Chair of the Board of Directors of ENSCI-Les Ateliers – 2019;
- Non-executive member of the Strategy Committee of Groupe Open (listed company) – 2019;
- Director, Member of the Strategy Committee and Chair of the Governance and CSR Committee of Inetum (formerly GFI Informatique) – 2022;
- Chair of the Appointments and Compensation Committee of Casino, Guichard-Perrachon (listed company) – 2022.

Maud Bailly

Independent Director

Born: 14 January 1979
Nationality: French
Business address: 82, rue Henry Farman – 92130 Issy-les-Moulineaux, France
Number of Casino shares held: 503

Profile

After graduating from *École normale supérieure de Lettres et Sciences Humaines* (2003), *Institut d'Études Politiques de Paris* (2004) and *École nationale d'administration* (2007), Maud Bailly began her career with the French government's General Finance Inspectorate, where she carried out various audit engagements in France and abroad, notably for the World Bank and the International Monetary Fund. In 2011, she joined the SNCF, where she served as Director of Paris Montparnasse station and Deputy Director of TGV product coordination for the Paris Rive Gauche area (2011-2014) and then Director of Trains (2014-2015). In 2015, she was appointed Head of the economic department at the French Prime Minister's Office, responsible for budget, tax, industrial and digital affairs. In 2017, she joined the AccorHotels Group as Chief Digital Officer, sitting on the Executive Committee, in charge of Distribution, Sales, Data, Information Systems and the Customer Experience. In October 2020, she became CEO Southern Europe, heading up the Accor group's operations in seven countries (France, Spain, Italy, Portugal, Greece, Malta and Israel). Since 1 January 2023, she has been CEO of the operating entity that combines the Sofitel, Sofitel Legend, MGallery and Emblems brands worldwide. Maud Bailly also lectures in management and organisational transformation.

Main executive position

CEO Sofitel, Sofitel Legend, MGallery and Emblems of the Accor Group (listed company)

Directorships and other positions held within Casino, Guichard-Perrachon

Position/Duties	Date of appointment	End of term of office
Independent Director	12 May 2021	AGM to be held in 2024
Member of the Appointments and Compensation Committee	11 June 2021	AGM to be held in 2024
Chair of the Appointments and Compensation Committee	10 May 2022	AGM to be held in 2024

Other current directorships and positions

Outside Casino Group/Euris

- Member of the Supervisory Board of Babilou Family;
- Member of the Board of Directors of the GL Events group (listed company).

Directorships and positions held in the past five years (now ended)

None.

Thierry Billot

Independent Director

Born: 20 February 1955
Nationality: French
Business address: 6, avenue de Camoëns – 75116 Paris, France
Number of Casino shares held: 856

Profile

Thierry Billot is a graduate of the ESCP Europe business school. He began his career as an auditor with the independent audit firm Peat Marwick Mitchell. In late 1982, he joined the Pernod Ricard group as an internal auditor before being appointed Head of Financial Services and then Group Chief Financial Officer in 1986. He became Chairman & Chief Executive Officer of Pernod Ricard USA in 1992 and led the group's entry into the Americas region. In 1997, he returned to France to take up the post of Chairman & Chief Executive Officer of Pernod and then in 2002 was named Chairman & Chief Executive Officer of Pernod Ricard EMEA. In 2008, he joined Senior Management as Deputy Chief Executive Officer of the Pernod Ricard group, in charge of its brand portfolio, strategic plan, marketing department and manufacturing department, and served in this post until 2015.

Main executive position

Director of various companies

Directorships and other positions held within Casino, Guichard-Perrachon

Position/Duties	Date of appointment	End of term of office
Independent Director	12 May 2021	AGM to be held in 2024
Lead Director	12 October 2021	AGM to be held in 2024
Member of the Governance and Social Responsibility Committee	11 June 2021	AGM to be held in 2024
Member of the Audit Committee	11 June 2021	AGM to be held in 2024
Chair of the Audit Committee	10 May 2022	AGM to be held in 2024

Other current directorships and positions

Outside Casino Group/Euris

- Lead Independent Director, Bel group (listed company);
- Member of the Supervisory Board, member of the Appointments and Compensation Committee and Chairman of the Audit Committee of Unibel (the holding company that controls the Bel group).

Directorships and positions held in the past five years (now ended)

- Director of Neoma Business School;
- Chair of the Governance and Social Responsibility Committee of Casino, Guichard-Perrachon (listed company) – 2022.

Béatrice Dumurgier

Independent Director

Born: 14 November 1973
Nationality: French
Business address: 24, rue Toulouse Lautrec – 75017 Paris, France
Number of Casino shares held: 650

Profile

Béatrice Dumurgier is a graduate of *École Polytechnique* (1997) and *Corps des Ponts et Chaussées* (2000) and holds a Master of Science from the Massachusetts Institute of Technology (Boston, 2000). She began her career at McKinsey in France and the United States and then in 2000 went on to join the Paris Club in the Treasury Department of the French Ministry of Finance and subsequently the French government's investment agency (*Agence des Participations de l'État*). In 2004, she joined Cetelem – BNP Paribas' consumer credit subsidiary – as Head of M&A and Strategy (2004-2007). She then served in the following posts at BNP Paribas: Secretary of the Group Executive Committee (2007-2010), Head of Region for the French Retail Network (2010-2012) and Chief Operating officer of BNP Paribas Retail Banking, where she drove the digital transformation of retail banking activities (2012-2016). From 2016 to 2019 she was Chief Executive Officer of BNP Paribas Personal Investors, BNP Paribas' online brokerage services business line, operating in Europe and India. Béatrice Dumurgier joined BlaBlaCar in 2019 as Chief Operating Officer, sitting on the Executive Committee, and Chief Executive Officer of BlaBlaBus. She held these posts until early 2021, before joining BlackFin Capital Partners as Senior Advisor. Since September 2022, she has served as Deputy Chief Executive Officer of Believe SA.

Main executive position

Deputy Chief Executive Officer of Believe (listed company)

Directorships and other positions held within Casino, Guichard-Perrachon

Position/Duties	Date of appointment	End of term of office
Independent Director	12 May 2021	AGM to be held in 2024
Member of the Audit Committee	11 June 2021	AGM to be held in 2024

Other current directorships and positions

Outside Casino Group/Euris

- Director of SPAC Transition (listed company);
- Director of Peugeot Invest (listed company);
- Member of the French American Foundation;
- Member of Club Choiseul.

Directorships and positions held in the past five years (now ended)

- Director of SNCF Mobilités – 2019;
- Chief Executive Office of BNP Paribas Personal Investor – 2019;
- Chair of the Board of Directors of Sharekhan – a BNP Paribas Personal Investors subsidiary based in India – 2019;
- Chief Operating Officer of BlaBlaCar and Chief Executive Officer of BlaBlaBus – 2021;
- Senior Advisor to BlackFin Capital Partners – 2022.

Christiane Féral-Schuhl

Independent Director

(proposed for re-election)

Born: 21 May 1957
Nationality: French and Canadian
Business address: 24, rue Erlanger – 75016 Paris, France
Number of Casino shares held: 1,000

Profile

Member of the Paris Bar (since 1981) and the Quebec Bar (since 2016), Christiane Féral-Schuhl holds a degree from *Université de Paris II* (*maîtrise en Droit des affaires* – Masters in Business Law). She joined the international law firm Serrero, Giroux & Buhagiar before moving to Huglo-Lepage. In 1988, with Bruno Grégoire Sainte-Marie, she founded FG Associés, a firm specialising in the law relating to new technologies. In 1998, they and their team joined Salans to form the IT department (Informatics, Technologies and Communication) of the international firm's Paris office. In 2006, they decided to create a specialised firm, Féral-Schuhl/Sainte-Marie, ranked for more than ten consecutive years as a "go-to firm" and "leading firm" in professional reference guides and rated several times as "IT Law Firm of the Year in France".

Christiane Féral-Schuhl holds specialisation certificates in the law relating to new technologies, computers/information systems and communication and in intellectual property law. Her particular areas of practice are IT, internet, media and telecommunications law. She also acts as mediator, arbitrator, and cyber-arbitrator.

Christiane Féral-Schuhl served as President (*Bâtonnier*) of the Paris Bar in 2012 and 2013 (25,000 attorneys), and Chair of the National Bar Council (*Conseil National des Barreaux*) from 2018 to 2020 (71,000 attorneys).

She was a member of the *Haut Conseil à l'égalité entre les femmes et les hommes* (HCEfh) (High Commission for Gender Equality) (2013-2015), Co-Chair of the *Commission parlementaire de réflexion et de propositions ad hoc sur le droit et les libertés à l'âge du numérique* (ad hoc Parliamentary Commission to Develop Proposals on Law and Privacy in the Digital Age) (2014-2015) and member of the *Conseil supérieur des tribunaux administratifs et des cours d'appel administratives* (CSTA CAA) (Superior Council of Administrative Courts and Administrative Courts of Appeal) (2016-2017).

Author of *Cyberdroit: le droit à l'épreuve de l'Internet* (Dalloz Praxis – 8th edition, 2020) (Cyberlaw: the Challenge to Law Represented by the Internet), a reference work in all areas dealing with digital technology and the digital economy, she has also published numerous articles in the specialist press and taken part in numerous discussions and conferences on issues relating to new technologies. She has received many professional distinctions.

Main executive positions

Lawyer admitted to the Paris Bar and the Quebec Bar
Paris Court of Appeal Mediator
Mediator accredited with the Centre for Mediation and Arbitration of Paris (*Centre de Médiation et d'Arbitrage de Paris* – CMAP)
Mediator accredited with the World Intellectual Property Organisation (WIPO)
Mediator in civil, commercial and labour law accredited with the Quebec Bar

Directorships and other positions held within Casino, Guichard-Perrachon

Position/Duties	Date of appointment	End of term of office
Independent Director	5 May 2017	AGM to be held in 2023
Member of the Governance and Social Responsibility Committee	15 May 2018	AGM to be held in 2023

Other current directorships and positions

Within and outside Casino Group/Euris

None.

Directorships and positions held in the past five years (now ended)

- Member of the Management Committee of the CARPA – 2020;
- President of the French National Bar Council (*Conseil National des Barreaux*) – 2020.

David de Rothschild

Director

(not put forward for re-election)

Born: 15 December 1942
Nationality: French
Business address: 23 bis, avenue de Messine – 75008 Paris, France
Number of Casino shares held: 400

Profile

David de Rothschild ran the Rothschild & Co SCA group (formerly Paris-Orléans) from 2003 to 2018. In May 2018, he was named Chairman of the Supervisory Board of Rothschild & Co SCA in connection with a succession plan whereby his son Alexandre de Rothschild succeeded him as Chairman of Rothschild & Co Gestion SAS, the Managing General Partner of Rothschild & Co SCA. He is a descendant of Mayer Amschel Rothschild, founder of the Rothschild dynasty, and of Baron James de Rothschild, who created Banque Rothschild Frères in Paris in 1812. David de Rothschild has worked in banking for over 40 years, gaining experience in the various branches of the family business. After Banque Rothschild Frères was nationalised in 1981, David de Rothschild and his cousin Eric de Rothschild were authorised to create a new Rothschild bank in France in 1986. In 2003, David and Eric de Rothschild agreed to a plan to merge the family's UK and French businesses, leading in 2008 to the creation of the family holding company Rothschild & Co Concordia SAS. David de Rothschild is a graduate of *Institut d'études politiques de Paris*.

Main executive position

Honorary Chairman of the Supervisory Board of Rothschild & Co.

Directorships and other positions held within Casino, Guichard-Perrachon

Position/Duties	Date of appointment	End of term of office
Director	4 September 2003	AGM to be held in 2023

Other current directorships and positions

Outside Casino Group/Euris

- Chief Executive Officer, Vice-Chairman of the Board of Directors of Rothschild & Co Concordia;
- Chairman of Financière de Reux;
- Member of the Board of Directors of Béro;
- Sole Director of GIE Sagitas;
- Legal Manager of Rothschild Ferrières and Société Civile du Haras de Reux.

Directorships and positions held in the past five years (now ended)

- Chairman of the Board of Directors of Rothschild & Co – 2022;
- Sole Director of GIE Five Arrows Messieurs de Rothschild Frères – 2022;
- Member of the Supervisory Board of Banque Martin Maurel – 2021;
- Chairman of Paris Orléans Holding Bancaire (POHB) – 2019, Rothschild & Co Concordia – 2018, Rothschild & Co Gestion – 2018, Rothschild Martin Maurel Associés – 2018, RCI Partenaires – 2019, RCG Partenaires – 2019, SCS Holding – 2020, Rothschild & Co Commandité – 2020, Cavour – 2020, Verdi – 2020, Aida – 2020, Financière Rabelais – 2020 and Financière de Tournon – 2020;
- Legal Manager of RCB Partenaires – 2018, Rothschild & Cie – 2018, Rothschild Martin Maurel – 2018, Béro – 2020, SCI 2 Square Tour Maubourg – 2021, SCI 38 Bac (formerly SCI 66 Raspail) – 2021 and Acadie AA1 – 2021;
- Chairman of Rothschild & Co Europe BV (Netherlands) – 2019;
- Member of the Board of Directors of Continuation Investments NV (Netherlands) – 2018;
- Permanent Representative of Rothschild & Co Gestion, Managing Director of RCB Gestion – 2018;
- Member of the Appointments and Compensation Committee of Casino, Guichard-Perrachon (listed company) – 2022.

Frédéric Saint-Geours

Director

(proposed for re-election)

Born: 20 April 1950
Nationality: French
Business address: Campus Étoiles – 2 place aux Étoiles – 93200 La Plaine Saint-Denis, France
Number of Casino shares held: 1,400

Profile

Frédéric Saint-Geours has a degree in Economics, is a graduate of *Institut d'études politiques de Paris* and an alumnus of *École nationale d'administration*. He joined PSA Peugeot Citroën Group in 1986 after a career at the Ministry of Finance and in the offices of the President of the National Assembly and the Secretary of State for the Budget (1975-1986). After serving as Deputy Chief Financial Officer of PSA Group from 1986 to 1988, he became Chief Financial Officer of the Group in 1988. From 1990 to 1997, he was Deputy Chief Executive Officer of Automobiles Peugeot, becoming Chief Executive Officer in early 1998. He was a member of the Management Board of PSA Peugeot Citroën from July 1998 to December 2007. In January 2008, he was appointed Advisor to the Chairman of the Management Board of PSA Peugeot Citroën and member of the Management Committee. He was Chairman of the UIMM trade federation from 20 December 2007 until 2014. As from 2009, he was successively a member of the Management Board of Peugeot SA, Chief Financial Officer and Head of Strategy for the PSA Peugeot Citroën Group, then head of the Peugeot and Citroën brands and Special Advisor to the Chairman of the Management Board of PSA Peugeot Citroën. In September 2013, he was appointed Chairman of Groupe des Fédérations Industrielles. In November 2014, France's Council of Ministers appointed him as Chairman of the Supervisory Board of SNCF, an appointment that was renewed in July 2015 and that expired on 31 December 2019. From April 2016 to November 2017, he served as Vice-Chairman of the French National Industry Council (*Conseil National de l'Industrie*).

Main executive position

Director of various companies

Directorships and other positions held within Casino, Guichard-Perrachon

Position/Duties	Date of appointment	End of term of office
Director	31 May 2006	AGM to be held in 2023
Member of the Audit Committee	31 May 2006	AGM to be held in 2023
Member of the Governance and Social Responsibility Committee	7 July 2015	AGM to be held in 2023

Other current directorships and positions

Outside Casino Group/Euris

- Director and Vice-Chairman of the Board of Directors of SNCF;
- Director of BPIFrance Investissement and BPIFrance Participations.

Directorships and positions held in the past five years (now ended)

- Member and Chairman of the Supervisory Board of SNCF – 2019;
- Chair of the Audit Committee of Casino, Guichard-Perrachon (listed company) – 2022.

Société Carpinienne de Participations

Director

(proposed for re-election)

A French *société anonyme* (joint stock company) with share capital of €4,786,635
Registered headquarters: 103, rue La Boétie – 75008 Paris, France
768 801 243 Trade and Companies Registry Paris
Number of Casino shares held: 400

Directorships and other positions held within Casino, Guichard-Perrachon

Position/Duties	Date of appointment	End of term of office
Director	28 July 2021	AGM to be held in 2023

Other current directorships and positions

Within Casino Group/Euris

- Director of Foncière Euris (listed company)

Directorships and positions held in the past five years (now ended)

None.

Josseline de Clausade

Permanent representative of Carpinienne de Participations since 28 July 2021

First elected 17 June 2020

Born: 19 February 1954
Nationality: French
Business address: 123, quai Jules Guesde – 94400 Vitry-sur-Seine, France
Number of Casino shares held: 432

Profile

A graduate of *École nationale d'administration* and *Institut d'études politiques de Paris* with a Masters degree in applied economics from the University of Paris IX-Dauphine, Josseline de Clausade has served as an advisor to the Chairman and Chief Executive Officer of Casino Group since 2012. A member of the *Conseil d'état*, France's highest administrative body, where she held positions including *Rapporteur public* (1986-1990) and *Rapporteur général* (2005-2007), Josseline de Clausade has been chief of staff of the French Deputy Minister of Foreign Affairs (1992-1993), a diplomat at the Permanent Representation of France to the European Union (1993-1996), cabinet advisor on scientific, technical and cultural cooperation, as well as on the promotion of the French language for the French Minister of Foreign Affairs Hubert Védrine (1997-2000), and Consul General of France in Los Angeles (2000-2002). She has also been *Rapporteur général* for the Attali Commission to promote growth in France (2007-2008) and Compliance Director at the Areva group (2008-2011), responsible for audit, internal control and governance. She is a member of the France-Colombia Strategy Council set up by the presidents of those two countries in 2015.

Main executive position

Advisor to the Chairman and Chief Executive Officer of Casino, Guichard-Perrachon (listed company)

Other current directorships and positions

Within Casino Group/Euris

- Member of the Board of Directors of Fundación Éxito (Colombia);
- Member of the Board of Directors of Cnova N.V. (listed company – Netherlands) and Sendas Distribuidora SA (Assaí – listed company – Brazil).

Directorships and positions held in the past five years (now ended)

- Member of the Board of Directors and of the Sustainable Development Committee of the Éxito group – 2020;
- Permanent representative of Saris on the Board of Directors of Casino, Guichard-Perrachon (listed company) – 2021.

Euris

Director

(proposed for re-election)

A French *société par actions simplifiée* (simplified joint stock company) with share capital of €164,806
Registered headquarters: 103, rue La Boétie – 75008 Paris, France
348 847 062 Trade and Companies Registry Paris
Number of Casino shares held: 365

Directorships and other positions held within Casino, Guichard-Perrachon

Position/Duties	Date of appointment	End of term of office
Director	4 September 2003	AGM to be held in 2023

Other current directorships and positions

Within Casino Group/Euris

- Director of Finatis, Foncière Euris and Rallye (listed companies)

Directorships and positions held in the past five years (now ended)

None.

Odile Muracciole

Permanent representative of Euris since 1 February 2022

First appointed on 4 March 2020 (as permanent representative of Matignon Diderot)

Born: 20 May 1960
Nationality: French
Business address: 103, rue La Boétie – 75008 Paris, France
Number of Casino shares held: 14,065

Profile

After receiving her advanced studies diploma in employment law, Odile Muracciole began her career as head of the Legal department at the petroleum group Alty. She joined Euris in 1990 as Manager of Legal Affairs, and has been Legal Counsel on employment matters at Casino Services since 1 December 2022.

Main executive position

Legal Counsel on employment matters at Casino Services

Other current directorships and positions

Within Casino Group/Euris

- Permanent representative of Finatis, Director of Carpinienne de Participations (listed company);
- Permanent representative of Euris, Director of Foncière Euris (listed company);
- Permanent representative of Euris, Director of Rallye (listed company) and member of the Appointments and Compensation Committee;
- Permanent representative of Par-Bel 2, Director of Finatis (listed company);
- Director of Fondation Euris.

Directorships and positions held in the past five years (now ended)

- Manager of Legal Affairs at Euris SAS – 2022;
- Director of employment law matters at Casino Services – 2022;
- Chief Executive Officer of Parinvest and Parande – 2022;
- Member of the Supervisory Board of Centrum Development SA (Luxembourg) – 2022;
- Chair of Pargest Holding – 2022;
- Managing Director of Pargest – 2022;
- Permanent representative of Matignon Diderot on the Board of Directors of Casino, Guichard-Perrachon (listed company) – 2022;
- Chair of Saris – 2021;
- Permanent representative of Saris, Legal Manager of Euriscom – 2021;
- Member of the Board of Directors of Wansquare SAS – 2021;
- Chief Executive Officer of Matignon Abbeville – 2020.

F. Marc de Lacharrière (Fimalac)

Director

(proposed for re-election)

European company with share capital of €109,654,080
Registered headquarters: 97, rue de Lille – 75007 Paris, France
542 044 136 Trade and Companies Registry Paris
Number of Casino shares held: 100 (total shares held by the Fimalac group: 2,877,318)

Directorships and other positions held within Casino, Guichard-Perrachon

Position/Duties	Date of appointment	End of term of office
Director	17 June 2020	AGM to be held in 2023

Other current directorships and positions

Outside Casino Group/Euris

- Director of Partoo.

Directorships and positions held in the past five years (now ended)

None.

Thomas Piquemal

Permanent representative of Fimalac since 17 June 2020

Born: 13 May 1969
Nationality: French
Business address: 97, rue de Lille – 75007 Paris, France
Number of Casino shares held: 2,500

Profile

A graduate of ESSEC business school, Thomas Piquemal started his career in 1991 at accounting firm Arthur Andersen. In 1995, he joined the Mergers and Acquisitions Department of Lazard Frères, becoming a Managing Partner of the bank five years later. At the end of 2008, he took on responsibility for the strategic partnership between Lazard and the US-based investment fund Apollo. On 19 January 2009, he joined Veolia Environnement as Senior Executive Vice-President, Finance, and member of the Executive Committee. In February 2010, he joined EDF as Group Senior Executive Vice President, Finance. On 17 May 2016, he joined Deutsche Bank as Global Head of Mergers and Acquisitions and Chairman of Corporate & Investment Banking at Deutsche Bank France. On 30 May 2018, he re-joined Fimalac as Deputy Chief Executive Officer.

Main executive position

Deputy Chief Executive Officer of Fimalac

Other current directorships and positions

At Casino, Guichard-Perrachon

- Member of the Appointments and Compensation Committee (since 10 May 2022).

Outside Casino Group/Euris

- Director and member of the Audit Committee of Fimalac;
- Director (category A) of Fimalac Développement (Luxembourg);
- Director of Fimalac Entertainment;
- Permanent representative of Fimalac Développement (Luxembourg) on the Board of Directors of Groupe Lucien Barrière;
- Director of Translac SA (Luxembourg);
- Director of Translac LLC and North Colonnade (United Kingdom);
- Director of Société Fermière du Casino Municipal de Cannes (SFCMC);
- Permanent representative of Fimalac on the Board of Directors of Partoo.

Directorships and positions held in the past five years (now ended)

- Chairman of Deutsche Bank France – 2018;
- Non-Voting Director of Fimalac – 2018.

Finatis

Director

A French *société anonyme* (joint stock company) with share capital of €84,646,545
Registered headquarters: 103, rue La Boétie – 75008 Paris, France
712 039 163 Trade and Companies Registry Paris
Number of Casino shares held: 380

Directorships and other positions held within Casino, Guichard-Perrachon

Position/Duties	Date of appointment	End of term of office
Director	15 March 2005	AGM to be held in 2025

Other current directorships and positions

Within Casino Group/Euris

- Director of Carpinienne de Participations, Foncière Euris and Rallye (listed companies);
- Legal Manager of Euriscom.

Directorships and positions held in the past five years (now ended)

None.

Didier Lévêque

Permanent representative of Finatis since 9 February 2017

First elected 29 May 2008

Born: 20 December 1961
Nationality: French
Business address: 103, rue La Boétie – 75008 Paris, France
Number of Casino shares held: 24,102

Profile

Didier Lévêque is a graduate of *École des hautes études commerciales*. From 1985 to 1989, he was a Research Lead for the Finance department of Roussel-Uclaf. He joined the Euris group in 1989 as deputy Corporate Secretary. In 2008, he was appointed Corporate Secretary.

Main executive positions

Corporate Secretary of Euris SAS
Chairman and Chief Executive Officer of Finatis (listed company)

Other current directorships and positions

Within Casino Group/Euris

- Chairman and Chief Executive Officer and Director of Carpinienne de Participations (listed company);
- Chairman and Chief Executive Officer of Euristates, Inc. (United States);
- Chairman of Par-Bel 2 and Matignon Diderot;
- Permanent representative of Finatis, Director of Foncière Euris (listed company);
- Permanent representative of Foncière Euris as Director of Rallye (listed company);
- Director and Treasurer of Fondation Euris;
- Member of the Audit Committee and of the Appointments and Compensation Committee of Foncière Euris (listed company);
- Member of the Audit Committee and member of the Safeguard Proceedings Steering Committee of Rallye (listed company);
- Representative of Matignon Diderot, Legal Manager of SCI Penthièvre Neuilly;
- Representative of Finatis, Legal Manager of Euriscom.

Directorships and positions held in the past five years (now ended)

- Chairman and Chief Executive Officer of Euris North America Corporation (ENAC – United States) – 2019, Euris Real Estate Corporation (EREC – United States) – 2020 and Parande Brooklyn Corp. (United States) – 2019;
- Member of the Supervisory Boards of Centrum Baltica (Luxembourg) – 2020, Centrum Krakow (Luxembourg) – 2021, Centrum Poznan (Luxembourg) – 2021, Centrum Warta (Luxembourg) – 2021 and Centrum Weiterstadt (Luxembourg) – 2019;
- Director of Euris Limited (United Kingdom) – 2020;
- Co-Manager of Silberhorn (Luxembourg) – 2021;
- Member of the Board of Directors of Wansquare SAS – 2021.

Foncière Euris

Director

(proposed for re-election)

A French *société anonyme* (joint stock company) with share capital of €148,699,245
Registered headquarters: 103, rue La Boétie – 75008 Paris, France
702 023 508 Trade and Companies Registry Paris
Number of Casino shares held: 365

Directorships and other positions held within Casino, Guichard-Perrachon

Position/Duties	Date of appointment	End of term of office
Director	29 April 2010	AGM to be held in 2023

Other current directorships and positions

Within Casino Group/Euris

- Chairman of Marigny Foncière and Mat-Bel 2;
- Director of Rallye (listed company).

Directorships and positions held in the past five years (now ended)

- Chairman of Matignon Abbeville – 2020.

Franck Hattab

Permanent representative of Foncière Euris since 26 October 2022

Born: 14 November 1971
Nationality: French
Business address: 103, rue La Boétie – 75008 Paris, France
Number of Casino shares held: 777

Profile

Franck Hattab is a graduate of EDHEC business school and started his career in 1994 as a credit analyst at Société Générale. He later held the position of auditor at KPMG for three years before joining the Finance department of Rallye in 1999 where he was Chief Administrative and Financial Officer. On 28 February 2013, he was also appointed Chief Operating Officer of Rallye, and on 3 April 2017, Chief Executive Officer until 29 September 2022. He has been Deputy Chief Executive Officer of Euris since 30 September 2022.

Main executive positions

Deputy Chief Executive Officer of Euris
Chairman and Chief Executive Officer of Foncière Euris (listed company)

Other current directorships and positions

Within Casino Group/Euris

- Representative of Foncière Euris, Chairman of Marigny Foncière and Mat-Bel 2;
- Representative of Marigny Foncière, liquidator of SCI Ruban Bleu Saint-Nazaire and Legal Manager of SCI Pont de Grenelle and SNC Centre Commercial Porte de Châtillon;
- Chairman of the Management Board of Centrum Serenada and Centrum Krokus (Poland).

Directorships and positions held in the past five years (now ended)

- Chief Executive Officer of Rallye (listed company) – 2022;
- Representative of Rallye, Chairman of Parande – 2022;
- Representative of Parande, Chairman of Parinvest and Pargest – 2022;
- Chairman and member of the Supervisory Board of Groupe Go Sport – 2021;
- Chief Executive Officer of Alpétrol, Cobivia and L'Habitation Moderne de Boulogne – 2020;
- Permanent representative of L'Habitation Moderne de Boulogne on the Board of Directors of La Bruyère – 2019;
- Permanent representative of Rallye on the Board of Directors of Miramont Finance et Distribution – 2018;
- Chairman of the Board of Directors of Miramont Finance et Distribution – 2020.

Matignon Diderot

Director

A French *société par actions simplifiée* (simplified joint stock company) with share capital of €83,038,500
Registered headquarters: 103, rue La Boétie – 75008 Paris, France
433 586 260 Trade and Companies Registry Paris
Number of Casino shares held: 350

Directorships and other positions held within Casino, Guichard-Perrachon

Position/Duties	Date of appointment	End of term of office
Director	17 October 2007	AGM to be held in 2025

Other current directorships and positions

Within Casino Group/Euris

- Director of Finatis and Foncière Euris (listed companies);
- Legal Manager of SCI Penthièvre Neuilly.

Directorships and positions held in the past five years (now ended)

None.

Alexis Ravalais

Permanent representative of Matignon Diderot since 22 September 2022

Born: 16 October 1984
Nationality: French
Business address: 103, rue La Boétie – 75008 Paris, France
Number of Casino shares held: 24,513

Profile

Alexis Ravalais is a graduate of Audencia and holds a Master 2 in European and International Business Law from the University of Paris-Dauphine. He started his career in 2011 as an analyst and then manager at Rothschild & Cie. He joined the Rallye-Casino group in 2014 where he was in charge of financing within the Corporate Finance team of Casino and in 2017 was appointed as Deputy Chief Financial Officer of Rallye. Since January 2022, he has been Advisor to the Chairman of Euris in charge of strategic investments. Alexis Ravalais became Rallye's Chief Executive Officer on 30 September 2022.

Main executive positions

Advisor to the Chairman of Euris
Chief Executive Officer of Rallye (listed company)

Other current directorships and positions

Within Casino Group/Euris

- Representative of Parande, Chairman of Parinvest;
- Representative of Rallye, Chairman of Parande;
- Permanent representative of Matignon Diderot as Director of Rallye (listed company).

Directorships and positions held in the past five years (now ended)

- Deputy Chief Financial Officer of Rallye – 2021.

5.5. *PREPARATION AND ORGANISATION OF THE BOARD OF DIRECTORS' WORK*

5.5.1. PRACTICES AND PROCEDURES OF THE BOARD OF DIRECTORS

The terms and conditions of the Board of Directors' organisation and operation are defined by law, the Company's Articles of Association, the provisions of the Board of Directors' Internal Rules and the Charters of the Board's specialised Committees.

The Board of Directors meets as often as necessary to protect the interests of the Company and whenever it is deemed appropriate. A quorum of at least half the Directors is required for the Meeting to transact validly. Decisions are made by majority vote of the members present in person or represented. In the event of a tie vote, the Chairman of the meeting casts the deciding vote.

The Chairman of the Board of Directors organises and conducts Board meetings and reports to shareholders on the Board's work at the Annual General Meeting. He also ensures that the Company's corporate governance structures operate properly and, in particular, that the Directors have all that is required to perform their duties.

The practices and procedures of the Board of Directors are assessed annually, as described in section 5.5.5 below.

Board of Directors' Internal Rules

The Internal Rules set forth the various rules applicable to the Board of Directors' organisation and practices by virtue of applicable legal and regulatory provisions and the Articles of Association of the Company. They also contain the corporate governance principles and provide the framework for their implementation. The Internal Rules are regularly reviewed by the Board on the recommendation of the Governance and Social Responsibility Committee, to identify any amendments or clarifications that may be needed to improve the efficiency and practices of the Board and its Committees or to comply with any regulatory changes.

The Internal Rules were last updated on 3 November 2021 to clarify the rules concerning participation in Board meetings using video-conferencing or other means of telecommunication.

The Internal Rules describe the rules of procedure, roles and responsibilities of the Board of Directors and its specialised Committees, and establish the principle of regular formal self-assessments of the Board's practices. They also set forth the process for appointing the Lead Director and define his or her main duties and provide for restrictions on the powers of the Chief Executive Officer.

The rules of conduct and ethics and the principles of sound governance applicable to members of the Board of Directors and embedded in the Internal Rules are described below in section 5.5.6 "Rules of conduct – Conflicts of interest – Protection of minority shareholders".

The Internal Rules also describe the terms and conditions for conducting and voting at Board meetings, in person or remotely.

The rules are made available to shareholders in Chapter 8 of the Universal Registration Document. The Board of Directors' Internal Rules, the charters of its Committees and the Insider Trading Policy may be found on the Company's website at: https://www.groupe-casino.fr/en/group/governance/board-of-directors/

Information provided to the Board of Directors – Training

The Board of Directors' Internal Rules contain the terms and conditions under which the Directors are to receive information as provided by law and the non-disclosure duties relating thereto.

The Chairman and Chief Executive Officer is responsible for providing Directors with all documents and information needed to perform their role and duties.

The documents and information that are required for reviewing the items to be discussed at Board of Directors' meetings are sent to Directors before the meetings take place. Thus, each Board member is provided with a briefing book containing all available information, documents and presentations relating to the items on the meeting's agenda, subject to their availability and based on the status of each respective item. Since 2016, the work files for meetings of the Board and its Committees have been made available to Directors in digital format on a secure platform, along with all general documentation and specific information required by Directors on an ongoing basis, including a weekly press review and analyst reports.

The members of the Board of Directors are informed about changes in the market, the competitive environment and the main challenges, including in the area of the Company's corporate social responsibility.

In accordance with the Board's Internal Rules, Senior Management reports very regularly (and at least once a quarter) to the Board of Directors on the Company's business and that of its main subsidiaries, including information on sales and results trends, reports on debt levels and available credit lines and headcounts at the Company and its main subsidiaries.

The Board of Directors also reviews the Group's off-balance sheet commitments once every six months.

Every six months, specific meetings or seminars are organised to present the Group's strategy, business plan and budget to the members of the Board.

The Chief Financial Officer and the Chief Operating Officer attend all meetings of the Board. Other Executive Committee members, the executives of the subsidiaries and the heads of the Corporate departments are also invited to attend, depending on the items on the agenda.

Between Board meetings, the Directors receive any important information concerning the Company or any events that materially affect the Company, its operations, or information previously given to the Directors or any matters discussed by the Board during the meetings. They are invited to meetings presenting the financial results to analysts. Senior Management, the Chief Financial Officer and the Board's secretary are at the Directors' disposal to provide any relevant information or explanations.

Each Director, if he or she deems it necessary, may receive additional training on the Group's specificities, its business activities and sectors, its social responsibility and environmental challenges, as well as on accounting or financial concepts to round out their knowledge. The annual reviews of the Board's practices and procedures are also an opportunity to obtain feedback from Directors and to ask them if they have any needs.

Training programme on energy and climate issues launched in 2022

In 2022, on the recommendation of the Governance and Social Responsibility Committee, the Board of Directors approved the implementation of a training programme for Board members and Senior Management on energy and climate issues.

The first session was organised for the Governance and Social Responsibility Committee in January 2022 and an expanded session for all Board members is due to take place in 2023.

New Director induction programme

When they are first elected, Directors are given all the information they need to fulfil their roles and responsibilities, along with a presentation of the Company's code of ethics and professional conduct, and they may also request any other documents that they believe would be useful.

They systematically follow an induction programme that can be adapted depending on their requests and needs. Individual meetings are organised for them with the heads of the main Corporate departments, in particular, and the Chief Executives of the Group's main subsidiaries, along with visits to stores. The aim is to enable new Directors to get to know the management teams and quickly become familiar with the Company's businesses processes, management structures, business lines, markets, business model, challenges and objectives, so they can take up their directorships with ease and establish seamless, transparent communications with the other members of the Board.

Role and responsibilities of the Board of Directors

In accordance with the provisions of Article L. 225-35 of the French Commercial Code, the Board of Directors sets the Company's business strategy and oversees its implementation, in line with its corporate interests, taking into consideration the social and environmental challenges of its business.

Subject to powers expressly granted at shareholders' meetings and within the limit of the Company's corporate purpose, it handles any matters relating to the Company's proper functioning and votes on the matters for which it is responsible.

The Board of Directors carries out the controls and checks it deems appropriate.

The Board of Directors reviews and approves the annual and interim company and consolidated financial statements, as well as the management reports on the operations and results of the Company and its subsidiaries. It also approves the Company management forecasts. It reviews and approves the report on corporate governance. It also determines whether the positions of Chairman and Chief Executive Officer are to be combined or split, appoints the Chairman and Chief Executive Officer and decides on his or her compensation. It may make share grants and, if appropriate, set up employee share ownership plans. It also reviews the Company's gender equality policies each year. It convenes and notifies shareholders of Annual General Meetings.

