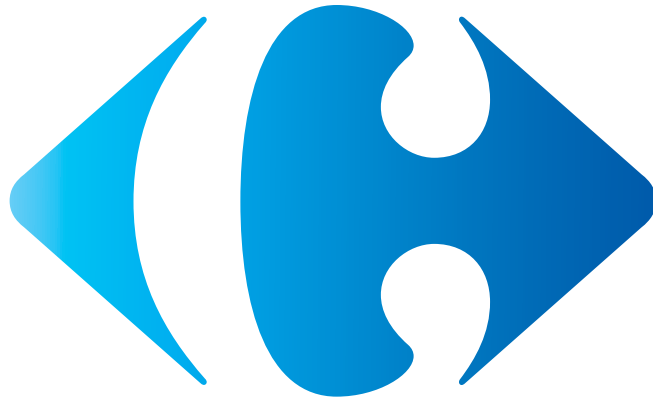




Carrefour

2011 Annual Activity and Sustainability Report





Carrefour group's other publications are also available on www.carrefour.com



Financial Report



Carrefour Foundation
Activity Report



Sustainable Development
Expert Report

Contents



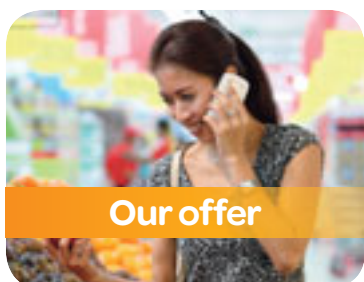
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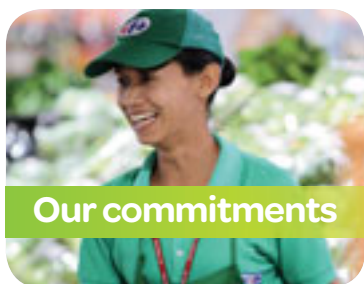
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An interactive version of the 2011 Annual Activity and Sustainability Report is also available on www.carrefour.com and can be downloaded from the **App Store** and **Google Play**.
"App Store" is a registered trademark of Apple Inc. and Google Play of Google Inc.

Carrefour in 2011







Carrefour stores worldwide

The Carrefour group currently operates in 33 countries through four store formats. More than 412,000 employees serve our customers each day in over 9,700 stores. As of December 31, 2011 (including franchisees and partners).

HYPERMARKETS

	Total	of which franchisees and partners
Total France	232	27
Europe (excl. France)		
Belgium	46	
Cyprus	7	
Greece	34	
Italy	61	3
Poland	84	
Romania	25	
Spain	172	6
Turkey	27	
Total Europe (excl. France)	456	9
Latin America		
Argentina	74	
Brazil	186	
Colombia	75	
Total Latin America	335	
Asia		
China	203	
Indonesia	70	
Malaysia	26	
Singapore	2	
Taiwan	60	
Total Asia	361	
Partners		
Europe	10	10
Maghreb	3	3
Middle East	43	43
Overseas and Dominican Republic	12	12
Total partners	68	68

TOTAL GROUP 1,452

SUPERMARKETS

	Total	of which franchisees and partners
Total France	977	419
Europe (excl. France)		
Belgium	437	396
Cyprus	9	
Greece	278	35
Italy	432	218
Poland	176	
Romania	45	
Spain	115	5
Turkey	216	
Total Europe (excl. France)	1,708	654
Latin America		
Argentina	109	
Brazil	41	
Total Latin America	150	
Asia		
Indonesia	14	
Taiwan	3	
Total Asia	17	
Partners		
Europe	2	2
Maghreb	80	80
Middle East	35	35
Overseas and Dominican Republic	26	26
Total partners	143	143

TOTAL GROUP 2,995

CONVENIENCE STORES

	Total	of which franchisees and partners
Total France	3,285	3,285
Europe (excl. France)		
Belgium	223	223
Greece	479	309
Italy	797	631
Poland	164	164
Spain	56	49
Other	68	68
Total Europe (excl. France)	1,787	1,444
Latin America		
Argentina	70	
Brazil	8	
Colombia	20	
Total Latin America	98	

TOTAL GROUP 5,170

CASH & CARRY STORES

	Total	of which franchisees and partners
Total France	137	137
Europe (excl. France)		
Italy	13	1
Total Europe (excl. France)	13	1
Asia		
India	2	
Total Asia	2	
Partners		
Maghreb	2	2
Total Partners	2	2

TOTAL GROUP 154

412,443
employees

33
countries

9,771
stores



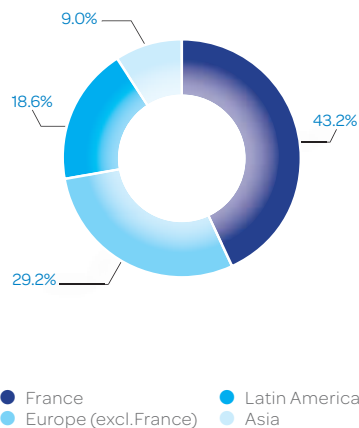
Financial overview

Carrefour's sales rose slightly during 2011, driven by solid performance in emerging markets. The Group has exceeded its cumulative cost savings objective since launching its Transformation Plan in 2009. The difficult economic conditions faced by Carrefour throughout the year, especially in southern Europe, coupled with lower-than-expected results from hypermarkets in France, led to a drop in current operating income. Significant exceptional items, including an impairment charge in Italy, had a significant impact on net income. Notwithstanding these circumstances, the Group's net debt fell by €1.1 billion in 2011, a 13.6% reduction.

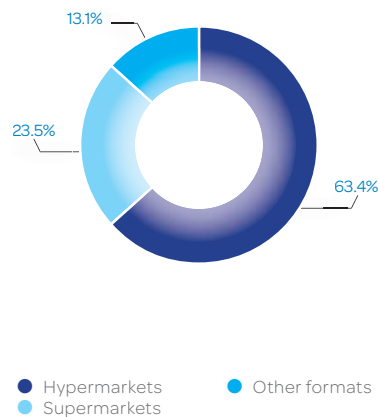
The financial performance in 2011 included:

- slight growth in sales: up 0.9% to €81.271 billion (+0.4% excluding petrol and at constant exchange rates), driven by emerging markets (up 8.4% at constant exchange rates);
- current operating income of €2.182 billion (-19.2%), impacted by lower-than-expected performance of French hypermarkets and the economic crisis in Greece;
- non-recurring charges of €2.662 billion, which includes €2.162 billion in impairment charges, mainly in Italy;
- net income from discontinued operations-Group share of €2.573 billion, reflecting the sale of operations in Thailand and the spin-off of the Dia hard discount business in July 2011;
- net income-Group share of €371 million, down 14.3% due to significant one-off elements;
- a 13.6% reduction in net debt to €6.9 billion.

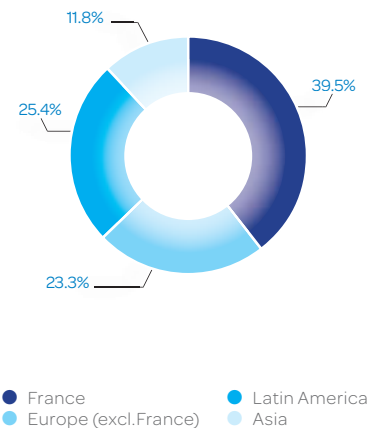
Breakdown of consolidated net sales by geographic region



Breakdown of consolidated net sales by format



Breakdown of current operating income by geographic region



Consolidated net sales

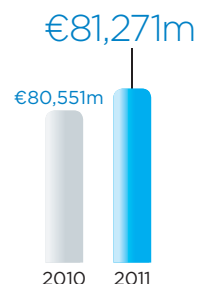
Driven by emerging markets, sales rose slightly by 0.9% as compared with 2010, and were up 0.4% excluding petrol (at constant exchange rates).

In France, sales fell 1.2% excluding petrol, mainly due to weaker-than-expected performance of the hypermarkets.

In Europe, sales fell by 4.3%, excluding petrol and at constant exchange rates (down 4.3% on a reported basis). Sales suffered from challenging economic conditions in every country, especially in southern Europe and particularly at year-end.

Sales growth in Latin America remained solid (up 10.1% at constant exchange rates, excluding petrol, and up 8.4% on a reported basis), driven by solid performance on a like-for-like basis and continued expansion throughout the region.

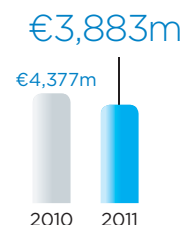
Sales in Asia grew 5.1% at constant exchange rates (up 5.6% at current exchange rates), driven by sustained expansion. However, sales growth slowed during the second half of the year, notably in non-food in China.



Current operating income before depreciation, amortisation and provisions

The Group's operating income before depreciation, amortisation and provisions fell by 11.3% in 2011. Commercial margin, as a percentage of sales, fell by 20 basis points but was up 10 basis points excluding petrol, indicating good resilience. Sales, general and administrative expenses, including asset costs, rose 3.3%, an increase of 50 basis points as a percentage of sales.

Cost savings with regard to logistics costs and sales, general and administrative expenses totalled €55 million and €394 million respectively, with a total cost savings of €449 million in 2011, slightly below the €480 million objective for the year. These cost savings only partly offset the impact of inflation and expansion.



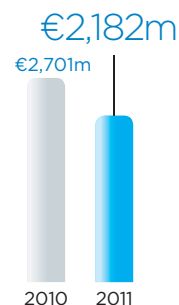
Current operating income

Current operating income amounted to €2,182 million, a 19.2% decline from 2010, and represented 2.7% of sales compared with 3.4% in 2010.

In France, current operating income fell 32.4% to €862 million. Commercial margin excluding petrol fell slightly, penalised by the rise in commodity prices and sustained competitive pressure. Sales, general and administrative expenses rose, notably in hypermarkets. Supermarkets and convenience stores recorded a strong performance, while financial services maintained solid growth.

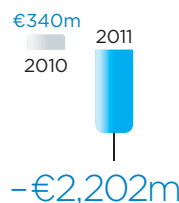
In Europe, current operating income totalled €508 million, a 28.1% decrease compared with 2010. Sales suffered from challenging economic conditions in all country, especially in southern Europe and particularly at year-end. The €1 billion drop in sales weighed upon profitability, erasing the commercial margin's resilience as well as efforts to contain sales, general and administrative expenses. Operational performance varied broadly from country to country, with Greece (and to a lesser extent, Italy) accounting for much of the decline in operating margin for the region. Operating margin in Belgium improved, while operating margin in Spain remained solid despite a slight decline.