As mentioned earlier in this Report, management transactions that are significant in terms of their nature and/or amount must be submitted to the Board for prior approval, in line with the limits on the powers of Senior Management.

The Board of Directors is assisted by three specialised Committees that report to the Board: the Audit Committee, the Appointments and Compensation Committee and the Governance and Social Responsibility Committee. The main roles and duties assigned to these Committees, as defined in the Board of Directors' Internal Rules and each Committee's Charter are summarised below:

Audit Committee	Appointments and Compensation Committee	Governance and Social Responsibility Committee
▪ reviewing strategic and/or significant transactions, ▪ reviewing the financial statements and any transaction that could have a material impact on the position of the Company or its subsidiaries in terms of commitments and/or risks, ▪ monitoring and overseeing issues relating to the preparation, auditing and verification of accounting and financial information, ▪ monitoring and reviewing the terms and conditions for the Statutory Auditors' legal audits of the parent company financial statements and the consolidated financial statements, ▪ monitoring and overseeing the effectiveness of internal control and risk management systems, ▪ monitoring the work of the Group's Internal Audit Department, ▪ reviewing financial and non-financial risks, drawing on the work of the Governance and Social Responsibility Committee for matters relating to non-financial risks, ▪ conducting prior reviews of agreements with related parties pursuant to the specific charter adopted in 2015, ▪ conducting annual assessments of "arms' length"(routine) agreements.	**Appointments:** ▪ selecting new Directors for election or Directors for re-election, ▪ examining the composition of the Committees of the Board of Directors, ▪ periodically reviewing the independence of the Directors *(in light of the criteria set by the Governance and Social Responsibility Committee)*, ▪ regularly examining the human capital development and succession plan. **Compensation:** ▪ determining the executive corporate officer's compensation and variable compensation targets *(based on the work of the Governance and Social Responsibility Committee on non-financial targets)*, ▪ determining non-executive corporate officers' compensation, ▪ reviewing free share plans.	**Governance:** ▪ monitoring and applying rules and best governance practices, ▪ overseeing ethics rules applicable to Board members and managing conflicts of interest, ▪ evaluating the composition *(diversity policy)* and practices and procedures of the Board and its Committees. **CSR:** ▪ reviewing, in light of the Group's strategy, the Group's policies in the area of company ethics and social, environmental and societal responsibility, monitoring the results and action plans. Together with the Audit Committee, it ensures there are systems in place for identifying and managing the main risks relating to those areas and that the Group is in compliance with the applicable laws and regulations *(Sapin II, GDPR, Duty of Care)*, ▪ reviewing the non-financial information included in the management report and monitoring ESG ratings, ▪ examining and monitoring the workplace gender equality policy and the gender diversity objectives. **Temporary assignment:** ▪ carrying out specific work in connection with parent company safeguard proceedings *(corporate interest and conflict of interest).*

The members of these Committees are appointed by the Board, which is also responsible for appointing their respective Chairs. The Committees' composition and organisation are reviewed each year by the Appointments and Compensation Committee, the Governance and Social Responsibility Committee and the Board of Directors. When selecting Committee members, the Board takes into account their professional background and expertise.

Pursuant to the Internal Rules of the Audit Committee and of the Governance and Social Responsibility Committee, they must consist of at least three members, at least two of whom must be Independent Directors within the meaning of the criteria in the Afep-Medef Code, including the Chair. With respect to the Appointments and Compensation Committee, the Internal Rules impose a minimum of three members, the majority of whom must be independent, including the Chair.

The specific roles and responsibilities and operating procedures of the Committees are drawn up and regularly reviewed by the Board of Directors, which, in line with best governance practices, may task the Audit Committee or a special committee of Independent Directors with examining or monitoring significant transactions or holding discussions on any other matter. One example is the task assigned to the Governance and Social Responsibility Committee in 2019, at the Committee's request (see section 5.5.6 "Specific governance framework for the Governance and Social Responsibility Committee in connection with parent company safeguard proceedings").

Board meetings take place after a meeting of one or more Committees depending on the items on the agenda of the Board meeting in question. The Committees report to the Board on their work and observations and, where appropriate, inform the Board of their opinions, proposals or recommendations in each of their respective fields of expertise.

As part of their work, the Board and each Committee may organise meetings with the Senior Managers of the Company and its subsidiaries when it deems such meetings necessary, and may seek the services of law firms or external financial specialists at its own discretion, with fees being borne by the Company, and request any information they need to effectively perform their duties.

During Board meetings, the Committees present oral reports on their work and a written report included in the minutes to the Board meeting.

Procedure for taking social and environmental issues into account

In 2017, the Board broadened the role of the Governance and Social Responsibility Committee, in order to draw on the Committee's CSR expertise. The Committee's CSR duties involve examining the Group's strategy and policies and commitments concerning ethics, environmental, social and societal responsibility, as well as the procedures for implementing these policies and monitoring their results, and putting forward opinions and recommendations to the Board of Directors (see section 5.5.3, "Work of the Board of Directors' Specialised Committees in 2022").

In broadening the role of the Governance and Social Responsibility Committee, the Board's objective was also for the Committee to ensure, in liaison with the Audit Committee, that the Company has the requisite systems in place for identifying and managing its main non-financial social and environmental risks, and that it is in compliance with the applicable laws and regulations. The Committee is also responsible for examining all of the non-financial information contained in the management report and for monitoring the Company's non-financial ratings. It reviews the Group's gender equality policy and overall approach to diversity as well as the related objectives, action plans and results.

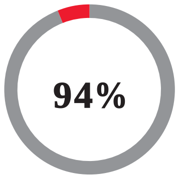
Together with the Appointments and Compensation Committee, the Governance and Social Responsibility Committee takes part in discussions on the proposed CSR criteria underlying the executive corporate officer's compensation package, ensuring these criteria are aligned with the Group's commitments and policies (see section 5.5.3, "Work of the Board of Directors' Specialised Committees in 2022").

The collaborative work conducted by the Governance and Social Responsibility Committee with the Board's other Committees on CSR issues is facilitated by the Committees' membership structures – as of 9 March 2023, the Governance and Social Responsibility Committee was made up of four Directors, three of whom qualify as independent based on the criteria of the Afep-Medef Code. The Chair of the Committee (an Independent Director) is a member of the Appointments and Compensation Committee, and the Independent Lead Director, who is a member of the Governance and Social Responsibility Committee, was appointed as Chair of the Audit Committee in 2022.

5.5.2. WORK OF THE BOARD OF DIRECTORS IN 2022

13 Board meetings in 2022

Average attendance rate



2 executive sessions

Meetings of Independent Directors chaired by the Lead Director

In 2022, the Board of Directors met 13 times (versus 11 times in 2021). The average attendance rate was 93.96%, versus 95.97% in 2021. The meetings lasted an average of two hours and ten minutes.

During 2022, the Board's work mainly involved reviewing and defining strategic priorities, implementing the three-year business plan, and monitoring cash flow generation, the deleveraging plan, and the asset disposal plan. The Board devoted a large amount of time to the strategy of the various banners at meetings attended by the Group's operations executives, and to monitoring the Group's business in the inflationary economic context, and implementing cost-efficiency and cost-savings plans. On-site meetings were held at Monoprix (in 2022) and Franprix (in 2023) during which the Management Committees of these two banners discussed with the Board's members the progress made in implementing their respective strategies.

The Board and its Committees drew on reports and analyses prepared by financial and legal experts and investment banks in order to help them with their decision-making.

Approval of financial statements – Financial position – Risks

The Board of Directors reviewed and approved the financial statements for the year ended 31 December 2021 (annual and consolidated) and the interim financial statements for 2022 (consolidated), together with the related reports and management forecasts of Casino, Guichard-Perrachon, and confirmed the continuation of the capital allocation policy determined based on the priority given to the deleveraging plan. As part of this process, the Board was given business reviews and was informed about the impacts of the war in Ukraine on the Group's business, as well as about changes in the Group's financial position, and was presented with the recommendations of the Audit Committee and the opinion of the Statutory Auditors. The Board discussed and approved the Group's draft press releases.

Each meeting included an update on the Group's financial position (debt, financing and liquidity), and a progress report on the deleveraging plan was presented at least once a quarter. The Board ensured that the Group's ratios complied with the applicable financial covenants. Cash flow generation forecasts were regularly monitored and reviewed in advance by the Audit Committee.

The Chief Financial Officer briefed the Board on changes in the Company's financial ratings and share price, along with information on investor sentiment and the opinions of financial analysts. The Directors examined the Group's refinancing strategy and the procedures applied for implementing it.

As in prior years, the Board monitored changes in the Group's material financial and non-financial risk exposures, and the action plans deployed to address these risks. The Board was regularly informed of the work of the Internal Audit department and the Group Risks, Compliance and Internal Control department, and was updated on the status of the action plans designed to detect and prevent cybercrime, prevent corruption under the Sapin II law[1] compliance programme, and protect personal data under existing governance arrangements. It received reports from its specialised Committees on the status of the main legal proceedings or investigations involving the Group.

(1) French law No. 2016-169 of 9 December 2016 concerning transparency, anti-corruption measures and the modernisation of the economy.

Strategy – Activities of the Group

The Board of Directors reviewed and approved the Group's strategic objectives of the rolling three-year business plan, taking into account social and environmental goals, as well as the 2022 budget which it monitored closely during the year. At each Board meeting the Directors were systematically given business updates in view of the uncertain and highly inflationary macroeconomic context, and they regularly examined the Group's forecasts, status reports on the ongoing cost-efficiency and cost-saving plans for the banners and head offices, and generation of cash flow. The main assumptions used in the budget process and their updates were analysed. The Board drew on the preparatory work of the Audit Committee for these purposes.

The operations directors of Latin America, GreenYellow, Cdiscount and Monoprix gave the Board detailed explanations of their strategic objectives and pathways, and Cdiscount delivered a specific presentation on the use of artificial intelligence. In March 2022, the Group Omnichannel Director set out to the Board developments to the omnichannel strategy and the e-commerce objectives for the Group's French operations in 2022. Updates were provided on partnerships, including a status report by the Digital Director on the partnership with the quick commerce leader Gorillas, following the acquisition of Frichti. A review of the cooperation agreements with Intermarché and Ocado was given by the Executive Director, Merchandise and Chairman of Achats Marchandises Casino. In October 2022, the expansion strategy of Distribution Casino France (DCF) – comprising hypermarkets, supermarkets and convenience stores – and its growth projections were detailed by DCF's Chief Operating Officer. In December 2022, the Chairman of Monoprix and Monoprix's Chief Financial Officer presented a progress report on Monoprix's business development and its growth strategy for 2023.

The Board approved the processes launched in connection with the asset disposal plan together with the terms and conditions for the sale of GreenYellow and part of the Group's stake in Sendas Distribuidora S.A. (Assaí). It approved the project to streamline the legal structure of the Group's food retail operations in France, via the creation of a joint holding company called CGP Distribution France, as well as the principle of the proposed spin-off of GPA and Grupo Éxito.

As part of its strategic review, and based on the Business Units' presentations and the Governance and Social Responsibility Committee's activity reports, the Board discussed the drivers for improving the CSR performance of the Group's businesses, particularly objectives relating to the Group's climate strategy and reducing its carbon footprint.

The Committees reviewed and reported on the human resources policies deployed within the Group (development of human capital, gender equality, promotion of diversity, training, and caring management practices; see below), along with the goals and imperatives for 2023.

Governance – CSR

The Board of Directors conducted its annual review of the Company's position with regard to corporate governance principles. In particular, the review addressed such issues as the composition and organisation of the Board, and the diversity policy and independence of Directors, in light of the proposed re-elections of Directors at the Annual General Meeting of 10 May 2022.

The Board of Directors read the activity report of the Lead Director as well as the summary of the annual review of the Board's practices and procedures and the recommendations of the Governance and Social Responsibility Committee, which the Board then discussed and approved (see section 5.5.5 below).

It discussed and voted on the renewal of the term of office of Jean-Charles Naouri as Chairman of the Board of Directors and Chief Executive Officer and renewed for 2023 the annual authorisations of the Chairman and Chief Executive Officer presented in section 5.3.2 above.

The Board discussed the membership structure and chairmanship of the Committees and appointed an Independent Director to each Committee. It also reviewed the Board of Directors' Corporate Governance Report included in the 2021 Universal Registration Document.

The Lead Director presented to the Board his report on the main topics addressed in his discussions with shareholders during the first quarter of 2022, and the Board asked the Lead Director to continue in 2023 this best practice of dialogue with the Company's shareholders about the practices and procedures of the Board and its Committees.

The Board heard the Audit Committee's reports and opinions on related-party agreements and the assessment of routine agreements entered into on arm's length terms, including the strategic advisory services agreement with the parent company, Euris. It also examined two related-party agreements in 2022.

Having considered the report on the work and recommendations of the Governance and Social Responsibility Committee and the Audit Committee, the Board discussed the Non-Financial Statement, as well as the corporate social responsibility information, the ethics and compliance approach and the report on the implementation of the duty of care plan prepared by Senior Management in 2021 and incorporated in the 2021 management report, all of which were included in the 2021 Universal Registration Document.

The Board therefore reviewed the results of the CSR policy in 2021 compared to objectives and performance indicators, and the initiatives planned for 2022, including initiatives and commitments to reduce the Group's environmental impact and combat climate change. It was briefed on the Group's first-time application of the EU Green Taxonomy Regulation and on progress in implementing the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) concerning the management of climate risks.

During 2022, reports were also presented to the Board on the findings of a materiality study of CSR issues conducted by a consultancy firm and on the results of a study of the impact of climate change on the Group's assets. The Governance and Social Responsibility Committee gave its opinion on the key areas of Éxito's CSR strategy, in particular the reduction of greenhouse gas emissions, the CSR approach of the Casino banners (hypermarket/supermarket and convenience formats reporting scope), the Group's policy and goals relating to the use of plastic, and its strategy of inclusive employment and workplace support of people with disabilities. This Committee also reported to the Board on the ongoing roll-out of the Group's anti-corruption system and GDPR compliance programme.

The Board heard the opinions of its Committees on the main action plans carried out within the Group in 2022 in connection with the gender equality policy and the ensuing results. It noted the headway made and recommended implementing additional measures to further increase the proportion of women in top management positions.

Compensation – Development of human capital

The Board of Directors approved the amount of the Chairman and Chief Executive Officer's variable compensation for 2021 based on the purely quantitative criteria set in February 2021, as well as the amount of his 2019-2021 LTI bonus, again based on purely quantitative criteria as set in 2019.

On the basis of the work of the Appointments and Compensation Committee and the recommendations of that Committee and the Governance and Social Responsibility Committee, the Board discussed and voted on the compensation policy for the Chairman and Chief Executive Officer for 2022 to be put to the shareholders in the say-on-pay vote at the Annual General Meeting on 10 May 2022 (the fixed and short-term compensation and the long-term incentive bonus – 2022 LTI bonus). It also discussed an increase in his fixed compensation, the amount of which had remained the same since 2013. Greater emphasis was placed on quantitative CSR criteria, with targets reflecting the Group's strategic priorities regarding social and environmental issues. As part of the Chairman and Chief Executive Officer's annual variable compensation criteria, the Board set a target of 42% women managers within the Group by 31 December 2022 (with a minimum of 41%), and as part of the criteria for the 2022 LTI plan, a three-year target was set of 38% women in top management positions in France by 31 December 2024 (with a minimum of 36.5%), in line with the Group's objective of increasing the number of women in leadership posts by 2025.

The Board approved the terms and conditions of the 2022 compensation policy for the Directors, submitted to shareholders for approval at the 2022 Annual General Meeting.

The Board also set up the 2022 free performance share plan (2022-2024 LTI bonus), and decided that part of the special cash bonus awarded to managers for the completion of key strategic transactions would be paid in the form of deferred awards of existing shares in the Company, granted free of consideration, in order to retain those managers.

The governance arrangements in the event that the Chairman and Chief Executive Officer is temporarily unable to fulfil his responsibilities due to unforeseen circumstances were re-examined and reported on by the Appointments and Compensation Committee in December 2021, which reviews the steps taken each year to update succession plans to ensure Senior Management continuity. The Board also heard the Appointments and Compensation Committee's opinion on the additional human resources development initiatives undertaken in 2022 and their results, as well as on the specific initiatives to be deployed in order to pursue the development of female talent pools.

Annual General Meeting

The Board of Directors drew up the agenda, reports and draft resolutions put to the shareholders' vote at the Annual General Meeting of 10 May 2022.

The Group's CSR policies and the results of those policies are presented on a yearly basis to the shareholders at the Annual General Meeting by the Group's Director of CSR and Engagement.

At each meeting the work performed and decisions taken by the Board were preceded by a presentation of all the work of its specialised Committees, as set forth below in detail.

5.5.3. WORK OF THE BOARD OF DIRECTORS' SPECIALISED COMMITTEES IN 2022

Audit Committee	Appointments and Compensation Committee	Governance and Social Responsibility Committee
Independence rate: 2/3	Independence rate: 2/3	Independence rate: 3/4

Attendance rate

91%

In 2022

Audit Committee	Appointments and Compensation Committee	Governance and Social Responsibility Committee
12 meetings	8 meetings	4 meetings

Audit Committee

Composition as of 9 March 2023

	Role	Independence	1st appointment/ last renewal	Number of meetings	Attendance rate
Thierry Billot, Lead Director	Chair(1) Member	I	10/05/2022 11/06/2021	12	100%
Béatrice Dumurgier	Member	I	11/06/2021		83.33%
Frédéric Saint-Geours	Member		17/06/2020		100%
INDEPENDENCE RATE		**2/3**			

(1) Replaced Frédéric Saint-Geours who chaired the Audit Committee until 10 May 2022.

The proportion of Independent Directors on the Committee complies with the two-thirds threshold recommended by the Afep-Medef Code. All members of the Audit Committee hold or have held senior executive positions and therefore have the financial or accounting skills required by Article L. 823-19 of the French Commercial Code.

Role and responsibilities

The Audit Committee is responsible for assisting the Board of Directors in reviewing the annual and interim financial statements and in dealing with transactions or events that could have a material impact on the position of Casino, Guichard-Perrachon or its subsidiaries in terms of commitments or risks.

It examines the Company's exposure to financial and non-financial risks.

Coordination of CSR work

The Board of Directors' Internal Rules provide that the Audit Committee may draw on the work of the Governance and Social Responsibility Committee for matters relating to non-financial risks. As specified in the Internal Rules, the Governance and Social Responsibility Committee reviews the non-financial information contained in the annual management report disclosed in accordance with the applicable legal requirements and reports its observations to the Audit Committee and the Board.

The Company ensures that, as far as possible, the Audit Committee meets to review the annual and interim financial statements at least two days before the Board meeting held to approve them.

Pursuant to Article L. 823-19 of the French Commercial Code, the Committee deals with matters relating to the preparation and control of accounting and financial information. It reviews the terms and conditions applicable to approving the financial statements, as well as the type, scope and outcome of the work undertaken by the Statutory Auditors for the Company and its subsidiaries.

Accordingly, it is tasked with tracking the effectiveness of internal control and risk management systems, the audit of the financial statements of the Company and the Group by the Statutory Auditors and the Statutory Auditors' independence.

To this end, the Statutory Auditors organise a presentation on their audit work and audit findings for the Committee. At least twice a year, the Audit Committee meets alone with the Statutory Auditors where necessary, without any Company representatives in attendance. Additional meetings with the Statutory Auditors and with the internal audit manager may be arranged at the Committee's request.

The Committee organises the Statutory Auditor selection process. It authorises non-audit engagements in accordance with a Charter drawn up in 2018 by the Board of Directors and appended to its Internal Rules. This Charter is reviewed annually by the Audit Committee and was last updated on 15 June 2022. It is the Committee's responsibility to ensure that such engagements do not compromise the independence of the Statutory Auditors. Under the terms of the Charter, the provision of any service included in the list of pre-approved services that would exceed €100,000 in individual Statutory Auditor fees or the total fee threshold for each Statutory Auditor and members of their network – corresponding to 10% of the annual budget for the Statutory Auditors' fees – as well as the provision of any other service that is not prohibited or required by law, must be pre-approved by the Audit Committee.

Since 2015, the Audit Committee has also reviewed, prior to their signature, all material agreements between the Company or its wholly-owned subsidiaries and related parties (defined as the other Casino Group companies, the Group's parent companies and their subsidiaries and the associated companies). The purpose of this review is to help prevent the risk of conflicts of interest and to protect minority shareholders. It informs Senior Management and the Board of Directors of its opinion on these agreements, for information purposes or prior to their approval, where applicable. The Audit Committee's role in this case is to establish that the transaction falls within the scope of the related-party procedure and express an opinion on whether the agreement fairly balances the interests of the Company and the related party (see also section 5.5.6 below on the procedure for reviewing related-party agreements and its scope).

Since 12 December 2019, the Audit Committee has also been responsible for reviewing agreements classified as arm's length on a yearly basis to ensure that they have indeed been concluded in the ordinary course of business on arm's length terms, and reporting its opinion to the Board (see also section 5.5.6 below).

The Audit Committee's powers and duties are set out in a charter, including those concerning risk analysis and the detection and prevention of management errors. The charter is reviewed regularly and was last updated on 25 March 2020. The Board of Directors' Internal Rules also set out the Committee's responsibilities.

Work of the Audit Committee in 2022

The Audit Committee met 12 times in 2022 (versus 13 times in 2021). In addition to the customary meetings to review the annual and interim accounts and risks and internal control, several meetings were devoted to monitoring market trends and the Group's business, particularly in France, and to monitoring cash generation, the progress of the deleveraging plan and the implementation of the asset disposal plan. The attendance rate was 94.44% (97.44% in 2021). The meetings lasted an average of 2 hours and 50 minutes.

As a general rule, the meetings were also attended by the Chief Financial Officer, the Group Chief Accountant, the Group General Counsel, the Chief Risk and Compliance Officer, the Chief Ethics Officer, the Deputy Director of Risks, Compliance and Internal Control, the Director of Group Internal Audit, and the General Secretary who is also the Secretary of the Board and of the Committee. Representatives of the Statutory Auditors attend the meetings that involve discussion or review of the annual and interim financial statements, allocation of profit, changes in accounting standards, and the work of the Internal Audit department and the Risks, Compliance and Internal Control department.

The Audit Committee meetings were also attended by other senior managers depending on the items on the agenda, such as the Chief Operating Officer, the Deputy Chief Financial Officer in charge of performance and Group management control, the Head of the Group's Information Systems Security department, the Group M&A Project Director and Chairman of Casino Immobilier, the Chief Executive Officer of RelevanC, and the Executive Director, Merchandise and Chairman of Achats Marchandises Casino.

During its review of the annual and interim financial statements, the Committee met with the Statutory Auditors without any representatives of the Company in attendance.

In 2022, the Committee was given regular updates on the Group's business in view of the high inflationary context, and it closely monitored the annual budget and the progress of the asset disposal plan, including the sale of GreenYellow and part of the Group's stake in Sendas Distribuidora S.A. (Assaí).

The Committee carefully examined the cost reduction and efficiency plans, which were stepped up due to the macroeconomic context in order to protect profit margins. It also monitored compliance with the hard covenants included in the Group's credit facility agreements, as well as the Group's liquidity position and its free cash flow and deleveraging trajectory.

The Committee was given a presentation on the project to streamline the legal structure of the Group's food retail operations in France, via the creation of a joint holding company called CGP Distribution France, as well as the principle of the proposed spin-off of GPA and Grupo Éxito.

During its review of the 2021 annual financial statements and the 2022 interim financial statements, the Audit Committee also verified the accounts closing process and the consolidation of the accounts of the Group's various listed subsidiaries. It reviewed and discussed the executive summary prepared by the Financial and Accounting department, the management reports and the Statutory Auditors' report on their audit procedures, their review of the system of internal controls over the preparation and processing of accounting and financial information and their review of all the consolidation entries and the financial statements of the Company. As part of its review of the financial statements, the Committee examined the appropriateness of the accounting methods and treatments used in the financial statements and the effective completion of the Statutory Auditors' engagement. The Group's risk factors were set out to the Committee during the annual accounts closing process and when the updated risk map was presented. These included the social and environmental risks assessed by the Governance and Social Responsibility Committee which reports its recommendations to the Audit Committee and the Board. The Audit Committee was also briefed on the Group's first-time EU Green Taxonomy reporting.

The Audit Committee drew on the work of the Governance and Social Responsibility Committee, which examined and issued opinions to the Audit Committee on (i) the entire content of the Non-Financial Statement (which included the Group's first-time Taxonomy disclosures), (ii) non-financial items and risks, (iii) Senior Management's duty of care plan, (iv) the implementation of the anti-corruption system in accordance with the Sapin II law, (v) GDPR compliance, and (vi) the non-financial disclosures for 2021. Along with the Governance and Social Responsibility Committee, the Audit Committee is regularly informed of any incidents reported via the internal whistleblowing system and of the action taken in each case.

The six-month interim reports of the Risks and Compliance department and its Group Internal Control unit, as well as the priorities for 2023, were presented to the Committee by the Internal Control Director and the Chief Risks and Compliance Officer and Chief Ethics Officer. In particular, the Committee was informed of the results of the new internal control self-assessment exercises, the annual update of the Group's main risk map, and the system for identifying and monitoring fraud risks. It ensured that action plans were in place and reviewed their follow-up.

As is the case every year, the Director of Group Information Systems Security presented an update on action plans to prevent cybercrime.

The Director of Internal Audit also presented to the Committee the two six-month interim activity reports on completed internal audits, the results of follow-up audits to check that action plans have been launched to implement the internal auditors' recommendations, and the assignments performed in coordination with the internal auditing teams of the various Group entities. The Committee also received the reports on internal audits conducted during the year on compliance issues (Sapin II law). Between each half-yearly report, the Committee receives an executive summary of each audit carried out in the previous six months. The Committee approved the adjustments to the 2022 Internal Audit Plan and the Internal Audit Programme for 2023.

During the year, the Committee reviewed the Statutory Auditors' annual audit plan and proposed fee budget.

Apart from the accounts closing process, the Committee received regular briefings on ongoing investigations and procedures.

The Audit Committee reviewed and approved several non-audit engagements assigned to the Statutory Auditors and ensured that there were no identified situations or risks that could affect their independence during the financial year under review. The Committee reviewed the list of pre-approved non-audit services by type as well as the approval process described in the Non-Audit Services Charter in order to assess whether any amendments were required. It also examined the annual inventory of services provided by the Statutory Auditors since the beginning of 2021 and the related fees. The Committee recommended that the Board approve an amendment to the Charter to include an addition to the list of pre-approved non-audit services by type.

- **Review of related-party agreements and assessment of arm's length agreements**

As part of its review of related-party transactions and routine related-party agreements entered into on arm's length terms, in 2022, the Committee reviewed the management report on all routine agreements entered into or implemented in 2021 and obtained assurance that it had received all relevant information and that the agreements classified as arm's length did indeed meet the conditions. As in prior years, the Committee particularly examined the services provided by Euris under the strategic assistance agreement renewed on 1 January 2020, which was classified as an agreement relating to routine transactions and entered into on arm's length terms. It verified the nature of the services provided in 2021 and that the terms for implementing the agreement were unchanged, based on the report of a financial expert (see section 5.5.6 for further information).

In addition, it reviewed the annual report on all of the agreements between related parties, the purpose of which is to group all of the agreements and transactions that took place between or among these parties in 2021, including transactions outside the scope of the Committee's prior review procedure. It also read the statement of regulated related-party agreements.

The Chair of the Audit Committee reported to the Board on all of the Committee's analyses, work and opinions.

Appointments and Compensation Committee

Composition as of 9 March 2023

	Role	Independence	1st appointment/ last renewal	Number of meetings	Attendance rate
Maud Bailly	Chair[(1)] Member	I	10/05/2022 11/06/2021	8	100%
Nathalie Andrieux	Member	I	07/07/2015-12/05/2021		100%
Thomas Piquemal	Member[(2)]		10/05/2022		100%
INDEPENDENCE RATE		**2/3**			

(1) Replaced Nathalie Andrieux who chaired the Committee from 15 May 2018 until 10 May 2022.
(2) Replaced David de Rothschild who was a member of the Committee until 10 May 2022.

The proportion of independent directors on the Committee complies with the Afep-Medef Code's recommendation calling for a majority of Independent Directors.

The Chairman and Chief Executive Officer participates in the Appointments and Compensation Committee's work on the Committee's selection and appointment process for Directors and the Lead Director, and on information about the compensation policy for key executives who are not corporate officers.

Role and responsibilities

The role and responsibilities of the Appointments and Compensation Committee are set out in its Charter, which was updated most recently on 25 March 2020, primarily to reflect legislative changes that took place in 2019. The Board of Directors' Internal Rules set out the Committee's responsibilities.

The Appointments and Compensation Committee is specifically in charge of helping the Board of Directors to review applications for Senior Management positions and to select new Directors based on the criteria and requirements set by the Governance and Social Responsibility Committee to achieve the right mix of expertise and diversity. It reviews, on an annual basis, Directors' independence and the composition of the Committees. It also assists the Board of Directors in setting and implementing the compensation policy for corporate officers and the executive corporate officer, reviewing free share policies, employee share ownership plans and the human development and succession plan.

Addressing CSR risks, including those related to climate change

The Appointments and Compensation Committee draws on the work of the Governance and Social Responsibility Committee to prepare its recommendations on the CSR targets included in the criteria underlying the executive corporate officer's variable compensation and in the long-term incentive (LTI) plans and for monitoring the achievement levels of those targets over the pre-defined periods. The Chair of the Governance and Social Responsibility Committee is a member of the Appointments and Compensation Committee.

Work of the Appointments and Compensation Committee in 2022

The Appointments and Compensation Committee met eight times in 2022 (versus six times in 2021). The attendance rate was 79.17% in 2021 (100% in 2021). Meetings lasted an average of one and a quarter hours.

The Committee made recommendations to the Board on the proposed re-elections and ratification of appointments of Directors and the composition of the Board to be submitted to the Annual General Meeting of 10 May 2022.

As it does each year, the Committee performed its annual review of the independence of Directors, taking into account all of the criteria in the Afep-Medef Code, and presented the results of the review to the Board. As part of its review, it examined whether any Directors had any relationships with Group companies that might affect their judgement or lead to conflicts of interest.

The Committee members issued recommendations on changes in the membership structure and chairmanship of the Committees, taking into account the opinions of the Committees' Chairs and the recommendation of the Governance and Social Responsibility Committee that each Committee be chaired by an Independent Director.

The Appointments and Compensation Committee was asked to set the 2021 variable compensation of the Chairman and Chief Executive Officer based on the achievements and objectives set in February 2021 and to determine the components of his compensation for 2022. On the basis of the analyses and recommendations issued by two specialist firms, the Committee recommended revising the Chairman and Chief Executive Officer's compensation policy for 2022, proposing an increase in his fixed annual compensation (which had remained the same since 2013) coinciding with the renewal of his term of office as put to the shareholders' vote at the Annual General Meeting. This increase brought the Chairman and Chief Executive Officer's fixed compensation more into line with the median amount of fixed compensation paid by peer companies. In parallel, the Committee recommended introducing additional quantitative criteria underlying the Chairman and Chief Executive Officer's variable compensation by incorporating criteria reflecting the Company's social and environmental goals, which at the same time demonstrates the Company's focus on its CSR strategy.

During the year, the Appointments and Compensation Committee shared with the Governance and Social Responsibility Committee its views and opinions on changes to the Chairman and Chief Executive Officer's compensation policy for 2022 – both the increase in his fixed compensation and the incorporation of quantitative CSR criteria relating to gender diversity and reduction in CO_2 emissions, in line with the Company's objectives of increasing the number of women in its management structures and reducing its carbon footprint.

The Committee was also consulted concerning the determination of the final amount of the 2019-2021 long-term incentive bonus awarded to the Chairman and Chief Executive Officer by the Board of Directors on 6 March 2019 and approved by the Annual General Meeting of 7 May 2019, based on actual performance in relation to the plan's objectives. It made recommendations to the Board about the Directors' compensation policy for 2022 put forward for shareholder approval at the Annual General Meeting of 10 May 2022.

It was also informed during the year of the compensation of other Executive Committee members and reviewed the overall compensation of each of them. In addition, it was briefed on changes to the Executive Committee's membership during the year.

The Committee reviewed the proposed say-on-pay resolutions to be presented at the Annual General Meeting of 10 May 2022 and the corresponding Board reports, concerning the components of the Chairman and Chief Executive Officer's 2021 compensation, the compensation policy applicable to him for 2022, the disclosures related to his compensation including pay ratios, as well as the 2022 compensation policy for Directors which was also submitted to the Annual General Meeting for approval. It also reviewed the sections of the Board of Directors' report on corporate governance, included in the 2021 Universal Registration Document relating to matters within its remit and to its activity report.

The Committee was informed of changes in the compensation of a Director who is bound to the Company by an employment contract falling within the scope of application of the procedure for regulated related-party agreements, in order for the Committee to formulate its recommendation to the Board on this matter.

The Committee was also consulted about proposals to allocate free shares to managers of the Group and recommended that the Board approve the proposals.

The Committee examined the annual update to the succession plans for the Business Units' Management Committees and for Casino's key executives, the annual reviews of the talent pools available for succession planning, the career tracking and development plans, and action plans for the Group's key resources implemented in 2022. The courses of action for 2023 were discussed.

During two specific meetings, the Appointments and Compensation Committee closely examined the action plans taken over the last five years to increase women leadership within the Group and the results of those plans, in order to identify additional courses of action for the Business Units to accelerate their achievement of the objective to increase the proportion of women in top management positions.

Prior to the renewal of the Chairman and Chief Executive Officer's term of office put to the shareholders at the Annual General Meeting of 10 May 2022, in December 2021, the Committee reviewed the governance arrangements in place if the Chairman and Chief Executive Officer is temporarily unable to fulfil his responsibilities due to unforeseen circumstances. The long-standing arrangements ensure that in such a situation, a replacement system would be immediately operational to maintain continuity of Senior Management, including at the level of the listed subsidiaries and parent companies. These arrangements are reviewed on a regular basis.

The Chair of the Committee reported on the work performed at each Committee meeting to the Board of Directors.

The Appointments and Compensation Committee used independent research and benchmarking surveys, mainly carried out by specialist firms, to assist it in some of its duties, including for its analyses of Senior Management compensation packages.

Governance and Social Responsibility Committee

Composition as of 9 March 2023

	Role	Independence	1st appointment/ last renewal	Number of meetings	Attendance rate
Nathalie Andrieux	Chair[1] Member	I	10/05/2022 12/05/2021	4	100%
Thierry Billot, Lead Director	Member	I	11/06/2021		100%
Christiane Féral-Schuhl	Member	I	17/06/2020		100%
Frédéric Saint-Geours	Member		17/06/2020		100%
INDEPENDENCE RATE		**3/4**			

(1) Replaced Thierry Billot who chaired the Committee from 11 June 2021 until 10 May 2022.

Role and responsibilities

The purposes, organisational rules and operation of the Committee are described in a specific Charter that was amended and approved most recently by the Board of Directors on 25 March 2020. The Board of Directors' Internal Rules also set out the Committee's responsibilities.

The Committee was created in 2015 to monitor the development of governance rules, oversee their proper application and propose any appropriate adaptation and ensure they are adequate to the Group's needs. In the area of governance, it regularly reviews the structure, size and composition of the Board of Directors. In particular, it is responsible for monitoring matters relating to rules of conduct and ethics applicable to Directors, for determining the method of evaluating the Board's organisation and functioning and performing the evaluations, and for managing and handling conflicts of interest. The Committee may address any exceptional issue that could give rise to a conflict of interest.

■ Protection of the corporate interest in connection with the safeguard proceedings for the parent companies

Following the initiation of safeguard proceedings for the parent companies, the Committee recommended temporarily extending its role in this connection to ensure that the Board of Directors is in a position to continue to provide its members with full and accurate information, and to make impartial and objective decisions in order to protect Casino's corporate interest, and that it is always able to identify and monitor potential conflicts of interest within the Board. At its meeting on 13 June 2019, the Board of Directors decided to set up a specific governance framework on a temporary basis to be defined by the Governance and Social Responsibility Committee with the assistance of an independent law firm with no connection to the parent companies (see section 5.5.6 "Specific governance framework for the Governance and Social Responsibility Committee in connection with parent company safeguard proceedings").

■ CSR responsibilities and coordination with other Board Committees

The scope of the Committee's duties in the area of social responsibility was broadened from 15 December 2017, reflecting the involvement of individuals at the highest level of the organisation in the Group's social responsibility process and the alignment of said duties with those of the other two Committees. It is thus responsible for reviewing the Group's commitments and policies in the area of ethics and rules of conduct and corporate social, environmental and societal responsibility, implementing these policies and tracking their results, in line with the Group's strategy.

In this respect, together with the Audit Committee, it ensures the existence of systems for the identification and management of the principal non-financial risks and compliance with applicable laws and regulations. It reviews the Group's participation in ESG indices and examines the non-financial information disclosed in the annual management report, in accordance with the legal requirements. It reports to the Audit Committee and to the Board on its work.

The Governance and Social Responsibility Committee reviews the gender parity policy on a yearly basis ahead of the Board's annual discussion of this matter, and monitors all of the gender diversity objectives proposed by Senior Management (see also Article 12.2.5 of the Board of Directors' Internal Rules in section 8.3 of this Universal Registration Document), issuing any recommendations it deems appropriate.

Two members of the Governance and Social Responsibility Committee are members of the Audit Committee and the Committee Chair is a member of the Appointments and Compensation Committee. This facilitates the coordination of the Board Committees' work on CSR issues prior to the Committees' putting forward their recommendations and opinions to the Board of Directors.

Work of the Governance and Social Responsibility Committee in 2022

During 2022, the Governance and Social Responsibility Committee met four times (versus six times in 2021). The attendance rate was 100% (versus 95.83% in 2021). The meetings lasted an average of over three hours and ten minutes.

The Committee's work mainly focused on the following matters:

- **Specific temporary assignment in connection with the safeguard proceedings:**

The Committee received an update on the parent company safeguard proceedings. In particular, it was briefed on the outcome of Rallye's tender offers for its unsecured debt and Rallye's repayment schedule.

- **Governance responsibilities:**

In the first quarter of 2022, the Committee held discussions on the summary of the 2021 review of the Board's practices and procedures, steered by the Lead Director, together with the related recommendations, and examined the Lead Director's report on the Independent Directors' meeting devoted to the Board's assessment (executive session) and the conditions in which the respective roles of Chairman and Chief Executive Officer were performed in 2021. The Committee unanimously recommended maintaining the combined governance structure.

The Board's diversity policy was discussed, as was the membership structure of the Committees and the recommendation that each Committee be chaired by an Independent Director.

The Governance and Social Responsibility Committee read the report on the dialogue conducted by the Lead Director with investors and voting advisory firms, and recommended continuing this dialogue in 2022. It also reviewed updates to the Insider Trading Policy.

In line with best governance practices and based on research carried out by compensation consultants, it examined the proposed increase in the Chairman and Chief Executive Officer's fixed compensation for 2022 recommended by the Appointments and Compensation Committee, following which it likewise recommended that the increase should be applied. It recommended that the Board approve the Board of Directors' Corporate Governance Report included in the 2021 Universal Registration Document.

In December 2022, work performed by the Committee included an annual review of the Company's position vis-à-vis the various reports issued by the AMF and the High Committee on Corporate Governance, the Afep-Medef Code and reviews of the recommendations made by shareholders, proxy advisors and ESG rating agencies.

The Committee was given a report by the consultancy firm commissioned in 2022 to carry out the assessment of the Board's practices and procedures. A summary of this report and suggestions for the future were presented to the Board of Directors in 2023 (see section 5.5.5 "Assessment of the Board of Directors' practices and procedures").

It recommended that the Board renew the specific annual authorisations granted to the Chairman and Chief Executive Officer, as described in the Board of Directors' Internal Rules.

It also recommended continuing the process of dialogue and discussion between the Lead Director and investors and voting advisory firms.

- **Corporate Social Responsibility (CSR) responsibilities**

As was the case in 2021, the Committee reviewed and discussed the CSR policy implemented by the Company as part of its growth strategy, presented by the Group Director of CSR and Engagement and the CSR work carried out in 2021, particularly in relation to the Group's climate strategy and the indicators included in the 2021 Non-Financial Statement. The Committee examined the main non-financial risks and related risk management measures, as well as an update on the implementation of the recommendations issued by the Task Force on Climate-related Financial Disclosures (TCFD). The work on EU Green Taxonomy reporting was also reviewed.

The Committee recommended that the Board approve the Non-Financial Statement, the CSR information, the ethics and compliance approach and the report by Senior Management on the implementation of the duty of care plan incorporated in the management report presented in the 2021 Universal Registration Document.

Interim status reports were presented to the Committee by the Risks and Compliance Director and Group Ethics Officer and by the Internal Control Director on the implementation of measures and procedures to prevent and detect bribery and corruption as required by the Sapin II law, especially as regards progress on the various digitalisation projects, the risk mapping process and the results of the self-assessment campaign, as well as the internal compliance audits and action plans. The approach to complying with the General Data Protection Regulation was also presented to the Committee, along with a status report on each of the priority actions.

During the year, the Committee was given several status reports on Senior Management's duty of care plan and related action plans, as well as on the procedures for updating risk analyses and monitoring the lawsuits filed by NGOs and/or non-profits against the Company in relation to duty of care legislation.

The findings of a materiality study of the CSR challenges facing the Company, including climate issues, were presented to the Committee, as were the findings of a study on the potential impacts of physical climate risks on the Group's business and an analysis of the Group's innovation policy.

Following on from its review in prior years of the CSR strategies for Monoprix and GPA (Grupo Pão de Açúcar) in Brazil, in 2022 the Committee examined the CSR strategy for Grupo Éxito, which was presented to it in detail by Grupo Éxito's Chairman and Chief Executive Officer.

The Committee was also given detailed updates on changes in the Group's non-financial ratings and scores. It examined the Group's policy for inclusively employing people with disabilities and supporting them in the workplace, as well as its policy and goals relating to the use of plastic and the ensuing action plans that have been put in place. The CSR & External Communication Directors of DCF (hypermarket/supermarket and convenience formats reporting scope) briefed the Committee on the CSR approach of the Casino banners, as well as the main achievements and the roadmap, which the Committee subsequently discussed.

The Committee also tested the energy and climate training programme in an initial session solely for Committee members, which will be offered to all of the Board's members in 2023.

The Human Resources department made a presentation to the Committee on action taken by the Group in 2022 to support the gender equality policy, the objectives concerning the proportion of women in Senior Management positions in France and the progress made towards meeting these objectives. The Committee noted the positive outcomes of the action plans which must be pursued and completed. The Committee recommended setting ambitious targets and that consideration be given to introducing an additional specific objective concerning the proportion of women on the Group Executive Committee.

It ensured that the quantitative CSR targets proposed for calculating the Chairman and Chief Executive Officer's 2022 annual variable compensation and his long-term compensation under the 2022 LTI plan were aligned with the Group's business strategy and medium/long-term objectives relating to gender diversity and reducing carbon emissions.

The Committee reported to the Audit Committee on its work and opinions regarding the review of non-financial risks, the Non-Financial Statement and its monitoring of the implementation of the anti-corruption system put in place in accordance with the Sapin II law, as well as GDPR compliance and the duty of care plan.

The Committee reported to the Board of Directors on the work carried out at each of its meetings and submitted its opinions and recommendations.

5.5.4. INDEPENDENT LEAD DIRECTOR – 2022 REPORT

The Board of Directors' Internal Rules provide for the mandatory appointment of an Independent Lead Director whenever the offices of Chairman of the Board of Directors and Chief Executive Officer are held by the same person (see also section 5.3.3 above).

The position of Lead Director was created on 11 May 2012 at the suggestion of the Chairman and Chief Executive Officer. Thierry Billot, an Independent Director, has been the Lead Director since 12 October 2021. He is a member of the Audit Committee, which he has chaired since 10 May 2022. He is also a member of the Governance and Social Responsibility Committee, which he chaired until 10 May 2022.

The Lead Director's powers and duties are described in Article 13 of the Board's Internal Rules. The Lead Director ensures that the combination of the roles of Chairman and Chief Executive Officer does not have an adverse impact on the proper functioning of the Board, for example in relation to the information given to Directors, Board meeting agenda items and the organisation of Board discussions and votes (see section 5.3.3 "Role of the Lead Director" for a detailed presentation of the duties assigned to this Director).

To this end, the Lead Director may consult the Governance and Social Responsibility Committee at any time about any problematic issues.

The Lead Director attended all meetings of the Board of Directors in 2022 (13 meetings); all of the Audit Committee meetings (12 meetings), all of the Governance and Social Responsibility meetings (four meetings), and one meeting of the Appointments and Compensation Committee.

Work carried out in 2022:

- The Lead Director chaired two meetings of the Independent Directors (executive sessions), in January and September 2022. In addition to addressing topical matters, such as the asset disposal and deleveraging plans, one of the two meetings was more specifically dedicated to the assessment of the Board's practices and procedures, and the other meeting was focused on following up on the recommendations that were made.
- The Lead Director reported to the Governance and Social Responsibility Committee that the positions of Chairman of the Board of Directors and Chief Executive Officer and the duties of the Board and the Board Committees were performed satisfactorily and that no problems had come to light or been reported to the Appointments and Compensation Committee or the Governance and Social Responsibility Committee or to the Lead Director during the financial year in question concerning any actual or potential conflicts of interest. The Board's practices and procedures, in terms of the organisation of its discussions and decisions, the information given to Directors and the quality of its Committees' practices and procedures, was confirmed as being good during the self-assessment exercise carried out in 2021 and the meeting organised by the Lead Director at the end of January 2022 (see above). The Chairman and Chief Executive Officer was informed by the Lead Director of the observations and suggestions made for 2022.

- Together with the Governance and Social Responsibility Committee, the Lead Director is responsible for reviewing the Company's application of the governance practices recommended in the Afep-Medef Code, its implementation guide and the reports of the AMF and the High Committee on Corporate Governance, with his most recent review carried out in December 2022. He ensured that the Directors received all the necessary information and that governance issues were properly examined, that independent advice was obtained as needed concerning specific issues or decisions, that potential conflicts of interest were prevented – in particular in connection with the parent company safeguard proceedings – and that the Committee duly fulfilled its temporary monitoring assignment. He ensured that the Board of Directors' Internal Rules and the Committees' Charters were reviewed and adapted whenever necessary. He presented all of his work and proposals to the Board, including the results of the assessment of the Board's practices and procedures and the proposals of the Governance and Social Responsibility Committee and the Independent Directors on the action to be taken based on the results of the assessment. The Lead Director presented to the Audit Committee, and then to the Board in his capacity as Chair of the Governance and Social Responsibility Committee, the analysis of the Non-Financial Statement and Senior Management's duty of care plan, and a report on the compliance programme relating to anti-corruption and prevention of influence peddling in accordance with the applicable legal and regulatory requirements, and the personal data protection programme.
- Along with the Governance and Social Responsibility Committee, the Lead Director also reviewed the composition of the Board and its Committees and its compliance with governance rules.
- He also conducted several shareholder dialogue meetings in 2022 with investors and voting advisory firms and reported back to the Governance and Social Responsibility Committee and the Board.
- In his capacity as a member and then Chair of the Audit Committee, he participated in and subsequently led all of this Committee's work, particularly in relation to the asset disposal and deleveraging plans, the analysis of strategic and/or major transactions, and the monitoring of operating performance and cash generation.
- The Lead Director held regular discussions with the Board Secretary to prepare meetings of the Board Committees and the agenda of the Board meetings. The successive Lead Directors had access to all the work files of the Board Committees of which they were not a member and had the option of participating in the meetings of those Committees. In 2022, the Lead Director participated in the meeting of the Appointments and Compensation Committee at which the compensation policy for the Chairman and Chief Executive Officer for 2022 was discussed.
- The Lead Director also reported on his activities to the Governance and Social Responsibility Committee as well as to the Board of Directors.

The Board Secretary was at the disposal of the Lead Director to assist him in the performance of his responsibilities.

5.5.5. ASSESSMENT OF THE BOARD'S PRACTICES AND PROCEDURES

Pursuant to the Afep-Medef Code, the Board's Internal Rules provide for an annual review and regular performance evaluations of the Board of Directors by the Governance and Social Responsibility Committee, assisted by an independent consultant if it so wishes. Every three years, the Governance and Social Responsibility Committee commissions a consultancy firm to carry out this assessment. Implementation of the suggestions for improving the organisation of the Board's work is monitored during the annual meeting of Independent Directors and clarifications were made at meetings organised by the Lead Director (executive sessions).

For 2021, the assessment was carried out under the supervision of the Lead Director, via questionnaires sent out to all of the Board's members and interviews conducted by the Lead Director. Based on the suggestions and proposals put forward during this annual review, in 2022, the work of the Board and the Audit Committee was focused on implementing the asset disposal and deleveraging plans, and on examining strategic and/or major transactions and monitoring the Group's operating performance through key indicators. Executive summaries are now provided for the most extensive presentations.

For 2022, the Governance and Social Responsibility Committee commissioned the consultancy firm Bertrand Richard Conseil to perform another independent assessment at the end of 2022. This process involved interviews with the Lead Director and the overall assessment report was sent to each Director.

The findings of the assessment and the outcome of the meeting of Independent Directors organised on 10 February 2023 by the Lead Director to finalise the summary report revealed that the Directors have an extremely positive view of the practices and procedures of the Board and its Committees. The factors they particularly appreciate are the pro-activeness, the quality of discussions and information provided, the contribution and role of the Committees, the commitment of the Directors and the interaction with the Group's management teams. The summary was presented to the Board of Directors, which reviewed and discussed it and approved all the recommendations.

Regarding the Board's practices and procedures, the following points were highlighted:

- the interaction between the Directors and Management, which has improved, particularly within the Committees, and the strong commitment shown by Senior Management and the Board's members to ensure that the Group's governance structure works effectively, with the support of the Lead Director who fully performs his role;
- the quality of discussion, with the Board's members being able to freely express their opinions while respecting form;

- the effective combination of the roles of Chairman and Chief Executive Officer, which has proved to be the right decision and well suited to managing the recent crisis, together with the role of the Lead Director, who has slotted in rapidly to the overall structure;
- significant contribution and role of the Committees, particularly in terms of managing the crisis, both regarding the Audit Committee's monitoring of the asset disposal plan and budget, and the Governance and Social Responsibility Committee's prevention of potential conflicts of interest;
- strong commitment shown by the Directors who have rallied in response to the crisis and demonstrated not only resilience but also vigilant support;
- the changes in the Board's membership structure, with a rejuvenated profile and new skills;
- sufficient contact with the Senior Management team, enabling the Board to get to know the Group's key managers;
- a very good level of information provided to the Board, with quality files, reflecting Senior Management's aim to establish transparent communications, and satisfactory feedback on the implementation of decisions taken;
- a wide range of topics addressed and efficient organisation of the Board's work, thanks to the input of the Board Secretary.

As part of the assessment of the Board's practices and procedures, the Directors were asked to assess their colleagues' contribution to the Board's work. The Directors considered this contribution to be of an appropriate level, and that the range of contributions provide Senior Management with diverse viewpoints.

For 2023, the Board's members said they would like to continue to deepen their discussions on strategy in view of the Group's competitive environment.

It was also suggested that more social occasions could be organised (such as lunches, informal meetings with Senior Management and on-site visits), that presentations and documentation be provided to the Board further ahead of meetings if possible, and that there continue to be two executive sessions a year (a meeting of Independent Directors chaired by the Lead Director), having launched this new practice in 2022. Going forward, the Governance and Social Responsibility Committee will be focusing even more on strategy and CSR issues, and discussions will be held on organising further collaborative work between this Committee and the Audit Committee.

5.5.6. RULES OF CONDUCT – CONFLICTS OF INTEREST – PROTECTION OF MINORITY SHAREHOLDERS

Rules of Conduct – Internal Rules

The Board of Directors' Internal Rules and, in particular, Section VI, set out the rules of conduct applicable to Board members. This section was supplemented and updated in 2016 and again in March 2017. The rules state that each Director must perform his or her duties in compliance with the rules of independence, business ethics, loyalty, and integrity. It notably includes the duty of the Directors to request information, their obligation to protect the Company's interests, avoid and manage conflicts of interest, attend meetings and keep information confidential, and contains rules relating to equity interests held by Directors elected by the Annual General Meeting. The measures associated with the prevention of insider trading are also compiled in the Insider Trading Policy adopted in March 2017, which is reviewed annually and was most recently updated on 9 March 2022, and to which the Board of Directors' Internal Rules expressly refer (see below). The Ethics Charter and the Code of Ethics and Business Conduct for the Group's affairs that define and illustrate the values of ethics and integrity of the Group are the reference documents intended for all employees as well as the executives and Directors of the Group. These documents may be viewed on the Company's website (https://www.groupe-casino.fr/en/ethics-compliance/).

Section VI of the Internal Rules states that before agreeing to undertake the position, each Director must read the legal and regulatory provisions associated with his or her position, the applicable codes and sound governance practices, as well as any provisions specific to the Company contained in the Articles of Association and the Internal Rules.

Directors must request the information they deem necessary for the successful performance of their responsibilities. To this end, they must ask the Chairman, where appropriate and in a timely manner, for the information they need to make useful contributions to the discussions of items on Board meeting agendas.

With respect to the rules applicable to the prevention and management of conflicts of interest, Directors who represent the interests of all shareholders have a duty to disclose any conflicts of interest they may have to the other Board members. The Internal Rules state that each Director is required to alert the Board of Directors regarding any actual or potential conflict of interest in which they might be directly or indirectly involved and, in such a case, to abstain from taking part in discussions and votes on the matters in question. Each Director must consult with the Chairman prior to undertaking any assignment or accepting any function or duties that could, even potentially, result in a conflict of interest for the Director in question. The Chairman can consult with the Governance and Social Responsibility Committee or the Board of Directors regarding such matters.

During the 2015 financial year, with a view to better reflecting the Group's strong international footprint and the presence in the Group of several listed companies (subsidiaries or parent companies) both in France and abroad, the Board of Directors decided to strengthen and supplement existing procedures and/or governance bodies, thereby enhancing its good governance process. The Board accordingly implemented a procedure to review all agreements between related parties (see below), and to create the Governance Committee, renamed Governance and Social Responsibility Committee in December 2017, whose specific task is to examine governance, ethical and social responsibility issues.

As part of its duties, the Governance and Social Responsibility Committee may therefore examine any exceptional issue that may give rise to a conflict of interest within the Board of Directors and give an opinion or make a recommendation on the matter.

Conflicts of interest – Protection of minority shareholders

Conflicts of interest involving corporate officers and Senior Management

The Company conducts routine business on a daily basis with all of its subsidiaries. It also receives strategic advice from Euris, the Group's overall holding company, which is controlled by its Chairman Jean-Charles Naouri. Euris provides permanent advisory services on strategy and development (currently by a team of 13 people), on terms set out in an agreement that was last renewed on 27 January 2023 for a three-year period, under similar terms and conditions to the agreement renewed for a three-year period on 1 January 2020. In January 2020, the Audit Committee assessed whether it was in Casino's interests to renew this agreement, and on the basis of its analysis and the specialists' reports, concluded that it qualified as an agreement relating to routine transactions and entered into on arm's length terms. The Audit Committee carried out the same analysis and reached the same conclusion when it performed its annual review of the performance, which last took place on 26 January 2023 at the time of the renewal of the agreement (see below, "Regular review by the Audit Committee of agreements relating to routine transactions and entered into by the Company on arm's length terms pursuant to Article L. 22-10-12 of the French Commercial Code [formerly Article L. 225-39 of said Code])".

Under the agreement, the amount paid in 2023 to Euris by the Company for services provided in 2022 was €850,000 excluding VAT (€790,000 excluding VAT in 2021).

Euris also provides permanent strategic advisory and assistance and development services to the Company's subsidiaries. The total amount billed by Euris for these services in 2022 was €3.1 million, excluding VAT (€3 million excluding VAT in 2021). In addition, Euris and Foncière Euris provided staff and fitted-out premises for the Company and its subsidiaries (see note 14 to the consolidated financial statements for the year ended 31 December 2022).

To the Company's knowledge, with the exception of the abovementioned contracts, there are no other service contracts between the members of the Board of Directors of the Company and the Company or any of its subsidiaries the terms of which would qualify as a grant of special benefits.

Jean-Charles Naouri, Franck Hattab, Didier Lévêque, Alexis Ravalais, Josseline de Clausade and Odile Muracciole, executives, Directors or permanent representatives of companies in the Euris and Rallye groups, are members of the administrative, management and/or supervisory bodies of companies belonging to these two groups and/or to Casino Group (see list of the positions in section 5.5) and accordingly receive compensation.

To the Company's knowledge, there are no other potential conflicts of interest between the duties performed by the members of the Board of Directors for the Company and their private interests or other obligations. There are no arrangements or agreements with shareholders, customers, suppliers or other parties by virtue of which a member of the Board of Directors has been appointed as a Director.

The responsibilities of the Audit Committee, particularly in connection with the prior review procedure for agreements between related parties, and of the Governance and Social Responsibility Committee, on both of which sit a majority of Independent Directors, as well as the Lead Director, help to prevent conflicts of interest and ensure that the power of the majority shareholders is not exercised unfairly.

In addition, to the best of the Company's knowledge, no family ties exist between members of the Company's Board of Directors.

No loans or guarantees have been made or granted by the Company to members of the Company's Board of Directors who are natural persons.

Prior review of agreements between related parties by the Audit Committee

Casino pays close attention to agreements between the Company or its wholly-owned subsidiaries and other companies in Casino Group, the Group's parent companies and their subsidiaries, as well as companies accounted for by the equity method, referred to as "related parties".

In this regard, in order to prevent conflicts of interest and protect the various minority shareholders within the Group, the Board of Directors in 2015 instituted a procedure for the systematic review of related-party agreements by the Audit Committee. The only procedure for the prior authorisation of related-party agreements, as provided for in the French Commercial Code (regulated agreements), which consists of prior authorisation from the Board of Directors, the preparation of a Statutory Auditors' special report, and approval at the Annual General Meeting, is intended to apply mainly to agreements to which Casino is a direct party. It does not cover routine agreements entered into under arm's length conditions, which represent the vast majority of intra-group agreements.

The Board therefore introduced a prior review procedure for the Audit Committee to examine all agreements before they are submitted for information or approval to the Board of Directors, between (i) the Company or its wholly-owned subsidiaries and (ii) other Group companies as well as controlling companies and companies accounted for by the equity method in the Group's consolidated financial statements where the transaction amount with the same related party during the same financial year, either individually or in total, is greater than €10 million per transaction and, above the €10 million aggregate threshold, transactions for which the total amount is €1 million. The Audit Committee is required to express an opinion as to whether the terms of such contracts fairly balance the interests of both parties. The procedure does not apply to agreements between the Company and its wholly-owned subsidiaries or among wholly-owned subsidiaries themselves that concern (i) routine transactions carried out in the normal course of business, (ii) tax consolidation agreements, provided they do not place one of the parties in a less favourable position than if it had elected to be taxed on a stand-alone basis, or (iii) the issue of a guarantee or a payment for a guarantee, unless it is not consistent with the Group's normal practices in this regard.

Moreover, related-party agreements (regulated agreements as per French law) entered into by the Company are subject to this procedure regardless of their amount. At the request of Senior Management, any agreement not falling within the scope of the procedure may also nevertheless be submitted for review to the Audit Committee owing to its characteristics. At the request of the Chairman and Chief Executive Officer or the Chair of the Audit Committee, the Board of Directors may also decide to entrust the prior review of an agreement with a specific related party to an ad hoc Committee due to the nature or significance of the planned transaction.

To perform its work in line with this procedure, the Audit Committee may use studies or reports generally produced by external specialist consultants to make an informed decision about the related-party agreements subject to its review.

A specific charter describing the procedure's organisation and operation was drawn up and approved by the Board of Directors based on the recommendation of the Audit Committee. The Board of Directors' Internal Rules also include provisions relating to the principle of a prior review of agreements between related parties by the Audit Committee, of which at least two-thirds of members are Independent Directors. Pursuant to this Charter, each year, Senior Management also presents a report to the Audit Committee on all related-party agreements entered into during the year and on all transactions qualifying for the above-mentioned exceptions to the related-parties procedure. The annual report presented to the Audit Committee during 2023 covering the 2022 financial year once again concluded that there was no need to widen the scope of application of the systematic review procedure introduced in 2015.

No new related-party agreements were submitted to the Audit Committee for its opinion during 2022 in accordance with the Charter.

Regular review by the Audit Committee of agreements relating to routine transactions and entered into by the Company on arm's length terms pursuant to Article L. 22-10-12, second paragraph, of the French Commercial Code

- **Arm's length agreement identification and review procedure**

Further to changes in the legal provisions governing related-party agreements pursuant to the Pacte Law of 22 May 2019 provided in Article L. 22-10-12 (formerly Article L. 225-39) of the French Commercial Code, instituted by Order 2020-1142 of 16 September 2020, at its meeting of 12 December 2019 the Board of Directors, on the unanimous recommendation of the Governance and Social Responsibility Committee, tasked the Audit Committee with regularly reviewing the "arm's length" agreements entered into by the Company, and also approved, on the Audit Committee's recommendation, the terms of the dedicated charter on identifying and reviewing arm's length agreements. This charter sets out the methodology to be used to classify agreements into arm's length and related-party agreements referred to in Article L. 225-38 of the French Commercial Code. It is available on the Company's website at: https://www.groupe-casino.fr/en/group/governance/documentation-and-information/

Each year, the Audit Committee reviews the report on arm's length agreements entered into during the year or which continued to apply during the year, and the analysis of those agreements. The list of arm's length agreements is accompanied by any supporting documentation or reports prepared by a third-party expert in financial, legal, real estate or other fields, enabling the Audit Committee to review those agreements classified as at arm's length and to report thereon to the Board of Directors. The Audit Committee may ask for additional information from the Company's Senior Management. The Audit Committee may, if it deems necessary, propose that an agreement initially considered to be an arm's length agreement be reclassified as a related-party agreement. Should the Board agree on the need for such a change, the rectification procedure referred to in Article L. 225-42, paragraph 3 of the French Commercial Code is implemented.

The Audit Committee may also propose that an agreement initially considered as a related-party agreement be reclassified as an arm's length agreement, if it deems appropriate. In that case, the Board of Directors discloses the change in its management report in order to inform the Company's shareholders.

Any member of the Audit Committee or the Board of Directors who is directly or indirectly involved in an arm's length agreement may not take part in its review.

Furthermore, each year, based on the arm's length agreement report, the Audit Committee also determines whether the procedure for identifying and reviewing arm's length agreements as defined in the procedure remains appropriate for the Company's needs and proposes any necessary changes to the Board of Directors.

Implementation of the procedure

As part of this procedure, the Audit Committee particularly examines, on an annual basis, the services provided by Euris under the strategic advisory agreement signed between the Company and Euris. This agreement was renewed on 1 January 2020 for a three-year period and has been classified as a routine agreement entered into on arm's length terms, as based on financial and legal appraisals which were reported on in detail in the Board of Directors' previous corporate governance reports.

Euris invoices the expenses it has incurred in providing strategic advisory services to the Group based on allocation keys applied at two successive levels: a primary key applied to the holding companies based on capital employed (equity + debt) and a secondary key within Casino Group to allocate Casino Group's portion between the subsidiaries of Casino, Guichard-Perrachon based on sales (Casino, Guichard-Perrachon assumes 20% of the expenses). The expenses are allocated at cost plus a 10% mark-up.

At its meeting on 7 March 2022, the Committee examined the annual report on all routine arm's length agreements that were entered into or implemented in 2021. In particular, it examined the services provided by Euris under the strategic advisory agreement signed between the Company and Euris, based on analyses performed by a third party which concluded that the agreement was strictly applied and that its classification as a routine agreement entered into on arm's length terms was substantiated.

As the agreement with Euris expired on 31 December 2022, the Audit Committee was asked at its meeting on 26 January 2023 to renew it under the same financial terms and conditions as previously, and for the same three-year period. The Committee assessed whether it was in the Company's best interests to renew the agreement, based on the services provided, and verified that the agreement continued to meet the conditions to qualify as an agreement relating to routine transactions and entered into on arm's length terms. For the purposes of its assessment, the Committee referred to two appraisal reports, including an independent appraisal commissioned from the consultancy firm Didier Kling Expertise & Conseil, as well as legal opinions. These reports and opinions did not give rise to any requests for further information from the Committee.

At its meeting, the Committee examined the services provided by Euris (regular or specific high value-added advice on complex issues requiring an excellent knowledge of the Group and a cross-functional vision) and reviewed the findings of an expert report on the implementation of the related agreement in 2022.The Committee determined that there had been no change in the agreement's implementation terms and that it constituted a routine agreement entered into on arm's length terms.

The opinions of the financial advisors confirmed the relevance and fairness of the strategic cost allocation method and its appropriateness for the services provided, which were verified. The financial opinions all also concluded that the agreement qualified as arm's length in view of the nature of the costs invoiced and the allocation method selected – cost plus a 10% mark-up, which was considered to be relevant and therefore fair for both the service provider and the beneficiary.

The conclusions of the independent appraisal conducted by Didier Kling Expertise & Conseil to review and re-evaluate the allocation method used to bill Casino for the strategic advisory services provided by Euris, and the types of services invoiced to Casino under the agreement, show that:

- the method used to allocate the costs incurred by Euris to subsidiaries for the strategic advisory services provided is relevant and well-suited to the type of business activities carried out by Casino Group companies;

- the mark-up applied to those costs, barring any potential local tax restrictions, falls within a commonly used range, reflects the high value-added of the services provided, and therefore seems acceptable;
- the method used for allocating the strategic assistance costs borne by Euris (identification of the costs borne by Euris, calculation and application of the primary and secondary allocation keys) is applied correctly;
- the materiality and substance of the strategic assistance services provided by Euris are substantiated by the interviews conducted and the documentation consulted;
- based on the standards and guidance of the French National Institute of Statutory Auditors (the CNCC) and the points set out above, the agreement concerns routine transactions and the conditions under which those transactions are carried out appear to be on arm's length terms.

The legal opinions sought concluded that the agreement was in line with the corporate interest of the relevant companies and qualified as an arm's length agreement entered into with Euris in the ordinary course of business.

In view of (i) the fact that the proposed agreement is unchanged from the previous one, (ii) the nature of the services provided by Euris to Casino between 2020 and 2022, (iii) the financial opinions which are consistent with those expressed in 2020 confirming the relevance and fairness of the strategic cost allocation method and its appropriateness for the services provided, and (iv) the related legal opinions, and having discussed the matter with various experts, the Audit Committee unanimously confirmed that the agreement continued to meet the conditions for being classified as an agreement relating to routine transactions and entered into on arm's length terms.

At its meeting on 7 March 2023, the Committee also examined the annual report on all routine arm's length agreements entered into or implemented in 2022. Based on this report, the Audit Committee was able to confirm that the other related-party agreements that were implemented did not require any additional analysis and that they did indeed qualify as agreements relating to routine transactions and entered into on arm's length terms.

The Audit Committee also confirmed to the Board of Directors that the procedure for determining and assessing the routine agreements as defined in the Charter remained suited to the Company's situation and did not require any amendment.

Specific governance framework for the Governance and Social Responsibility Committee in connection with parent company safeguard proceedings

At its meeting on 13 June 2019, the Board of Directors decided to follow the recommendation of the Governance and Social Responsibility Committee by setting up a specific governance framework in response to the initiation of safeguard proceedings at the level of the Group's parent companies.

Based on the Governance and Social Responsibility Committee's recommendation, the Board of Directors decided to give the Governance and Social Responsibility Committee responsibility for dealing with issues arising from the safeguard proceedings, including:

- exchanging information with Rallye and the Group's other parent companies concerning the preparation, negotiation and implementation of the parent companies' safeguard plans;
- an assessment of the consistency of the safeguard plans prepared by the holding companies with Casino's strategic objectives, as determined by the Board;
- reviewing any Board decisions related to the implementation of the safeguard plans or that could potentially be affected by the safeguard proceedings applicable to the parent companies (for example, implementation of the current disposal plan and possible adjustments thereto, any decision to pay a dividend, or the assessment of any related-party agreements with companies concerned by the safeguard proceedings).

This framework aims to ensure that the governance mechanisms in place at Casino are appropriate and notably that the Board of Directors is in (i) a position to continue to provide its members with full and accurate information, (ii) make impartial and objective decisions, with a view to protecting Casino's corporate interest, and (iii) identify and monitor potential conflicts of interest within the Board.

The Committee is supported by the independent legal advisors to the parent companies. It obtains opinions from independent financial and legal experts and may call on any independent consultants at its discretion. It also draws on the work and opinions of the Audit Committee on financial and strategic matters within its remit and the Audit Committee itself also calls on expert opinions and reports thereon to the Governance and Social Responsibility Committee.

A briefing was organised at a meeting of the Governance and Social Responsibility Committee in 2022 (see also section 5.5.3 "Work of the Governance and Social Responsibility Committee in 2022").

Convictions

To the best of the Company's knowledge, no member of the Board of Directors has during the last five years:

- been convicted of fraud or of a crime and/or incurred an official public sanction or sentence imposed by a legal or regulatory authority;
- been involved in an insolvency, a receivership or a liquidation in his or her capacity as a member of a management body;
- been disqualified by a court from acting as a member of an administrative, management, or supervisory body of an issuer or from acting in a managerial capacity or being involved in the conduct of the business or affairs of any issuer.

Restrictions accepted by members of the Board of Directors relating to the sale of their shares

Pursuant to the terms of the Company's Articles of Association, each Director must own at least 100 Company shares. In addition, the Internal Rules state that each Director elected at an Annual General Meeting, whether a natural person or a legal entity, and each permanent representative of a legal entity, also undertakes to hold a number of Company shares the amount of which corresponds to at least one year of their compensation as a Director. The Internal Rules, as amended in March 2021, specify that (i) the calculation is based on the individual basic compensation and the Company's weighted average share price for the previous financial year and (ii) each Director has a period of one year from the date of his or her election or re-election by the Annual General Meeting in which to adjust his or her shareholding to this minimum level.

Subject to the foregoing, to the Company's knowledge, there are no restrictions on members of the Board of Directors relating to the sale of their equity interests in the Company other than the obligations adopted by the Group pursuant to the Insider Trading Policy or, generally, to any applicable law or regulations regarding requirements to abstain from carrying out transactions involving Company securities in connection with the prevention of insider trading.

Prevention of insider trading

During 2017, the Company updated its internal rules and recommendations on insider trading following changes in the legal and regulatory framework applicable to the prevention of market abuse following the introduction of Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse, which entered into effect on 3 July 2016.

On the recommendation of the Governance and Social Responsibility Committee, the Board of Directors' Internal Rules were modified and an Insider Trading Policy was adopted. This Insider Trading Policy includes, in particular, a description of (i) the applicable legal and regulatory provisions, (ii) the definition of inside information, (iii) the measures taken by the Company to prevent insider trading, (iv) the obligations of persons with access to this inside information, and (v) the applicable penalties. The Policy also states that Casino's listed subsidiaries or parent companies each have their own insider trading rules with which the persons subject to said rules must also comply.

The Policy applies to members of the Board of Directors (including Non-Voting Directors), executives and other persons in similar roles, as well as, more generally, to employees who may have access to sensitive or inside information. It is sent to all such persons, who attest that they have read it and agree to comply with it.

The Policy provides for the creation of an Insider Trading Committee responsible, among other things, for answering any questions relating to the application of the Insider Trading Policy and management of lists of insiders and delayed disclosure of inside information.

The Insider Trading Policy, like the Board of Directors' Internal Rules, prohibits the abovementioned persons from trading in the Company's securities or financial instruments:

- during the 30 calendar days preceding the publication by the Company of a press release announcing its annual and interim financial results, including the date of said publication;
- during the 15 calendar days preceding the publication by the Company of a press release announcing its quarterly financial results, including the date of said publication;
- from and after the date of exposure to inside information to the date on which said information is no longer considered inside information, in particular after it is made public.

The start of each blackout period coincides with the sending of an email informing the persons affected by the prohibition, to which is attached a calendar of the blackout periods and a reminder of the obligations stipulated in the Insider Trading Policy.

The Policy contains rules relating to the compilation of lists of insiders and includes information about the declarations that must be made by the persons defined as persons having managerial and executive responsibilities and persons having close personal ties to such persons when they engage in transactions involving the Company's securities.

A document containing a reminder of the insider trading rules, aimed at ensuring the Insider Trading Policy – as updated in March 2022 – is properly understood and respected, was sent by the Insider Trading Committee in 2022 to employees who are required to respect blackout periods.

The Policy is regularly reviewed and was last updated on 27 February 2023. It is available on the Company's website.

Attendance at Board and Committee Meetings and holding multiple directorships

The Board of Directors' Internal Rules states that Directors must devote the necessary time and attention to their responsibilities. They must make every effort to attend Board of Directors' meetings and Annual General Meetings, as well as meetings of the Committees on which they serve. The Company's methods for determining and allocating directors' fees comply with the Afep-Medef Code recommendations, which notably stipulate that Directors' attendance should account for a significant weight of the variable fee and its distribution.

Checks are performed to ensure that no Director eligible for re-election at an Annual General Meeting holds multiple directorships. The Board of Directors' Internal Rules state that, in addition to these legal rules, Directors are required to comply with the following recommendations of the Afep-Medef Code:

- a Director also holding an executive office should not hold more than two other directorships in listed corporations, including foreign companies, not affiliated with his or her group. He or she must also seek the Board's opinion before accepting a new directorship in a listed company not affiliated with the Group;
- a Director should not hold more than four other directorships in listed companies not affiliated with the Group, including foreign companies; this recommendation applies at the time of election as Director or subsequent re-election. Each Director must disclose to the Company any and all offices he/she holds in other French or foreign companies. He/she informs the Company as soon as possible regarding any new office or professional function he/she accepts.