In Latin America, current operating income rose by 27.5% to €554 million, resulting in a sharp increase in operating margin (up 60 basis points) which accelerated during the second half of the year. Improved profitability was generally tied to the ongoing turnaround of the Brazilian hypermarkets. Operating margins in Argentina and Colombia demonstrated resilience. Current operating income in Asia fell 9.7% to €258 million. While the margin held steady, weak growth in sales at year-end weighed on current operating income.



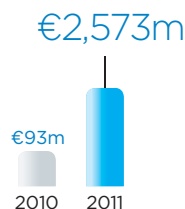
Net income from recurring operations, Group share

Net income from recurring operations—Group share was heavily impacted by significant exceptional items. Non-recurring charges totalled €2,662 million, primarily made up of impairment charges (mainly in Italy). Financial expenses rose by 16.9% to €757 million, mainly due to €151 million as one-off elements. The cost of financial debt fell by 11.5% as compared with 2010, mainly due to a decrease in the Group's net debt. Finally, income tax expense was impacted by recognition of a provision for tax litigation in Spain of €268 million, and by impairment of deferred tax on assets in Italy in the amount of €151 million.



Net income from discontinued operations, Group share

Net income from discontinued operations—Group share, is made up of income from the Dia spin-off and the sale of operations in Thailand.



Net income, Group share

Net income from recurring operations—Group share fell by 14.3% to €371 million, compared with €433 million in 2010.



Net income, Group share, per share



Stock market overview

At December 31, 2011, the share was in 20th position in the CAC 40 index in terms of market capitalisation, with a weighting of 1.7%.

Share information

- Principal stock exchange: Euronext Paris Compartment A
- ISIN Code: FR0000120172
- Nominal value: €2.50
- Principal indices: CAC 40, SBF 120, FTSE Eurotop 100, DJ Euro Stoxx 50
- Ticker symbol: CA
- Reuters Code: CARR.PA
- Bloomberg Code: CA FP
- Eligible for PEA/SRD: yes/yes

679,336,000
shares

20th
position
in the CAC 40
index

2012
schedule

FINANCIAL REPORTING

January 19, 2012
Publication of
fourth-quarter 2011 sales

March 8, 2012
2011 Annual results

April 12, 2012
Publication of
first-quarter 2012 sales

June 18, 2012
Shareholders' Meeting

July 12, 2012
Publication of
second-quarter 2012 sales

July 27, 2012
Payment of dividend⁽¹⁾

August 30, 2012
2012 half-year results

October 11, 2012
Publication of
third-quarter 2012 sales

Breakdown of capital (at December 31, 2011)

Shareholders	Number of shares	as a %	Number of ordinary voting rights	as a %	Number of extraordinary voting rights	as a %
Blue Capital	64,047,813	9.43%	128,095,623	16.45%	128,095,623	16.45%
Colony Blue investor ⁽¹⁾	15,166,770	2.23%	15,166,770	1.95%	15,166,170	1.95%
Groupe Arnault SAS ⁽²⁾	5,156,752	0.76%	5,156,752	0.66%	5,156,752	0.66%
Blue Participations et Gestion ⁽³⁾	25,359,996	3.73%	25,359,996	3.26%	25,359,996	3.26%
Employees	8,260,536	1.22%	15,251,036	1.96%	15,251,036	1.96%
Shares owned	5,598,650	0.82%	0	0%	0	0%
Controlled shares	0	0%	0	0%	0	0%
Public	555,745,483	81.81%	589,571,180	75.72%	589,571,180	75.72%
Total	679,336,000	100.00%	778,601,357	100.00%	778,601,357	100.00%

(1) Of which 15,166,769 shares loaned by Colony Blue Investor with right of recall at its sole option.

(2) Held through assimilation of Carrefour shares that can be acquired under a purchase option.

(3) Of which 24,999,996 shares held through assimilation of Carrefour shares that can be acquired under a purchase option.

Blue Capital SARL, a *Société à Responsabilité Limitée* (a Limited Liability Company) incorporated under Luxembourg law, Colony Blue Investor, a *Société à Responsabilité Limitée* (a Limited Liability Company) incorporated under Luxembourg law, Groupe Arnault SAS, a *Société par Actions Simplifiée* (a Simplified Joint Stock Company), and Blue Participations et Gestion SARL, a *Société à Responsabilité Limitée* (a Limited Liability Company), have declared that they are acting in concert.

Carrefour stock

	2007 ⁽²⁾	2008 ⁽²⁾	2009 ⁽²⁾	2010 ⁽²⁾	2011
Closing price ⁽¹⁾ (in €) :					
highest	58.10	52.52	33.79	41.28	36.08 ⁽²⁾ 31.52 ⁽³⁾
lowest	42.95	24.68	22.89	30.85	15.07
at December 31	53.29	27.52	33.56	30.85	17.62
Number of shares at December 31	704,902,716	704,902,716	704,902,716	679,336,000	679,336,000
Market capitalisation at December 31 (in billions of €)	37.6	19.4	23.7	21.0	12.0
Average daily volume ⁽¹⁾	4,337,980	4,168,131	2,927,925 ⁽⁴⁾	2,874,196 ⁽⁴⁾	3,935,400 ⁽²⁾⁽⁴⁾
Net income from recurring operations per share (in €)	2.67	1.83	0.56	0.56	(3.35)
Net dividend (in €)	1.08	1.08	1.08	1.08	0.52 ⁽⁵⁾
Yield	2.03%	3.92%	3.22%	3.50%	2.95%

(1) Source NYSE Euronext. (2) Data not adjusted for distribution-in-kind on July 5, 2011 (Dia). (3) Data adjusted for distribution-in-kind on July 5, 2011 (Dia). (4) Average daily volume on Euronext. (5) Subject to approval by the shareholders at the Annual Meeting of June 18, 2012, payable in cash or in shares.

(1) Subject to approval by the shareholders at the Annual Meeting of June 18, 2012.

Shareholder information

Carrefour shareholders have access to transparent, accurate and regularly updated information through:

A toll-free telephone number for shareholders

By dialling **N° Vert 0805 902 902** (only for France), shareholders have access to the following information:

- Group news;
- the share price, its performance and that of the CAC 40;
- the calendar of meetings and financial publications;
- practical information about registered shares and their advantages, ordering corporate documents, and a list of useful telephone numbers.

Shareholders may also use this toll-free number from France or +33 (0)1 41 04 26 00 from abroad to contact Shareholder Relations for information on the Group's strategy and outlook.

Letter to shareholders

The Letter to shareholders is sent twice a year to all registered and bearer shareholders who request it. It informs shareholders of the Group's latest news, its operations and financial performance, and offers practical information.

Shareholder's Guide

Contains a company profile as well as share management information and guidelines.

Website

Carrefour's corporate site, www.carrefour.com, has a section dedicated to shareholders under "Finance".

Shareholders' e-mail alert

Shareholders who register in the "Finance" section of the Carrefour website, www.carrefour.com, are kept informed by e-mail of publication of the Group's financial reports.

Meetings

ANNUAL SHAREHOLDERS' MEETING

This is a special gathering of managers and shareholders. It provides a good opportunity to learn more about Carrefour's activities, results and outlook.

ACTIONARIA EXHIBITION

Carrefour has participated in the Paris Actionaria Exhibition for more than 10 years. Staff members are on hand both days of the show to answer any questions visitors may have.

MEETINGS WITH SHAREHOLDERS

Carrefour's managers regularly meet with shareholders to present the Group's strategy and results. A schedule of upcoming meetings can be found on the Group's website, www.carrefour.com, in the "Finance/Shareholder" section.

Carrefour 2011 share price performance

in relation to the CAC 40, BEFOODR⁽¹⁾ and DJ Stoxx Europe Retail indices⁽²⁾ (base 100)
NOTE: The historical Carrefour share price was adjusted for the distribution-in-kind on July 5, 2011 (Dia).



(1) BEFOODR Index: Ahold, Carrefour, Casino, Colruyt, Delhaize, Jeronimo Martins, Metro, Morrison, Sainsbury, Tesco.

(2) DJ Stoxx Europe Retail Index: Ahold, Booker Group, Carrefour, Casino, Celesio, Colruyt, Debenhams, Delhaize, Dia, Dufry, Galenica, H&M, Home Retail, Inchcape, Inditex, Jeronimo Martins, Kesko, Kingfisher, Marks & Spencer, Metro, Morrison, Next, PPR, Sainsbury, Tesco.

Contacts

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Tel.: +33 (0)1 41 04 26 00
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TSA 55 555
92649 Boulogne-Billancourt Cedex
Toll-free number for shareholders in France:

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Number for shareholders outside France: +33 (0)1 41 04 26 00
actionnaires@carrefour.com

REGISTERED SHAREHOLDERS

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Investor Relations
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92862 Issy-les-Moulineaux Cedex 09
Tel.: +33 (0)1 57 78 34 44
Fax: +33 (0)1 49 08 05 80
ct-contact@caceis.com

Sustainable development overview

For more than 20 years, Carrefour has incorporated sustainability into its business practices and works to promote a responsible commerce, a commerce that is “good for you, right for all”, good for customers and respectful of the planet. The indicators below demonstrate Carrefour’s commitment to social, societal and environmental responsibility.

All the changes presented here were calculated on a like-for-like basis (in number of Business Units) and are representative (at least 77% of the Group’s consolidated net sales).

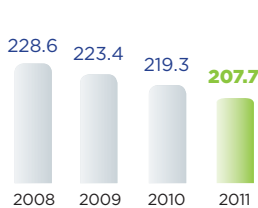
ENVIRONMENTAL INDICATORS

Greenhouse gas emissions linked to the consumption of fuel, gas and electricity in the stores

(in equivalent kg of CO₂/sq. m of sales area)

-9.1%

in 2011 compared with 2008



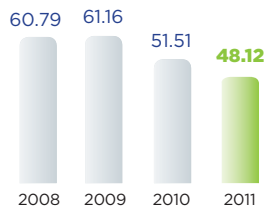
Reducing the environmental impact of its business operations is a priority for Carrefour, which aims to reduce its stores’ CO₂ emissions (scope 1 and 2 of the GHG Protocol) by 40% no later than 2020 (as compared with 2009) in four European countries (France, Belgium, Spain, Italy). A 25.3% reduction had been achieved by the end of 2011.

Quantity of refrigerants refilled following leaks

(in kg/1,000 sq. m of sales area)

-20.8%

in 2011 compared with 2008



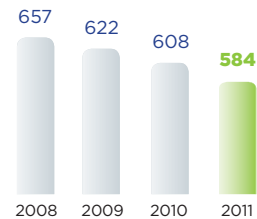
Carrefour set a goal to reduce the rate of refrigerant leaks and to phase out hydrofluorocarbon-based refrigerants in its new facilities as from 2015, replacing them with natural or more environmentally-friendly refrigerants.

Energy consumption (gas, fuel, electricity) in stores

(in kWh/sq. m of sales area)

-11.1%

in 2011 as compared with 2008



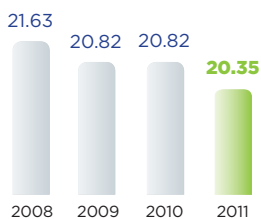
Carrefour continues to strive to reach its goal of improving energy efficiency by 30% by 2020 (per sq. m of sales area as compared with 2004). In 2011, the Group has already achieved a 22% reduction in energy consumption in its stores.

Paper consumption for commercial publications

(in kg of paper purchased/sq. m of sales area)

-5.9%

in 2011 compared with 2008



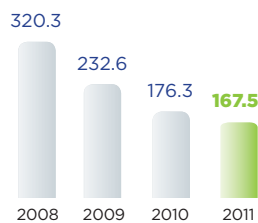
Carrefour has a multi-faceted world-wide responsible sourcing policy, promoting responsible forestry management by setting an ambitious goal: zero deforestation by 2020. For its commercial publications, Carrefour is reducing the weight of the paper used and, by the end of 2012, is committed to use paper made from recycled wood fibres or from forests under certified management in Europe.

Free disposable plastic bags purchased by stores and distributed at checkout

(in units/sq. m of sales area)

-47.7%

in 2011 compared with 2008



Carrefour is committed to ending the distribution of free disposable plastic bags in the Group’s hypermarkets and supermarkets, while offering its customers alternatives such as reusable shopping bags.

For more information and details on Carrefour's sustainability activities, please refer to the 2011 Sustainable Development Expert Report available at www.carrefour.com.

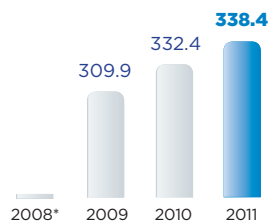
PRODUCT INDICATORS

Sales incl. tax of Carrefour brand organic food products

(in millions of euros)

+9.2%

in 2011 compared with 2009



Since 1992, Carrefour has been committed to making the largest possible number of organically-grown products available to its customers. Thanks to its expansive range of food products, Carrefour is the leading retailer in terms of organic product sales in France.

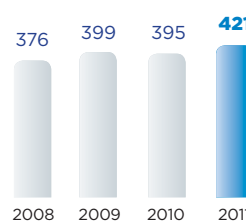
*Indicator measured from 2009.

Carrefour Quality Line products

(in number of products)

+12.0%

in 2011 compared with 2008



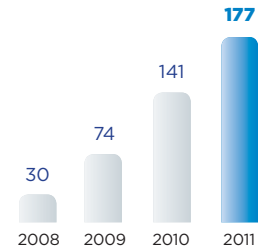
Resulting from collaboration with suppliers, the Carrefour Quality Lines contribute to the economic and social development of the regions in which the Group operates. This approach is also based on food safety and traceability from the farm to the fork, for the benefit of customers and consumers.

Carrefour fair trade products

(in number of SKUs)

+490%

in 2011 compared with 2008



Fair trade products are primarily distributed in five countries, mainly in Europe where demand is concentrated. Sales of Carrefour fair trade products increased by 8.0% compared with 2010.

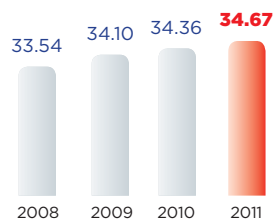
HUMAN RESOURCES AND SOCIETAL INDICATORS

Women in management

(in %)

+3.4%

in 2011 compared with 2008



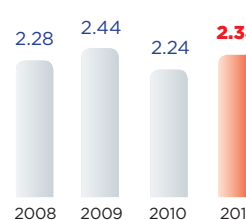
Carrefour is a company committed to diversity, with women making up over 56% of its workforce. They represent more than one third of the company's managerial staff. The Group has launched initiatives to increase the percentage of women in company management.

Employees declared as having disabilities

(in %)

+4.6%

in 2011 compared with 2008



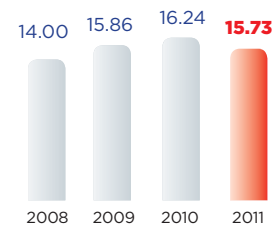
Carrefour is increasing its efforts to promote the employment of people with disabilities in countries where it operates, both through recruitment as well as through working conditions within the company.

Employee training

(in average number of training hours per employee)

+12.4%

in 2011 compared with 2008



Carrefour's Human Resources department aims to develop the skills of its employees, enabling them to grow within the company. In total, nearly 5.7 million hours of training were provided in 2011, an average of 15.7 hours of training per employee during the year.

Our retail



As a multi-format and multichannel retailer,

Carrefour ensures that its retail delivers products to suit all lifestyles and shopping modes, whether customers live in a town or a rural setting, are individuals or companies, in France or abroad.

The world over, the Group's staff combine their talents, willing to satisfy customers looking for the best value for money.



Hypermarkets: major shopping trips for all budgets

Historical format of Carrefour, the hypermarket is ideal for major family shopping trips, as well as for finding low-price purchases and good deals. Throughout 2011, it continued its transformation to meet customers' needs in all the countries in which the Group operates.




Hypermarkets for every lifestyles

Carrefour's hypermarkets have sales areas ranging from 2,400 to 23,000 sq. m. They feature both food and non-food products and have everything customers need to feed a family, manage a household and take care of everyone—in one single place. From items on their shopping lists to impulse buys, customers can choose from a

wide selection of both Carrefour and national brand products, all providing quality at low prices. With locations in town centres, in the outskirts of cities and in rural areas, hypermarkets feature layouts and

products offerings that meet the requirements of their customers' varied lifestyles and different ways of shopping. In France, Carrefour distinguishes three categories of hypermarket, classifying them according to size, traffic and the role that they play in their catchment area: the "very large" hypermarkets with a wide selection of products and which feature special promotional campaigns and festive events; the "attraction" hypermarkets which food products—fresh produce in particular—feature as a reference locally; the "convenience" hypermarkets, easily accessible, focusing on food products at extremely competitive prices.



1,452
hypermarkets
throughout
the world



Boosting the commercial dynamic in Europe

In Europe—particularly in France—Carrefour hypermarkets have begun a drive to boost the commercial dynamic for the benefit of customers. From August 2011, hypermarkets in France adopted a series of concrete measures designed to guarantee them low prices. As part of its "Réponses Budget Famille" campaign (Solutions for the Family Budget), Carrefour reduced and then froze the prices of 1,000 products. From January 2012, Carrefour launched a campaign targeting its hypermarket prices: the "Garantie Prix le plus bas" (Lowest Price guarantee) on more than 500 of most popular major-brand products. A promise backed up by a major commitment: Carrefour undertakes to reimburse customers twice the difference if they find the same product on sale at a lower price anywhere within a 15 km radius of their store. In Spain, Carrefour has continued its sustained efforts to keep prices down in order to satisfy its customers. Italy's priority has been to make its prices even more competitive, and has been focusing on keeping them down on a permanent basis rather than on special offers.




Employment
An average of 400 employees and
30 different job functions per store



The lowest prices on good products, it makes all the difference!

Prix le plus bas
C'est sur plus de **500 produits** de grandes marques et de tous les jours.

Prix le plus bas
C'est **50€** de grandes marques et de tous les jours.

Ticking items off on a shopping list and making discoveries.

Conquering spirit on emerging markets

The Group has continued to expand on emerging markets, meeting the needs of the rapidly-growing numbers of middle-class families. In China, Carrefour has kept up its progress and opened 23 new stores, bringing the total number of Carrefour hypermarkets up to 203. Elsewhere in Asia, Carrefour opened

three hypermarkets in Indonesia and two in Malaysia, bringing the total numbers up to 70 and 26, respectively. In Eastern Europe,

Poland and Romania both have opened two new stores. In Latin America, Carrefour has opened up three new hypermarkets in Argentina and Colombia. In Brazil, Carrefour has confirmed that its hypermarkets are back on the road to recovery.



65

new hypermarkets
throughout the world
in 2011



Carrefour cultivates the preference

Developing loyalty, implementing effective campaigns and introducing services that make life easier, these are all fundamental to getting people develop a preference for Carrefour. Throughout the world, the retailer's employees are focused on rewarding customer loyalty, and 2011 saw the launch of a number of new initiatives, such as the "Carrefour Club" promotional programme in Argentina and the new "Vive" card in Colombia.



The various sales campaigns focused on low prices have helped boost footfall in a positive and focused way: China had the "Low prices storm" and celebrated the "Great Chinese New Year"; in Romania there was "14 days without VAT" at Carrefour against the backdrop of the economic crisis and the VAT rate being increased from 19% to 24%; and in France, September and the start of the back-to-school season saw the introduction of a campaign targeting prices and customers' purchasing power, featuring a "€100 gift voucher". To make sure that shopping is always pleasant, Carrefour has also increased its services—in particular to reduce waiting time at the checkouts, a major factor in ensuring customer satisfaction. Carrefour China, for example, has launched "Service Daojia, Cashier Daojia", and following Spain's example, Carrefour Poland has been testing the single checkout queue system.



Pili S.
Loyal customer
Carrefour Bogotá, Colombia

"Like more than 2 million other customers, I get 10% off all Carrefour products every Wednesday with my new VIVE loyalty card!"

The hyper event

The opening in April 2011 of the 232nd French hypermarket in Aubervilliers was an important event for many: it was Carrefour's first new hypermarket in France for 10 years. Located in a new cutting-edge shopping centre on the outskirts of Paris, it boasts a sales area of 4,100 sq. m, a wide food product offering of nearly 20,000 items and numerous additional services to make life easier for customers in a hurry.

Carrefour's Scan Lib service is available in 77 hypermarkets throughout France. On presentation of their loyalty card, customers are given a mini scanner that they can use to scan and log their purchases as they shop. This saves a considerable amount of time because customers no longer have to empty their shopping trolley onto the conveyor belt at the check-out—they can simply pay quickly once they have finished at special dedicated checkouts, developed in addition to traditional checkouts. Similar systems have been launched in Belgium and Spain.