The table below illustrates the active engagement of the Directors in the work of the Board of Directors and its Committees during 2022.

Due to their professional commitments, some independent members were unable to participate in all of the special meetings organised at short notice.

2022	Board of Directors (13 meetings)	Audit Committee (12 meetings)	Appointments and Compensation Committee (8 meetings)	Governance and Social Responsibility Committee (4 meetings)
Jean-Charles Naouri	100%			
Nathalie Andrieux	100%		100%	100%
Maud Bailly	85%		100%	
Thierry Billot	100%	100%		100%
Josseline de Clausade	100%			
Jacques Dumas(1)	100%			
Béatrice Dumurgier	92%	83%		
Christiane Féral-Schuhl	92%			100%
Franck-Philippe Georgin(2)	100%			
Franck Hattab(3)	100%			
Didier Lévêque	100%			
Odile Muracciole	100%			
Thomas Piquemal	100%		100%(6)	
Alexis Ravalais(4)	100%			
David de Rothschild	62%		-(7)	
Frédéric Saint-Geours	100%	100%		100%
Michel Savart(5)	91%			

(1) Term as Director ended on 31 January 2022.
(2) Director from 1 February 2022 to 22 September 2022.
(3) Appointed on 26 October 2022.
(4) Appointed on 22 September 2022.
(5) Term as Director ended on 26 October 2022.
(6) Member of the Appointments and Compensation Committee since 10 May 2022.
(7) Member of the Appointments and Compensation Committee until 10 May 2022.

5.5.7. IMPLEMENTATION OF THE AFEP-MEDEF CODE RECOMMENDATIONS

The Company endeavours to implement each of the recommendations of the Afep-Medef Code in accordance with the "comply or explain" rule pursuant to Article 28.1 of the Afep-Medef Code as revised in December 2022.

Provision of the Afep-Medef Code that the Company has not complied with	Explanation
n.a.	

5.6. *INFORMATION ON AGREEMENTS THAT FALL WITHIN THE SCOPE OF ARTICLE L. 22-10-10 OF THE FRENCH COMMERCIAL CODE*

To the knowledge of the Board of Directors, no agreements were made in 2022, directly or through an intermediary, between, on the one hand, any corporate officers or any shareholders owning or holding a number of votes greater than 10% of a company and, on the other hand, any other company of which the first company owns or holds, either directly or indirectly, more than half the share capital, except for agreements relating to routine operations or transactions and made on arm's length terms and conditions.

5.7. STATUTORY AUDITORS

5.7.1. STATUTORY AUDITORS

KPMG S.A.

Signing partners: Éric Ropert (since 2022) and Rémi Vinit-Dunand (since 2022).

Date first appointed: 10 May 2022

Date current appointment ends: at the conclusion of the Ordinary General Meeting to be held in 2028 to approve the financial statements for the year ended 31 December 2027.

At the Annual General Meeting of 10 May 2022, KPMG S.A. was appointed as Statutory Auditor to replace Ernst & Young et Autres. The selection procedure was carried out by means of a call for tenders conducted by the Audit Committee.

Deloitte & Associés

Signing partners: Patrice Choquet (since 2017) and Stéphane Rimbeuf (since 2022).

Date first appointed: 29 April 2010.

Date current appointment ends: at the conclusion of the Ordinary General Meeting to be held in 2028 to approve the financial statements for the year ended 31 December 2027.

The term of office of Deloitte & Associés as a Statutory Auditor was renewed at the Annual General Meeting of 10 May 2022. In accordance with the French Financial Security Law of 1 August 2003, one of the signing partners from Deloitte & Associés was rotated for the first time in 2016 and for the last time in 2022.

The rotation of the second signing partner (Patrice Choquet) will take place at the close of the 2023 Annual General Meeting.

5.7.2. ALTERNATE STATUTORY AUDITORS

None.

The terms of office of Auditex and Beas as Alternate Statutory Auditors expired at the close of the Annual General Meeting of 10 May 2022.

CHAPTER 6

Compensation of corporate officers


TOMATES

6.1. *COMPENSATION OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER IN CONSIDERATION OF HIS POSITION*

6.1.1. 2023 COMPENSATION POLICY FOR THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER AS PROVIDED FOR IN ARTICLE L. 22-10-8 OF THE FRENCH COMMERCIAL CODE

General principles

The Board of Directors uses the Afep-Medef Code as a guide to determine the principles for setting the compensation of executive corporate officers. It decides the principles for determining and structuring the Chairman and Chief Executive Officer's compensation based on the work and the recommendations of the Appointments and Compensation Committee, in accordance with its duties as presented in Chapter 5. The Board of Directors ensures that the compensation policy is consistent with the Company's corporate interests and the interests of shareholders and stakeholders.

The performance indicators selected for setting the variable compensation must be in line with the Group's strategy. They reflect the Group's financial and operational priorities and include both financial and CSR criteria, with performance assessed annually and/or over several years.

The Board of Directors bases its consideration of this issue on the analyses and findings of consulting firms specialising in executive compensation, which advise the Board and Appointments and Compensation Committee on market practices in this area. These routine compensation analyses make it possible to draw a comparison between, on the one hand, the structure of the executive corporate officer's compensation, its level and how it has evolved, the weighting assigned to each of the components and the performance criteria, and, on the other, the practices of SBF 120 and SBF 80 companies.

Criteria for setting, allocating and granting the components of compensation

Annual fixed compensation

The annual fixed compensation is reviewed at long intervals. It may be re-examined by the Board of Directors in certain cases, and particularly upon renewal of the term of office.

Annual variable compensation

The annual variable compensation ranges from 0% to 150% of the fixed compensation, with a target of 100%. It is subject to various demanding quantitative performance criteria. The criteria are reviewed annually based on the Group's strategic objectives. They are defined by the Board of Directors, on the recommendation of the Appointments and Compensation Committee, at the beginning of the year for the current year.

These criteria can be used to assess both the individual performance of the Chairman and Chief Executive Officer and the Company's performance. The Chairman and Chief Executive Officer's variable compensation is linked to the Company's overall earnings.

There is no provision for the possibility of requesting the return of an amount of variable compensation.

The payment in year Y of the annual variable compensation for Y-1 is subject to the approval of the shareholders in General Meeting.

Multi-annual variable compensation:

The Chairman and Chief Executive Officer is entitled to an LTI bonus, representing a significant portion of the total variable compensation. The underlying aim is to align with market practices and is based on the recommendations of independent firms specialising in executive compensation regarding the variable component of the total compensation package and the creation of a closer correlation between the Chairman and Chief Executive Officer's compensation and the Group's long-term performance.

The annual variable compensation ranges from 0% to 225% of the fixed compensation, with a target of 150%. It is subject to various demanding quantitative performance criteria. There is no guaranteed minimum. The criteria are defined by the Board of Directors on the recommendation of the Appointments and Compensation Committee.

These criteria can be used to assess both the individual performance of the Chairman and Chief Executive Officer and the Company's performance. The Chairman and Chief Executive Officer's variable compensation is linked to the Company's overall earnings.

Payment of this LTI will be contingent on a continuing service requirement (other than in the cases set out below) and will still be subject to the achievement of performance conditions that reflect the Group's strategic priorities. These performance conditions will be assessed at the end of a period of three financial years.

Based on the recommendations of the Appointments and Compensation Committee, the Board also defined the terms and conditions that would apply to the payment of the LTI bonus to Casino, Guichard-Perrachon's Chairman and Chief Executive Officer if he retires or dies before the bonus vests and/or is paid. These terms and conditions are as follows:

- if the Chairman and Chief Executive Officer of Casino, Guichard-Perrachon retires, he will receive his LTI bonus calculated on a pro rata basis up to his retirement date, applying the relevant performance criteria. The amount thus due will be paid on the originally scheduled payment date;
- if the Chairman and Chief Executive Officer of Casino, Guichard-Perrachon dies, his LTI bonus will be paid to his heirs in an amount corresponding to the initial target amount.

The Chairman and Chief Executive Officer is not awarded any stock option or performance share plans. He is expressly excluded from the list of beneficiaries under the terms of the resolutions voted at the Extraordinary General Meeting of 17 June 2020 and similar resolutions submitted to the Extraordinary General Meeting to be held on 10 May 2023.

Directors' compensation

The Chairman and Chief Executive Officer receives compensation in his capacity as Director and Chairman of the Board of Directors. Directors' compensation is paid in accordance with the compensation policy for Directors as described in section 6.2.1 of this Universal Registration Document.

Exceptional compensation

No exceptional compensation will be awarded to the Chairman and Chief Executive Officer for 2023.

Benefits of any kind

At the Board of Directors' discretion and on the recommendation of the Appointments and Compensation Committee, the Chairman and Chief Executive Officer may receive benefits of any kind. The award of benefits of any kind is determined in view of the position held.

Supplementary defined benefit pension plan

The Chairman and Chief Executive Officer is not a beneficiary of any supplementary pension plan set up by the Company. He participates in the government-sponsored compulsory supplementary pension scheme and the compulsory employee benefits scheme (*régime collectif obligatoire de prévoyance*) open to all executive employees.

Compensation for loss of office

The Chairman and Chief Executive Officer is not entitled to any compensation for loss of office.

Non-compete obligation

The Chairman and Chief Executive Officer is not entitled to any compensation in connection with a non-compete clause.

6.1.2. COMPONENTS OF COMPENSATION AWARDED IN RESPECT OF 2023

Pursuant to Article L. 22-10-8 of the French Commercial Code, at its 9 March 2023 meeting and in line with the principles set out in section 6.1.1, the Board of Directors set the components of the Chairman and Chief Executive Officer's compensation for 2023:

		Presentation
Fixed compensation	€825,000	The Chairman and Chief Executive Officer's fixed compensation remains unchanged compared with 2022. It remains below the 2022 median fixed salaries of SBF 120 companies (€900,000) and corresponds to the 2022 median of Next 20 companies. This amount will not be increased during the Chairman and Chief Executive Officer's current term of office.
Annual variable compensation	Up to 150% of fixed compensation	The target and maximum amounts of the annual variable compensation are maintained with solely quantitative, financial and non-financial objectives aligned with the Group's strategic priorities, in line with market practices. The target amount of the variable compensation has not been changed and corresponds to the gross amount of €825,000, if all the objectives are met, totalling 100% of the fixed compensation, in line with market practices. Over-performance still rewarded for all financial and non-financial criteria as in 2022 and whose maximum amount is also kept at 150% of the target amount, i.e., a maximum conditional variable compensation corresponding to the gross amount of €1,237,500 representing 150% of the fixed compensation, in line with market practices. The annual variable compensation will remain entirely contingent on the achievement of objectives that reflect the Group's strategic priorities. The proposed criteria, which are solely quantitative, are simple, relevant, demanding and identical to the Group-level quantitative criteria used to set the 2023 bonuses of members of the Executive Committee. It was therefore decided to maintain: ▪ Three quantitative financial objectives, reflecting the pursuit of a more demanding performance requirement in France: - a profitability criterion: EBITDA France (EBITDA for Retail France and Cdiscount, after lease payments), a key indicator for measuring profitability and the main driver for growth in cash generation, which helps the Group to deleverage. It is also an essential indicator for ensuring that the Group respects the covenants of its financing operations, as these covenants are based on the ratio of gross debt to EBITDA France,
Nature of quantitative performance criteria	Target weighting	
2023 EBITDA France[1] (excluding lease payments)	37.5%	
France net debt[2] at 31 December 2023	37.5%	
Growth in 2023 gross sales under banner in France[1]	10%	
Average of the scores assigned by rating agencies in 2023[3]	5%	
Percentage of women managers, France scope, at 31 December 2023[4]	5%	
CO_2 emissions in France at 31 December 2023[5]	5%	
Total	**100%**	

		Presentation
		- a deleveraging criterion: net debt for the France Retail scope and Cdiscount, excluding IFRS 5, in line with market expectations, - a sales criterion: growth in gross sales under banner in France in a context of renewed expansion and adapted to the revenues of e-commerce and new operations. It was also decided to increase the weighting of the deleveraging criterion to 37.5% of the target amount, with the profitability criterion also set at 37.5% of the target amount and the sales criterion for France maintained at 10% of the target amount. ▪ A CSR objective: assessed as in 2022 on the basis of three criteria, each counting for 5%, targeting the scores assigned to Casino by three rating agencies, gender diversity and the environment. Concerning the gender diversity criterion targeting the percentage of women in management at end-2023 and the environmental criterion targeting CO_2 emissions at end-2023, it was decided to pursue a more demanding performance requirement in France. Each criterion has been set a pre-defined minimum threshold, a target level for performance in line with objectives and an over-performance level. The variable compensation is calculated on a straight-line basis between the minimum and maximum levels. There is no guaranteed minimum.
Long-term incentive (LTI) bonus for 2023-2025	Up to 47% of the maximum total compensation (fixed compensation, maximum annual variable compensation, maximum long-term variable compensation)	The method for determining the LTI bonus is assessed at the end of a period of three financial years (2023-2025) as follows: ▪ The target amount, if the performance conditions are met, has been set at €1,237,500, representing 150% of the Chairman and Chief Executive Officer's fixed compensation, in line with market practices. ▪ Over-performance is applied to all the selected criteria, up to 150% of the target amount, in line with market practices. ▪ There is no guaranteed minimum. ▪ Three performance conditions that are the same as those used for the 2023 free share plans for the Group's key managers: - Growth rate in EBITDA France: a key element for measuring structural growth in cash, it also ensures that the Group's obligations in France are met in compliance with its bank covenants. It automatically ensures that the Group's debt is reduced provided the covenant is complied with. - Growth rate in underlying diluted earnings per share: EPS growth is a representative indicator of long-term value creation.
Nature of quantitative performance criteria	Target weighting	
Growth rate in EBITDA France (EBITDA France Retail and Cdiscount, excluding lease payments, at constant scope of consolidation)	50%	
Growth in underlying diluted earnings per share[6]:	30%	
Percentage of women in senior management in France at 31 December 2025	10%	
CO_2 emissions of the Group in France at 31 December 2025	10%	
Total	**100%**	

	Presentation
	- A CSR objective assessed, as in 2022, on the basis of two criteria each accounting for 50% – a gender diversity criterion based on the percentage of women in top management positions in France and an environmental criterion based on the reduction in CO_2 emissions in France: - the target for the gender diversity criterion corresponds to the Group's commitment to reach the target of 40% by 2025. The minimum is set at 38.5% corresponding to the 2024 target plus 0.5 points, - the target value for the environmental criterion (262 thousand tonnes) is aligned with a 1.5 degree pathway by 2030 (Scopes 1 and 2). The minimum level (274 thousand tonnes) corresponds to the target to be reached by 31 December 2024 given this pathway. ▪ Each criterion has been set a pre-defined minimum threshold, a target level for performance in line with objectives and an over-performance level. The variable compensation is calculated on a straight-line basis between the minimum and maximum levels. ▪ Based on the recommendations of the Appointments and Compensation Committee, the Board also renewed the terms and conditions that would apply to the payment of the LTI bonus to Casino, Guichard-Perrachon's Chairman and Chief Executive Officer if he retires or dies before the bonus vests and/or is paid. These terms and conditions are as follows: - if the Chairman and Chief Executive Officer of Casino, Guichard-Perrachon retires, he will receive his LTI bonus calculated on a pro rata basis up to his retirement date, applying the relevant performance criteria. The amount thus due will be paid on the originally scheduled payment date, - if the Chairman and Chief Executive Officer of Casino, Guichard-Perrachon dies, his LTI bonus will be paid to his heirs in an amount corresponding to the initial target amount. ▪ The compensation policy set by the Board for the Chairman and Chief Executive Officer does not provide for the payment of any exceptional compensation for 2023.

(1) France Retail and Cdiscount.

(2) France Retail and Cdiscount scope, excluding IFRS 5.

(3) Average of the ratings obtained in the assessments of the three agencies: FTSE Russell, S&P Global and Moody's ESG Solutions with an unchanged target of 75/100 and a minimum threshold of 73/100.

(4) A target of 44.2% in line with the target of 45% to be achieved by 2025 and a minimum threshold of 43.8%.

(5) The target of 279 thousand tonnes is in line with a 1.5 degree pathway by 2030 (Scopes 1 and 2). The minimum threshold is 291 thousand tonnes.

(6) Underlying net profit, Group share corresponds to net profit from continuing operations as defined in the accounting principles set out in the consolidated financial statements, adjusted to exclude (i) the post-tax effect of other operating income and expenses and non-recurring financial income and expenses, and (ii) the impact of applying IFRIC 23 rules. The underlying EPS figure used is adjusted for the effects of potentially dilutive instruments.

Pursuant to Article L. 22-10-8 of the French Commercial Code, payment of the annual variable compensation for 2023, whose amount will be determined based on achievement of the above-defined objectives, will be contingent on shareholders' approval at the Company's Ordinary General Meeting to be held in 2024.

6.1.3. COMPONENTS OF THE COMPENSATION PAID TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER IN 2022 OR GRANTED TO HIM IN RESPECT OF THAT YEAR – DISCLOSURES REQUIRED BY ARTICLE L. 22-10-9 I OF THE FRENCH COMMERCIAL CODE

The principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of the compensation and benefits of any kind to be granted to the Chairman and Chief Executive Officer in respect of 2022 were set by the Board of Directors on 24 February 2022 and approved at the Annual General Meeting of 10 May 2022.

The table below presents a summary of the components of the compensation awarded or paid to Jean-Charles Naouri in consideration of his position as Chairman and Chief Executive Officer.

The payment of the components of variable compensation due for the 2022 financial year is subject to approval by the Annual General Meeting of 10 May 2023, under the conditions provided for in Article L. 22-10-34 II of the French Commercial Code.

	2021 *(for information)*		**2022**	
(Gross amounts in €)	Amounts due[1]	**Amounts paid[2]**	Amounts due[1]	**Amounts paid[2]**
Fixed compensation	480,000	**480,000**	825,000	**825,000**
Annual variable compensation	96,250	**472,145**	193,068	**96,250**
Long-term incentive	Not applicable	**Not applicable**	Not applicable	**Not applicable**
Multi-annual variable compensation:	1,237,500[3]	**240,000[4]**	1,237,500[5]	**240,000[6]**
Directors' compensation	12,500	**11,979**	15,000	**12,500**
Benefits in kind	Not applicable	**Not applicable**	Not applicable	**Not applicable**
Sub-total	**1,826,250**	**1,204,124**	**2,270,568**	**1,173,750**
Additional compensation	None	**None**	None	**None**
TOTAL	**1,826,250**	**1,204,124**	**2,270,568**	**1,173,750**

(1) *Compensation granted in respect of the relevant year regardless of the payment date.*
(2) *Total compensation paid by the Company during the year, it being specified that variable compensation and Directors' compensation were paid in the year after they were earned.*
(3) *Target amount (LTI assessed over three years, 2021-2023), to be paid in 2024 (potentially), subject to the achievement of pre-defined performance conditions.*
(4) *Final amount of the LTI (2018-2020), based on the achievement of pre-defined performance criteria.*
(5) *Target amount (LTI assessed over three years, 2022-2024), to be paid in 2025 (potentially), subject to the achievement of pre-defined performance conditions.*
(6) *Final amount of the LTI (2019-2021), based on the achievement of pre-defined performance criteria.*

In accordance with the principles and criteria for determining the components of the Chairman and Chief Executive Officer's compensation set by the Board of Directors on 24 February 2022 and approved by the shareholders of the Ordinary General Meeting of 10 May 2022, his compensation for 2022 comprised a fixed component, a conditional annual variable component and a conditional long-term incentive component (assessed over a three-year period), determined as follows:

Fixed compensation for 2022

His gross fixed basic compensation was €825,000.

2022 conditional annual variable compensation

The target level of the 2022 variable compensation was set at a gross amount of €825,000, if all of the objectives were met, corresponding to 100% of the fixed compensation.

The annual variable compensation remained entirely subject to the achievement of challenging objectives reflecting the Group's strategic priorities, with no guaranteed minimum.

It was determined based on objectives which were similar to those used to determine the 2022 bonuses of members of the Executive Committee, as follows:

- Exclusively quantitative objectives:
  - growth in EBITDA France for 2022 (excluding lease payments), accounting for 60% of the target amount;
  - net debt at 31 December 2022 accounting for 15% of the target amount;
  - growth in gross sales under banner in France for 2022, accounting for 10% of the target amount;
  - a quantitative non-financial CSR objective, accounting for 15% of the target amount and assessed based on three criteria, each accounting for 5%:
    - the average of the scores obtained by Casino in 2022 in rating agencies' assessments,
    - percentage of women managers in the Group at 31 December 2022,
    - CO_2 emissions of the Group at 31 December 2022.
- To assess achievement, each criterion also had a pre-defined minimum threshold, a target level for a performance in line with objectives and an overperformance level (representing 150% of the total target variable compensation). The variable compensation was calculated on a straight-line basis between the minimum and maximum levels.
- The maximum gross amount of the annual variable compensation corresponded to the gross amount of €1,237,500 if the target was exceeded, representing 150% of the fixed compensation.
- On 9 March 2023, the Board of Directors reviewed the results achieved and set the level of the of 2022 variable compensation as follows:

	Target *(as a % of the €825k total target)*	Maximum *(as a % of the €825k total target)*	Achieved	% achievement *(as a % of the €825k total target)*
Quantitative financial objectives	**85%**	**127.5%**		
1/ EBITDA[1] growth (excluding lease payments)	60%	90%	Objective not met	0%
2/ France net debt[2] at 31 December 2022	15%	22.5%	€4,506m	11.2%
3/ Growth in 2022 gross sales under banner in France[3]	10%	15%	Objective not met	0%
Non-financial quantitative CSR objective	**15%**	**22.5%**		
▪ Average of the scores assigned to Casino by rating agencies in 2022[4]	5%	7.5%	74.67/100	4.2%
▪ Percentage of women managers in the Group at 31 December 2022[5]	5%	7.5%	41.1%	0.5%
▪ CO_2 emissions of the Group at 31 December 2022[6]	5%	7.5%	1,025 thousand tonnes	7.5% (over-performance)
TOTAL				**23.4% (€193,068)**

(1) France Retail and Cdiscount scope, excluding GreenYellow, based on a comparable scope of consolidation.

(2) France Retail and Cdiscount scope, excluding GreenYellow, based on a comparable scope of consolidation – before IFRS 5.

(3) France Retail and Cdiscount scope, excluding GreenYellow.

(4) Average of the scores assigned by the following three rating agencies: FTSE Russell, S&P Global and Moody's ESG Solutions, with a target value in line with 2021 scores, i.e., 75/100 and a minimum threshold set at 73/100.

(5) A target of 42% in line with the target of 45% to be achieved by 2025 and a minimum threshold of 41%.

(6) A target of 1,276 thousand tonnes aligned with the 38% emissions reduction target between 2015 and 2030 (Scopes 1 and 2) which is aligned with a "well below 2°C" trajectory, and a minimum set at 1,309 thousand tonnes.

The total annual variable compensation due for 2022 therefore came to a gross amount of €193,068, representing 23.4% of the target amount (€825,000) and fixed compensation.

Long-term incentive (LTI) bonus granted in 2022

The methods for determining the long-term incentive bonus have been established in line with the LTI plans for the Group's key managers decided in 2022, as follows:

- If the performance conditions are met, the target amount has been set at the gross amount of €1,237,500 (representing 150% of the Chairman and Chief Executive Officer's fixed compensation).
- Over-performance was incorporated and applied to all the criteria, representing 150% of the target amount calculated on a straight-line basis between the minimum and maximum points.

  Consequently, if the Chairman and Chief Executive Officer overperforms all of his objectives, his multi-annual variable compensation could represent a maximum gross amount of €1,856,250.
- There is no guaranteed minimum.

Payment of the LTI is contingent on a continuing service requirement (other than in the cases set out below) and the achievement of three performance conditions assessed at the end of a period of three financial years (2022-2024), adjusted to reflect the Group's strategic priorities. The performance conditions are based on:

- **Two quantitative financial objectives:**
  - growth in EBITDA France (EBITDA France Retail, Cdiscount and GreenYellow, excluding lease payments at constant scope), accounting for 50% of the target amount,
  - growth in underlying diluted earnings per share, accounting for 30% of the target amount.
- **One quantitative non-financial CSR objective**, accounting for 20% of the target amount and, as in 2021, assessed on the basis of two criteria each accounting for 50%, i.e., a gender diversity criterion based on the percentage of women in top management positions in France at 31 December 2024 and an environmental criterion based on the reduction in CO_2 emissions in France at 31 December 2024:
  - the target for the gender diversity criterion has been set at 38% with a minimum threshold at end-2024 of 36.5%. This target is in line with the Group's goal of 40% by 2025 and represents a 2-point increase compared with the 2021 target (set in the 2021 LTI plan),
  - the target value chosen for the environmental criterion (270 thousand tonnes) corresponds to the objective of reducing carbon emissions in France by 38% between 2015 and 2030 (Scopes 1 and 2), which is aligned with a "well below 2°C" trajectory. The minimum level (280 thousand tonnes) is in line with its 2021 achievement.

Each criterion has been set a pre-defined minimum threshold, a target level for performance in line with objectives and an over-performance level. The variable compensation is calculated on a straight-line basis between the minimum and maximum levels.

Based on the recommendations of the Appointments and Compensation Committee, the Board also defined the terms and conditions that would apply to the payment of the LTI bonus to Casino, Guichard-Perrachon's Chairman and Chief Executive Officer if he retires or dies before the bonus vests and/or is paid. These terms and conditions are as follows:

- if the Chairman and Chief Executive Officer of Casino, Guichard-Perrachon retires, he will receive his LTI bonus calculated on a pro rata basis up to his retirement date, applying the relevant performance criteria. The amount thus due will be paid on the originally scheduled payment date,
- if the Chairman and Chief Executive Officer of Casino, Guichard-Perrachon dies, his LTI bonus will be paid to his heirs in an amount corresponding to the initial target amount.

Compensation granted or paid to the Chairman and Chief Executive Officer in respect of or during 2022 by a company included in the scope of consolidation as defined in Article L. 233-16 of the French Commercial Code

None.

Other components of compensation and benefits of any kind granted to the Chairman and Chief Executive Officer in 2022 in consideration of his position

There were no changes in these compensation components in 2022 compared with 2021, which were as follows:

- The Chairman and Chief Executive Officer, in his capacity as Director of the Company, receives basic compensation representing half of the compensation paid to external Directors. In 2022, he thus received a gross amount of €12,500 for service as Director in 2021. The gross compensation in respect of his service as Director in 2022 is set at €15,000 (see the table above and section 6.2.2 below).
- The Chairman and Chief Executive Officer does not and has never received any free shares or stock options. He is expressly excluded from the list of beneficiaries under the terms of the resolution voted at the Extraordinary General Meeting of 17 June 2020 and the similar resolutions submitted to the Extraordinary General Meeting to be held on 10 May 2023.
- In addition, the Chairman and Chief Executive Officer does not benefit from any supplementary pension plan set up by the Company, and would not be entitled to any compensation for loss of office or to any compensation in connection with a non-compete clause.
- He participates in the government-sponsored compulsory supplementary pension scheme and the compulsory employee benefits scheme (*régime collectif obligatoire de prévoyance*) open to all executive employees.
- He did not receive benefits of any kind in 2022.

6.1.4. LONG-TERM INCENTIVE (LTI) BONUS GRANTED IN 2020 FOR 2020-2022 AND TO BE PAID IN 2023

Pursuant to the resolution proposed at the Annual General Meeting of 17 June 2020, payment of the LTI granted to the Chairman and Chief Executive Officer in 2020 and assessed over a three-year period (2020-2022) is also contingent on shareholder approval at the 2023 Annual General Meeting.

Payment of the long-term incentive was contingent on a service requirement and the achievement of three performance conditions assessed at the end of a period of three financial years (2020-2022). The criteria used were consistent with those set in the LTI plans for the Group's key managers in 2020. They were based on the following:

- growth in total shareholder return (TSR), accounting for 30% of the target amount (comparison between the average of the last 120 closing prices in 2022 and that of 2019, taking into account the amount of the dividends per share paid during this period) compared with the TSR growth of a peer group made up of other European food retailers, i.e., Ahold-Delhaize, Carrefour, Colruyt Group, Dia, Jeronimo Martins, Metro, Morrisons, Sainsbury's and Tesco. The corresponding portion of the LTI was calculated on a straight-line basis, by reference to the positioning of the Company's TSR between the peer group's highest TSR and median TSR, with the peer group's median TSR representing the minimum LTI achievement level;
- the change in the average EBITDA/net sales ratio, accounting for 50% of the target amount, with a minimum achievement rate of 6.3%. The corresponding portion of the LTI was calculated on a straight-line basis between the minimum point and the target of 8%;
- a quantitative non-financial CSR objective, accounting for 20% of the target amount and assessed on the basis of two criteria each accounting for 50%, i.e., a gender diversity criterion based on the percentage of women in top management positions in France (with a minimum rate of 32% and a target of 34%) and an environmental criterion based on the reduction in CO_2 emissions in France (with a minimum of 405 thousand tonnes and a target of 380 thousand tonnes).

On that basis, at its 9 March 2023 meeting, the Board of Directors reviewed the results achieved and determined the ultimate amount of LTI granted in 2020:

Objectives Target amount: €480k	Target and maximum *(as a % of the target level)*	Achieved *(as a % of the target level)*
Quantitative financial objectives		
1/ Growth in relative total shareholder return (TSR)	**30%**	**Not achieved**
Corresponding variable component(*)	€144k	
2/Growth in the Group's average EBITDA/net sales ratio	**50%**	**50% (8.1% achieved)**
Corresponding variable component(*)	€240k	€240k
Non-financial quantitative CSR objective		
▪ Percentage of women managers in the Group at 31 December 2022[1]	10%	10% (35.3% achieved)
Corresponding variable component(*)	€48k	€48k
▪ CO_2 emissions of the Group at 31 December 2022[2]	10%	10% (291 thousand tonnes)
Corresponding variable component(*)	€48k	€48k
TOTAL		**€336K**

(*) Straight-line calculation between the minimum and maximum points.
(1) Target of 34% and a minimum threshold of 32%.
(2) Target of 380 thousand tonnes and a minimum threshold of 405 thousand tonnes.

6.1.5. INFORMATION ON PAY RATIOS AND COMPARATIVE TRENDS IN COMPENSATION AND PERFORMANCE

In accordance with the provisions of Article L. 22-10-9 of the French Commercial Code, the following table presents information on the changes in the compensation of the Chairman and Chief Executive Officer and the Company's employees, as well as information on the pay ratios based on the average and median compensation of employees over the last five years.

The methodology used is based on the Afep-Medef guidelines.

The scope used to calculate the ratios includes fully consolidated companies based in mainland France, excluding those classified as long-term assets held for sale. The employees therefore represent more than 80% of employees in mainland France.

Casino Group and Casino, Guichard-Perrachon pay ratio, with LTI on the payment date

	2018	2019	2020[1]	2021	2022[3]
Compensation of the Chairman and Chief Executive Officer in year Y	**€946,500**	**€850,240**	**€1,662,220**	**€1,204,124**	**€1,173,750**
% change in the compensation of the Chairman and Chief Executive Officer	-15.3%	-10.2%	+95.5%	-27.6%	-2.5%
Information on the scope of the listed company					
Average compensation of employees	**€1,355,357**	**€1,173,379**	**€1,283,966**	**€1,633,266**	**€916,290**
% change in the average compensation of employees	+5.2%	-13.4%	+9.4%	+27.2%	-43.9%
Ratio relative to the average compensation of employees	**0.7**	**0.7**	**1.3**	**0.7**	**1.3**
% change in the ratio compared to the previous year	-22.2%	0.0%	+85.7%	-46.2%	+85.7%
Ratio relative to the median compensation of employees	**1.2**	**0.9**	**1.7**	**0.9**	**1.3**
Information on the extended scope[2]					
Average compensation of employees	**€30,526**	**€31,384**	**€31,655**	**€32,015**	**€32,663**
% change in the average compensation of employees	+1.0%	+2.8%	+0.9%	+1.1%	+2.0%
Ratio relative to the average compensation of employees	**31.0**	**27.1**	**52.5**	**37.6**	**35.9**
% change in the ratio compared to the previous year	-16.0%	-12.6%	+93.7%	-28.4%	-4.5%
Ratio relative to the median compensation of employees	**39.9**	**34.9**	**67.9**	**49.5**	**46.3**
% change in the ratio compared to the previous year	-15.8%	-12.5%	+94.6%	-27.1%	-6.5%
Company's performance					
Change in Group organic net sales Y-1	**+3.20%**	**+4.70%**	**+3.60%**	**+7.10%**	**+0.30%**
Change in organic EBITDA France Retail + E-commerce at constant exchange rates Y-1	**-1.59%**	**+7.25%**	**+0.85%**	**+4.50%**	**-5.69%**

(1) Including the special bonus of €655,000 paid in 2020 for the coordination of strategic operations in 2019.

(2) Fully consolidated companies in mainland France (including Corsica), representing more than 99.9% of the workforce in France.

(3) The compensation paid in 2022 includes: fixed salary of €825,000, annual variable compensation of €96,250, multi-annual variable compensation of €240,000, Director's compensation of €12,500.

6.1.6. TABLES ON THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER'S COMPENSATION

The summary tables on the Chairman and Chief Executive Officer's compensation for the 2022 financial year are provided in sections 6.1.3 and 6.1.4 of this Universal Registration Document.

Directors' compensation

See section 6.1.3 of this Universal Registration Document.

Share subscription or purchase options granted during the year by the issuer and by any Group company

None.

Share subscription or purchase options exercised during the year

None.

Performance shares granted during the year

None.

Performance shares that became available during the year

None.

Historical information on share subscription or purchase options

None.

Summary of multi-annual variable compensation

See section 6.1.3 of this Universal Registration Document.

Employment contract, pension and employee benefits plans, termination benefits and non-compete benefits

None.

Jean-Charles Naouri participates in the government-sponsored compulsory supplementary pension plan and the compulsory employee benefits scheme (*régime collectif obligatoire de prévoyance*) open to all executive employees.

Management of conflicts of interest

See sections 5.3.1 and 5.3.3 of this Universal Registration Document.

6.2. *COMPENSATION OF NON-EXECUTIVE CORPORATE OFFICERS*

At the Annual General Meeting of 19 May 2009, the shareholders set the maximum total amount of compensation to be allocated annually to the Directors at €650,000 until such time as a further resolution is passed.

6.2.1. COMPENSATION POLICY FOR NON-EXECUTIVE CORPORATE OFFICERS IN RESPECT OF 2023

In accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, the compensation policy for non-executive corporate officers is subject to shareholder approval at the Annual General Meeting.

Based on the Appointments and Compensation Committee's recommendations, the Board of Directors therefore determined the 2023 compensation policy for non-executive corporate officers to be submitted to the 2023 Annual General Meeting.

As previously, the Board of Directors used the Afep-Medef Code recommendations as a guide for determining the compensation of non-executive corporate officers, which is based on the following key factors:

- Directors' attendance at Board and specialised Committee meetings, with a significant variable component based on actual attendance;
- the role and work of the specialised Committees under the direction and management of their Chairs in preparing and assisting the Board in its decisions, taking into consideration the exceptional meetings held by the Committees due to the number and importance of the matters they were asked to address;
- the role of the Independent Lead Director in governance due to the combined offices of Chairman of the Board of Directors and Chief Executive Officer, and in the prevention and management of conflicts of interest, as well as shareholder dialogue.

The Board of Directors also ensured that the compensation policy for non-executive corporate officers was in line with market practices.

The previous studies and recommendations of an external executive compensation expert showed that the structure and allocation of the compensation granted to the Company's non-executive corporate officers, including the additional compensation for exceptional meetings, is in line with market practices and reasonable in terms of amounts.

At its 9 March 2023 meeting, on the recommendation of the Appointments and Compensation Committee, the Board of Directors decided to apply the same compensation policy in 2023 as in 2022 for the non-executive corporate officers for their service as Directors of the Company, in line with the allocation principles applied in 2022:

- Basic compensation paid to each of the Directors

  Gross amount unchanged at €30,000 per Director, comprising a fixed component maintained at €8,500 (prorated for Directors who are appointed or who step down during the year) and a variable component also unchanged at €21,500, which will not be reallocated in the event of non-attendance.

  Gross compensation per Director representing the majority shareholder capped at €15,000, i.e., a gross fixed component of €4,250 (prorated for Directors who are appointed or who step down during the year) and a gross variable component of €10,750, which will not be reallocated in the event of non-attendance (as is the case for the Chairman and Chief Executive Officer).

- Additional compensation for the Independent Lead Director

  Additional gross compensation of €15,000 for the Lead Director, unchanged from the previous year.