Modernised stores for customers

Lifestyles and consumption patterns are changing, people want a new shopping experience and feel the need to change the way in which they consume. These are some of the reasons behind the decision to renovate hypermarkets both in Europe and on the growth markets. The Carrefour *planet* concept, which was launched in 2010, is in line with this decision. The stores are divided up into three well-defined areas—discount for fast-moving consumer goods, fresh with its market hub, and multi-specialist for non-food goods. This makes it easier for customers to move around the store, offering them a new way to shop structured around easy purchases and new products while making sure that they remain in control of their budget. By the end of 2011, 81 stores had been deployed in Europe. Customers appreciate various aspects of the concept: the store atmosphere, the circulation, the signage, and the quality and selection of fresh produce available.

Carrefour Property is also committed to making shopping more pleasant and is breathing new life into its European hypermarket shopping malls. It is doing this by focusing on accessibility, architecture and layout, as well as by ensuring a complementary sales offering. The deployment of the “Complice” renovation programme and the makeover that various sites are getting—such as Huelva (Spain) and Chambourcy (France)—are evidence of the importance that Carrefour attaches to its customers' well-being, not just within its shops, but also in the surrounding areas. Carrefour has also renovated a number of its hypermarkets on the various growth markets on which it operates to meet customers' continuous thirst for novelty. This has been the case in Brazil and Argentina in particular.



Green checkouts in Argentina

First introduced in June 2010 for World Environment Day, the “green” checkout scheme was successfully repeated in 2011 in a store in Córdoba. These checkouts are decked out in green and only offer reusable bags, accounting for around 70% of total sales of these bags in the store. The monthly scheme has now been adopted permanently—there is a “green” checkout open at all times in the store.

Supermarkets: stores of their time

Enjoying a closer relationship with its customers, the Carrefour *market* supermarket is a modern and friendly concept where people from either towns or rural areas shop for pleasant and low-price products.



Attractive stores

With sales areas of between 1,000 and 4,000 sq. m, customers appreciate Carrefour *market* supermarkets for their wide selection of products—mainly food products—bringing together traditional market features with stalls of high-quality fresh produce and fast-moving consumer goods at competitive prices.

The modernity of the format, the variety of products on offer and the possibility of finding one's favourite brands all help develop customers' loyalty to their

Carrefour *market* supermarket. With a total of 977 stores, Carrefour *market* is France's second-largest supermarket banner and the first combined integrated and franchised supermarket network.

The Carrefour *market* banner is also being rolled out outside France in the rest of Europe, as well as in Asia and Latin America. In Brazil, supermarkets trade under the Carrefour *Bairro* banner and sell products that are adapted to meet local people's needs, as in other countries in which Carrefour supermarkets have been set up.



2,995
supermarkets
throughout
the world

The Carrefour *market* roll-out continues

In 2011, the banner opened 8 new stores in France, 11 in Spain and 14 in Romania—which now has 45 Carrefour *market* supermarkets as of the end of 2011. In Bulgaria, Carrefour's franchise partner opened its first Carrefour *market* in Sofia, while Carrefour Argentina has been testing the concept in six pilot stores. The switch-over from local banners to the Carrefour banner has continued in Belgium with the conversion of the GB stores: there are now 226 Carrefour *market* stores—accounting for more than half of all supermarkets. It is also getting under way in Morocco with 24 "Label'Veie" supermarkets being converted.

Closed refrigeration units

As part of a drive to reduce the energetic footprint of its stores, three Carrefour *market* supermarkets and one hypermarket have been testing closed refrigeration units since September 2011 in their self-service fresh produce sections. Keeping these refrigeration units closed helps reduce the amount of energy needed in order to maintain the cold chain and increases customer comfort—the temperatures of these sections can be kept at more comfortable levels.



Coming for the friendly atmosphere, coming back for the human experience.

Carrefour
market



A modern store, varied products at the best price...
all good reasons to be loyal to Carrefour *market*.

A whole host of unforgettable anniversaries

Carrefour *market* seizes every possible opportunity to pamper its customers by entertaining them. In France, the banner used the well-known musical *Mamma Mia!* to help celebrate its fourth anniversary, offering customers the chance to win VIP weekends to Paris, including shows.



In Italy, Carrefour went back in time to the first Roman Olympiads in order to celebrate 50 years since its first supermarket was opened. An exhibition of previously unpublished portraits illustrated the daily life of

athletes in the Olympic village and Carrefour brand products were on sale at 1961 prices!

In Belgium, to celebrate its 50th anniversary, the Marius Renard store in Anderlecht organised a number of generous special offers for its customers under the new Carrefour *market* banner.

HEQ store

In Mondonville, a year after it was awarded certification, France's first High Environmental Quality certified supermarket had brought its energy consumption for lighting down by an impressive 57% and by 62% for heating—mainly by implementing heat recovery systems and using natural light.



Carrefour market or the art of innovation

In March 2011, the Belgian Waterloo Centre hypermarket reopened its doors as a Carrefour *market* supermarket. In addition to having a sales area of 3,500 sq. m (the largest in the country), this Carrefour *market* is also unique in its layout. The fresh produce area features fruit, vegetables, meat and fish over no less than 1,400 sq. m—with the spotlight on Belgian products. The “World Cuisine” and “Beauty & Wellness” areas invite customers to embark on a voyage of discovery. Customers can scan their purchases as they shop, meaning that they can save time and optimize their spending. And as an added bonus, there is a Carrefour Online pick-up point from which Internet users can quickly pick up shopping they have bought on the website.



Édith M.
Customers Relations Manager
Carrefour *market* Arques, France

“We focus on building proper relationships with our customers. In the aisles and at the checkout, we’re ready to help them with a smile. This is one of our well-known assets and we want to remain the best.”

Convenience stores: everyday shopping closer to customers

Carrefour's convenience stores are practical, useful and offer a well thought-out selection of products that meet customers' daily needs—all at fair prices and close to where they live.



The new convenience by Carrefour

Keeping pace with socio-demographic changes and new ways of shopping, Carrefour has breathed new life into its convenience stores, creating contemporary, modern concepts that meet customers' needs: being able to shop quickly just around the corner on large opening hours; being in control of one's budget and enjoying services that make life easier—such as fast check-outs. And all this in

 **5,170**
convenience stores
in 10 countries

a friendly atmosphere where a visit to one's local retailer is pleasant.

Well-known banners in France

In France, which is where the convenience concept was first developed, the stores have the Carrefour *city*, Carrefour *contact*, Carrefour *express* and Carrefour *montagne* banners.



- **Carrefour city** is the leading urban store concept. With sales areas ranging from 200 to 900 sq. m, customers can buy ready-to-eat products or that can be reheated, and everything they need for their daily shopping trips. Open from 8 am to 10 pm (sometimes even 11 pm) six days a week (sometimes even Sunday mornings in areas where legislation permits it), the concept is designed for customers on the move who are often in a hurry.

- **Carrefour contact** is designed for customers' daily requirements, located at the entry to small towns and villages, or in their centres. Open from 8 am to 8 pm, they are structured around the concept of the meal and last-minute purchases with different retail areas—deli, butcher, bread, wine and beauty—over sales areas ranging from 350 to 900 sq. m.

- **Carrefour express** is the most recently devised concept in France. Designed for additional and extra emergency purchases—in both towns and rural areas—these are Carrefour's smallest convenience stores (between 90 and 300 sq. m). Their offering is based around essential products (3,500 items) and their opening hours are convenient (8 am to 9 pm—even Sunday mornings in some cases).

- **Carrefour montagne** stores have been operating in ski resorts since winter 2009. They feature all the advantages of Carrefour's banners: good products, good value, the Carrefour loyalty card and a range of services to make life easier, such as home delivery and borrowed cooking equipment.



New shopping locations

In 2011, nearly a third of Carrefour's whole convenience store network in France was successfully switched over to the Carrefour *contact* and Carrefour *city* banners. On the back of this success, Carrefour is opening stores in new shopping locations and retaining its lead as a convenience retailer. In March 2012, for example, a Carrefour *city* store opened in the new shopping arcade inside Europe's busiest railway station—Saint-Lazare in Paris. This store has been tailored to meet the requirements of customers on the move and sells 4,500 low-priced items. To make shopping even simpler, the store has launched an innovative new application: customers and passengers can use it to shop directly from their mobiles, before picking their purchases up 2 hours later from a dedicated checkout.



An expanding format at international level

Carrefour *express* is the Group's international convenience banner, both for mini-market and convenience modes. A promising model that is enjoying sustained growth throughout the world. Between 2010 and 2011, the number of Carrefour *express* stores in Poland increased from 59 to 164, while the number of stores in Argentina increased from 32 to 70. Between the end of 2010 and the end of 2011, the number of convenience stores in Spain doubled (rising from 28 to 56). Belgium opened 17 new convenience stores, Greece converted some of its Dia stores, opening up 184 new Carrefour *express* stores in 2011. And the very first franchise in the entire history of food retailing in Romania is a Carrefour *express* convenience store.



Hybrid

Carrefour is striving to reduce the noise and CO₂ emissions generated by its delivery lorries. In towns such as Lille and Marseille for example, it is using hybrid lorries.



Mariangeles B.
Carrefour *express* customer
Argentina

"I can shop quickly and easily right where I live. The store has what I need at good value."

Carrefour *express* is going green in Argentina

The "Tienda EcoAmiga" concept was launched in 2010 and had been deployed in nearly 50 Carrefour *express* stores by the end of 2011. Its commitment is to develop a responsible trade at all levels of the store: featuring the first use of LED technology in Latin America, meaning energy savings of 65%; promoting "Eco Amigos" products, which respect the environment; including waste recycling stations points and also raising customers' awareness of the importance of using products made from certified forests; plastic bags are not given out and discounts are given on reusable bags.



Shopping whenever you like,
just down the road.

Knowing customers properly
to offer the ideal selection of
fresh produce and daily groceries.

Multichannel retail: a new way to shop

By building more bridges between Carrefour's stores and the Internet, Carrefour is increasing the number of shopping options open to customers who are interested in speed, practicality and bargains. So as well as e-commerce, they now have drive-in facilities and mobile applications to choose from.

Carrefour at e-commerce times

Carrefour's food and non-food e-commerce solutions are becoming increasingly popular on the Internet and among its customers throughout the world.