  It was decided to provide for additional compensation for the Lead Director for his participation in any meetings of Committees of which he is not a member, set at €2,000 per meeting and capped at a gross amount of €6,000 per year.
- Additional compensation for members of the specialised Committees
  - Audit Committee
    Gross basic amount unchanged at €20,000 per Director (a gross fixed component of €6,500, prorated for Directors who are appointed or who step down during the year, and a gross variable component of €13,500, which will not be reallocated in the event of non-attendance).
  - Appointments and Compensation Committee and Governance and Social Responsibility Committee
    Gross basic amount unchanged at €16,000 per Director (a gross fixed component of €6,500, prorated for Directors who are appointed or who step down during the year, and a gross variable component of €9,500, which will not be reallocated in the event of non-attendance).
- Additional compensation for specialised Committee Chairs

  Gross compensation unchanged at €10,000 per Chair.
- Additional compensation for members of the specialised Committees

  An additional amount will be paid as follows (unchanged from 2021) to each Committee member to take account of the additional meetings held by the Committees due to the number and importance of the matters submitted to their review during the year:
  - additional gross compensation per Audit Committee member set at €2,000 per meeting over and above six meetings a year, capped at €10,000 per year;
  - additional gross compensation per Appointments and Compensation Committee or Governance and Social Responsibility Committee member set at €2,000 per meeting over and above four meetings a year, capped at €6,000 per year;
  - additional gross compensation per independent member of a Committee other than the Governance and Social Responsibility Committee asked to attend meetings of the latter held as part of the temporary assignment with which it is entrusted in connection with the safeguard proceedings at the parent companies, set at €2,000 per meeting, capped at €6,000 per year.
- Members of the Board of Directors can be reimbursed for any reasonable expenses incurred while performing their duties, insofar as they provide the supporting documents.

The compensation policy as described above will be published on the Company's website one business day after the 2023 Annual General Meeting if the policy is approved, and will remain available to the public for at least the period during which the policy applies.

The compensation policy, such as the one presented above, will apply to all newly appointed non-executive corporate officers pending approval by the Annual General Meeting of any substantial changes that may be made where appropriate.

Moreover, under the authorisation granted by the shareholders at the Annual General Meeting of 16 May 2016, the compensation paid to any Non-Voting Directors is included within the total amount of compensation allocated to Directors approved by the shareholders at the 2009 Annual General Meeting.

6.2.2. COMPONENTS OF 2022 COMPENSATION GRANTED TO THE NON-EXECUTIVE CORPORATE OFFICERS IN CONSIDERATION OF THEIR POSITION – DISCLOSURES REQUIRED BY ARTICLE L. 22-10-9 I OF THE FRENCH COMMERCIAL CODE

Upon the recommendation of the Appointments and Compensation Committee, at its meeting held on 15 December 2022, the Board of Directors set the principles for allocating compensation to the Directors, Board Committee Chairs and members and the Lead Director for 2022, based on the compensation policy for non-executive corporate officers validated by the Board of Directors on 9 March 2022 and approved by the shareholders at the Annual General Meeting of 10 May 2022. The Board also approved the compensation for payment.

The allocation criteria used for the 2022 compensation policy are mainly attendance-related, with a significant weighting based on actual attendance at Board and specialised Committee meetings, and on the increase in the number of special tasks entrusted to the specialised Committees or the Lead Director.

Compensation paid in 2022 in respect of 2021 and compensation granted in respect of 2022 (paid in January 2023) is as follows:

In respect of 2021

- Compensation of Directors

  Gross basic amount of €25,000 per Director, comprising a gross fixed component of €8,500 (prorated for Directors who are appointed or who step down during the year) and a gross variable component of €16,500, which will not be reallocated in the event of non-attendance.

  Gross basic amount paid to the Chairman and Chief Executive Officer and Directors representing the majority shareholder capped at €12,500 per Director.

- Additional compensation for members of the specialised Committees
  - **Audit Committee**
    - Gross basic amount of €20,000 (a gross fixed component of €6,500, prorated for Directors who are appointed or who step down during the year, and a gross variable component of €13,500, which will not be reallocated in the event of non-attendance).
    - Additional gross compensation per member set at €2,000 per meeting over and above six meetings in 2022, capped at a gross amount of €10,000 per member.
  - **Appointments and Compensation Committee and Governance and Social Responsibility Committee**
    - Basic amount of €16,000 per Director (a gross fixed component of €6,500, prorated for Directors who are appointed or who step down during the year, and a gross variable component of €9,500, which will not be reallocated in the event of non-attendance).
    - Additional gross compensation per member set at €2,000 per meeting over and above four meetings in 2022, capped at a gross amount of €6,000 per member.
    - Additional compensation paid per independent member of a Committee other than the Governance and Social Responsibility Committee asked to attend meetings of the latter held as part of the temporary assignment with which it is entrusted in connection with the safeguard proceedings at the parent companies, set at €2,000 per meeting, capped at €6,000, gross.
- Additional compensation for Board Committee Chairs

  An additional gross amount of €10,000 is allocated to each specialised Committee Chair.

- Additional compensation for the Lead Director

  Additional compensation of €15,000 has been allocated on a pro rata basis to each of the two Lead Directors who succeeded each other in 2021.

In respect of 2022

The principles remained unchanged (see above) with the exception of an increase in the amount of the Directors' basic compensation from €25,000 to €30,000, in order to bring it more in line with observed market practices, while remaining within the total compensation amount of €650,000 (unchanged since 2009). Only the variable component has been increased from €16,500 to €21,500, and that of the Chief Executive Officer and Directors representing the majority shareholder has been set at €15,000 (previously €12,500).

Summary of compensation paid or granted in respect of 2022 to non-executive corporate officers by the Company for service as Directors or by companies within the its scope of consolidation as defined in Article L. 233-16 of the French Commercial Code

Total compensation paid in 2022 and 2021 by the Company and the companies referred to in Article L. 233-16 of the French Commercial Code to corporate officers other than the Chairman and Chief Executive Officer was as follows:

(Gross amounts in €)	Compensation paid in 2021 *(for information)*		Compensation paid in 2022					
			Compensation for service as a Director for 2021					
			Directors		Committees			
Directors	Compensation for service as a Director for 2020	Other compensation(1)	Fixed	Variable	Fixed	Variable	Total	Other compensation(1)
Nathalie Andrieux	74,208	-	8,500	15,000	23,000	23,417	69,917	-
Maud Bailly(2)	-	-	5,667	9,000	3,792	4,750	23,208	-
Thierry Billot(2)(3)	-	-	5,667	9,000	17,167	17,058	48,891	-
Béatrice Dumurgier(2)	-	-	5,667	9,000	3,792	9,269	27,728	-
Josseline de Clausade(4)	5,602	456,760	4,250	8,250	-	-	12,500	432,105
Jacques Dumas(5)	11,979	940,742	4,250	8,250	-	-	12,500	508,166
Christiane Féral-Schuhl	41,992	-	8,500	16,500	6,500	13,500	45,000	-
Laure Hauseux(6)(7)	70,458	-	3,542	6,000	5,417	11,942	26,901	-
Franck-Philippe Georgin(8)	-	-	-	-	-	-	-	797,018
Didier Lévêque	11,979	-	4,250	8,250	-	-	12,500	-
Catherine Lucet(6)(9)	90,416	-	3,542	7,500	15,833	9,942	36,817	-
Odile Muracciole(10)	10,269	200,866	4,250	8,250	-	-	12,500	203,873
Thomas Piquemal(11)	11,204	-	8,500	16,500	-	-	25,000	-
Alexis Ravalais(12)	-	-	-	-	-	-	-	389,041
David de Rothschild	39,992	-	8,500	10,500	6,500	13,500	39,000	-
Frédéric Saint-Geours	75,625	-	8,500	16,500	23,000	37,000	85,000	-
Michel Savart(13)	11,979	714,331	4,250	8,250	-	-	12,500	718,180

(1) Compensation for Directors and/or other compensation (excluding exceptional items) and benefits of any kind paid by Casino's controlled subsidiaries.
(2) Director since 12 May 2021.
(3) Including the additional compensation in respect of his duties as Lead Director.
(4) Director since 17 June 2020. Other compensation paid in 2022: €432,105, including gross variable compensation of €139,200 in respect of 2021, gross fixed compensation of €291,092 and benefits in kind of €1,813.
(5) Term ended on 31 January 2022. Other compensation paid in 2022: €508,166, including gross variable compensation of €387,000 in respect of 2021, gross fixed compensation of €120,699 and €467 in benefits in kind, excluding retirement benefits, compensation for paid leave and a gross exceptional bonus of €1 million. In 2021, excluding exceptional compensation of €1 million.
(6) Term ended on 12 May 2021.
(7) Including the compensation paid in 2021 to the Independent Director, who is not a member of the Governance and Social Responsibility Committee, for her attendance at its meetings.
(8) Permanent representative of Matignon Diderot, Director, from 1 February to 22 September 2022, replaced on this date by Alexis Ravalais. Other compensation paid in 2022: €797,018, including gross fixed compensation of €61,538 and gross variable compensation of €315,000 in respect of 2021, and gross fixed compensation of €420,480 in respect of 2022, excluding a gross exceptional bonus of €219,231.
(9) Including the additional annual Directors' compensation of €15,000 paid to the Lead Director in 2021.
(10) Appointed on 4 March 2020. Other compensation paid in 2022: €203,873, including gross variable compensation of €62,000 in respect of 2021 and gross fixed compensation of €141,873.
(11) Appointed on 17 June 2020.
(12) Appointed as permanent representative of Matignon Diderot on 22 September 2022. Other compensation paid in 2022: €389,041, including gross variable compensation of €226,000 in respect of 2021 and gross fixed compensation of €163,041, and excluding exceptional bonuses of €350,000 and compensation for paid leave.
(13) Term ended on 26 October 2022. Other compensation paid in 2022: €718,180, including gross variable compensation of €272,300 in respect of 2021 and gross fixed compensation of €445,880.

Total gross compensation paid in 2022 to the corporate officers (including the Chairman and Chief Executive Officer) for service as Director in respect of 2021 amounted to €502,462 (versus €491,242 paid in 2021 in respect of 2020).

The variable component represents a significant proportion of the total compensation allocated to the Directors.

Compensation awarded in respect of 2022 by the Company to each of the corporate officers, other than the Chairman and Chief Executive Officer, for service as Directors was as follows:

	Compensation in respect of 2022 (paid in January 2023)				
	Directors		Committees		
(Gross amounts in €)	Fixed	Variable	Fixed	Variable	Total
Nathalie Andrieux	8,500	21,500	23,000	25,000	78,000
Maud Bailly	8,500	18,192	13,167	15,500	55,359
Thierry Billot(1)	8,500	21,500	38,000	33,000	101,000
Josseline de Clausade	4,250	10,750	-	-	15,000
Jacques Dumas(2)	354	827	-	-	1,181
Béatrice Dumurgier	8,500	19,846	6,500	21,500	56,346
Christiane Féral-Schuhl	8,500	19,846	6,500	9,500	44,346
Franck-Philippe Georgin(3)	2,479	5,788	-	-	8,267
Franck Hattab(4)	708	1,654	-	-	2,362
Didier Lévêque	4,250	10,750	-	-	15,000
Odile Muracciole	4,250	10,750	-	-	15,000
Thomas Piquemal	8,500	21,500	4,333	7,125	41,458
Alexis Ravalais(5)	1,063	3,308	-	-	4,370
David de Rothschild	8,500	13,231	2,167	-	23,897
Frédéric Saint-Geours	8,500	21,500	16,333	33,000	79,333
Michel Savart(6)	3,542	8,269	-	-	11,811

(1) Including the total additional Directors' compensation of €15,000 paid to the Lead Director in respect of 2022.
(2) Term ended 31 January 2022: compensation calculated on a pro rata basis.
(3) Permanent representative of Matignon Diderot, Director, from 1 February to 22 September 2022: compensation calculated on a pro rata basis.
(4) Appointed as permanent representative of Foncière Euris, Director, on 26 October 2022: compensation calculated on a pro rata basis.
(5) Appointed as permanent representative of Matignon Diderot, Director, on 22 September 2022: compensation calculated on a pro rata basis.
(6) Term ended 26 October 2022: compensation calculated on a pro rata basis.

Total gross compensation paid in January 2023 in respect of 2022 to corporate officers (including the Chairman and Chief Executive Officer for service as a Director) amounted to €567,732.

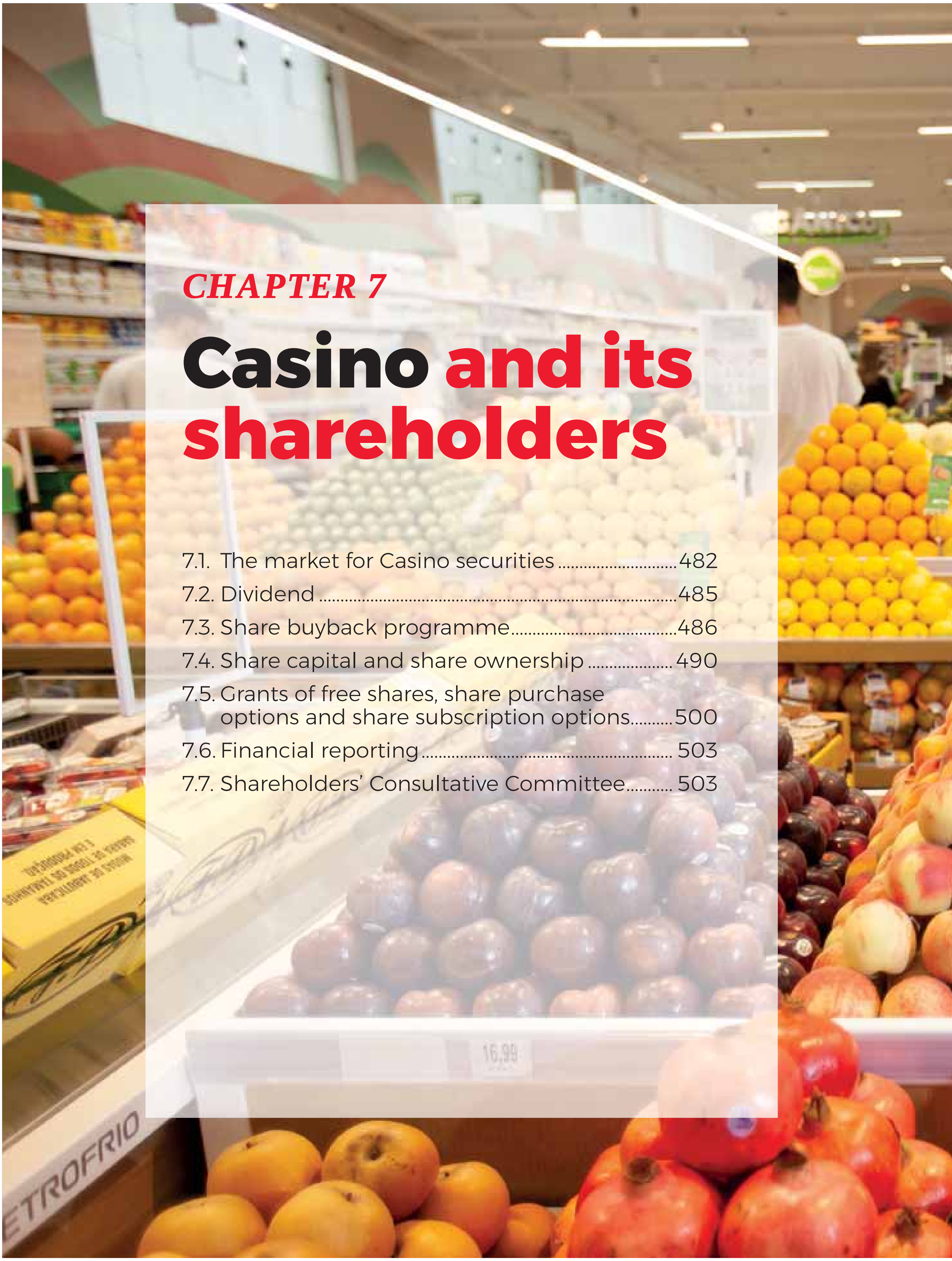
Other information

In accordance with Article 16 of the Company's Articles of Association, the duration of Directors' appointments is set at three years expiring at the end of the Annual General Meeting set to approve the financial statements of the past financial year and held in the year in which the office expires, with exceptions when the age limit for performing the duties of a Director is reached or in the case of temporary appointments. In addition, in order to enable the system of rotation to operate, Directors may be appointed for a period of one or two years. Once they have reached the end of their term, Directors are eligible for renewal.

Directors may be removed from office at any time by the shareholders in General Meeting.

No non-executive corporate officers have employment contracts with the Company.

Euris, the Group's controlling shareholder, provides its subsidiaries, including the Company, with permanent advisory services on strategy, which were renewed on 1 January 2023 for a period of three years and may be renewed again only with the express agreement of the parties.



CHAPTER 7

Casino and its shareholders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7.1. *THE MARKET FOR CASINO SECURITIES*

7.1.1. CASINO, GUICHARD-PERRACHON – PARENT COMPANY

The Company's shares (ISIN code FR0000125585) are admitted for trading on Euronext Paris and are eligible for the Deferred Settlement Service.

In addition, the Company has carried out several debt issues:

- secured bonds which are listed in Luxembourg;
- a term loan ("Term Loan B"); and
- unsecured bonds which are listed in Luxembourg.

The Company's bonds (other than deeply-subordinated perpetual bonds) and ratings are as follows:

	Fitch Ratings (new rating)	Moody's Investors Services	Scope ratings	Standard & Poor's
Casino, Guichard-Perrachon	B- with a positive outlook *since* *25 November 2022*	Caa1 with a negative outlook *since* *23 March 2023* *(previously B3 with a negative outlook)*	B+ with a stable outlook *since* *27 January 2023* *(previously BB- with a stable outlook)*	CCC+ with a developing outlook *since 7 October 2022* *(previously B with a negative outlook)*
Secured bonds	BB- *since* *25 November 2022*	B3 *since* *23 March 2023* *(previously B2)*	BB- *since* *27 January 2023* *(previously BB)*	B- *since* *7 October 2022* *(previously B+)*
Term loan "Term Loan B"	BB- *since* *25 November 2022*	B3 *since* *23 March 2023* *(previously B2)*	BB- *since* *27 January 2023* *(previously BB)*	B- *since* *7 October 2022* *(previously B+)*
Unsecured bonds	CCC+ *since* *25 November 2022*	Caa2 *since* *23 March 2023* *(previously Caa1)*	B *since* *27 January 2023* *(previously B+)*	CCC+ *since* *7 October 2022* *(previously B)*

Lastly, on 12 January 2012, Casino set up a sponsored level 1 American Depositary Receipt (ADR) programme in the United States. Deutsche Bank is the depositary bank for these ADRs, which may be traded over the counter in the United States. Each Casino share is represented by five ADRs under this programme.

Share prices and trading volumes over the past 18 months (source: Euronext Paris)

		High and low prices		Number of shares traded	Amount traded
		High *(€)*	Low *(€)*	*(thousands)*	*(€ millions)*
2021	September	25.01	22.75	6,580	157
	October	23.92	20.91	5,592	123
	November	22.40	19.59	6,040	127
	December	23.54	19.49	8,178	183
2022	January	24.36	19.12	6,486	144
	February	20.56	15.11	10,200	185
	March	17.37	12.63	11,121	172
	April	17.10	14.82	4,961	80
	May	19.27	15.90	6,400	111
	June	18.19	12.09	8,905	134
	July	13.73	11.38	5,992	75
	August	14.16	10.78	6,798	86
	September	13.18	9.38	6,397	75
	October	11.33	7.32	9,773	85
	November	13.26	9.63	7,221	81
	December	11.04	9.50	5,175	55
2023	January	12.05	9.90	4,294	48
	February	12.17	9.39	7,247	78

Five-year stock market performance

	2018	2019	2020	2021	2022
Share price *(€)* [1]					
high	53.48	50.08	42.85	29.90	24.36
low	25.37	27.29	19.04	19.49	7.32
31 December (closing price on 30 December)	36.34	41.70	25.19	23.15	9.76
Market capitalisation at 31 December *(€ millions)*	3,988	4,521	2,731	2,510	1,058

(1) Source: Euronext Paris.

7.1.2. OTHER LISTED COMPANIES

The market capitalisations of the major listed companies provided below are based on Bloomberg data.

Cnova N.V. – Netherlands

The company's shares have been traded on Euronext Paris since 23 January 2015.

Euronext Paris	2018	2019	2020	2021	2022
Closing price *(€)*[1]					
high	4.46	3.70	3.50	12.50	7.36
low	3.56	2.32	2.22	3.18	2.90
31 December (closing price on 30 December)	3.60	2.48	3.00	6.90	3.09
Market capitalisation at 31 December *(€ millions)*[1]	1,243	856	1,036	2,382	1,067

(1) Source: Bloomberg.

The company's shares were admitted for trading on Nasdaq (New York) from 20 November 2014 to 3 March 2017, when they were delisted.

Companhia Brasileira de Distribuição (GPA) – Brazil

The company's shares are traded on the São Paulo Stock Exchange and on the NYSE (United States) through a level 3 American Depositary Receipt (ADR) programme. Companhia Brasileira de Distribuição has been listed on the *Novo Mercado* since 2 March 2020, giving it access to a wide international investor base.

Casino Group holds 41% of Companhia Brasileira de Distribuição (GPA).

	2018	2019	2020	2021[2]	2022
Closing price *(BRL)*[1]					
high	87.51	98.43	94.50	90.33	25.80
low	63.92	78.00	55.00	21.35	15.06
31 December (closing price)	80.98	87.65	75.05	21.73	16.52
Market capitalisation at 31 December *(BRL millions)*[1]	21,609	23,613	20,140	5,854	4,463
Market capitalisation at 31 December *(€ millions)*[1]	4,863	5,240	3,160	923	790

(1) Source: Bloomberg.
(2) The 2021 figures take into account the spin-off of Brazilian operations (GPA and Assaí) and the listing of Assaí on 1 March 2021.

Sendas Distribuidora SA (Assaí) – Brazil

The company's shares have been traded on the São Paulo Stock Exchange's *Novo Mercado* segment and on the NYSE (United States) through a level 3 American Depositary Receipt (ADR) programme since 1 March 2021.

These listings are a result of the company's reorganisation and the sale of Companhia Brasileira de Distribuição (GPA) assets, including the cash & carry business (Assaí) and the more traditional food retailing businesses of GPA.

At 31 December 2022[1], Casino held 30.5% of Sendas Distribuidora SA (Assaí) whose operations are exclusively dedicated to the cash & carry business in Brazil.

	2021[2]	**2022**
Closing price *(BRL)*[1]		
high	92.05	20.55
low	12.45	11.30
31 December (closing price)	12.96	19.47
Market capitalisation at 31 December *(BRL millions)*[1]	17,453	26,268
Market capitalisation at 31 December *(€ millions)*[1]	2,753	4,653

(1) Source: Bloomberg.
(2) The 2021 figures take into account the 5-for-1 split of Assaí shares, which took effect on 11 August 2021.

Almacenes Éxito (Colombia)

The company's shares are traded on the Colombia Stock Exchange (*Bolsa de Valores*).

	2018	2019	2020	2021	**2022[2]**
Share price *(COP)*[1]					
high	18,500	17,980	15,940	14,200	17,600
low	11,920	12,360	10,000	11,060	3,360
31 December (closing price)	12,400	13,880	13,890	11,490	3,400
Market capitalisation at 31 December *(COP millions)*[1]	5,550,294	6,212,748	6,208,830	5,142,974	4,412,739
Market capitalisation at 31 December *(€ millions)*[1]	1,490	1,683	1,483	1,111	849

(1) Source: Bloomberg.
(2) The 2022 figures take into account the 3-for-1 split of Éxito shares, which took effect on 21 November 2022.

7.2. DIVIDEND

No dividend has been paid for the past three years.

The following table shows the total dividend payout (€ millions) and the payout rate (as a percentage of underlying net profit, Group share) over the past five years:

Year	2017	2018	2019	2020	2021
Total payout	341.4	339.1	-	-	-
% of underlying net profit, Group share	91.8	106.6	-	-	-

By law, any dividends which have not been claimed within five years of their payment date will lapse and become the property of the French State, in accordance with Articles L. 1126-1 and L. 1126-2 of the French Public Property Code (*Code général de la propriété des personnes publiques*).

(1) See Chapter 2, section 2.2 "Sale of a stake in Assaí", page 57.

7.3. *SHARE BUYBACK PROGRAMME*

7.3.1. CURRENT SHARE BUYBACK PROGRAMME

The Ordinary General Meeting of 10 May 2022 authorised the Board of Directors to buy back, or to order the buyback of, Company shares as provided in Articles L. 22-10-62 *et seq*. of the French Commercial Code (*Code de commerce*), Articles 241-1 to 241-7 of the General Regulations of France's securities regulator (*Autorité des marchés financiers* – AMF) and European Union regulations on market abuse (particularly Regulation (EU) No. 596/2014 of 16 April 2014), notably in order:

- to ensure the liquidity of and make a market for the Company's shares through an investment services provider acting independently in the name and on behalf of the Company, under the terms of a liquidity agreement that complies with a Code of Conduct recognised by the AMF;
- to implement any Company stock option plan under Articles L. 22-10-56 *et seq*. of the French Commercial Code, any savings plan pursuant to Articles L. 3332-1 *et seq*. of the French Labour Code (*Code du travail*), or any grant of free shares made under Articles L. 22-10-59, L. 22-10-60 and L. 225-197-1 of the French Commercial Code, or any other share-based compensation mechanism;
- to deliver shares in connection with the exercise of rights attached to securities giving access to Company shares by way of redemption, conversion, exchange or on presentation of a warrant or a debt security convertible or exchangeable for shares, or otherwise;
- to hold shares for later use as payment or consideration in the context of or following any external growth transactions;
- to cancel all or some of these shares in order to optimise earnings per share through a share capital reduction under the conditions provided for by law;
- to implement any future market practice authorised by the AMF and, generally, carry out any transaction that complies with the applicable regulations.

These shares may be acquired, sold, transferred, or exchanged by any method and, in particular, on regulated markets or over the counter, including via block trades. These methods include the use of any derivative financial instrument traded on a regulated market or over the counter and the implementation of option-based strategies under the conditions authorised by the relevant financial markets regulator, provided said methods do not cause a significant increase in the price volatility of the shares. The shares may also be loaned, pursuant to Articles L. 211-22 *et seq*. of the French Monetary and Financial Code (*Code monétaire et financier*).

The share buyback price may not exceed €100 (excluding transaction costs) for each share with a par value of €1.53.

This authorisation may only be used in respect of a number of shares no greater than 10% of the Company's share capital as of the date of the Annual General Meeting of 10 May 2022, it being specified that, whenever the Company's shares are purchased in connection with a liquidity agreement, the number of shares used to calculate the aforementioned 10% limit will correspond to the number of shares purchased less the number of shares sold during the authorisation period under the terms of the liquidity agreement. However, the number of shares purchased by the Company and intended to be held and subsequently used as payment or consideration in the context of an external growth transaction may not exceed 5% of the share capital. The acquisitions made by the Company shall not at any time or under any circumstance result in the Company holding more than 10% of the shares constituting its share capital.

In the event of a public tender offer for the shares or other securities issued by the Company, the Company may only use this authorisation for the purpose of meeting securities delivery commitments, notably in the context of free share plans, or strategic transactions, initiated and announced prior to the launch of said public tender offer.

In 2022, the authorisation was used exclusively in connection with the Company's liquidity agreement (see below).

Transactions completed in 2022 and until 28 February 2023

Liquidity agreement

In February 2005, Casino mandated Rothschild & Cie Banque to implement a liquidity agreement to ensure a wide market and regular quotations for its shares. The agreement complies with the Code of Conduct of the French financial markets association (*Association Française des Marchés Financiers* – AMAFI) approved by the AMF on 1 October 2008.

Casino allocated 700,000 ordinary shares and the sum of €40 million to the liquidity account.

Additional allocations were made on 25 September 2015 (€30 million) and 28 December 2015 (€50 million), bringing the total allocated to the liquidity account to €120 million.

The Company withdrew 580,000 shares from the liquidity account on 16 May 2016 and 120,000 shares on 23 May 2016. The 700,000 shares were subsequently cancelled by decision of the Board of Directors on 14 June 2016.

In January 2019, the Company signed a new liquidity agreement with the company Rothschild Martin Maurel, effective 1 January of that year, to take account of the changes in regulations governing these agreements, in accordance with AMF decision 2018-01 dated 2 July 2018. The new agreement replaced the previous agreement signed on 11 February 2005. As of the January 2019 contract signature date, the liquidity account held zero shares and €30 million.

In accordance with AMF decision 2021-01 dated 22 June 2021, the Company has, by an amendment dated 6 July 2022, reduced the funds in the liquidity account by €13,209,160.25. Following this reduction, at 6 July 2022, the liquidity account held 105,250 shares and €14,734,815.90.

In 2022, a total of 2,244,915 shares were purchased under the liquidity agreement at an average price of €15.23, and 2,244,915 shares were sold at an average price of €15.23 (including 1,276,832 shares purchased and 1,330,332 shares sold using the shareholder authorisation given on 10 May 2022). At 31 December 2022, the liquidity account held zero shares and €16.3 million.

From 1 January 2023 to 28 February 2023, a total of 764,965 shares were purchased at an average price of €11.17 per share and 658,715 shares were sold at an average price of €11.32 per share. At 28 February 2023, the liquidity account held 106,250 shares and €15.2 million.

Other stock transactions

In 2022, and from 1 January 2023 to 28 February 2023, the Company did not buy back any shares for any employee share grant plans, stock option plans or savings plans.

The Annual General Meeting of 10 May 2022 authorised the Board of Directors to reduce the share capital by cancelling shares bought back by the Company, by 24-month periods. The Board of Directors did not cancel any shares in 2022.

Over the 24-month period beginning 27 February 2021 and ending 28 February 2023, the Board of Directors did not cancel any shares.

Summary of stock transactions

The table below shows details of treasury shares bought and sold between 1 January 2022 and 31 December 2022 and between 1 January 2023 and 28 February 2023, together with the number of treasury shares held by the Company:

	Number of shares	% of share capital represented by the total number of shares
Number of shares held at 31 December 2021	**409,039**	**0.38**
Shares purchased under the liquidity agreement	2,244,915	
Shares sold under the liquidity agreement	(2,244,915)	
Shares purchased	0	
Shares sold	0	
Shares cancelled	0	
Free shares granted	(341,547)	
Number of shares held at 31 December 2022	**67,492**	**0.06**
Shares purchased under the liquidity agreement	764,965	
Shares sold under the liquidity agreement	(658,715)	
Shares purchased	0	
Shares sold	0	
Shares cancelled	0	
Free shares granted	(7,049)	
Number of shares held at 28 February 2023	**166,693**	**0.15**

At 31 December 2022, the Company owned 67,492 shares (purchase cost: €2.3 million) with a par value of €1.53. Based on the closing price at 30 December 2022 (€9.76), their market value totalled €0.7 million.

At 28 February 2023, the Company owned 166,693 shares (purchase cost: €3.1 million) with a par value of €1.53. Based on the closing price at 28 February 2023 (€9.61), their market value totalled €1.6 million.

Treasury shares are allocated for the following purposes:

- 106,250 shares to the liquidity agreement;
- 60,443 shares to cover stock option plans, employee share ownership plans or share grant plans for Group employees.

On 31 December 2022, Germinal SNC, an indirectly controlled wholly-owned company, held 928 ordinary shares.

7.3.2. SHARE BUYBACK PROGRAMME SUBMITTED TO THE ANNUAL GENERAL MEETING FOR APPROVAL

The Annual General Meeting of 10 May 2023 will be asked to renew the authorisation granted to the Board of Directors to buy back, or order the buyback, of Company shares as provided in Articles L. 22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 to 241-7 of the AMF General Regulations and European Union legislation on market abuse (particularly Regulation [EU] No. 596/2014 of 16 April 2014), notably in order:

- to ensure the liquidity of and make a market for the Company's shares through an investment services provider acting independently in the name and on behalf of the Company, under the terms of a liquidity agreement that complies with a Code of Conduct recognised by the AMF;
- to implement any Company stock option plan under Articles L. 22-10-56 *et seq.* of the French Commercial Code, any savings plan pursuant to Articles L. 3332-1 *et seq.* of the French Labour Code (*Code du travail*), or any grant of free shares made under Articles L. 22-10-59, L. 22-10-60 and L. 225-197-1 of the French Commercial Code, or any other share-based compensation mechanism;
- to deliver shares in connection with the exercise of rights attached to securities giving access to Company shares by way of redemption, conversion, exchange or on presentation of a warrant or a debt security convertible or exchangeable for shares, or otherwise;
- to hold shares for later use as payment or consideration in the context of or following any external growth transactions;
- to cancel all or some of these shares in order to optimise earnings per share through a share capital reduction under the conditions provided for by law;
- to implement any future market practice authorised by the AMF and, generally, carry out any transaction that complies with the applicable regulations.

These shares may be acquired, sold, transferred, or exchanged by any method and, in particular, on regulated markets or over the counter, including via block trades. These methods include the use of any derivative financial instrument traded on a regulated market or over the counter and the implementation of option-based strategies under the conditions authorised by the relevant financial markets regulator, provided said methods do not cause a significant increase in the price volatility of the shares. The shares may also be loaned, pursuant to Articles L. 211-22 *et seq.* of the French Monetary and Financial Code.

The share buyback price may not exceed €50 (excluding transaction costs) for each share with a par value of €1.53.

This authorisation may only be used in respect of a number of shares no greater than 10% of the Company's share capital as of the date of the Annual General Meeting of 10 May 2023. Based on the share capital as of 28 February 2023, after deducting the 166,693 own shares held by the Company, this would correspond to 10,675,930 shares and a maximum amount of €533.8 million, provided that, whenever the Company's shares are purchased in connection with a liquidity agreement, the number of shares used to calculate the aforementioned 10% limit will correspond to the number of shares purchased less the number of shares sold during the authorisation period under the terms of the liquidity agreement. However, the number of shares purchased by the Company and intended to be held and subsequently used as payment or consideration in the context of an external growth transaction, may not exceed 5% of the share capital. The acquisitions made by the Company shall not at any time or under any circumstance result in the Company holding more than 10% of the shares constituting its share capital.

The authorisation is granted to the Board of Directors for 18 months. It supersedes the unused portion of the authorisation previously granted by the 14th resolution of the Ordinary General Meeting of 10 May 2022.

In the event of a public tender offer for the shares or other securities issued by the Company, the Company may only use this authorisation for the purpose of meeting securities delivery commitments, notably in the context of free share plans, or strategic transactions, initiated and announced prior to the launch of said public tender offer.

7.4. *SHARE CAPITAL AND SHARE OWNERSHIP*

7.4.1. CHANGES IN SHARE CAPITAL

At 31 December 2022, the share capital amounted to €165,892,131.90 divided into 108,426,230 shares with a par value of €1.53 each.

This was unchanged at 28 February 2023.

Changes in share capital over the past five years

From 1 January 2018 to 31 December 2022		Number of shares issued/ cancelled	Increase/(decrease) in share capital *(€)*		**Successive amounts of the share capital** *(€)*	Total number of shares in issue
			Par value	Premium		
2018	Cancellation of shares	(1,267,608)	(1,939,440)	(52,748,629)	167,885,963.64	109,729,388
	Absorption of subsidiaries	28	42.84	1,272	167,886,006.48	109,729,416
2019	Cancellation of shares	(1,303,186)	(1,993,875)	(37,824,310)	165,892,131.90	108,426,230
2020	-	-	-	-	165,892,131.90	108,426,230
2021	-	-	-	-	165,892,131.90	108,426,230
2022	-	-	-	-	165,892,131.90	108,426,230

No capital transaction occurred from 1 January 2023 to 28 February 2023.

Potential number of shares

There are no securities or stock options (see section 7.5) that may confer entitlement to share capital, as the share grant plans underway (see section 7.5) concern existing shares.

Unissued authorised capital

To allow the Company to raise funds on the financial markets to finance the Group's continued development and improve its financial position, the Annual General Meeting of 12 May 2021 granted to the Board of Directors a number of delegations of competence and authorisations.

At the Annual General Meeting of 17 June 2020, the Board of Directors was authorised to make free share grants to employees of the Company and related companies.