In 2011, Carrefour bolstered its food e-commerce solutions in a number of countries. In Spain, for example, 90% of households can now order food products online and have them delivered—a number of

stores throughout the country are now able to put together orders placed over the Internet and then deliver

to customers' homes. This is also the case in Singapore.

Carrefour Brazil's non-food e-commerce site was launched in 2010 and now ranks among the country's top six commercial websites—an example of good practice for the rest of the Group. Based on this winning model, Carrefour France made an extremely broad range of non-food products available online at the end of 2011. So the household appliances as well as the TV, video, telephony and other high-tech



15,000

non-food products
available at carrefour.fr

products that are available in stores are now supplemented by an additional 15,000 products.

Elsewhere, Carrefour is stepping up its online presence in Taiwan: since the second half of 2011, it has been offering its customers e-coupons on its website which grant special offers. In Greece, customers can now purchase groceries and household appliances online, while Colombia has started selling gift cards.



An award-winning campaign in Spain!

Carrefour Spain launched a major campaign to publicise its new e-commerce website. It involved customers voting whether they wanted Leonardo Sbaraglia—the famous South American actor—to deliver shopping that they had purchased online to their homes. So he visited 10 customers throughout the country, to the great delight of the winning families. The campaign—known as *Con o sin Leonardo* (with or without Leonardo)—won two *Soles de Plata* (silver sun medals), in recognition of its originality and effectiveness.



The drive-in by Carrefour

At the same time, the Group has been developing the Carrefour *drive* concept, a system whereby customers can order food products online and then pick them up at a collection point in their local Carrefour store. Carrefour *drive* has two key features. Customers have access to 11,000 items in hypermarkets and 8,500 items in supermarkets—all on sale at the same prices as they are in stores. They can pick their shopping up in less than five minutes—that's Carrefour's promise—any time within a two-hour timeslot that they can choose themselves. The quality of Carrefour's *drive* service—the care with which staff select the products, prepare them and then help customers load them into their cars—is what makes the difference.

At end of 2011, France had 30 Carrefour *drive* (17 in hypermarkets and 13 in supermarkets). This number should increase to

more than 150 in 2012. Carrefour Belgium had 67 hypermarket and supermarket pick-up points as of the end of 2011. The first Carrefour *drive* opened in Spain in 2011 in the Madrid region.

 **over 150**
Carrefour *drive*
in France
by the end of 2012



Shopping by mobile

A whole range of new iPhone™ and Android™ apps is now available, all designed to make shopping easier, keep customers up-to-date about bargains, and ensure preference for Carrefour. Customers can browse catalogues and shopping guides, enjoy the wine fair, have information about the Carrefour loyalty card and even use their mobile to shop online. Carrefour has also set up a Facebook page in many countries where customers can discuss Carrefour products or special offers available in stores.



over 700,000

downloads of the Carrefour mobile apps in France

A Carrefour shopping app

Customers can now shop using their iPhone™. With Carrefour's new "Mes courses" (My Shopping) application, they can shop whenever they want, wherever they want. And Carrefour also has a range of tips for making life easier: customers can have their shopping delivered or can pick it up from their local store. They can browse by aisle, search for a particular product by keyword or by scanning its barcode, look up their most recent orders and then add them directly to their shopping basket, etc.



Cash & carry and Hyper Cash: buying quality in large quantities

In order to meet the requirements of its professional customers and widen its client base, Carrefour is continuing to develop its wholesale models and launches new banners.

Promocash  ATACADÃO

Hypermarket cash & carry for everyone

Offer high-quality products in large quantities, both for professionals and individuals—that's what the Atacadão cash & carry model is aiming to do in Brazil. It combines all the advantages of wholesale and hypermarkets, and posted a 7% increase in like-for-like sales in 2011,

confirming its appeal. Atacadão opened 13 stores across the whole year—7 new stores and 6 hypermarket conversions.



83

Atacadão stores
in Brazil
at year-end 2011

Promocash, services included!

Make work easier for catering and food industry professionals—that's Promocash's promise. Carrefour's wholesale model in France has successfully switched over to the franchise and overhauled its sales concept. Promocash is currently the leading cash &

carry franchise in France. The services on offer are central to the new Promocash concept.



300,000

professional clients
trust Promocash

It features 2,400 exclusive brand food items alongside a Promocash branded non-food offering, with three complementary means of supply for its 300,000 clients: in-store sales, e-commerce with delivery and purchase pick-up at a drive. 60 Promocash stores currently have an online sales site, and a further 30 will set one up in 2012. Purchases are either delivered by dedicated teams from the sales outlet, or can be picked up from one of the 9 Promocash *drive*. The 137 Promocash stores are managed by independent managers who are in constant contact with customers, and the new personalised loyalty programme is designed to further increase their loyalty to Promocash.

New stores opening all over the world

In India, Carrefour opened a second cash & carry store under the Carrefour Wholesale cash & carry banner in Jaipur (the capital of Rajasthan) where catering professionals, administrations and local small retailers can pick up supplies (in accordance with legislation) in a sales area of 5,650 sq. m.

The first cash & carry stores were also opened in Colombia and Argentina under the Carrefour Maxi banner—stores designed to offer the widest choice of products possible to small retailers.

Helping to protect the environment

In Argentina, the Carrefour Maxi stores set out to maximise energy efficiency starting in the design phase. The stores feature intelligent control systems for reducing electricity consumption, ceiling windows to make the best possible use of natural light, high-performance fluorescent tubes for reducing electricity consumption by 20%, and a range of other responsible initiatives.





Being able to find everything in the same place,
making life easier for professionals in India.



Atacadão, the self-service wholesale and hypermarket banner has everything that Brazilian families and professionals need.

Our offer



A retailer through and through,

Carrefour sells both Carrefour and national brand food and non-food products, offering its customers an extremely wide choice of high-quality products at the best prices—ensuring preference for Carrefour.



Daily products that offer the best value for money

Eat properly, make the whole family happy, and manage a budget—that's what Carrefour's customers expect on a daily basis. Proposing everyday products, that offer the best value for money, that's Carrefour people answer, from assortment conception to instore selling.

Carrefour products, a story of innovation

Already a forerunner back in 1976 by selling unbranded goods, Carrefour was the first banner to introduce its own brand in 1985. Since then, it has continued to expand its own ranges, selling them in 14 of the countries in which the Group operates. Becoming popular consumer goods products in France, Belgium, Spain and Italy. In 2011, Carrefour started overhauling all aspects of its food product ranges in Europe—from the recipes used to the design of their packaging, as well as the promise made to consumers. Carrefour's own-brand products are being given a makeover in order to maximise their appeal to customers and consumers. Deployed across all segments in order to meet all requirements, Carrefour's products are also affordable.

 **2,000** new items
launched in 2011 in France, Belgium,
Spain and Italy

Core market, focusing on the customer

With nearly 10,000 items, Carrefour's core market is made up of daily consumption products which are regularly found in customers' shopping baskets. In 2011, in order to better meet consumer needs, Carrefour embarked on an innovative new strategy which involved placing the customer at the centre of its product design process. A panel of European customers tests products developed by Carrefour's teams and assesses them. The taste and design of each product—as well as how easy it is to use—are closely examined by each "test family". Consumers then give the product a score which determines how well it fares.

If the score is too low, it is sent back to development. If it passes the test, it receives the "inspired, tested and approved by the Carrefour Test Panel®" logo.




360°

The Carrefour Test Panel's approach involves looking at all of the product's characteristics

In September 2011, close to 400 products bore this label in Carrefour stores in France, giving consumers a true guarantee of value for money. Between now and the end of 2012, 15,000 families in four countries (France, Belgium, Spain and Italy) will become the testing panel, checking 5,000 daily products. At the same time, Carrefour has started redesigning the packaging of its core market products, maximising their appeal and making them more practical, in accordance with the Group's environmental commitments. Nearly 1,000 products were redesigned in 2011 in France.





When you choose Carrefour, you know you're buying quality products.

A full basket, to please everyone's tastes.

A range of low-priced essential products

The Carrefour Discount range was launched in 2009 in order to meet a fundamental consumer need—optimise people’s purchasing power without compromising on the brand’s quality. The range is based around essential daily needs and features nearly 500 basic daily products, including grocery, fresh and frozen products as well as non-food goods. Following on from France, Belgium and Spain, Greece, Turkey and Indonesia launched the Carrefour Discount range in 2011. In France, a communications campaign featuring meals priced at €1 using Carrefour Discount products was used to prove Carrefour’s commitment to meeting consumers’ daily needs.



Ranges created by Carrefour for all needs

Carrefour has also developed a number of ranges that cater to customers’ specific preferences and needs with the emphasis on quality—on which its banners’ reputation is founded.



Carrefour has developed a gourmet range—Carrefour Selection—whose products combine taste and culinary refinement at affordable prices. Carrefour also offers authentic products from French regions, Reflets de France, while Terre d’Italia showcases traditional Italian products. Carrefour Baby (0-36 months) and Carrefour Kids (4-10 years old) feature high-quality food products that are nutritionally balanced and sold at extremely competitive prices. And in France, Spain, Italy and now Greece, Carrefour’s “No Gluten” range features a selection of suitable products for gluten-intolerant customers.



With its Carrefour Bio and Carrefour ECOplanet ranges, the Group is committed to ensuring that anyone can afford products that do not harm the environment. Carrefour was one of France’s forerunners for products coming from organic farming methods when it launched its “Boule Bio” (organic bread) in 1992; it gave a further boost to the sector in 1997 with its Carrefour Bio range.

Carrefour, a favourite brand among Argentines

Launched back in 1997 in Argentina, Carrefour is now one of the country’s most popular consumer brands. And in order to appeal to even more customers, 2011 saw the brand overhauling its product assortment. This involved a panel of external experts assessing the organoleptic qualities of the products, while Carrefour brand suppliers have been mobilized on developing the offer.

With an offering of nearly 2,300 food products throughout the world and a number of voluntary initiatives aimed at offering the best value, Carrefour has established itself as a major retail player in organic farming products.



Belgium has expanded its Carrefour ECOplanet range, (a range which is evidence of Carrefour's commitment to preserving the planet's biodiversity and its natural resources), while France and Spain have unveiled the new Carrefour ECOplanet packaging.

 **over 1,700**
fair trade products sold
throughout the world (national
brands and Carrefour products)

Customers' favourite brands at the best value

Carrefour has a wide selection of national brand products combining low-price with many special offers, in order to ensure that consumers are able to enjoy their preferred brands.