The authorisations and delegations granted to the Board of Directors that can lead to the issuance of securities carrying rights to shares of the Company are listed below:

Transactions	**Maximum amount**	Terms and conditions	Authorisation date	Term	Expiry
Capital increase by issuing shares or securities carrying rights to new or existing shares of the Company or existing shares of any company in which it directly or indirectly owns an interest or to debt securities, with pre-emptive rights in the case of new share issues	€59 million(1)(2)	With PE(*)	12 May 2021	26 months	11 July 2023
Capital increase by issuing shares or securities carrying rights to new or existing shares of the Company or existing shares of any company in which it directly or indirectly owns an interest or to debt securities by means of a public offer, without pre-emptive rights in the case of new share issues	€16.5 million(1)(2)	Without PE(*)	12 May 2021	26 months	11 July 2023
Capital increase by issuing shares or securities carrying rights to new or existing shares of the Company or existing shares of any company in which it directly or indirectly owns an interest or to debt securities by means of an offer as referred to in paragraph 1 of Article L. 411-2, 1 (formerly Article L. 411-2 II) of the French Monetary and Financial Code, without pre-emptive rights in the case of new share issues	€16.5 million(1)(2)	Without PE(*)	12 May 2021	26 months	11 July 2023
Capital increase by capitalising reserves, earnings, share premiums or other capitalisable sums	€59 million(1)	-	12 May 2021	26 months	11 July 2023
Capital increase by issuing shares or share equivalents to pay for contributions in kind made to the Company comprising shares or share equivalents	10% of the share capital on the date the issue is decided(1)	Without PE(*)	12 May 2021	26 months	11 July 2023

Transactions	Maximum amount	Terms and conditions	Authorisation date	Term	Expiry
Capital increase by issuing shares or share equivalents in the event of a public offer initiated by Casino, Guichard-Perrachon for the shares of another listed company	€16.5 million(1)(2)	Without PE(*)	12 May 2021	26 months	11 July 2023
Rights issue to employees of the Company and related entities who are members of a company savings plan	2% of the total number of shares outstanding on 12 May 2021 (i.e., 2,168,524 shares)	Without PE(*)	12 May 2021	26 months	11 July 2023
Share grants of existing or new shares to employees of the Company and related companies	2% of the total number of shares outstanding on 17 June 2020 (i.e., 2,168,524 shares)	Without PE(*)	17 June 2020	38 months	16 August 2023

(*) PE = pre-emptive subscription rights.

(1) The aggregate par value of the shares which may be issued, immediately and/or in the future, pursuant to various authorisations, may not exceed €59 million, it being specified that the par value of capital increases that may be carried out, immediately and/or in the future, without pre-emptive rights for existing shareholders may not exceed €16.5 million, without taking account of the par value of the additional shares to be issued to safeguard the rights of securities holders, as required by law.

(2) The aggregate nominal amount of debt securities that may be issued pursuant to this authorisation may not exceed €2 billion or its equivalent value in other currencies or monetary units based on a basket of currencies, it being specified that the overall amount of debt securities that may be issued pursuant to this authorisation may not exceed €2 billion or its equivalent value in any other currency or monetary unit based on a basket of several currencies.

None of these authorisations were used in 2022, other than those related to free share grants.

Pursuant to the authorisation granted by the Annual General Meeting of 17 June 2020, the Board of Directors made free allocations of 14,510 existing shares in 2020 subject to a continuing service condition. Subject to performance and/or continuing service conditions, a maximum of 656,929 and 546,736 existing shares were similarly allocated in 2021 and 2022, respectively. The shares thus granted in 2020, 2021 and 2022 represented 1.12% of the share capital at 31 December 2022.

As all the authorisations are expiring, the Annual General Meeting of 10 May 2023 will be asked to renew them.

The Annual General Meeting of 10 May 2022 also authorised the Board of Directors to reduce the capital by up to 10% per twenty-four-month period by cancelling shares held in treasury stock. This authorisation was given for a period of 26 months expiring on 9 July 2024.

This authorisation was not used in 2022.

7.4.2. CHANGES IN SHARE OWNERSHIP

Double voting rights

Statutory provisions relating to double voting rights were introduced by the Extraordinary General Meeting of 30 November 1934 and amended by the Extraordinary General Meeting of 21 May 1987 (Article 28-III of the Articles of Association).

With respect to voting rights, Article 28-III of the Company's Articles of Association stipulates as follows:

"Shareholders hold as many votes as the shares they hold or represent, without limitation, with the only exception of the cases provided for by law or in these Articles of Association.

However, a double voting right is assigned, under applicable legal conditions, to all fully paid-up shares effectively held in registered form in the name of the same shareholder for at least four years, as well as, in the event of a share capital increase via capitalisation of reserves, profits, or issue premiums, to those registered shares granted free of charge to a shareholder in connection with old shares for which he or she is entitled to this right.

.../...

As such, the double voting right assigned to fully paid registered shares is forfeited ipso jure for any share that was converted to bearer form or that was subject to a transfer of ownership except in the event of a transfer in which the shares remain in registered form, pursuant to the terms of Article L. 225-124 of the French Commercial Code.

.../...

The vote or proxy issued by an intermediary that has either not declared itself as an intermediary registered as a holder of securities on behalf of third parties not domiciled in France, or has not disclosed the identity of the owners of the shares for which it is a registered intermediary, in accordance with regulations in force, will not be counted."

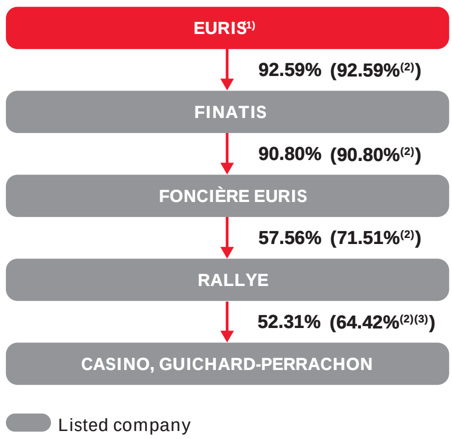
Double voting rights may be withdrawn by decision of the Extraordinary General Meeting, after approval by a special meeting of holders of double voting rights.

At 31 December 2022, a total of 151,573,409 voting rights were attached to 108,357,810 shares with voting rights in issue. The number of voting rights is different from the number of shares comprising the share capital due to the double voting right attached to registered shares, as well as the direct or indirect holding by the Company of a certain number of its own shares. At 31 December 2022, the Company directly and indirectly held 68,420 of its own shares.

Taking into account the gain or loss of double voting rights by certain shareholders since 1 January 2023 and the number of treasury shares held directly or indirectly, a total of 156,158,881 voting rights were attached to 108,258,609 shares carrying voting rights as of 28 February 2023. At 28 February 2023, the Company directly and indirectly held 167,621 of its own shares.

Controlling shareholder

The diagram below shows the Company's position within the Group as of 28 February 2023:



(1) Euris is controlled by Euris Holding, itself controlled by Jean-Charles Naouri.
(2) Theoretical voting rights as described in Article 223-11 of the AMF's General Regulations.
(3) Including 11.74% of Casino's share capital held in fiduciary trust (8.14% of theoretical voting rights).

Changes in share capital and voting rights

The ownership of share capital and voting rights as of 31 December 2020, 2021 and 2022 and as of 28 February 2023 is as follows:

	Shares		Voting rights exercisable at Annual General Meeting[1]		Theoretical voting rights[1]	
31 December 2020	Number	%	Number	%	Number	%
Public	39,005,042	35.97	41,766,647	28.05	41,766,647	27.93
of which shares in registered form	3,703,557	3.42	6,465,162	4.34	6,465,162	4.32
of which shares in bearer form	35,301,485	32.56	35,301,485	23.71	35,301,485	23.61
Rallye group *(including Fiducie Rallye – Equitis Gestion)*[2][3][4]	56,716,271	52.31	94,005,269	63.14	94,005,269	62.87
of which Rallye + other shareholders acting jointly	47,248,016	43.58	84,537,014	56.78	84,537,014	56.54
of which Fiducie Rallye/Equitis Gestion	9,468,255	8.73	9,468,255	6.36	9,468,255	6.33
Vesa Equity Investment[5]	10,838,863	10.00	10,838,863	7.28	10,838,863	7.25
Casino Group employee mutual funds	1,223,640	1.13	2,267,080	1.52	2,267,080	1.52
Treasury shares[6]	642,414	0.59	0	0	642,414	0.43[7]
TOTAL	**108,426,230**	**100.0**	**148,877,859**	**100.0**	**149,520,273**	**100.0**

	Shares		Voting rights exercisable at Annual General Meeting[1]		Theoretical voting rights[1]	
31 December 2021	Number	%	Number	%	Number	%
Public	42,429,477	39.13	45,200,295	30.99	45,200,295	30.90
of which shares in registered form	3,596,368	3.32	6,367,186	4.37	6,367,186	4.35
of which shares in bearer form	38,833,109	35.82	38,833,109	26.62	38,833,109	26.55
Rallye group *(including Fiducie Rallye – Equitis Gestion)*[2][3][4]	56,716,271	52.31	90,747,885	62.22	90,747,885	62.04
of which Rallye + other shareholders acting jointly	43,990,632	40.57	78,022,246	53.49	78,022,246	53.34
of which Fiducie Rallye/Equitis Gestion	12,725,639	11.74	12,725,639	8.72	12,725,639	8.70
Vesa Equity Investment[5]	7,661,041	7.07	7,661,041	5.25	7,661,041	5.24
Casino Group employee mutual funds	1,209,474	1.12	2,252,298	1.54	2,252,298	1.54
Treasury shares[6]	409,967	0.38	0	0.00	409,967	0.28[7]
TOTAL	**108,426,230**	**100.0**	**145,861,519**	**100.0**	**146,271,486**	**100.0**

	Shares		Voting rights exercisable at Annual General Meeting[1]		Theoretical voting rights[1]	
31 December 2022	Number	%	Number	%	Number	%
Public	39,587,487	36.51	42,429,854	27.99	42,429,854	27.98
of which shares in registered form	3,629,913	3.35	6,472,280	4.27	6,472,280	4.27
of which shares in bearer form	35,957,574	33.16	35,957,574	23.72	35,957,574	23.71
Rallye group *(including Fiducie Rallye – Equitis Gestion)*[2][3][4]	56,716,271	52.31	96,019,229	63.35	96,019,229	63.32
of which Rallye + other shareholders acting jointly	43,990,632	40.57	83,293,590	54.95	83,293,590	54.93
of which Fiducie Rallye/Equitis Gestion	12,725,639	11.74	12,725,639	8.40	12,725,639	8.39
Vesa Equity Investment[5]	10,853,978	10.01	10,853,978	7.16	10,853,978	7.16
Casino Group employee mutual funds	1,200,074	1.11	2,270,348	1.50	2,270,348	1.50
Treasury shares[6]	68,420	0.06	0	0.00	68,420	0.05[7]
TOTAL	**108,426,230**	**100.00**	**151,573,409**	**100.00**	**151,641,829**	**100.00**

28 February 2023	Shares Number	Shares %	Voting rights exercisable at Annual General Meeting[1] Number	Voting rights exercisable at Annual General Meeting[1] %	Theoretical voting rights[1] Number	Theoretical voting rights[1] %
Public	39,493,386	36.42	42,293,832	27.08	42,293,832	27.05
of which shares in registered form	3,498,134	3.23	6,298,580	4.03	6,298,580	4.03
of which shares in bearer form	35,995,252	33.20	35,995,252	23.05	35,995,252	23.03
Rallye group *(including Fiducie Rallye – Equitis Gestion)*[2][3][4]	56,716,271	52.31	100,706,623	64.49	100,706,623	64.42
of which Rallye + other shareholders acting jointly	43,990,632	40.57	87,980,984	56.34	87,980,984	56.28
of which Fiducie Rallye/Equitis Gestion	12,725,639	11.74	12,725,639	8.15	12,725,639	8.14
Vesa Equity Investment[5]	10,853,978	10.01	10,853,978	6.95	10,853,978	6.94
Casino Group employee mutual funds	1,194,974	1.10	2,304,448	1.48	2,304,448	1.47
Treasury shares[6]	167,621	0.15	0	0.00	167,621	0.11[7]
TOTAL	**108,426,230**	**100.00**	**156,158,881**	**100.00**	**156,326,502**	**100.00**

(1) The number of rights to vote at the Annual General Meeting is not the same as the number of voting rights published under France's disclosure threshold rules (theoretical voting rights). For the monthly publication of the total number of voting rights and the number of shares comprising the share capital, the total number of voting rights is calculated based on all the shares that potentially carry voting rights, including shares stripped of voting rights (treasury shares), in accordance with Article 223-11 of the AMF General Regulations.

(2) On 3 October 2018, Alpétrol (the lender), a wholly-owned subsidiary of Rallye, and Rallye (the borrower) entered into a securities lending agreement on 6,681,492 Casino, Guichard-Perrachon shares (AMF 2018DD578901 – AMF 2018DD578908), expiring on 31 December 2019. The lent shares were stripped of double voting rights (AMF 218C1648). The agreement was amended on 19 December 2019 to extend its term to 31 December 2021.

On 20 April 2020, Alpétrol was liquidated with the universal transfer of its assets, including the above-mentioned lending agreement, to L'Habitation Moderne de Boulogne (wholly owned by Rallye) (AMF 220C1338).

On 28 February 2019, Cobivia (the lender) and L'Habitation Moderne de Boulogne (the lender), subsidiaries of Rallye, and Rallye (the borrower) entered into securities lending agreements on 6,866,554 Casino, Guichard-Perrachon shares and 2,721,459 Casino, Guichard-Perrachon shares respectively (AMF 2019DD597522 – AMF 2019DD597523 – AMF 2019DD597521). The lent shares were stripped of double voting rights (AMF 219C0420). The agreement was amended on 19 December 2019 to extend its maturity to 31 December 2021. The agreement was amended on 27 January 2020 to reduce the number of securities loaned by Cobivia (the lender) to Rallye (the borrower) to 6,866,454 shares.

Rallye signed a private agreement with Cobivia and L'Habitation Moderne de Boulogne on 25 May 2020 for the merger by absorption of Cobivia and L'Habitation Moderne de Boulogne into Rallye effective from 29 June 2020. As a result of this transaction, the above-mentioned lending agreements were cancelled by absorption (AMF 220C2376).

(3) Rallye (controlled by Foncière Euris, which in turn is controlled by Jean-Charles Naouri) crossed below the statutory threshold of 50% of Casino, Guichard-Perrachon's capital on 20 July 2020, holding 47,248,016 Casino, Guichard-Perrachon shares (i.e., 43.57% of its capital) and 84,537,014 of its voting rights (i.e., 56.53%) (AMF 220C2603).

*The threshold was crossed as a result of the fiduciary trust-management (**fiducie sûreté-gestion**) agreement entered into on 10 July 2020 between Rallye and Equitis Gestion SAS (the trustee), and the transfer by Rallye, in the context of said agreement, of 9,468,255 Casino, Guichard-Perrachon shares as collateral for financing secured from F. Marc de Lacharrière (Fimalac), it being specified that: in accordance with the fiduciary trust agreement, as long as the trustee is not notified of an early repayment obligation with respect to said financing, the voting rights attached to the 9,468,255 Casino, Guichard-Perrachon shares held in trust may be exercised by the trustee acting on instructions from Rallye.*

Under the above-mentioned agreement, Equitis Gestion (controlled by IQEQ) crossed above the 5% statutory thresholds for Casino, Guichard-Perrachon's capital and voting rights on 20 July 2020, holding 9,468,255 Casino, Guichard-Perrachon shares and the same number of voting rights, representing 8.73% and 6.33% respectively (AMF 220C2603).

Equitis Gestion (controlled by IQEQ) crossed above the 10% statutory threshold for Casino, Guichard-Perrachon's capital on 10 May 2021, holding 12,725,639 Casino, Guichard-Perrachon shares (i.e., 11.74% of its capital) and 8.70% of the voting rights (AMF 221C1050).

The threshold was crossed as a result of the two fiduciary trust-management agreements entered into on 5 May 2021 between Rallye and Equitis Gestion (the trustee), and the transfer by Rallye, in the context of said agreements, of (i) 2,540,549 Casino, Guichard-Perrachon shares to a pool of banks and (ii) 716,835 Casino, Guichard-Perrachon shares to F. Marc de Lacharrière (Fimalac), as collateral for financing secured by Rallye from, on the one hand, a pool of banks and, on the other hand, F. Marc de Lacharrière (Fimalac), it being specified that:

- under the terms of the fiduciary trust agreements, as long as no early repayment of the financing entered into by Rallye has been notified to the trustee, the voting rights attached to the 3,257,384 Casino, Guichard-Perrachon shares transferred to be held in trust may be exercised by the trustee acting on instructions from Rallye; and

- any distribution, notably dividends, relating to the 3,257,384 Casino, Guichard-Perrachon shares transferred to be held in trust will be immediately allocated to the early repayment of the financing secured by Rallye SA from, on the one hand, a pool of banks and, on the other hand, F. Marc de Lacharrière (Fimalac).

These include shares pledged by Rallye as part of the above-mentioned trust agreement (see "Shares held as collateral" below).

(4) The Paris commercial court confirmed, with regard to 28 February 2020 rulings, in accordance with Article L. 626-14 of the French Commercial Code, the inalienability of all shares held by the Euris group companies subject to safeguard proceedings (Rallye and its parent companies Euris, Finatis and Foncière Euris) for the duration of their safeguard plan, barring the exceptions provided by said rulings or subsequent rulings to ensure, in particular, the proper implementation of said plans.

(5) Based on the disclosures made by Vesa Equity Investment to the AMF and/or the Company.

(6) Casino holds 928 shares through Germinal, an indirectly wholly-owned company.

(7) Voting rights that will become exercisable again if the underlying shares cease to be held in treasury stock.

To the best of the Company's knowledge, no shareholder other than (i) Rallye, (ii) Equitis Gestion (controlled by IQEQ) and (iii) Vesa Equity Investment (controlled by Daniel Křetínský) which both disclosed notifiable interests to the AMF (see below) and/or the Company, held more than 5% of the share capital or voting rights of the Company at 28 February 2023.

On 31 December 2022, the Company conducted a survey of holders of bearer shares, The survey identified 41,213 direct holders or nominees (compared to 38,094 at 31 December 2021).

The number of the Company's bearer and registered shareholders is estimated at more than 45,795 (compared to 42,000 in 2021) and the percentage of share capital held by private shareholders is estimated at 26.6% (compared to 18.8 in 2021) (sources: survey of identifiable holders of bearer shares carried out on 31 December 2022 and shareholders' register).

Statutory disclosure thresholds

Between 1 January 2022 and 28 February 2023, the following notifiable interests were disclosed to the AMF:

Shareholder	Date of threshold crossing	Type of threshold crossing	Number of shares and voting rights disclosed		% of the share capital	% of voting rights[(1)]	AMF notice reference no.
Vesa Equity Investment[(2)]	2 March 2022	Increase	10,853,978	10,853,978	10.01	7.42	222C0543

(1) *The disclosures were made on the basis of information communicated by the Company, in accordance with the requirements of Article L. 233-8 of the French Commercial Code and Article 223-16 of the AMF General Regulations, on the date the threshold was crossed. The disclosure of the total number of voting rights, which is published monthly, is calculated based on all the shares that potentially carry voting rights, including shares stripped of voting rights (treasury shares), in accordance with Article 223-11 of the AMF General Regulations.*

(2) *Controlled by Daniel Křetínský.*

Furthermore, Article 11-II of the Company's Articles of Association stipulates the following with respect to the crossing of shareholding thresholds:

"In addition to compliance with the legal obligation to disclose holding certain fractions of the share capital and any attached voting rights, any natural person or legal entity – including any intermediary registered as the holder of securities for persons not domiciled on the French territory – who, either alone or jointly with other natural persons or legal entities, comes to hold, to stop holding, in any way whatsoever, a fraction equal to 1% of the voting rights or share capital or a multiple of this fraction, must notify the Company, by registered letter with acknowledgement of receipt sent within five trading days of effectively crossing one of these thresholds. It must declare the number of shares and number of voting rights it directly holds.

For the determination of these thresholds, account is taken of shares that are assimilated with the shares already owned and the associated voting rights, in accordance with the provisions of Articles L. 233-7 and L. 233-9 of the French Commercial Code.

In each disclosure made as provided for above, the disclosing shareholder must certify that the disclosure includes all the securities held or owned within the meaning of the above paragraph. The disclosing shareholder must also indicate his or her identity and that of the persons or legal entities acting in concert with the disclosing shareholder, the total number of shares or voting rights held directly or indirectly, alone or in concert, the date the disclosure threshold was crossed and, if applicable, the information referred to in the third paragraph of Article L. 233-7 I of the French Commercial Code.

These disclosure requirements will no longer apply in the event that a single or several shareholder(s) acting jointly hold more than 50% of the voting rights.

In the event of any failure to disclose information under these conditions, the portion of shares in excess of what should have been declared is deprived of the right to vote in shareholders' meetings provided, during a given shareholders' meeting, the failure to disclose is officially acknowledged and one or several shareholders jointly holding at least 5% of the share capital or voting rights make the request at said meeting. Under the same conditions, voting rights that have not been properly declared cannot be exercised. If deprived, a voting right cannot be exercised at any shareholders' meeting for two years as from the date on which the disclosure issues are remedied."

Employee share ownership

On 31 December 2022, Group employees held 1,560,122 shares representing 1.44% of the share capital and 1.77% of the voting rights, of which:

- 1,200,074 shares through employee savings plans and different mutual funds;
- 360,048 registered shares resulting from free share grants authorised by shareholders at an Extraordinary General Meeting held after 6 August 2015 (information disclosed in application of the Macron Act).

Shares held by Directors and officers

On 31 December 2022, shares held directly by members of the Board of Directors or officers represented 0.09% of the share capital and 0.08% of the voting rights exercisable in General Meetings. On the same date, with the addition of the 11.74% of capital and the corresponding 8.40% of voting rights held in fiduciary trust, 55.05% of the share capital and 65.33% of the voting rights were controlled directly or indirectly by these members.

On 28 February 2023, Casino shares held directly by members of the Board of Directors or officers represented 0.09% of the share capital and 0.08% of the voting rights. On the same date, with the addition of the 11.74% of capital and the corresponding 8.15% of voting rights held in fiduciary trust, 55.05% of the share capital and 66.41% of the voting rights were controlled directly or indirectly by these members.

To the best of the Company's knowledge, transactions carried out in the Company's securities in 2022 and up until 28 February 2023 by officers and persons who were related parties on the transaction date, were as follows:

Date	Shareholder	Financial instrument	Purchase/ sale	Number	Amount *(€)*
31 March 2022	Franck-Philippe Georgin, General Secretary and Executive Committee Secretary, permanent representative of Matignon Diderot, Director	Shares	Purchase	1,409[(1)]	17.055[(2)]
31 March 2022	Karine Lenglart, Corporate Development and Holdings Director	Shares	Purchase	2,958[(1)]	17.055[(2)]
20 April 2022	Guillaume Seneclauze, Group Omnichannel Director	Shares	Purchase	1,466[(1)]	15.800[(2)]
7 May 2022	Diane Coliche, Executive Director of Monoprix	Shares	Purchase	1,213[(1)]	16.760[(2)]
7 May 2022	Hervé Daudin, Executive Director, Merchandise and Chairman of Achats Marchandises Casino	Shares	Purchase	6,059[(1)]	16.760[(2)]
7 May 2022	Franck-Philippe Georgin, General Secretary and Executive Committee Secretary, permanent representative of Matignon Diderot, Director	Shares	Purchase	3,787[(1)]	16.760[(2)]
7 May 2022	Cécile Guillou, Executive Director of Franprix	Shares	Purchase	2,727[(1)]	16.760[(2)]
7 May 2022	Nicolas Joly, Group M&A Project Director	Shares	Purchase	2,272[(1)]	16.760[(2)]
7 May 2022	Julien Lagubeau, Chief Operating Officer	Shares	Purchase	7,573[(1)]	16.760[(2)]
7 May 2022	David Lubek, Chief Financial Officer	Shares	Purchase	3,787[(1)]	16.760[(2)]
7 May 2022	Tina Schuler, Chief Executive Officer of Casino Supermarchés, Géant Casino and Casino Proximités	Shares	Purchase	7,573[(1)]	16.760[(2)]
28 July 2022	Didier Levêque, General Secretary of Euris, permanent representative of Finatis, Director	Shares	Purchase	23,827[(1)]	12.320[(2)]
28 July 2022	Odile Muracciole, Legal Director and permanent representative of Euris, Director	Shares	Purchase	13,700[(1)]	12.320[(2)]
31 July 2022	Franck-Philippe Georgin, General Secretary and Executive Committee Secretary, permanent representative of Matignon Diderot, Director	Shares	Purchase	1,512[(1)]	11.520[(2)]
31 December 2022	Hervé Daudin, Executive Director, Merchandise Director and Chairman of Achats Marchandises Casino	Shares	Purchase	13,403[(1)]	9.760[(2)]
31 December 2022	Nicolas Joly, Group M&A Project Director, Chairman of Casino Immobilier	Shares	Purchase	3,972[(1)]	9.760[(2)]
31 January 2023	David Lubek, Chief Financial Officer	Shares	Purchase	2,383[(1)]	11.530[(2)]

(1) Vested shares under free share grant plans.
(2) First quoted share price on the vesting date or, if not quoted, the last known quoted share price on the vesting date.

Shares held as collateral

At 31 December 2022, 56,783,634 registered shares were held as collateral, including:

- 43,988,624 shares held by Rallye and pledged to secure credit facilities (i.e., 40.57% of Casino's share capital);
- 9,468,255 shares, formerly pledged to financial institutions as part of derivative transactions, transferred on 17 July 2020 by fiduciary trust agreement between Rallye and Equitis Gestion as collateral for financing secured by Rallye from F. Marc de Lacharrière (Fimalac) (i.e., 8.73% of Casino's share capital);
- the transfer of 3,257,384 shares on 10 May 2021 under the fiduciary trust agreements between Rallye and Equitis Gestion of (i) 2,540,549 shares, i.e., 2.34% of Casino's share capital, to a pool of banks and (ii) 716,835 shares, i.e., 0.66% of Casino's share capital, to Fimalac, as collateral for financing secured by Rallye from, on the one hand, a pool of banks and, on the other hand, Fimalac.

At 31 December 2022, all Casino shares held by Rallye (i.e., 40.57% of the Company's share capital) were pledged to financial institutions and Fimalac.

Shareholder agreement

To the best of the Company's knowledge, there are no shareholder agreements involving the Company's shares.

7.5. *GRANTS OF FREE SHARES, SHARE PURCHASE OPTIONS AND SHARE SUBSCRIPTION OPTIONS*

For many years, the Group has offered employees opportunities to own a stake in their Company as part of a policy to retain and motivate its teams. This strategy, which was long implemented through share purchase and subscription options, is now carried out through the allotment of free shares ("share grants") and, since 2014, has essentially aimed to:

- on the one hand, motivate, strengthen the commitment of and/or loyalty of key managers both in France and abroad. The share grants are contingent on beneficiaries remaining with the Company until the end of the vesting period (three years) and, barring exceptions, on the achievement of performance conditions evaluated as from 2016 over a three-year period (the "Key manager plans").

  The criteria for performance share grants (see table below) through "Key manager plans" are the same as those set for the Chairman and Chief Executive Officer's long-term incentive bonus (LTI) awarded for the same year as set out in Chapter 6 (section 6.1.2, pages 467 *et seq.*);
- on the other hand, reward a critical contribution to the success of strategic and/or particularly complex operations. The free shares granted in this context reflect the Company's decision, in order to strengthen commitment and loyalty, to grant, in the form of Company shares, a portion of the exceptional compensation awarded to the beneficiary for carrying out such a transaction. The exceptional compensation is generally proportional to the compensation, involvement and level of contribution of the employees concerned. The receipt of the portion of the beneficiary's bonus awarded in the form of share grants is therefore deferred and share grants vest on the sole condition that the beneficiaries remain with the Company until the vesting date (one to two years). When the vesting period is less than two years, the shares are subject to a lock-up period such that the combined vesting period and lock-up period would represent at least two years.

In 2022, pursuant to the authorisation given by the Extraordinary General Meeting of 17 June 2020, and based on the recommendation of the Appointments and Compensation Committee, the Board of Directors made a total of 546,736 free share grants representing 0.50% of the capital at 31 December 2022, subject to the grantee still being employed by the Company at the end of the vesting period and/or the performance conditions being met:

- A total of 318,727 shares (with a maximum of 478,102 shares in the event of over-performance) were granted by the Board of Directors at its meeting on 10 May 2022, representing 0.29% (0.44% for the maximum number of shares in the event of over-performance) of the share capital at 31 December 2022, under the "Key Manager Plan" subject to three-year performance conditions. Among these key managers, 33% are women.

  The performance conditions of this plan are strictly aligned with the performance conditions of the long-term cash incentive plan granted to the Chairman and Chief Executive Officer in 2022 (see section 6.1.3. of Chapter 6, page 471);
- A total of 6,798 shares were granted by the Board of Directors' meeting on 10 May 2022 and 61,836 shares by the Board of Directors' meeting on 15 December 2022, representing 0.06% of the share capital at 31 December 2022, corresponding to the granting of a portion of exceptional bonuses awarded to employees in the form of shares for retention and engagement purposes.

As in previous years, no shares were granted to the Chairman and Chief Executive Officer, who is not entitled to receive share grants, in accordance with the authorisation granted by the Annual General Meeting of 17 June 2020.

See below for information on the share grants.

All outstanding share grant plans exclusively concern existing shares and do not have a dilutive effect on capital.

SHARE GRANTS

Details of the various plans outstanding at 31 December 2022 are provided in the table below, it being specified that the Chairman and Chief Executive Officer is not entitled to receive share grants and that all share grants concern existing shares which will be delivered on the vesting date:

Date of Annual General Meeting	Grant date (Board of Directors)	Vesting date	Date from which the vested shares may be sold	Number of beneficiaries	Number of shares granted by the Board of Directors	Number of grants cancelled	Number of grants outstanding at the period-end
15 May 2018	15 May 2018	15 May 2023	16 May 2023	3	7,326	3,518	3,808(1)
15 May 2018	7 May 2019	7 May 2024	8 May 2024	2	7,809	0	7,809(2)
15 May 2018	27 April 2020	27 April 2023	28 April 2025	46	160,033	64,239	95,794(3)
15 May 2018	27 April 2020	27 April 2025	28 April 2025	2	8,171	0	8,171(3)
17 June 2020	28 July 2021	28 July 2024	29 July 2026	43	231,932	82,075	149,857(4)
17 June 2020	28 July 2021	28 July 2026	29 July 2026	1	3,972	0	3,972(4)
17 June 2020	28 July 2021	31 January 2023	29 July 2023	3	7,049	0	7,049(5)
17 June 2020	28 July 2021	30 April 2023	29 July 2023	10	22,641	596	22,045(5)
17 June 2020	15 December 2021	31 July 2023	16 December 2023	3	9,052	0	9,052(5)
17 June 2020	10 May 2022	10 May 2025	11 May 2027	40	318,727	66,092	252,635(6)
17 June 2020	10 May 2022	28 February 2024	11 May 2024	5	6,798	2,472	4,326(5)
17 June 2020	15 December 2022	31 August 2024	16 December 2024	10	61,836	0	61,836(5)
TOTAL					**845,346**	**218,992**	**626,354**

(1) The share grants are contingent on the beneficiaries remaining with the Company until the vesting date and on the achievement of two performance conditions assessed following a three-year period (2018, 2019 and 2020), each concerning half of the initial grant: TSR compared to a sample of nine European companies in the Food Retail index and the Group's average EBITDA/net sales.

(2) The share grants are contingent on the beneficiaries remaining with the Company until the vesting date and on the achievement of two performance conditions assessed over a three-year period (2019, 2020 and 2021), each concerning half of the initial grant: TSR compared to a sample of nine European companies in the Food Retail index and the Group's average EBITDAR/net sales.

(3) The share grants are contingent on the beneficiaries remaining with the Company until the vesting date and on the achievement of three performance conditions assessed following a three-year period (2020, 2021 and 2022): (i) the Group's average EBITDA/net sales, concerning 50% of the initial grant; (ii) growth in TSR compared to a sample of nine European companies in the Food Retail index, concerning 30% of the initial grant; and (iii) a CSR condition, concerning 20% of the original grant, based on two criteria: gender balance in top management positions in 2022 in France and environmental protection (CO_2 emissions reduction in France by 2022).

(4) The share grants are contingent on the beneficiaries remaining with the Company until the vesting date and on the achievement of three performance conditions assessed following a three-year period (2021, 2022 and 2023), it being specified that a minimum achievement threshold, a target level and an over-performance level have been set for each criterion, with the corresponding award calculated on a straight-line basis between the minimum and maximum levels: (i) average growth in EBITDA France, concerning 50% of the initial grant; (ii) growth in underlying EPS, concerning 30% of the initial grant; and (iii) a CSR condition, concerning 20% of the initial grant, based on two criteria: gender balance in top management positions in 2023 in France and environmental protection (CO_2 emissions reduction in France by 2023).

Given the potential over-performance level, the number of shares granted by the Board of Directors at its meeting on 28 July 2021 represented a maximum of 353,864 shares, and the maximum number of grants outstanding, subject to the achievement of the above-mentioned performance and/or continuing service conditions, represented 230,750 shares at 31 December 2022.

(5) The share grants are contingent only on the beneficiaries remaining with the Company until the vesting date.

(6) The share grants are contingent on the beneficiaries remaining with the Company until the vesting date and on the achievement of three performance conditions assessed following a three-year period (2022, 2023 and 2024), it being specified that a minimum achievement threshold, a target level and an over-performance level have been set for each criterion, with the corresponding award calculated on a straight-line basis between the minimum and maximum levels: (i) average growth in EBITDA France, concerning 50% of the initial grant; (ii) growth in underlying EPS, concerning 30% of the initial grant; and (iii) a CSR condition, concerning 20% of the initial grant, based on two criteria: gender balance in top management positions in 2024 in France and environmental protection (CO_2 emissions reduction in France by 2024).

Given the potential over-performance level, the number of shares granted by the Board of Directors at its meeting on 10 May 2022 represented a maximum of 478,102 shares, and the maximum number of grants outstanding, subject to the achievement of the above-mentioned performance and/or continuing service conditions, represented 378,963 shares at 31 December 2022.

In accordance with the policy applied in prior years, these performance conditions are identical to those of the long-term cash incentive plan granted to the Chairman and Chief Executive Officer in 2022 (see Chapter 6 for further information about the performance conditions).

Under share grant plans introduced on 20 April 2017, 7 May 2019, 12 December 2019, 27 April 2020, 16 December 2020 and 28 July 2021, shares vested in 2022 as follows:

Date of Annual General Meeting	Grant date (Board of Directors)	Vesting date	Date from which the vested shares may be sold	Number of beneficiaries	Number of shares granted by the Board of Directors	Number of grants cancelled	Number of shares vested in 2022
13 May 2016	20 April 2017	20 April 2022	21 April 2022	2	5,666	1,416	4,250[1]
15 May 2018	7 May 2019	7 May 2022	8 May 2024	57	184,608	126,120	58,488[2]
15 May 2018	12 December 2019	12 December 2022	13 December 2022	6	28,043	25,706	2,337[3]
15 May 2018	27 April 2020	31 March 2022	28 April 2022	6	8,805	0	8,805[3]
17 June 2020	16 December 2020	31 July 2022	17 December 2022	8	14,510	3,023	11,487[3]
17 June 2020	28 July 2021	31 December 2022	29 July 2023	12	38,905	8,143	30,762[3]
17 June 2020	28 July 2021	28 July 2022	29 July 2023	1	152,885	0	152,885[3]
17 June 2020	28 July 2021	28 July 2022	29 July 2023	4	72,533	0	72,533[3]
TOTAL					**505,955**	**164,408**	**341,547**

(1) *The share grants were contingent on the beneficiaries remaining with the Company until the vesting date and on the achievement of two performance conditions assessed over a three-year period (2017, 2018 and 2019), each concerning half of the initial grant: TSR compared to a sample of nine European companies in the Food Retail index and the Group's average EBITDA/net sales.*

(2) *The share grants were contingent on the beneficiaries remaining with the Company until the vesting date and on the achievement of two performance conditions assessed over a three-year period (2019, 2020 and 2021), each concerning half of the initial grant: TSR compared to a sample of nine European companies in the Food Retail index and the Group's average EBITDAR/net sales.*

(3) *The share grants were contingent only on the beneficiaries remaining with the Company until the vesting date.*

SHARE PURCHASE AND/OR SUBSCRIPTION OPTIONS

No share purchase or subscription options have been granted since 2004.

There were no share purchase and/or subscription plans or Annual General Meeting authorisations that were outstanding at 31 December 2022.

7.6. *FINANCIAL REPORTING*

The Group Investor Relations department's role is to provide the financial community with accurate, specific and fair information about the Group's strategy, business model and performance.

Financial information is prepared and validated by the Accounting and Budget Control units prior to publication.

The legal, accounting and CSR units also contribute to producing the Universal Registration Document and the management report.

The Board of Directors reviews all information and news releases about the Group's results or financial and strategic transactions, and may make comments and proposals. The Audit Committee reviews information on the annual and interim financial statements prior to release. Sales and earnings news releases are submitted to the Statutory Auditors for comment prior to issue.

Financial information is disclosed to the markets through the following communication channels:

- financial and other media releases;
- conference calls for quarterly releases of sales figures;
- annual and interim results presentations;
- roadshows, conferences, meetings and conference calls with financial analysts and investors, in France and abroad;
- Annual General Meetings;
- Universal Registration Documents and Annual and Corporate Social Responsibility Reports;
- the Group's corporate website.

Group Investor Relations is also involved in checking and setting the publication timetable for the financial information prepared by listed subsidiaries and ensures consistency among the various media produced by the Group.

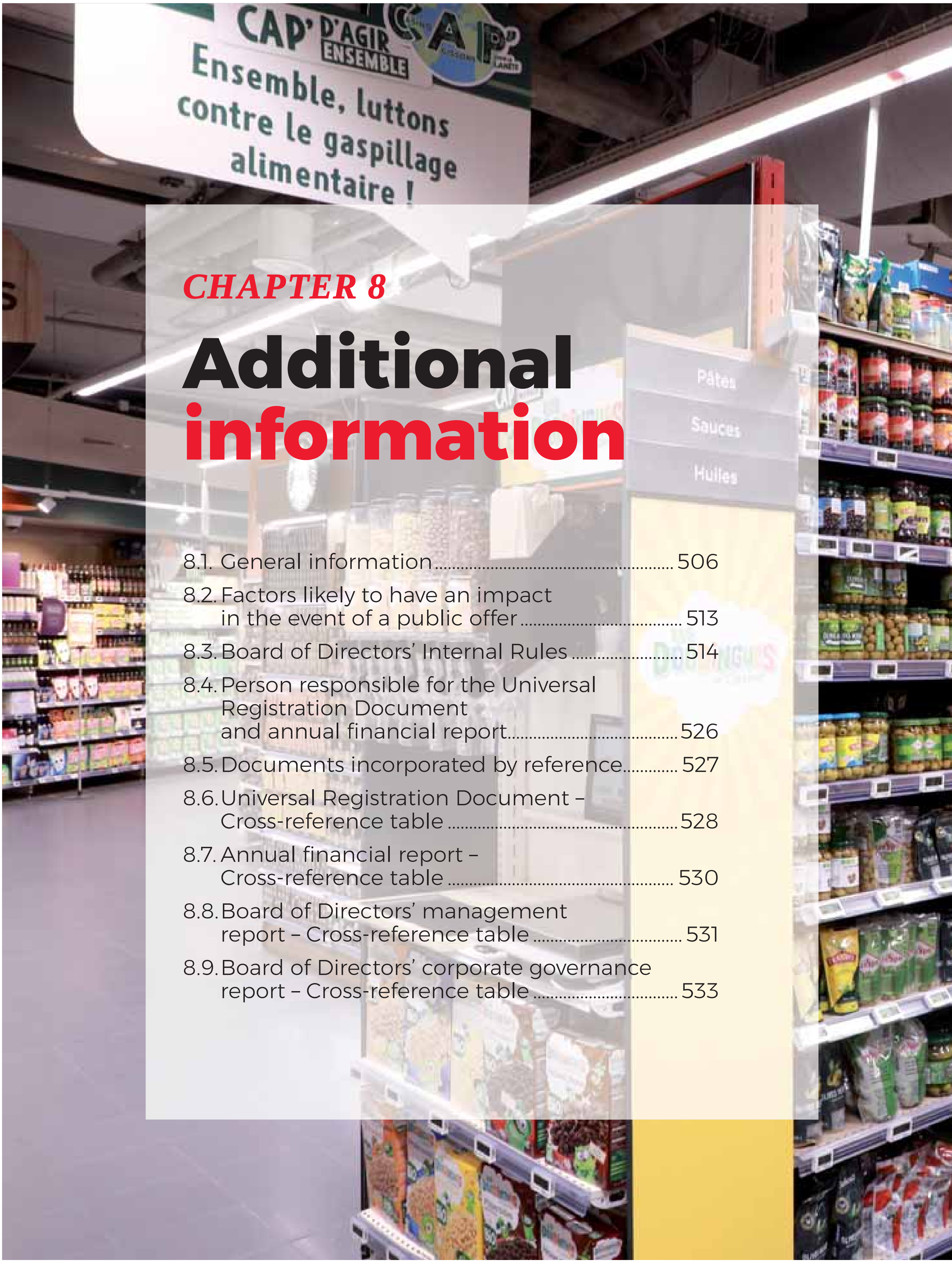
7.7. *SHAREHOLDERS' CONSULTATIVE COMMITTEE*

In 2016, the Company put in place a Shareholders' Consultative Committee to facilitate regular and meaningful dialogue between the Company and the representatives of its individual shareholders and thereby improve the Company's communication with respect to its shareholders.

The Committee has nine members, including:

- five shareholder representatives (two individual shareholders, a former employee shareholder and two representatives of an association of individual shareholders), designated for a two-year term;
- four permanent Company representatives (Board Secretary, Finance department, Investor Relations department).

The Committee is expected to meet at least twice a year. The last meeting took place on 23 September 2022 and the Committee will meet again in the first half of 2023.



CHAPTER 8

Additional information


Casino Délices
Tentations fortes
evian

8.1. *GENERAL INFORMATION*

Legal name

Casino, Guichard-Perrachon

Legal form – Governing law

French joint stock company (*société anonyme*) with a Board of Directors governed by Book II of the French Commercial Code (*Code de commerce*).

French law.

Registered office, telephone number and website

1, Cours Antoine Guichard, 42000 Saint-Étienne, France

Telephone +33 (0)4 77 45 31 31

www.groupe-casino.fr/en

Trade and companies registry – APE code – LEI

The Company is registered with the Saint-Étienne Trade and Companies Registry under No. 554 501 171.

APE (business identifier) code: 6420Z – Activities of holding companies.

Legal Entity Identifier (LEI): 969500VHL8F83GBL6L29.

Date of incorporation and expiry

The Company was incorporated on 3 August 1898 (Articles of Association signed on 1 July 1898). The duration of the Company was extended by the Extraordinary General Meeting of 31 October 1941 and will expire on 31 July 2040 unless the Company is wound up before this date or its term is further extended.

Financial year

The Company's financial year runs from 1 January to 31 December.

Corporate purpose (Article 3 of the Articles of Association)

The purpose of the Company is to:

- directly or indirectly create and exploit all types of retail stores selling any types of items or products including, yet not limited to, food products;
- offer all types of services to said retail stores' customers and manufacture any and all goods that may be useful to their exploitation;
- wholesale all types of goods, either on its own behalf or on behalf of third parties including, in particular, as a commission-based service, and offer all types of services to these third parties;
- and, generally, execute any and all types of commercial, industrial, real estate, movable property, and financial transactions related to this purpose or that could potentially facilitate its successful fulfilment.

It can, in France and abroad, create, acquire, exploit or commission the exploitation of any trade mark, trade name, or service mark, and any industrial design rights, patents or manufacturing processes related to the above-mentioned purpose.

It can invest in or acquire any interests in any French or foreign businesses or companies, regardless of their purpose.

It can take action in any country, either directly or indirectly, alone or as an association, partnership, group, or company created with any other persons or companies, and complete, in any form whatsoever, the transactions related to its purpose.

Access to legal documents

The Articles of Association, minutes of General Meetings, Statutory Auditors' reports and other legal documents are available for consultation at the Company's registered office.

8.1.1. PROVISIONS OF THE ARTICLES OF ASSOCIATION CONCERNING THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT – BOARD OF DIRECTORS' INTERNAL RULES

Board of Directors

Membership of the Board of Directors *(excerpt from Article 14 of the Articles of Association)*

The Company is managed by a Board of Directors. Subject to the legal provisions applicable in the event of a merger with another joint stock company (*société anonyme*), the Board of Directors is composed of at least three members and at most eighteen, appointed by the Ordinary General Meeting.

Where applicable, the Board includes, in accordance with the provisions of Article L. 22-10-7 (formerly L. 225-27-1) of the French Commercial Code, one or two Directors representing employees, for whom the specific rules are subject to the legal provisions in force and the Articles of Association.

Directors' shares *(excerpt from Article 15 of the Articles of Association)*

Each Director must own at least one hundred shares held in registered form.

Duration of office – Age limitation – Replacement of Directors appointed by the Ordinary General Meeting *(excerpt from Article 16 of the Articles of Association)*

I – Notwithstanding the impact of paragraphs II and III of this article, the duration of Directors' offices is three years expiring at the end of the Ordinary General Meeting set to approve the financial statements of the past fiscal year and held in the year in which the office expires.

Once they have reached the end of their term, Directors are eligible for renewal.

Directors are appointed or their terms of office renewed pursuant to a decision taken by the Ordinary General Meeting. Directors' terms of office are up for renewal on a rolling basis, in order to ensure that a roughly equal amount of Directors' terms of office are renewed each year. In order to enable the system of rotation to operate, the Ordinary General Meeting can appoint a Director for a period of one or two years, on an exceptional basis.

II – No person over the age of seventy (70) can be appointed as Director or permanent representative of a Director that is a legal entity, if such appointment would cause the number of Directors and permanent representatives of legal entities over said age to be more than one-third of the total number of Directors serving on the Board. Should this threshold be exceeded, the oldest Director or permanent representative of a legal entity is considered as having resigned at the Ordinary General Meeting held to approve the financial statements for the financial year in which the threshold was exceeded.

III – In the event that one or more seats become vacant as a result of the death or resignation of Directors, the Board of Directors can appoint temporary Directors to hold office until the next General Meeting. These appointments must be approved at the next General Meeting.

If a Director appointed by the Board of Directors temporarily as described above is not granted permanent status by the General Meeting, said Director's actions and the Board's decisions during this temporary appointment remain valid nonetheless.

Should the number of Directors fall below three, the remaining members (or, in the event of a lack of members, a corporate officer appointed by the President of the Commercial Court at the request of any person concerned) must immediately call for an Ordinary General Meeting in order to appoint one or more new Directors for the purpose of securing the required amount of members and resuming compliance with applicable legal thresholds.

A Director appointed to replace another Director remains in office for the remainder of his or her predecessor's term of office.

The appointment of a new Board member to be added to the permanent list of members in office can be decided only by the General Meeting, which must set the term of office.

Organisation, meetings and decisions of the Board of Directors

- **Office of the Board – Chairman**
  (excerpts from Articles 17 and 20 of the Articles of Association)

The Board of Directors appoints a Chairman from among the natural persons sitting on the Board. The Chairman of the Board organises and chairs Board meetings and reports to shareholders on the Board's work at the General Meeting. He or she is responsible for ensuring that the Company's corporate bodies operate correctly and, in particular, that Directors are able to perform their duties successfully.

The Chairman can be appointed for the duration of his or her directorship, subject to the Board of Directors' right to strip him or her of this title, at any time, and to the Chairman's right to resign before his or her term expires. The Chairman is eligible for reappointment. The Chairman's age cannot exceed seventy-five (75) years. Exceptionally, in the event the Chairman reaches the aforementioned age while in office, he or she will remain Chairman until the end of his or her term of office.

In the event of the Chairman's death or temporary incapacity, the Board of Directors may designate a Director to serve as Chairman. In the event of temporary incapacity, such designation is given for a set period, which may be renewed. In the event of death, the designation is valid until the election of a new Chairman.

- **Non-Voting Directors**
  (excerpt from Article 23 of the Articles of Association)

The Ordinary General Meeting may appoint Non-Voting Directors, either natural persons or legal entities, from among the shareholders. The Board of Directors can appoint Non-Voting Directors to serve on the Board at any time, provided their office is approved at the next General Meeting. The number of Non-Voting Directors may not exceed five.

A Non-Voting Director remains in office for three years. His or her duties expire at the end of the Ordinary General Meeting set to approve the financial statements of the past fiscal year and held in the year in which the office expires. Non-Voting Directors are eligible for reappointment indefinitely, and can be removed from office at any moment by decision of the Ordinary General Meeting.

Non-Voting Directors attend Board of Directors' meetings, and offer their opinions and observations and take part in the decision-making process in an advisory capacity.

They may receive compensation, the total amount of which is determined by the Ordinary General Meeting. This amount is maintained until a change is decided at a future General Meeting. This compensation is distributed, at the Board of Directors' discretion, among all Non-Voting Directors.

Meetings of the Board of Directors
(excerpt from Article 18 of the Articles of Association)

The Board meets as often as required in the Company's interest and every time said Board deems it appropriate, at the location indicated in the meeting notification. Meeting notifications are prepared by the Chairman or by any person he or she appoints to do so on his or her behalf; if the Board has not met for more than two months, one-third of the Directors in office can ask the Chairman to call for a meeting based on a predetermined agenda. The Chief Executive Officer can also ask the Chairman to call a Board meeting to discuss a specific agenda. A Director can grant proxy to another Director for the purpose of being represented in the Board of Directors' decision-making process. (...). A Director may represent only one other Director.

In order for the Board's decisions to be considered fully valid and binding, the attendance of at least half of the Directors in office is necessary and sufficient. Decisions are taken based on a majority vote of the members present and represented. In the event of a split ballot, the Chairman of the meeting shall have the casting vote. However, in the event that the Board is composed of less than five members, decisions can be taken by two Directors in attendance, provided they are in agreement. Directors may participate in the deliberations by videoconference or other means of telecommunication, under the conditions and according to the terms provided under applicable regulations and the Board of Directors' Internal Rules. The Board of Directors may, at the initiative of the Chairman, adopt by written consultation decisions falling within its remit in accordance with Article L. 225-37 of the French Commercial Code, and any decision to transfer the registered office within the same county (*département*).

Powers of the Board of Directors
(excerpt from Article 19 of the Articles of Association)

The Board of Directors sets the Company's business strategy and oversees its implementation, in line with its corporate interests, taking into consideration the social and environmental challenges of its business. Subject to powers expressly granted at shareholders' meetings and within the limit of the Company's corporate purpose, it handles any matters relating to the Company's proper functioning and votes on the matters for which it is responsible. The Board of Directors carries out the controls and checks it deems appropriate.

The Board of Directors may, at its own discretion and at any time, change the Senior Management operation method, it being specified that this decision does not trigger a change in the Articles of Association.

The Board can create committees, of which it determines the composition and responsibilities, in order to assist it in the completion of its assignments. Said committees, each in their area of expertise, make suggestions, recommendations, and issue opinions, based on what is required.

The Board authorises, under applicable legal conditions, agreements other than those concerning standard transactions carried out under normal conditions, as discussed in Article L. 225-38 of the French Commercial Code, it being specified that it is strictly prohibited for the company to grant loans, overdrafts, sureties, or guarantees in favour of the persons referred to in Article L. 225-43 of said Code.

In accordance with the provisions of the last paragraph of Article L. 225-35 of the French Commercial Code, the commitment of any sureties, underwritings or guarantees granted on behalf of the Company are subject to a Board of Directors' authorisation. The Board may, however, grant this authorisation in the aggregate and annually, without a limit on the amount, to guarantee the commitments made by the controlled companies within the meaning of paragraph II of Article L. 233-16 of the French Commercial Code. It may also authorise the Chief Executive Officer to grant, in the aggregate and without a limit on the amount, securities, underwritings or guarantees to secure the commitments made by controlled companies within the meaning of paragraph II of said Article, provided that he or she reports back to the Board at least once a year. The Chief Executive Officer may also be authorised to grant sureties, underwritings or guarantees on behalf of the Company with no limit on the amount, with respect to the tax and customs authorities.

Subject to any applicable legal restriction, delegations of power, powers of attorney or duties limited to one or more predetermined transaction(s) or transaction category(ies) can be granted or assigned to any persons, be it Directors or any other persons.

Management structure

Combination of the functions of Chairman of the Board of Directors and Chief Executive Officer *(excerpt from Article 21 of the Articles of Association).*

Senior Management

The Senior Management of the company is the responsibility of either the Chairman of the Board of Directors or another natural person, not necessarily a Director, appointed by the Board of Directors and bearing the title of Chief Executive Officer.

The Chief Executive Officer remains in office for as long as specified by the Board of Directors. However, the term of office cannot exceed three years. The Chief Executive Officer is eligible for reappointment.

The Chief Executive Officer's age cannot exceed seventy-five (75) years. However, in the event that the Chief Executive Officer reaches this age while in office, he or she will remain in office until the expiration of his or her term of office.

The Board of Directors can remove the Chief Executive Officer from office at any time. If the removal from office is carried out without proper justification, it may result in damages, except when the Chief Executive Officer also exercises the duties of Chairman of the Board of Directors.

The Chief Executive Officer is vested with the most extensive powers to act in all circumstances on behalf of the Company. The Chief Executive Officer exercises his or her powers within the limits of the Company's corporate purpose, subject to those powers the law expressly grants to shareholders' meetings and to the Board of Directors. However, as an internal measure, the Board of Directors may decide to limit the Chief Executive Officer's powers[(1)]. The Chief Executive Officer represents the Company in its dealings with third parties.

Deputy Chief Executive Officers

On the Chief Executive Officer's suggestion, the Board of Directors can appoint one or more natural persons in charge of assisting the Chief Executive Officer. There cannot be more than five Deputy Chief Executive Officers.

In agreement with the Chief Executive Officer, the Board of Directors determines the duration of the Deputy Chief Executive Officers' respective terms of office, which cannot exceed three years and, as an internal measure, the powers granted to said Deputy Chief Executive Officers. Deputy Chief Executive Officers are eligible for reappointment. They are granted the same powers as the Chief Executive Officer vis-à-vis third parties.

The Deputy Chief Executive Officer's age cannot exceed seventy (70) years. However, in the event that the Deputy Chief Executive Officer reaches this age while in office, he or she will remain in office until the expiration of his or her term of office.

The Board of Directors can remove a Deputy Chief Executive Officer from office at any time, on the Chief Executive Officer's recommendation. If the removal from office is carried out without proper justification, it may result in damages.

The Chairman, if also exercising the duties of Chief Executive Officer, the Chief Executive Officer or each of the Deputy Chief Executive Officers may delegate their powers to carry out one or several specific transactions or categories of transaction.

Board of Directors' Internal Rules

The Board of Directors has established the Board of Directors' Internal Rules describing its rules of procedure, which add to the related provisions of the law and the Company's Articles of Association.

The Internal Rules describe the Board's organisation and procedures, the powers and duties of the Board and the Committees of the Board, and the procedures for overseeing and assessing its work[(2)].

The Internal Rules were last updated on 3 November 2021 (see pages 514 *et seq.*).

(1) See Chapter 5 "Corporate Governance Report" for a description of the restrictions on Senior Management's powers.
(2) See Chapter 5 "Corporate Governance Report" for a description of the Committees of the Board, the restrictions on the Chief Executive Officer's powers and the procedures for overseeing and assessing the Board's work.

8.1.2. ALLOCATION OF NET PROFIT *(EXCERPTS FROM ARTICLES 33 AND 34 OF THE ARTICLES OF ASSOCIATION)*

The income statement breaks down the revenues and charges of the fiscal year. After deducting amortisation and provisions, it shows the profit or loss of the fiscal year.

From this profit, net of any losses carried forward, as the case may be, at least 5% is first withheld to constitute the legal reserve, until such time as it has reached a sum equal to one-tenth of the share capital and whenever, for any reason whatsoever, the total drops below this threshold, and any sums to be allocated to reserves are also withheld as required by law.

The necessary sum is withheld from the profit calculated as described above, plus any retained earnings, in order to provide a first dividend pay-out of 5% interest per year on the amount paid for the shares, it being specified that, if in a given fiscal year profits are not high enough to make this payment, amounts cannot be withheld from profits expected in future fiscal years.

The surplus is available to the General Meeting for distribution to all shares.

However, the Annual General Meeting can decide, as suggested by the Board of Directors, provided the legal reserve is filled and the 5% interest on the nominal value of the shares has been paid out but before any other distributions, to withhold amounts it deems useful to allocate to any non-mandatory, ordinary or exceptional reserves, with or without a specific allocation.

Subject to a Board of Directors' proposal and a General Meeting decision, sums allocated to reserves can later be either distributed or capitalised.

In addition, the General Meeting can decide to distribute sums deducted from the reserves at its disposal. In that case, the decision clearly states which reserve(s) said sums are being deducted from.

The total or partial amortisation of the shares triggers a corresponding loss of the right to the first dividend and the right to redeem the par value of the share.

The Ordinary General Meeting can determine the distribution of profits or reserves based on the number of transferable securities comprising the Company's assets which may require shareholders to form groups to obtain a whole number of securities distributed.

Any dividends that have not been received within five years from the date on which they were paid out are allocated in accordance with legal provisions.

8.1.3. GENERAL MEETINGS

Notice of Meeting, participation
(excerpts from Articles 25 and 27 of the Articles of Association)

General Meetings are summoned under the conditions required by law.

The right to participate in General Meetings is subject to the registration of the shares in a securities account held in the name of the shareholder or of the third party registered on the shareholder's behalf provided the latter resides outside France, within the time frame set forth under Article R. 22-10-28 (formerly R. 225-85) of the French Commercial Code. This securities account registration is made either in the registered securities accounts managed by the Company or its authorised agent, or in the bearer securities accounts managed by an authorised intermediary. The registration of securities in the bearer securities accounts managed by an authorised intermediary is reported in a statement of equity delivered by the latter electronically, as the case may be, in the appendix to the form for voting by mail or by proxy, or for requesting an admission card, as applicable, filled out in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. A statement is also issued to shareholders who wish to attend the General Meeting in person and who have not received an admission card within the time frame provided for under the terms of Article R. 22-10-28 (formerly R. 225-85) of the French Commercial Code.

Meetings are held in the city in which the registered headquarters are established or at any other location in France, as specified in the Notice of Meeting.

All shareholders may participate in the General Meeting, regardless of the number of shares they hold.

Voting rights (double voting rights)
(excerpt from Article 28-III of the Articles of Association)

Every shareholder holds as many votes as the shares he or she holds or represents, without limitation, with the only exception of the cases provided for by law or in these Articles of Association.

However, a double voting right is assigned, under applicable legal conditions, to all fully paid-up shares effectively held in registered form in the name of the same shareholder for at least four years, as well as, in the event of a share capital increase via capitalisation of reserves, profits, or issue premiums, to those registered shares granted free of charge to a shareholder in connection with old shares for which he or she is entitled to this right.

The double voting right is forfeited *ipso jure* for any share that was converted to bearer form or that was subject to a transfer of ownership except in the event of a transfer in which the shares remain in registered form, pursuant to the terms of Article L. 225-124 of the French Commercial Code.

The vote or proxy issued by an intermediary that has either not declared itself as an intermediary registered as a holder of securities on behalf of third parties not domiciled in France, or has not disclosed the identity of the owners of the shares for which it is a registered intermediary, in accordance with regulations in force, will not be counted.

8.1.4. IDENTIFICATION OF SHAREHOLDERS *(ARTICLE 11-I OF THE ARTICLES OF ASSOCIATION)*

The Company or its agent may, under applicable legal and regulatory conditions, ask the main custodian of financial instruments at any time, directly or through one or more intermediaries in accordance with Article L. 211-3 of the French Monetary and Financial Code, for the name or, if it is a legal entity, the corporate name, the nationality, the year of birth or, if it is a legal entity, the year of incorporation, the postal and, if necessary, the email address of the holders of bearer shares granting immediate or future access to a voting right at shareholders' meetings, the number of securities each of them holds and, as the case may be, the restrictions attached to these securities, as well as any other information provided for by the applicable legal and regulatory provisions.

When a financial institution identifies, in the list it is responsible for drawing up, following a request referred to in the first paragraph above, an intermediary mentioned in the seventh paragraph of Article L. 228-1 of the French Commercial Code registered on behalf of one or more third-party shareholders, it will forward this request to him or her, unless the Company or its agent expressly objects at the time of the request. Said registered intermediary is required to forward the information to the financial institution, which is responsible for disclosing it, as the case may be, to the Company, its agent or the main custodian. If the identity of the securities owner(s) cannot be disclosed, the vote or the power issued by the registered account intermediary will not be taken into account.

Lastly, the Company has the right to ask any legal entity holding more than 2.5% of the share capital or voting rights to reveal the identity of the persons directly or indirectly holding more than one-third of the share capital of said legal entity or of the voting rights cast at this entity's shareholders' meetings. Failure to disclose this information on the part of the holders of these securities or holders of the requested information may, under applicable legal conditions, lead to the suspension or even the deprivation of their right to vote and their right to the payment of the dividend attached to shares or to the securities granting immediate or future access to the share capital and for which these persons have been registered in an account.

Statutory disclosure thresholds *(Article 11-II of the Articles of Association)*

In addition to compliance with the legal obligation to disclose holding certain fractions of the share capital and any attached voting rights, any natural person or legal entity – including any intermediary registered as the holder of securities for persons not domiciled on the French territory – who, either alone or jointly with other natural persons or legal entities, come to hold or to stop holding, in any way whatsoever, a fraction equal to 1% of the voting rights or share capital or a multiple of this fraction, must notify the Company, by registered letter with acknowledgement of receipt sent within five trading days of effectively crossing one of these thresholds. It must declare the total number of shares and total number of voting rights it holds.

For the determination of these thresholds, account is taken of shares that are assimilated with the shares already owned and the associated voting rights, in accordance with the provisions of Articles L. 233-7 and L. 233-9 of the French Commercial Code.

In each disclosure made as provided for above, the disclosing shareholder must certify that the disclosure includes all the securities held or owned within the meaning of the above paragraph. The disclosing shareholder must also indicate his or her identity and that of the persons or legal entities acting in concert with the disclosing shareholder, the total number of shares or voting rights held directly or indirectly, alone or in concert, the date and reason for the disclosure threshold being crossed and, if applicable, the information referred to in the third paragraph of Article L. 233-7 of the French Commercial Code.

These disclosure requirements will no longer apply in the event that a single or several shareholder(s) acting jointly hold more than 50% of the voting rights.

In the event of any failure to disclose information under these conditions, the portion of shares in excess of what should have been declared are deprived of the right to vote in shareholders' meetings provided, during a given shareholders' meeting, the failure to disclose is officially acknowledged and one or several shareholders jointly holding at least 5% of the share capital or voting rights make the request at said meeting. Under the same conditions, voting rights that have not been properly declared cannot be exercised. If deprived, a voting right cannot be exercised at any shareholders' meeting for two years as from the date on which the disclosure issues are remedied.

8.2. *FACTORS LIKELY TO HAVE AN IMPACT IN THE EVENT OF A PUBLIC OFFER*

Information on the Company's capital structure and significant direct or indirect interests in its share capital known by the Company by virtue of Articles L. 233-7 and L. 233-12 of the French Commercial Code is provided on pages 490 *et seq.*

The Articles of Association contain no restrictions on voting rights or the transfer of shares. There are (i) no agreements known to the Company by virtue of Article L. 233-11 of the French Commercial Code that provide for pre-emptive rights with respect to the sale or purchase of the Company's shares and (ii) no known shareholders' agreements that could result in restrictions on the transfer of shares and exercise of voting rights, with the exception of those rights attached to Casino shares placed in fiduciary trusts by Rallye as referred to on page 499 of the 2022 Universal Registration Document under "Shares held as collateral".

The Company has not issued any securities conferring special control rights. There are no control mechanisms set out in any employee share schemes where the control rights are not exercised directly by the employees.

The rules governing the appointment and replacement of Board members and amendment of the Articles of Association are described on pages 507 *et seq.*

The powers of the Board of Directors are described on pages 413 and 508. The Board's powers to issue and buy back shares are described on pages 491 and 492, and page 486, respectively.

Agreements to which the Company is a party and which are altered or terminate upon a change of control of the Company are described on page 381 ("Liquidity risks").

There are no agreements between the Company and its Directors or employees providing for compensation if they resign because of a takeover bid, or are made redundant without valid reason, or if their employment ceases because of a takeover bid.

8.3. *BOARD OF DIRECTORS' INTERNAL RULES*

The Board of Directors has decided to codify and, where appropriate, clarify and supplement, the applicable legal, regulatory and statutory provisions governing its operations.

For this purpose, the Board has established the Board of Directors' internal rules (hereinafter the "Internal Rules"), which can also include of all the principles and recommendations set forth in the Afep-Medef Corporate Governance Code (hereinafter the "Afep-Medef Code") and the Application Guide published by the High Committee on Corporate Governance (*Haut Comité de Gouvernement d'Entreprise*).

The Board of Directors is also responsible for taking the necessary steps to enforce the Internal Rules. As such, these Internal Rules describe, on the one hand, the Board's organisational methods and operations, the powers and duties of the Board and its Committees and, on the other hand, the code of conduct applicable to the Board's members.

I. ORGANISATION AND OPERATION OF THE BOARD OF DIRECTORS

Article 1. Election of Directors

Directors are elected, or their terms of office renewed, for three-year periods. They are eligible to stand for re-election on expiry of their term. A portion of the Board's members are re-elected every year.

Recommendations of candidates for election are first reviewed by the Appointments and Compensation Committee (see Article 9 "Technical Committees of the Board – General provisions" and Article 11 "Appointments and Compensation Committee" below).

Directors must be selected based on their ability, the diversity of their experience, their desire to help develop the Group, as well as the contribution they can make to the Board of Directors' efforts.

If, from one General Meeting to the next, one or more seats on the Board should become vacant due to the death or resignation of a Director, the Board of Directors may elect temporary Directors. Such appointments are subject to the shareholders' ratification at the next General Meeting. A Director appointed to replace an outgoing Director serves for the remainder of his or her predecessor's term.

No person over the age of seventy (70) may be elected as Director or serve as permanent representative of a legal entity, if such election would cause the number of Directors and permanent representatives of legal entities over said age serving on the Board to rise to above one-third of all Directors. Should this threshold be exceeded, the oldest Director or permanent representative of a legal entity is considered as having resigned at the Ordinary General Meeting held to approve the financial statements for the financial year in which the threshold was exceeded.

The Board of Directors seeks to apply the guiding principles of the Afep-Medef Code to its membership and, in particular, to its gender balance and number of Independent Directors, in accordance with the terms and criteria suggested, in particular, in the Afep-Medef Code.

The appointment of Directors representing employees is carried out according to the terms and conditions set forth in the French Commercial Code and the Company's Articles of Association.

Article 2. Meetings and Decisions of the Board of Directors

The Board of Directors meets as often as necessary to protect the interests of the Company and whenever it is deemed appropriate.

Meetings are called by the Chairman or in the Chairman's name by any person designated by him or her. If the Board has not met in more than two months, at least one-third of the Directors may ask the Chairman to call a meeting to discuss a specific agenda. The Chief Executive Officer can also ask the Chairman to call a Board meeting to discuss a specific agenda.

Meetings are held at the venue specified in the notice of meeting.

Directors may choose another Director as their proxy to represent them at Board meetings. A proxy may be granted by any means, as long as there is a clear indication of the Director's desire to be represented. Each member can only be represented by one other member.

The above paragraph's provisions also apply to the permanent representatives of a legal entity.

A quorum of at least half the Directors is required for the meeting to transact business validly. Decisions are made by majority vote of the members present in person or represented. In the event of a tie vote, the Chairman of the meeting casts the deciding vote.

In accordance with the legal and regulatory provisions, the Chairman of the Board of Directors may authorise the members of the Board to attend meetings via videoconference or other means of telecommunication.

Said videoconference or other means of telecommunication must, at least, transmit the participant's voice and meet the technical requirements to ensure identification of the Director(s) in question and to guarantee their effective participation in the Board meeting through a continuous live broadcast.

In case of doubt or poor reception, the Chairman of the meeting may decide to continue the meeting's proceedings without taking into account, in the calculation of the meeting's quorum and majority, a person whose voice can no longer be identified with sufficient security, provided the quorum is still met with the remaining Directors present. The Chairman may also decide to remove said Director's name from the meeting's attendance register if the videoconference or other means of telecommunication experiences a technical malfunction during the meeting and can no longer ensure the complete confidentiality of the proceedings.

Directors taking part in Board meetings via videoconference or telecommunication are deemed present for the purposes of calculating the quorum and majority, except for the approval of the annual financial statements, the consolidated financial statements, and the management report related thereto.

Furthermore, the Chairman may allow a Director to take part in meetings via any other means of telecommunication. In this case, however, the Director concerned is not deemed present for the purpose of calculating the quorum and majority.

The Board of Directors may also invite non-members of the Board to attend its meetings, in a consultative capacity only, including via videoconference or telecommunication.

An attendance register is drawn up and signed by those Directors attending the Board meeting.

By signing the attendance register, the Chairman of the meeting certifies the presence of the Directors attending a meeting via videoconference or telecommunication.

In accordance with legal and regulatory provisions, at the initiative of the Chairman, the Board of Directors may adopt the following decisions through written consultation: (i) the temporary appointment of members of the Board should a seat become vacant or when the proportion of Directors of either gender falls below 40%; (ii) the authorisation of sureties, underwritings and guarantees granted by the Company; (iii) bringing the Articles of Association into compliance with legal and regulatory provisions upon delegation by the Extraordinary General Meeting; (iv) the notification of the General Meeting; (v) the transfer of the registered office within the same county (*département)*; and, (vi) more generally, any decision expressly provided for in the applicable legal and regulatory provisions. Written consultation with the Directors may be carried out by email.

In this case, each Director is provided with the text of the proposed decisions and all the documents needed to ensure the Directors are informed. Directors must cast their vote under the terms and conditions and within the time frame indicated in the consultation. Any Director that does not send his or her written response to the consultation to the Chairman of the Board of Directors within the applicable time frame is deemed not to have participated in the decision. Any decision made by written consultation is only valid if at least half of the members of the Board of Directors participate in the decision by sending a written response. The majority rules described in paragraph 6 above apply to decisions made by written consultation.

During the response period, Directors may send written questions to the Chairman of the Board of Directors, which will be answered.

Article 3. Board meeting minutes

Board resolutions are recorded in minutes signed by the Chairman of the meeting and at least one of the Directors present. Minutes are approved at the next Board meeting and a draft copy is sent to all Directors before said meeting.

The minutes must indicate whether or not videoconference or other means of telecommunication were used, and list those Directors who participated by those means, and, in this respect, mention any technical incidents that may have occurred during the meeting.

Decisions taken by the Board of Directors following written consultations are recorded in minutes signed by the Chairman of the Board of Directors.

The Chairman of the Board, the Chief Executive Officer, a Deputy Chief Executive Officer, the Director temporarily acting as Chairman, the Secretary of the Board, or a duly empowered representative can validly certify copies or excerpts of meeting minutes.

Article 4. Compensation of the Board of Directors' Members

The Board of Directors can receive an aggregate amount of annual compensation, determined by shareholders at the General Meeting.

The total amount of compensation thus allocated by shareholders at the General Meeting pursuant to Article 22-II of the Articles of Association, is distributed by the Board of Directors, based on the proposal or recommendation of the Appointments and Compensation Committee, under the conditions set forth by law, in accordance with the following terms and conditions:

- a fixed amount allocated to each Director;
- a variable amount, which must be higher than the fixed amount, based on effective attendance at Board meetings;
- any member of the Board of Directors can also receive additional compensation based on his or her specific experience or the specific tasks the Board assigns to him or her.

The Board of Directors sets, as the case may be, the amount of any other compensation payable to the Chairman and Vice-Chairman or Chairmen of the Board of Directors. It may also allocate exceptional compensation for special assignments or duties entrusted to its members.

Members of the Board of Directors can be reimbursed for any reasonable expenses incurred while performing their duties, insofar as they provide the supporting documents.

Each Director, whether a natural person, legal entity or permanent representative, undertakes to hold a number of shares in the Company equivalent to the sum of at least one year's Director's compensation, with the possibility of using said compensation to acquire such shares (calculated based on the Director's basic individual compensation and the weighted average price of the Company's shares for the previous year). Each Director has one (1) year from the date of his or her election or re-election to increase his or her shareholding to this minimum level. Directors' Casino shares must be held in direct registered or administered registered form in accordance with the conditions set forth by the laws and regulations in force. These provisions do not apply to Directors representing employees.

II. AUTHORITY AND POWERS OF THE BOARD OF DIRECTORS

Article 5. Duties and powers of the Board of Directors

The Board of Directors performs the duties entrusted to it pursuant to the provisions of Article L. 225-35 of the French Commercial Code.

The Board of Directors also decides how Senior Management authority should be exercised, either by the Chairman of the Board, or by a natural person, who may, but need not be, a Director, appointed by the Board and having the title of Chief Executive Officer.

The Board of Directors exercises the powers vested in it by law and the Company's Articles of Association. To exercise these powers, it has the right to obtain and have disclosed to it information and can rely on the assistance of specialised Board Committees.

It ensures that shareholders and investors receive relevant, balanced, and instructive information on the Company's strategy, development model, and the non-financial challenges it deems significant, as well as on its long-term prospects. Its role is to create value for the Company over the long term.