In France, throughout 2011 as part of the "Réponses Budget Famille" campaign (Solutions for the Family Budget), price reductions were proposed in every department—including on national brand products.

And in 2012, 500 national brand products are on sale at the lowest prices as part of the "Lowest price guarantee" campaign.



In other countries, such as Romania, where 2011 Carrefour celebrated 10 years of trading, the banner has implemented a number of promotional campaigns including two weeks of discounts with a different product family on special offer every day.

Carrefour's national brand products also bring innovation to the Group's stores and are the focus of special sales events—to the delight of its customers.

In Spain, in May 2011, Carrefour successfully implemented a beauty-themed sales campaign, showcasing the innovative cosmetics products developed by L'Oréal Paris. It involved a high-quality product staging which customers saw as soon as they entered the store. The Revitalift Total Repair 10 range was showcased and had everything to win over hypermarket customers. Other awareness-raising campaigns targeting good causes are held on a regular basis. Carrefour and Procter & Gamble joined forces to support a UNICEF campaign, raising enough money to vaccinate more than nine million people in seven different countries on three continents. Nearly three million mothers were vaccinated against tetanus and their children given protection by the organisation (an increase of 7% on the previous year) thanks to the help of more than 3,000 staff from both groups.



Fresh high-quality products: a major asset for Carrefour

The focus of a great deal of attention, Carrefour's fresh products make the difference and enhance the appeal of its stores. The offering is very wide and includes market produce, as well as delicatessen products, butchers' cuts, meats and fish. It showcases regional production, pleasing customers and supporting local economic development.

Desire for fresh products

Customers are expecting fresh products of the highest quality across all of the Group's formats. Its hypermarkets have a generous offering in the fruit and vegetable aisles and at the delicatessen stands. Market produce is also given pride of place in Carrefour supermarkets. Convenience and cash & carry stores, as well, make sure fresh produce is available.



The fresh produce areas in Carrefour hypermarkets are modelled on covered markets; they are easy to get around with wide aisles and open stalls. Customers will find a wide range of fruit and vegetables, including local, regional or organic products, sold either in bulk or in baskets. The area livens up according to the season and to special offers, inviting customers to taste regional products and meet local farmers. In each country, local specialities are offered, in order to keep with customers' consumer habits.

In China, live fish are on show in aquariums, while *dim sum* and other specialities are cooked on-site and offered to *gourmet* customers. In Brazil, for example, store employees make sure to present fruit and vegetables, in a ultra-fresh and appetising way.

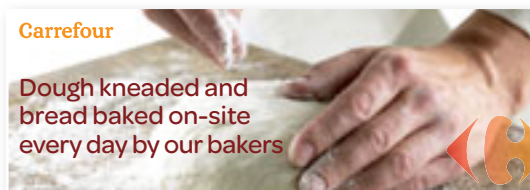
In France, in the delicatessen aisles, the traditional meat counter has a wide range of different meats, including Limousin Beef and Sisteron lamb.




In Spain, the Iberian ham cellars in the Carrefour *planet* stores have the very best cuts available throughout the peninsula. The bakery aisle is fragrant with the smell of freshly-baked bread, kneaded and baked on-site by a team of Carrefour bakers throughout the day using a wide range of recipes.

Carrefour

Dough kneaded and
bread baked on-site
every day by our bakers



A woman with dark hair, wearing a beige knit cardigan with a fur collar and a grey t-shirt, is smiling at the camera. She is holding a red bell pepper in her right hand and a brown Carrefour paper shopping bag in her left. The background is a grocery store aisle with various vegetables, including more red bell peppers and green peppers, on display. The lighting is bright and even.

**Eating quality fruit
and vegetables every day**
with Carrefour is easy.

Fresh products within easy reach...
Because they come from local
producers close to the store.

The commercial spirit

A wide range of services are available to simplify and delight customers' shopping trips. Fully qualified staff are on-hand to advise them at the various stands. "Intelligent" scales recognise fruit and vegetables and can be weighed quickly. In the meat and fish sections, customers can help themselves to meals that are prepared on-site and which are ready to take away. In Carrefour *planet* stores, the delicatessen areas feature a range of frequently-changing recipes that can be prepared on request. And in some stores, sushi bars propose Japanese specialities (sushi, maki, sashimi, etc.) that are prepared on-site and sold as ready-to-eat dishes.



Product lines you can trust

Carrefour's first Quality Line products were launched in 1992 and featured organic bread, with the guarantee that they had been produced using organic farming methods, recently introduced at the time. Carrefour's approach generated a great deal of interest and is still unique in France. Carrefour's Quality Lines involve entering into long-term partnerships with farmers/breeders, ensuring that the resulting products are of high quality and can be traced from the field to the plate.



In 2012, Carrefour is celebrating 20 years of its Quality Lines in partnership with around 20,000 farmers/breeders throughout France having developed more than 600 lines throughout the world. Among these are Verger de Beaumonts apples in France, Labrunier grapes in Brazil, bread made from spelt wheat in Belgium, trout in Romania and lettuce in Taiwan.



over 600
Carrefour Quality Lines
throughout the world



Robrecht De G.
Carrefour market customer
Belgium

«With Carrefour, I can be sure of being able to find fresh, seasonal products that have been grown only a few kilometres from where I shop.»



Stepping up its commitment to traceability, the main reason for introducing these lines, Carrefour has created a website in Brazil that is completely dedicated to product traceability (garantiadeorigem.com.br). Customers can now access it from their smartphones. All they have to do is scan the optical code on the product's packaging in order to find out everything about it—its origin, where it was produced, how it was transformed, what it's made of, etc. Fully transparent information made available to customers, ensuring that Carrefour scores extra points when it comes to trust.

Carrefour supports Limousine beef

The Group has entered into partnership agreements with farmers through its Quality Lines, as well as through contracts. These commit it to purchasing certain minimum annual volumes on a long-term basis from producers and breeders. In 2011, while taking part in the Paris International Agricultural show, Carrefour entered into a new agreement with Limousine beef producers—whom it has been partnering since 1996. The contract ensures that 1,170 beef producers in the west and centre of France will have long-term outlets for their livestock products. And it guarantees Carrefour customers the best tasting meat.

Commercial animation gets fresh

Throughout the world, various commercial campaigns are boosting footfall in Carrefour's fresh delicatessen product areas. In France, the "French fruit & vegetables" campaign of summer 2011 was designed to encourage people to eat fruit and vegetables, supporting French farmers in the process. In the long term, nearly 90% of all seasonal fruit and vegetables sold in Carrefour and Carrefour *market* stores are of French origin.



In Spain, Carrefour produced an educational brochure for its customers in order to support a campaign carried out by the Ministry for Sustainable Rural and Marine Development targeting the use of seasonal vegetables. And Carrefour Colombia decided to keep the prices down on a selection of its fresh delicatessen products throughout the year.


over 300
 Carrefour products from
 animals fed on GMO-free feed

Carrefour's non-food products, a multi-specialist offer

Keen to ensure that customers associate Carrefour hypermarkets with fun shopping trips and nice prices, the Group has embarked on a drive to overhaul its ranges and the way its non-food is organized: a high-quality and innovative multi-specialist with exclusive products that Carrefour has developed to please its customers.

Useful and leisure products

Carrefour's non-food offering has now been re-focused around the aisles that customers appreciate the most and its products are showcased in an attractive way. It is mainly structured around products for the home, bazaar, multimedia, textiles and beauty products. Carrefour's products and other major brands make up a varied and contemporary assortment at very interesting prices. The Group's hypermarkets are the main playing field of non-food products, while its supermarkets focus on essential items. Seasonal and festive events are used to supplement the non-food offering, with campaigns for gardening and outdoor products.



Carrefour's non-food offering

The Carrefour Home range features a wide range of tableware, storage facilities, indoor and outdoor decorations, linens and accessories. Customers can also find basic household items at knockdown prices in the Carrefour Discount range. In 2011, an exclusive selection of kitchen utensils was added to the Home range. Practical and cheerful at extremely affordable prices, this range includes 300 Carrefour-designed items.



In its bazaar section, Carrefour has a range of high-quality competitively priced products. These include luggage items, sports accessories, DIY products, car accessories, gardening tools and products for outdoor activities, as well as Christmas decorations.

Carrefour has increased the number of products in its electronic/photography/cinema/audio department with the launch in 2011 of a range of 10 essential household appliances in the Carrefour Discount range, including a coffee-maker and a vacuum cleaner, and other Carrefour products such as a tablet for Christmas gifts at the unbeatable price of €199 or Carrefour-branded headphones.



**Modern products
at low prices...**

What sweet music!

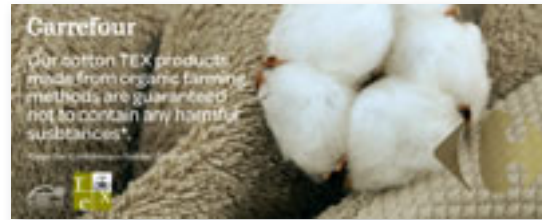
Make sure its customers have fun...
that's Carrefour's aim every day.

Tex, textiles by Carrefour

The Tex brand is designed to dress the whole family from new-borns to adults, and from head to toe, in France, as well as other countries throughout the world. The Tex Baby range features a number of childcare items.



Carrefour has decided to turn Tex into a leading affordable fashion brand. The unveiling of the spring/summer 2011 collection was the starting point for Tex's revitalization in France. In stores, the textiles area has been redesigned to look like a boutique and a wide-ranging communications campaign has set the tone: *Basic is beautiful*.



Tex items are timeless and of high quality, unfettered by changing fashions and suitable for all looks. Customers interested in organic textiles are not left out either. The Tex Bio range (organic textiles) features a wide range of products and colours for the whole family.

No more sandblasted jeans at Carrefour

Since September 2010, Carrefour prohibited the use of sandblasting on any of the textiles sold under its brand names, a decision that came into force in summer 2011. The decision reinforces Carrefour's commitment to respecting human rights in the workplace and its other initiatives in relation to the health and safety of its workers.