A – Powers vested in the Board of Directors

In particular, the Board of Directors reviews and approves the annual and interim financial statements of the Company and the Group, as well as the reports on the operations and results of the Company and its subsidiaries. It also approves budgets and forecasts. It deliberates annually on the Company's policy on professional and wage equality in the workplace. It prepares the report on corporate governance pursuant to Article L. 225-37 of the French Commercial Code and, particularly, the compensation policy for corporate officers pursuant to Article L. 22-10-8 of the French Commercial Code which is presented in such report.

It summons General Meetings and can, upon delegation, carry out securities issues.

B – Matters requiring the Board of Directors' prior authorisation

In addition to the prior authorisations expressly required by law regarding sureties, collateral, or guarantees in the name of the Company and the related-party agreements subject to Article L. 225-38 of the French Commercial Code, the Board of Directors has decided, as an internal rule, that its prior authorisation must be obtained for certain management transactions due to their nature or value (see Article 8 "Senior Management" below).

Accordingly, the Board's authorisation is required for all transactions that could potentially affect the strategy of the Company and its subsidiaries, their financial structure or scope of business and, in particular, for the execution or termination of commercial agreements that could, potentially, significantly impact the Group's future development, or that individually exceed €500 million in value.

In this respect, the Board has also granted certain annual general delegations of authority (see Article 8 "Senior Management" below).

Article 6. Right to obtain and receive information

The Board of Directors carries out all the verifications and controls it deems necessary and at the times it deems appropriate. The Chairman or Chief Executive Officer is responsible for providing all Directors with the documents and information they need to perform their duties.

Prior to each Board meeting, members of the Board of Directors receive all the information they require to study the items on the agenda before they are discussed at the meeting, provided such information is available and sufficiently comprehensive.

The Board is kept regularly informed and regularly reviews trends in the Group's business and results, its key risks, such as financial, operational, social and environmental risks, its risk management policies, its financial position, its cash position, as well as any significant Company events and transactions.

The Chief Executive Officer reports to the Board of Directors on the following at least once every quarter:

- operations of the Company and its main subsidiaries including, in particular, revenues and changes in income;
- debt and the credit lines available to the Company and its main subsidiaries;
- headcount data for the Company and its main subsidiaries.

The Board of Directors also reviews the Group's off-balance sheet commitments once every six months.

Board members also receive information on changes in the market, the competitive environment and key challenges, including information relative to the Company's corporate social and environmental responsibility.

Directors can request meetings with the Group's key executives, including in the absence of executive corporate officers, provided the latter received prior notification of said meetings.

Between Board meetings, Directors are sent all important information concerning the Company and, in particular, any document sent by the Company to its shareholders.

Article 7. Chairman of the Board of Directors

The Chairman of the Board organises and chairs Board meetings and reports to shareholders on the Board's work at the General Meeting. He or she is responsible for ensuring that the Company's corporate bodies operate correctly and, in particular, that Directors are able to perform their duties successfully.

The Chairman is elected for a period that cannot exceed his or her term of office as Director. If, while in office, the Chairman reaches the age limit specified in the Articles of Association, he or she remains in office until the end of his or her current term.

In the event of the Chairman's death or temporary incapacity, the Board of Directors may designate a Director to serve as Chairman. In the event of temporary incapacity, such designation is given for a set period, which may be renewed. In the event of death, the designation is valid until the election of a new Chairman.

Article 8. Senior Management

Pursuant to the terms of Article L. 225-56 of the French Commercial Code, the Chief Executive Officer has full powers to act in all circumstances in the name of the Company. He or she exercises said powers within the limits of the Company's corporate purpose and except for those powers which are specifically vested, by law, in shareholders' meetings and the Board of Directors. The Chief Executive Officer represents the Company in its dealings with third parties.

However, the Board of Directors has decided, as an internal rule, that the Chief Executive Officer must obtain the Board's prior authorisation for the following:

- transactions that could potentially affect the strategy of the Company and its controlled subsidiaries, their financial structure or scope of business, particularly the execution or termination of industrial and commercial agreements that could significantly impact the Group's future development;

- transactions valued individually at over five hundred million euros (€500,000,000), including but not limited to:
  - investments in securities and immediate or deferred investments in any company or business venture,
  - contributions or exchanges of assets, with or without additional compensation, concerning goods, rights or securities,
  - acquisitions of real property or property rights,
  - purchases or sales of receivables, acquisitions or divestments of business goodwill or other intangible assets,
  - issues of securities by directly or indirectly controlled companies,
  - issues or acceptances of loans, borrowings, credit facilities or short-term advances,
  - settlements or arbitration agreements, in the event of a dispute,
  - disposals of real property or property rights,
  - full or partial divestments of equity interests,
  - constitution of collateral and guarantees.

As an exception to the above rules, the Chief Executive Officer may, on an exceptional basis and after obtaining the opinion of the Audit Committee, carry out any transaction valued at no more than 15% of consolidated equity as measured at the previous year-end. The Chief Executive Officer reports on any such transaction at the next Board meeting.

These provisions apply to transactions carried out directly by the Company and by all entities the Company directly or indirectly controls, except for intragroup transactions.

The Board of Directors may also grant the Chief Executive Officer authority to carry out the following transactions, up to a maximum aggregate limit set on an annual basis by the Board of Directors:

- Sureties, collateral, and guarantees

  The Chief Executive Officer may grant liens or security interests, collateral, or guarantees to third parties in the Company's name, subject to a maximum annual limit of €1.5 billion and a maximum limit per commitment of €500 million.

- Loans, confirmed credit lines, short-term working capital advance facilities, and all loan and credit agreements

  The Chief Executive Officer may negotiate and/or renew or extend loans, confirmed credit lines and all syndicated and non-syndicated financing agreements subject to a maximum annual limit of €3.5 billion and a maximum limit per transaction of €500 million.

  To cover seasonal needs, the Chairman and Chief Executive Officer may also negotiate, implement, roll over and extend short-term advances up to a maximum amount of €1 billion.

- Issuance of bonds and other debt securities

  The Chief Executive Officer may issue bonds or any debt securities other than commercial paper, including under the Euro Medium Term Note (EMTN) programme or otherwise, subject to a ceiling of €3.5 billion, determine the terms and conditions of any such issue and carry out all related market transactions.

  He or she may also issue commercial paper subject to a ceiling of €2 billion.

- Repurchase of debt securities

  The Chairman and Chief Executive Officer is authorised to repurchase debt securities issued by the Company in an annual nominal amount of €1 billion and determine the terms and conditions thereof.

- Sureties and security interests given by Casino concerning all of Casino Finance's commitments

  The Chief Executive Officer may secure the performance of commitments made by Casino Finance in the name of Casino, Guichard-Perrachon and third parties, by any means (grants of security interests, collateral, and guarantees, including first demand guarantees) in respect of:

  - bond issues, including those as part of an EMTN programme subject to a maximum amount currently capped at €9 billion, and/or commercial paper, and/or short-term debt securities, as well as loans, confirmed credit lines, financings and short-term advance facility agreements, within the limit of the same specific caps per transaction and per year as fixed above for annual authorisations of the aforementioned items;
  - amounts due in respect of foreign exchange transactions and derivative instruments associated with an ISDA or FBF Master Agreement entered into by Casino Finance, subject to a ceiling of €100 million per bank and within the limit of a total of €1.2 billion.

  This authorisation is separate from the specific annual authorisations granted above and its use is not included in the per transaction and per year ceilings set for such authorisations.

The Chief Executive Officer may delegate all or some of these powers, except the power to issue bonds or other debt securities. He or she is required to report regularly to the Board of Directors on their use.

These authorisations apply to transactions involving the Company and all entities controlled directly or indirectly by the Company.

The Chief Executive Officer's term of office is set by the Board of Directors at its discretion, but may not exceed three years. If, while in office, the Chief Executive Officer reaches the age limit specified in the Articles of Association, he or she remains in office until the end of his or her current term.

In the case of the temporary inability to act of the Chief Executive Officer, the Board of Directors appoints an acting Chief Executive Officer until such time as the Chief Executive Officer is able to resume exercising his or her duties.

At the Chief Executive Officer's proposal, the Board of Directors may appoint one or more natural persons in charge of assisting the Chief Executive Officer. Such natural persons are assigned the title of Deputy Chief Executive Officer.

The Board of Directors cannot appoint more than five Deputy Chief Executive Officers.

In agreement with the Chief Executive Officer, the Board of Directors determines the scope and duration of the powers to be vested in the Deputy Chief Executive Officers. They have the same powers as the Chief Executive Officer in dealings with third parties.

The Chairman, if also exercising the duties of Chief Executive Officer, the Chief Executive Officer or each of the Deputy Chief Executive Officers may delegate their powers to carry out one or several specific transactions or categories of transaction.

III. COMMITTEES

Article 9. Technical Committees of the Board – General Provisions

Under the terms of Article 19-III of the Company's Articles of Association, the Board of Directors may establish one or more specialised Committees. It is responsible for appointing said Committees' members and specifying their respective roles and responsibilities, which said members exercise under its authority. The Board of Directors may not delegate any powers to these Committees that are specifically vested in the Board of Directors either by law or under the Company's Articles of Association. Each committee reports on its work at the next Board meeting.

Each Committee has at least three members who must be Directors, permanent representatives of legal entities or Non-Voting Directors, appointed by the Board. Members are appointed on an entirely personal basis and may not be represented by proxy.

The Board of Directors sets the terms of office of Committee members. Said terms of office can be renewed.

The Board of Directors appoints a Chairman within each Committee for a term of office not to exceed three years, save for any special circumstances.

Each Committee decides how often it will meet and may also decide, insofar as may be required, to invite any person of its choice to its meetings.

Minutes are prepared after each Committee meeting, unless specifically provided otherwise, under the authority of the Committee Chairman. Such minutes are sent to all Committee members. Once approved by the Committee, they are also available to all Board members. The Committee Chairman reports to the Board of Directors on the Committee's work.

The work carried out by each Committee is described in the Board of Directors' report on corporate governance.

The Committees are responsible for making proposals or recommendations and giving their opinion in their specific area of expertise. To this end, they may conduct or commission any research or studies likely to assist the Board of Directors in its decisions.

Committee members are paid specific fees allocated by the Board of Directors based on the recommendation of the Appointments and Compensation Committee, under the conditions set forth by law.

The Board of Directors currently relies on three committees for assistance: the Audit Committee, the Appointments and Compensation Committee, and the Governance and Social Responsibility Committee.

Each Committee has its own organisational and operational charter, which is approved by the Board of Directors.

Article 10. Audit Committee

10.1. Membership – Organisation

The Audit Committee has at least three members, two-thirds of whom are independent within the meaning of the criteria set out in the Afep-Medef Code. The members are appointed by the Board of Directors from among those members with finance and management experience. Company executives may not be members of the Committee.

The Committee meets at least four times per year at the initiative of its Chairman, who may also arrange any additional meetings, as required. If a member of the Committee is unable to attend a meeting in person, he or she may participate via any means of telecommunication. The Chairman, or any Committee member to whom authority has been delegated for that purpose, draws up an agenda and sends it to each Committee member before the meeting.

The Audit Committee may meet with any person involved in the operational management of the Company and its subsidiaries, in particular, including when members of Senior Management are not present. It may call upon any outside consultant or expert it deems appropriate to assist in its duties. The Audit Committee may also arrange, insofar as may be required, specific meetings with the Statutory Auditors and executives of the Company and its subsidiaries.

The Committee reports to the Board of Directors on its work, research and recommendations. The Board of Directors has absolute discretion to decide whether or not to act on such recommendations.

The Audit Committee has a charter, approved by the Board of Directors, describing its organisation, functioning, expertise and responsibilities.

10.2. Role and duties of the Audit Committee

In accordance with the provisions of Article L. 823-19 of the French Commercial Code, the Audit Committee, acting under the authority of the Board of Directors, is responsible for following up on issues pertaining to the preparation and auditing of accounting and financial information. Company executives may not be members of the Audit Committee.

10.2.1. Review of the accounts and the financial statements

The Audit Committee is responsible for assisting the Board of Directors in reviewing and approving the annual and interim financial statements.

As part of its role of supervising the process for preparing accounting and financial information, the Audit Committee reviews the Company's and the Group's annual and interim financial statements, together with the accompanying reports, before they are approved by the Board of Directors. It ensures that the financial statements are consistent with the other information available to it and assesses the appropriateness of the accounting policies applied and their compliance with the accounting standards in force.

As part of its role of supervising the process for preparing financial information, it provides recommendations, where applicable, to guarantee the integrity of that information.

The Committee reviews the procedures for approving the financial statements and the nature, scope and outcome of the work undertaken by the Statutory Auditors for the Company and its subsidiaries.

In this respect, the Audit Committee holds discussions with the Statutory Auditors, including, if it so wishes, without the Company's representatives being present, and reviews their audit reports and conclusions.

10.2.2. Statutory Auditors

The Audit Committee organises the procedure for selecting the Company's Statutory Auditors and receives information on the selection procedures implemented by the Group's subsidiaries. As such, the Committee reviews and makes a recommendation on the candidates to be presented for appointment or re-appointment at the General Meeting, which is sent to the Board of Directors and prepared in accordance with applicable regulations.

The Audit Committee ensures that the Statutory Auditors, with which it liaises on a regular basis, comply with the independence conditions defined in the applicable regulations. In particular, it reviews their relationships with the Company and its subsidiaries and provides an opinion on their fees.

The Audit Committee approves services other than the audit of the financial statements that may be provided by the Statutory Auditors or members of their network in accordance with the applicable regulations. It defines the approval procedure for such services in accordance with the conditions set forth by the relevant authorities, where applicable.

It monitors the progress of the Statutory Auditors' work.

The Audit Committee reports to the Board of Directors on the results of the audit engagement, the way in which this engagement contributed to improving the soundness of the financial information, and the role the Committee played throughout this process.

10.2.3. Monitoring of the effectiveness of internal control and risk management systems

The Audit Committee monitors the effectiveness of the internal control and risk management systems, as well as the effectiveness of internal auditing, if applicable, regarding procedures applicable to the preparation and processing of accounting and financial information, while ensuring that its independence is not called into question. It examines the Company's exposure to financial and non-financial risks. With respect to non-financial risks, it may draw on the work of the Governance and Social Responsibility Committee.

The Audit Committee periodically reviews the internal control systems, and more generally the audit, accounting and management procedures of the Company and the Group, through discussions with the Chief Executive Officer, internal audit teams, and the Statutory Auditors.

The Committee is also responsible for examining any transactions or any facts or events that may have a significant impact on the position of Casino, Guichard-Perrachon or its subsidiaries in terms of commitments and/or risks. It ensures that the Company and its subsidiaries have internal audit, accounting and legal teams that are able to anticipate and protect against risks and anomalies in the management of the Group's business.

10.2.4. Prior review of related-party agreements

The Board of Directors of Casino, Guichard-Perrachon has introduced a specific internal procedure that requires the prior review by the Audit Committee of agreements or transactions between Casino, Guichard-Perrachon or any of its wholly owned subsidiaries ("Subsidiary")[1] on the one hand, and a related party on the other. The procedure is triggered whenever the maximum individual or aggregate amount of such agreements and/or transactions with the same related party exceeds, during a given financial year, (i) €10 million per transaction and, beyond the aggregate €10 million threshold, (ii) in €1 million increments for all further transactions.

Related parties are:

(i) any company that is exclusively or jointly controlled, whether directly or indirectly, excluding Subsidiaries;

(ii) any company accounted for by the equity method in the consolidated financial statements;

(iii) any company that directly or indirectly controls Casino, Guichard-Perrachon.

However, the procedure does not apply to related-party agreements and transactions that concern, in particular, routine business transactions carried out in the ordinary course of the Group's business (for example, purchases/sales of goods, leasing of commercial space and franchise or affiliation agreements) or the issue of a guarantee or a payment for a guarantee unless the payment does not follow the standard operating procedure in place within the Group.

This prior review is governed by a specific charter prepared by the Audit Committee and approved by the Board of Directors.

In accordance with the policy for identifying and reviewing arm's length agreements adopted by the Board of Directors and governed by a specific charter prepared by the Audit Committee and approved by the Board of Directors, the Audit Committee reviews those agreements qualified as at arm's length and reports thereon to the Board of Directors on a yearly basis. Every year, the Audit Committee also determines whether the policy for identifying and reviewing arm's length agreements in force remains appropriate to the Company's needs and proposes any necessary changes to the Board of Directors.

The Committee also expresses its opinion on exceptions to the restrictions on the powers of Senior Management, as provided for in Article 8 of the Board of Directors' Internal Rules, which may be permitted in exceptional circumstances. If an exception is granted, the Chairman and Chief Executive Officer may, after the Audit Committee has expressed its opinion, carry out any transaction in an amount not to exceed 15% of consolidated equity as assessed at the previous year-end.

The Audit Committee may fulfil any other duties associated with its role at the request of the Board of Directors.

Article 11. Appointments and Compensation Committee

11.1. Membership – Organisation

The Appointments and Compensation Committee has at least three members, the majority of whom are independent within the meaning of the criteria set out in the Afep-Medef Code. The Committee's members are appointed by the Board of Directors. Company executives may not be members of the Committee. Nevertheless, the Chairman of the Board of Directors participates in the procedure for selecting new Directors.

The Committee meets at least twice a year at the initiative of its Chairman, who may also arrange additional meetings as required. If a member of the Committee is unable to attend a meeting in person, he or she may participate via any means of telecommunication. The Chairman, or any Committee member to whom authority has been delegated for that purpose, draws up an agenda and sends it to each Committee member before the meeting.

Together with the Chief Executive Officer, the Appointments and Compensation Committee can rely on the cooperation of the Group's Human Resources department, particularly whenever the Committee is informed on the compensation policy applicable to key executives who are not corporate officers.

The Committee may call upon any outside consultant or expert it deems appropriate to assist in its duties.

The Appointments and Compensation Committee reports to the Board of Directors on its work, research and recommendations. The Board of Directors has absolute discretion to decide whether or not to act on such recommendations.

(1) *"Subsidiary" refers to any company in which Casino, Guichard-Perrachon owns 100% of the shares, minus the minimum number of shareholders required for certain types of companies and the number of shares held by Group executives and employees within a 5% limit.*

11.2. Role and duties of the Appointments and Compensation Committee

11.2.1. Compensation

The Committee is responsible for:

- preparing the adoption by the Board of Directors of the compensation policy for corporate officers, setting out all the fixed and variable compensation components and describing the decision process used to determine, review and implement it, and ensuring that the compensation policy for corporate officers is in the Company's corporate interests, contributes to its long-term sustainability and is aligned with its business strategy in accordance with the law;
- preparing information for setting the compensation of the Chief Executive Officer and, where applicable, the Deputy Chief Executive Officers, and proposing qualitative and/or quantitative criteria for determining any variable component to said compensation, including one or several criteria associated with corporate social and environmental responsibility;
- assessing all other benefits or entitlements granted to the Chief Executive Officer and, where applicable, the Deputy Chief Executive Officers;
- submitting proposals and formulating opinions on Directors' compensation policy and any other compensation or benefits to be paid to the Directors and Non-Voting Directors;
- reviewing proposals for stock option plans and/or free share plans to be offered to the Group's employees and executives in order to enable the Board of Directors to set the total and/or individual number of options or free shares to be granted as well as the terms and conditions of any such grants.

11.2.2. Appointments

The Committee is responsible for:

- reviewing the composition of the Board of Directors;
- implementing the procedure for selecting new Directors or renewing the terms of current Directors, and reviewing potential candidates based on the criteria and guidelines set by the Governance and Social Responsibility Committee;
- making recommendations of candidates to be appointed as members of the Board's specialised Committees;
- reviewing potential candidates for the position of Chief Executive Officer and, where applicable, Deputy Chief Executive Officer;
- obtaining all useful information concerning recruitment terms and conditions, compensation and status of senior executives of the Company and its subsidiaries;
- periodically assessing the independence of Directors based on the criteria set forth in the Afep-Medef Code;
- reviewing the talent development and succession plans;
- stating its opinion on the appointment of the Lead Director, who is selected from among the Governance and Social Responsibility Committee members, based on the Chairman and Chief Executive Officer's proposal.

Article 12. Governance and Social Responsibility Committee

12.1. Membership – Organisation

The Governance and Social Responsibility Committee has at least three members appointed by the Board of Directors from among its members, and at least two-thirds of whom are independent within the meaning of the criteria set out in the Afep-Medef Code. Company executives may not be members of the Committee.

The Committee meets at least three times per year at the initiative of its Chairman, who may also arrange any additional meetings, as required. If a member of the Committee is unable to attend a meeting in person, he or she may participate via any means of telecommunication. The Chairman, or any Committee member to whom authority has been delegated for that purpose, draws up an agenda and sends it to each Committee member before the meeting.

The Committee may call upon any outside consultant or expert it deems appropriate to assist in its duties.

The Governance and Social Responsibility Committee reports to the Board of Directors on its work, research and recommendations. The Board of Directors has absolute discretion to decide whether or not to act on such recommendations.

12.2. Role and duties of the Governance and Social Responsibility Committee

12.2.1. Corporate governance

The Committee is responsible for:

- preparing and updating the Internal Rules of the Board of Directors and the charters of its specialised Committees, the charter on related-party agreements, and any other charter in effect;
- reviewing changes in corporate governance guidelines (particularly within the framework of the Afep-Medef Code) and identifying emerging practices and significant developments in corporate governance-related regulations and/or practices, both in France and abroad;
- leading discussions and formulating recommendations for the Board of Directors on best practices in the area of corporate governance and, where applicable, on actions to be taken;
- monitoring the corporate governance-related practices implemented by the Group's subsidiaries and ensuring that they are consistent with those in effect within the Company. The Committee makes recommendations, where applicable;
- preparing information for the Board of Directors' review of corporate governance-related issues;
- annually reviewing the draft report on corporate governance and submitting any observations before it is submitted to the Board of Directors for approval.

12.2.2. Directors' conduct

The Governance and Social Responsibility Committee is called upon to:

- handle ethical issues relating to the Directors. It discusses ethical issues that the Board of Directors or its Chairman may submit for review or that it independently chooses to discuss.

  In this respect, the Governance and Social Responsibility Committee ensures the implementation of a Directors' Code of Conduct and updates it on a regular basis, as necessary;
- ensure compliance with and the proper application of ethical rules, particularly those contained in the Directors' Code of Conduct.

12.2.3. Assessment of the Board of Directors

Within the framework of corporate governance principles, the Governance Committee is responsible for determining the terms and conditions of and conducting the assessment of the Board of Directors' organisation and operations.

12.2.4. Membership of the Board of Directors and Committees of the Board

The Governance and Social Responsibility Committee periodically reviews the structure, size and membership of the Board of Directors and the Committees of the Board, and informs the Board of its recommendations regarding any proposed changes.

12.2.5. Corporate Social Responsibility (CSR)

The Governance and Social Responsibility Committee, in light of the Group's strategy, reviews the Group's commitments and policies in the area of ethics and corporate social, environmental, and societal responsibility, the application and implementation of such policies and the results thereof, and expresses or makes any opinion or recommendation to the Board of Directors.

Together with the Audit Committee, it ensures that there are systems for identifying and managing the principal risks relating to such subjects and for ensuring compliance with applicable laws and regulations (particularly the prevention and detection of corruption and influence peddling).

The Governance and Social Responsibility Committee reviews reporting procedures relating to non-financial information and key non-financial performance indicators used and analyses the Group's participation in non-financial indices.

The Governance and Social Responsibility Committee reviews the information disclosed annually in the management report in respect of non-financial information pursuant to applicable legal requirements and provides its observations prior to approval thereof by the Board of Directors.

The Governance and Social Responsibility Committee reviews the gender balance and professional equality policy in preparation for the annual discussion of this matter by the Board of Directors, as provided in Article L. 225-37-1 of the French Commercial Code.

The Governance and Social Responsibility Committee also reviews the objectives proposed by Senior Management concerning gender diversity in management bodies. It reviews the procedures for implementing these objectives, along with the accompanying action plan and time frame. Every year, it also reviews the results obtained, presented to it by Senior Management.

12.2.6. Management of conflicts of interest

The Governance and Social Responsibility Committee may examine any exceptional issue that may give rise to a conflict of interest within the Board of Directors and expresses any opinion or makes any recommendation it may have on the matter.

IV. LEAD DIRECTOR

Article 13. Lead Director

The Lead Director is appointed from among the independent members of the Governance and Social Responsibility Committee on the proposal of the Chairman and Chief Executive Officer and upon review by the Appointments and Compensation Committee.

The Lead Director ensures that combining the roles of Chairman and Chief Executive Officer does not have an adverse impact on the Board's operations, such as information provided to Directors, the inclusion of items on the agenda of Board meetings and the organisation of Board discussions and votes.

The Lead Director may, if necessary, consult with the Governance and Social Responsibility Committee at any time about any potential issues.

The Lead Director can attend Committee meetings of which he or she is not a member, and has access to their work and to the information made available to them.

Each year, the Lead Director presents a report to the Governance and Social Responsibility Committee on the conditions under which the respective roles of Chairman of the Board and Chief Executive Officer are exercised.

The Secretary to the Board of Directors is available to assist the Lead Director in exercising his or her duties.

V. NON-VOTING DIRECTORS

Article 14. Non-Voting Directors

The Ordinary General Meeting may appoint Non-Voting Directors, either natural persons or legal entities, from among the shareholders. The Board of Directors may appoint a Non-Voting Director subject to ratification at the next General Meeting.

The number of Non-Voting Directors may not exceed five. They are elected for a term of three years and may be re-elected.

A Non-Voting Director who reaches the age of 80 while in office is required to resign at the Ordinary General Meeting held to approve the financial statements for the year in which this age limit was reached.

Non-Voting Directors attend Board meetings and participate in discussions in a consultative capacity only.

They may receive compensation, the total amount of which is determined by the Ordinary General Meeting. This amount is maintained until a change is decided at a future General Meeting. The Board of Directors allocates this compensation to the Non-Voting Directors at its own discretion.

VI. DIRECTORS' CODE OF CONDUCT

Article 15. Principles

The Company's Directors must be able to exercise their duties in compliance with the rules of independence, business ethics and integrity.

In line with good corporate governance practices, Directors exercise their duties in good faith in the manner they consider most appropriate to promote the interests of the Company and with the care that would be expected of a reasonably prudent person acting under such circumstances.

The Directors undertake to maintain their freedom of analysis, judgement, decision and action at all times, and to withstand any direct or indirect pressure that may be exerted on them.

Article 16. Duty of Information

Before accepting office, Directors must review the laws and regulatory requirements applicable to their position, the applicable Codes and proper corporate governance practices, as well as any provisions specific to the Company and specified in its Articles of Association and in these Internal Rules.

Directors must request the information they deem necessary for the successful performance of their responsibilities. To this end, they must request from the Chairman, within the appropriate time frame, all information necessary to ensure their informed participation in the discussions on the matters featured on the Board meeting agenda.

If he or she deems it necessary, each Director can receive additional training to become better acquainted with the Group's specificities, its activities and business sectors, the issues facing the Group with regard to social and environmental responsibility, and with its accounting and financial characteristics. Directors representing employees receive training suited to the exercise of their duties.

Article 17. Protection of the Company's interests – Conflicts of interest

Even though he or she is a shareholder, each Director acts as a representative for all shareholders and must act in all circumstances in the Company's corporate interests.

Each Director is bound by a duty of loyalty to the Company. He or she will take no action that could adversely affect the interests of the Company or the Group's companies.

Each Director undertakes to ensure that the Company's decisions do not favour one particular class of shareholder over another.

Each Director must alert the Board regarding any actual or potential conflict of interest in which he or she might be directly or indirectly involved. In this case, he or she must abstain from voting on the matters in question.

Each Director must consult with the Chairman prior to undertaking any assignment or accepting any function or duties that could, even potentially, result in a conflict of interest for the Director in question. The Chairman may refer such matters to the Governance and Social Responsibility Committee and the Board of Directors.

Article 18. Control and assessment of the Board of Directors' operations

Directors must pay careful attention to the manner in which powers and responsibilities are respectively assigned to and exercised by the Company's corporate bodies.

They must ensure that no person can exercise uncontrolled discretionary power over the Company, and that the Committees of the Board of Directors operate effectively.

The Board of Directors discusses its functioning once per year.

The Board of Directors also routinely conducts an assessment of its own functioning. The Chairman of the Board of Directors calls upon the Governance and Social Responsibility Committee to conduct said assessment.

Independent Directors meet at least once per year to discuss any matter in the absence of the Chairman of the Board of Directors and members of Senior Management. These meetings are chaired by the Lead Director.

Article 19. Presence of Directors – Aggregation of offices

Each Director must comply with legal provisions in force governing the aggregation of offices, as well as with the Afep-Medef Code's recommendations.

Each Director must disclose to the Company any and all offices he or she holds in other French or foreign companies. He or she must inform the Company as soon as possible regarding any new office or professional function he or she accepts. Additionally, whenever he or she exercises executive duties for the Company, he or she must receive the Board of Directors' favourable opinion prior to accepting a new corporate office in a publicly traded company external to the Group.

Each Director must devote the appropriate amount of time and attention to his or her duties. He or she must make every effort to attend all Board meetings, General Meetings, and the meetings of any Committees on which he or she serves.

Article 20. Confidentiality

Directors, and any other persons attending the Board of Directors' meetings, are subject to a general confidentiality requirement with regard to the deliberations of both the Board and its Committees.

Non-public information shared with a member of the Board of Directors in the context of his or her duties is shared on a strictly personal basis. He or she must personally protect the confidentiality of such information and must not disclose it under any circumstances. This requirement also applies to representatives of legal entities serving on the Board, as well as to Non-Voting Directors.

Article 21. Shareholding – Dealing in the Company's shares

All of the Company's shares held by a Director, his or her unemancipated minor children, or his or her spouse (provided they are not separated), must be registered shares. Directors must also inform the Company regarding the number of Company securities they hold as of 31 December of every year and at the time of any financial transactions, or at any time at the Company's request.

Every member of the Board of Directors undertakes to comply with the provisions of the Insider Trading Policy he or she received, relative to securities transactions and to preventing the use of inside information, and with any applicable legal or regulatory provision.

In particular, pursuant to the terms of Article 19 of Regulation (EU) No. 589/2014 of 16 April 2014 on Market Abuse and of Article L. 621-18-2 of the French Monetary and Financial Code (*Code monétaire et financier*), each Director is required to notify the AMF and the Company of any transactions he or she has carried out involving the Company's financial instruments, under the conditions set forth in the Insider Trading Policy. This requirement also applies to persons closely related to the members of the Board of Directors. Directors must notify persons closely related to them regarding their reporting obligations and provide the Company with a regularly updated list of such persons.

Voting and Non-Voting Directors should note that they are likely to be exposed to inside information and that they must, prior to undertaking any transaction dealing in companies' financial instruments, ensure they are not in violation of any insider trading provisions.

Therefore, as specified in the Insider Trading Policy, in the event that they hold inside information, Directors and Non-Voting Directors are required, in particular, to refrain from engaging, either directly or indirectly, or via an intermediary, in any transaction dealing in the financial instruments to which this inside information relates, or in the instruments to which these financial instruments are related, or from sharing this information with third parties until it is effectively released to the public.

In addition, each Director must also refrain from completing any transaction on his or her own behalf or on behalf of a third party, either directly or indirectly, that involves the financial instruments of the Company, during the 30 days preceding the publication date of the Company's annual and interim financial statements, and the 15-day period preceding public disclosure of the Company's quarterly revenue. This restriction also applies on the dates of public disclosure of said annual and interim financial statements and quarterly revenue.

VII. ADOPTION OF THE BOARD OF DIRECTORS' INTERNAL RULES

These Internal Rules were approved by the Board of Directors at its meeting dated 9 December 2003. The most recent update was approved on 3 November 2021.

8.4. *PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT AND ANNUAL FINANCIAL REPORT*

PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

Jean-Charles Naouri, Chairman and Chief Executive Officer

STATEMENT BY THE PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT AND ANNUAL FINANCIAL REPORT

"I hereby declare that the information contained in this Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

I hereby declare that, to the best of my knowledge and belief, the financial statements have been prepared in accordance with the applicable accounting standards and present accurately in all material respects the assets and liabilities, financial position and results of the Company and the consolidated group. I also declare that the information contained in the Management Report (the content of which is set out in the cross-reference table in section 8.8 of this document) gives a true and fair view of trends in the business operations, results and financial position of the Company and the consolidated group, as well as a description of the main risks and uncertainties facing those companies."

3 April 2023

Jean-Charles Naouri

Chairman and Chief Executive Officer

8.5. *DOCUMENTS INCORPORATED BY REFERENCE*

Pursuant to Article 19 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, the following information is incorporated by reference in this Universal Registration Document:

- For the year ended 31 December 2021

  the management report, the consolidated financial statements, the parent company financial statements and the accompanying Statutory Auditors' reports are presented in the 2021 Universal Registration Document, which was filed with the *Autorité des marchés financiers* on 31 March 2022 under No. D.22-0214, on pages 2 to 40, 48 to 155, 162 to 187, 41 to 47, and 157 to 161.

- For the year ended 31 December 2020

  the management report, the consolidated financial statements, the parent company financial statements and the accompanying Statutory Auditors' reports are presented in the 2020 Universal Registration Document, which was filed with the *Autorité des marchés financiers* on 31 March 2021 under No. D.21-0235, on pages 2 to 34, 40 to 135, 141 to 164, 35 to 39, and 137 to 140.

Other information contained in the 2021 Universal Registration Document and the 2020 Universal Registration Document has, where applicable, been replaced by or updated with the information contained in this Universal Registration Document. The 2021 Universal Registration Document and the 2020 Universal Registration Document are available at the Company's registered office and online at www.groupe-casino.fr/en.

8.6. *UNIVERSAL REGISTRATION DOCUMENT – CROSS-REFERENCE TABLE*

The following cross-reference table lists the headings provided for in Annexes 1 and 2 of the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council and repealing Commission Regulation (EC) No. 809/2004, and refers to the pages where the information relating to each of these headings can be found in this Universal Registration Document:

	Pages
17. Related-party transactions	**62, 93, 175, 208, 393, 402, 412, 414, 441, 444, 446, 453 to 456, 459, 521 to 522**
18. Financial information concerning the issuer's assets and liabilities, financial position and profits and losses	
18.1. Historical financial information	70 to 181, 187 to 213, 527
18.2. Interim and other financial information	n/a
18.3. Auditing of historical annual financial information	63 to 69, 182 to 186
18.4. Pro forma financial information	n/a
18.5. Dividend policy	485
18.6. Legal and arbitration proceedings	171 to 175, 388 and 389
18.7. Significant change in the issuer's financial or trading position	n/a
19. Additional information	
19.1. Share capital	490
19.2. Memorandum and Articles of Association	506 to 512
20. Material contracts	**47 to 49, 61, 91, 205 to 208**
21. Documents available	**506**

8.7. *ANNUAL FINANCIAL REPORT – CROSS-REFERENCE TABLE*

To facilitate consultation of this Universal Registration Document, the table below indicates the page references corresponding to the information contained in the annual financial report which listed companies are required to publish in accordance with Article L. 451-1-2 of the French Monetary and Financial Code and Article 222-3 of the General Regulations of the *Autorité des marchés financiers.*

	Pages
Parent company financial statements	**187 to 213**
Consolidated financial statements	**70 to 181**
Management report	**531**
Statement by the person responsible for the annual financial report	**526**
Statutory Auditors' report on the parent company and consolidated financial statements	**63 to 69, 182 to 186**
Board of Directors' report on corporate governance	**533**
Statutory Auditors' comments on the Board of Directors' report on corporate governance	**184**

8.8. *BOARD OF DIRECTORS' MANAGEMENT REPORT – CROSS-REFERENCE TABLE*

To facilitate consultation of this Universal Registration Document, the table below indicates the page references corresponding to the information comprising the Board of Directors' management report as required by Articles L. 225-100 *et seq.* of the French Commercial Code:

	Pages
Review of the Company's and the Group's operations and performance	
Review of the Company's and the Group's operations and performance during the year and analysis of developments in the business operations, results and financial position of the Company and the Group (debt situation)	30 to 62
Operations and results of the Company, its subsidiaries and the companies that it controls	30 to 62, 210 to 213
Key financial performance indicators	14, 46
Key non-financial performance indicators	15, 30, 31, 321 to 323
Subsequent events	57, 176, 210
Description of key risks and uncertainties	366 to 394
Financial risks related to the effects of climate change and implementation of a low-carbon strategy	81, 296 to 304, 366, 367, 386, 387
Internal control and risk management procedures implemented by the Company and relating to the preparation and processing of accounting and financial information	352 to 365
Group's financial risk management policy, Group's exposure to price, credit, liquidity and treasury risk and information on the use of financial instruments	154 to 163, 366, 367, 381, 382
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8.9. *BOARD OF DIRECTORS' CORPORATE GOVERNANCE REPORT – CROSS-REFERENCE TABLE*

To facilitate consultation of this Universal Registration Document, the table below indicates the page references corresponding to the information comprising the Board of Directors' corporate governance report as required by Article L. 225-37 of the French Commercial Code:

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