3,800 items
created for seasonal and permanent
collections in France



Cosmetics products given a makeover

Offer the best beauty products at the best prices—that is the goal that Carrefour has set itself with the launch of “Les Cosmétiques Design Paris”. In the wake of this initial symbolic act, the Group’s beauty product offering is being clarified. Alongside essential hygiene products bearing the Carrefour Discount name, the whole offering is now available under the new brand. The second challenge has been to reach different categories of women, breaking the offering down into five ranges with a total of 600 products: a makeup line and four other product lines for the body, face and hair care. For the brand launch in March 2012, everything was thought out—from the way in which products were staged in their particular area within the store to how they were arranged on the shelves, as well as the creation of a dedicated website and Facebook™ page.

With this new range of cosmetics, Carrefour is mobilising all its efforts to appeal to customers and stand out in the world of beauty products and retail.



A new complementary offering on the Internet

In its stores, Carrefour showcases a selection of major brands that are much sought after by consumers. It seeks out innovative products that can be sold at fair prices, maximising their appeal on the shelves to boost demand. In order to enhance and expand the product offering available to customers, Carrefour has decided to take the offensive on the Internet for its non-food offer in Brazil and in France, developing a specific product strategy. This was how the new carrefour.fr site with more than 15,000 new high-tech products and household appliances was launched, dramatically expanding the in-store offering. The brand new tablets, must-have smartphones, 3-D televisions, digital cameras, sat-navs, the latest IT equipment and even coffee-makers are all available at very attractive prices, promoted by regular special offers and flash sales which boost footfall.



An ultra high-performance search engine, facilities for comparing items and rankings of current top-selling products all make it easier to shop online. *À la carte* services—such as Carrefour’s “achat tranquille” (purchase with peace of mind) guarantee—give Internet users the assurances they need and the option of tracking their purchases from order to arrival via their own personal space on the website.

Carrefour's services, making customers' lives easier

A central feature of people's daily lives, Carrefour has developed a whole range of services that meet their everyday needs and make shopping easier. From financing solutions to leisure, these services—like all Carrefour offerings—combine quality with the lowest possible prices—yet more reasons to choose Carrefour.

Financial services that meet customer needs

Over the last 30 years, Carrefour's financial and insurance services have expanded considerably thanks to three assets: the complementary nature of the relationship between the hypermarket and financial services, the availability of its teams, and the accessibility of the offering. Carrefour strives to meet its customers' needs and expectations, and has a wide range of financing, savings and insurance services. These include its universal payment card, a range of personal loans

and credit options, savings products and car and home insurance, as well as complementary healthcare

and welfare. The banner is working on maximising the accessibility of its multichannel offering. In France, for example, it has sales outlets in all of its hypermarkets, a dedicated website and an integrated call centre. Carrefour now has more than 1,080 financial services branches and stands throughout the world, available to advise more than 15 million customers.

In 2011, this Carrefour subsidiary switched its name to Carrefour Banque in France and Carrefour Banca in Italy. Elsewhere in the world, Carrefour has been offering its Brazilian customers charge cards since 1989 and co-branded cards since 2008. Already present in 163 stores in the country, Carrefour's financial and insurance services are to be reinforced with the partnership signed with Itau Unibanco, Brazil's largest private bank. Carrefour is also developing its financial services in other European countries, such as Spain and Belgium, and on other growth markets, mainly in Argentina, Colombia and Indonesia. In 2011, for example, its Indonesian customers discovered its new financial services, the Carrefour Mega Card credit card and Carrefour Axa Assurance health and travel insurance.



over 1,080
agencies and financial service
stands throughout the world

Carrefour has a responsible attitude to banking and pays particular attention to ensuring that its customers' budgets are properly balanced and that they do not incur high levels of debt.

Carrefour's trade services

Carrefour Voyages (travel), Carrefour Spectacles (entertainment) and Carrefour Mobile (phone), alongside the Group's gas stations, its utility vehicle rental facilities and after-sales support are all services that enrich Carrefour's offering in the everyday lives of its customers and contributes to develop loyalty for the banner. In 2011, Carrefour Voyages celebrated its 20th anniversary in France—20 years of offering its customers holidays at the best possible prices. To celebrate, between March 28 and April 9, 2011, customers were able to take advantage of exceptional offers and try their luck at winning one of 20 trips that were up for grabs. In Spain, Carrefour Viajes is one of the leading travel agencies and is pursuing a growth policy. And Carrefour Argentina has introduced new in-store services, including telephone cards, a pharmacy and an eye care department—all operating under the Carrefour brand.



102
Carrefour Voyages
travel agencies
in France

Central to Carrefour, its customer service department

In France, as in other countries in which the Group operates, Carrefour's customer service department is responsible for developing and maintaining customer relations remotely in all stores throughout the country. It has more than 300 employees answering customers' requests by telephone, e-mail or post. In 2011, France's customer service department handled more than 5.3 million requests, involving greeting and listening to customers, managing their complaints and providing technical IT and telecoms assistance.



In-store savings and financial services on a daily basis, it's good to be able to count on Carrefour.



Carrefour trips at low prices to go on holiday with complete peace of mind.

Our commitments



Carrefour fulfils its role as a responsible retailer

each and every day. It has been committed to being a leading employer and a responsible company from the beginning. Therefore, Carrefour continually carries out actions benefiting its employees, its customers and all the stakeholders of its banners.



Fostering trust at Carrefour

Carrefour employees bring the company to life every day and are the reason customers place their trust in it. Acting as a responsible employer, developing employees' skills and promoting well-being through optimum organisation of work are the priorities of Carrefour's Human Resources policy, with a view to cultivating confidence in the company everyday.

A diverse workforce

With diverse business lines and a staff of people with diverse profiles, Carrefour is a company that opens its doors to all talent and gives everyone a chance. Young or senior, with or without a degree, beginner or experienced... Carrefour's employees, just like its customers, are all different. This diversity is a source of strength for the Group.



over 412,000
Carrefour employees
around the world

To cultivate diversity, Carrefour is committed to a policy of openness to all profiles and implements a recruiting approach suited to the candidates. Chats, webcam interviews and in-store career days help facilitate contact with Carrefour's teams and promote recruiting in the areas where the stores operate. In France, the opening of the hypermarket in Aubervilliers in April 2011 led to the creation of 150 positions under fixed-term contracts, all filled by local residents.



In India, 98% of store staff is recruited locally, including 15% young people without experience who receive on-the-job training at Carrefour. The selection process also places priority on relationships. Carrefour uses simulations in its hiring interviews, in partnership with the employment agency. This is a method which makes it possible to focus on the skills and personality of French candidates, who participate in simulations in the form of practical exercises. Finally, Carrefour is committed to helping people enter the workforce. Carrefour hired 4,000 workers under *professionalisation* or apprenticeship contracts in France and carried out 95 recruiting sessions at Chinese universities in 2011. In Argentina in 2011, Carrefour began the fourth edition of the *Sumando Voluntades por los Jóvenes con Futuro*, a programme aimed at securing employment for disadvantaged young people. Workforce integration also includes workers with disabilities. By the end of 2011, 9,719 employees with disabilities were working within the Group's various entities.




over 120
different careers
available worldwide

Committed, caring, positive

These values are the basis of actions carried out by Carrefour employees. They are naturally part of the Group's Human Resources policy, which is founded on equality of opportunity, progress and dialogue.

More equal gender representation with the "Women Leaders" programme

Diversity drives performance. This is the idea behind the "Women Leaders" programme launched in 2011 to promote women's careers and bring a more equal gender representation to management teams.

A young man with short dark hair, wearing a white short-sleeved button-down shirt with a Carrefour logo on the left chest and a lanyard around his neck, is smiling and looking to his right. He is holding a colorful box of 'Lazinho de Frango' (Chicken Lard) in his hands. The box features a stylized landscape with a sun, mountains, and a river, and the text 'Lazinho de Frango' is written on it. The background is a blurred supermarket aisle with shelves of products.

Showing our customers
and employees that we care,
that's the Carrefour spirit.

A passion for trade is what underlies
all of Carrefour's activities.

Developing talent

Listening to our customers, understanding the changes in their lifestyles and meeting their needs as closely as possible are essential for a retailer like Carrefour. This is why training for employees, throughout their entire career, is so important. It helps employees increase their skills and further their expertise, and is instrumental in supporting a change of business line or promotion. This process is founded upon the Carrefour People Model, which defines the leadership principles and core competencies regarding the Group values, and upon the HR Fundamentals, a reference tool of best human resources practices shared with all the stores.



Using an approach that identifies each employee's potential and facilitates the development of his or her career, Carrefour offers opportunities that combine the employee's desires with the needs of the company.

Diplomas for employees

In France in particular, employees without degrees can earn certificates that are recognised in the retail sector as a way to demonstrate their expertise in the profession. In 2011, 2,094 people with work/study contracts completed training at French hypermarkets to obtain the Trade Employee professional certificate.

The possibilities are numerous: change in responsibility, business line, region, country or business unit. Training and career development are closely connected. In 2011, nearly 50% of the Group's managers have risen up through the internal promotion. In China, a "butcher school" training programme offered in 15 cities led to the delivery of 274 diplomas in six months. In France, the "EvoluPro" training programme allowed interested employees to take languages courses to improve their mastery of French. In Belgium, like in other Group countries, section supervisors and assistants had the option of attending the Carrefour Academy to earn an operations manager diploma.

Working conditions that are respectful for all

Every employee the world over wants to feel good in his or her job and working environment. In each Group country, Carrefour's Human Resources team takes measures to guarantee a workplace atmosphere and working conditions that are welcoming and respectful of all, thereby cultivating the optimum state of mind for business. Carrefour remains in touch with its employees' needs and promotes an optimum balance between work life and personal life.



(1) Or nearly 5.7 million hours of training provided throughout the Group.

The pooling of work schedules, which allows check-out staff to plan their worktime in accordance with their wishes and customer traffic, has been introduced in over 200 stores in France and tested in Belgium. An agreement signed for the supermarkets in France also provides for a pilot inter-company child day-care system, for cities with several Carrefour *market* stores. In Spain the Carrefour Life programme, which offers activities for employees and their families, has 19,000 members, including 6,000 who joined in 2011. Employees receive training and information on safety, nutrition and ways to fight psychosocial risks with the “Conflict Management” module in France and “Employee Well-Being” module in Taiwan. All of these measures promote the well-being of Carrefour’s employee.

Open dialogue with employees

For Carrefour, discussion and dialogue are key vectors of the confidence it maintains with its customers and employees. The Human Resources team introduces a wide range of measures to better understand employees and to allow them to express their needs. Throughout the entire Group, employees are invited to take part in an annual interview with their managers to assess the past year, set new goals and examine their career development objectives. At collective level, anonymous consultation sessions are held each year with a representative sample of the staff. They help identify areas for improvement and facilitate the development of action plans. In 2011, in addition to the Listening to Staff surveys launched over 20 years ago, Carrefour carried out a comprehensive opinion survey to assess employee motivation and commitment, as well as the company’s attractiveness as an employer. Carrefour also places dialogue with staff representatives among its core priorities. In 2011, social dialogue was very active, leading to the signing of collective agreements and a great deal of progress benefiting employees. In Poland, 141 open house events allowed trade union representatives to meet with Carrefour employees. The various meetings of the European Consultation and

Information Committee, created in 1990 to bring together Carrefour’s European social partners, have made it possible to maintain wide-ranging and constructive discussions on social issues benefiting both the company and its staff. Conciliation procedures were also quite active in the Group’s growth markets in 2011. Carrefour is the first group to open a space for trade union dialogue in Colombia, leading to the creation of the country’s first Carrefour trade union in 2011. In China, Carrefour signed 80 trade union agreements in 2011, covering minimum wage and company insurance, working time, training, and occupational health and safety.



Professional elections in Colombia

For the first time in this country, the cooperation between UNI America and Carrefour made it possible to introduce true union representation. Thousands of workers joined, with a view to electing their union representatives at 50 stores in 20 cities in Colombia.

Consuming with confidence

From the farm to the fork, Carrefour is committed to the quality, traceability and safety of its products. Carrefour's goal is to offer delicious and high quality products, respecting the environment, products customers can trust.

Quality and safety: the DNA of Carrefour products

All the ranges developed for the Carrefour brand comply with demanding quality and safety standards. Carrefour's quality approach covers all the steps in the product's lifecycle, from its conception by the Group's quality teams, who are assisted in some cases by recognised experts (nutritionists and scientists), and its production by the supplier in compliance with strict specifications, to supplier audits during its listing and the product's annual monitoring plan.



40,689

quality inspections of imported non-food products



Customer testers
Panel Test Carrefour®

Safety is guaranteed by several procedures aimed at detecting any potential non-compliance: periodic analyses by independent laboratories, a monitoring network, and dialogue with consumers, the administration, stores and suppliers. In the event of a non-compliance that requires a product recall, an entirely digital alert system informs French stores in real time. The continuous product improvement approach is based on customer feedback gathered via the customer-service department and, since 2011, a panel of customer testers who evaluate Carrefour's core products for many criteria: quality and practicality of the packaging, comprehensibility of the labels, use of the product, taste and effectiveness. The Panel Test Carrefour® provides customers with a valuable guarantee of product quality for Carrefour products.

Balanced nutrition in every department

With 100 million customer households throughout the world, Carrefour is naturally committed to nutrition and the Group works to promote balanced nutrition for all. In particular, Carrefour takes action through its wide offering of low-priced quality products, such as the Carrefour Discount range, which makes balanced nutrition affordable to all. The Group also launches awareness-raising campaigns aimed at its customers, and works to improve Carrefour product recipes, reformulating them to reduce the quantities of salt, sugar and fat. The clear nutritional information displayed on these products allow consumers to choose the products that are right for them.



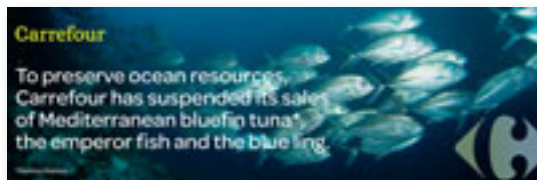
A photograph of a woman with short grey hair, wearing a brown and white checkered apron over a grey tank top, smiling as she holds a grey bowl filled with red sauce. She is wearing a white oven mitt on her left hand. A young boy with dark hair, wearing a green polo shirt and khaki shorts, stands with his back to the camera, looking up at the woman. They are in a modern kitchen with a light-colored countertop and dark wood cabinets. On the counter, there are various items including a bottle of green juice, a bowl of lemons, and a white mug. Large windows in the background offer a view of green trees and a bright sky.

Preparing great dishes with quality products for everyone to enjoy—
from the young to the young at heart.

Eating well while consuming responsible and eco-friendly products.

Responsible ranges

Carrefour makes high-quality, eco-friendly products accessible to its customers. With nearly 2,300 food products worldwide, the Carrefour Bio brand, launched in 1997, meets the expectations of a consumer base that increasingly looks for organic foods produced in environmentally responsible ways. In 2005, Carrefour began offering non-food organic references such as textiles and household linens. Then in 2006, Carrefour launched the Carrefour ECOplanet range, which was developed to help protect the environment. This range now has 124 references. Carrefour ECOplanet diapers are made of renewable materials and are the first diapers sold in mass retail in France to receive the NordicSwan label, the official eco-label of Scandinavian countries which is recognised by ADEME, the French energy management agency. In non-foods, this range was expanded in 2011 to include toys made from natural materials from sustainability forests, decorated with water-soluble paints and packaged with recycled materials. A growing number of Carrefour ECOplanet products are made from recycled materials, and some include cutting-edge biotechnologies, such as cleaning products for cars, and furniture designed with a natural surfactant of bacterial origin, developed by the CNRS, which offers a high degree of biodegradability. In food products, Carrefour ECOplanet mainly consists of seafood with Marine Stewardship Council (MSC) certification, which guarantees responsible fishing practices, and Forest Stewardship Council (FSC), which guarantees forest-preservation efforts.



In addition to the MSC labelled products, which includes 39 references in France, Carrefour is committed to responsible fishing practices to preserve ocean resources. Its approach is particularly advanced in France, where Carrefour has been reviewing its procurement sources in partnership with the WWF for the past 10 years. In this regard, Carrefour has suspended its sales of Mediterranean bluefin tuna, stopped selling deep-sea fish like the emperor fish and the blue ling, and reduced its sales of grenadiers and cutlass fish.



GMO-free: the precautionary approach

In 1996, Carrefour became the first retailer to adopt a precautionary approach to Genetically Modified Organisms (GMOs). For over 10 years now, no Carrefour-brand food product in Europe has contained GMOs. In Brazil, together with many local partners, the Group created traceable and GMO-free soya meal networks. Each year, 200,000 tonnes of GMO-free soya are produced in Brazil to feed animals in the Carrefour Quality Lines or Carrefour brand products, or over 300 products bearing the GMO-free label. In France, Carrefour is the only retailer to have taken this initiative, which has been welcomed favourably by consumer organisations and NGOs, including the WWF. It was a visionary step: on July 1, 2012, labelling of non-GMO foods will enter into force throughout France.

Products from quality lines

Offering quality products at the best price, using the products of local producers and guaranteeing them long-lasting outlets: these are the goals of the Carrefour Quality Lines. Emblematic of Carrefour's sustainable development approach, its fresh-product lines (meat, fish, cheese, fruit and vegetables) offer economic, social and environmental benefits.



In 2012, Carrefour celebrates the 20th anniversary of its Carrefour Quality Lines, its partnership with producers that includes 602 lines worldwide. In 2011, new products lines have been added: nectarines and peaches in Greece, grapes and apples in Turkey, "bee tomatoes" in Taiwan, trout in Belgium, potatoes in Romania, and more.



Carrefour takes its efforts further by offering Brazilian consumers access to information on the traceability of products from its Garantia de Origem lines. Using the code printed on the packaging, they can access detailed information including the name of the farm and producer, location of the farm and the days the product is sown, harvested and packaged. At the end of 2011, 150 products from 360 suppliers had been added to the online traceability tool.



5,000

page views per month at
www.garantiadeorigem.com.br

Customers and employees meeting CQL producers

In 2011, with a view to learning more about the characteristics of the various Carrefour Quality Lines, employees of Brazilian stores visited sites where Garantia de Origem products are made. The production of pears, oranges and trout no longer hold any secrets for these employees, who are now better able to provide information to customers as they shop. In certain regions, customers were also able to meet with the producers of Garantia de Origem products. The Don Pedro store in Campinas invited its customers to learn about a vine tomato producer in the region of Mogi Guaçu, and certain customers of the Champagnat store in Curitiba visited a vegetable producer.

Contributing to protecting the environment

As a responsible retailer, Carrefour takes action to reduce the environmental footprint of its operations. Throughout the entire value chain, from procurement to activities at the store, the Group is introducing more and more measures to preserve biodiversity and natural resources, fight climate change and grow its business with respect for the environment.

Carrefour helps to preserve forests

In 2010, with 15 years' experience working to promote responsible forest management and having achieved recognised results, Carrefour decided to add a new dimension to its responsible procurement policy to reach for a new ambitious goal: towards zero deforestation by 2020.

The responsible procurement policy is now applied throughout the entire Group, including in countries

directly affected by deforestation, and extends to all products and media that can have an impact on forest management. These include furniture and paper

for catalogues, packaging and cash-desk receipts, as well as products containing items whose production can affect forests. Carrefour makes priority use of paper from forests with certification from the Forest Stewardship Council (FSC), produced with respect for the environment and local populations. In 2011, the Group stepped up its requirements by asking the suppliers of its European central purchasing office to sign its wood charter. In particular, they must undertake to ensure that their supply is legal and to respect human rights. The effectiveness of this proactive strategy has been recognised—Carrefour ranked no.1 among responsible retailers in WWF France's 2012 wood monitoring report. Another example: Carrefour has significantly reduced the paper weight of the catalogues and magazines it distributes in Europe. They are now printed on paper composed of nearly 95% recycled wood fibres or from certified forests, and the Group is aiming to meet 100% by the end of 2012. Moreover, the packaging of the Carrefour products is subject to a volunteer eco-conception policy. The packaging is designed to be both practical for the customer and respectful of the environment.




The Group's commitment to responsible forest management also concerns its palm oil procurement approach since the intensive production of this product can lead to deforestation. In response to these challenges, Carrefour set itself an ambitious goal: use only sustainable palm oil for all of its own-brand products by 2015. In 2010, Carrefour began compensating its purchases of palm oil for its own-brand products by buying GreenPalm certificates. These certificates help finance the development of production networks in the countries where palm oil is produced. Over 400 food and cosmetics references are now covered by these certificates.



Moreover, the first Carrefour products containing certified palm oil are already available on store shelves. In the second half of 2012, Carrefour will take this commitment even further and offer the first Carrefour products containing certified sustainable palm oil as defined by the Roundtable on Sustainable Palm Oil (RSPO).

Palm oil: approach recognised by the WWF

In November 2011, WWF France published a report on the progress and challenges in Indonesia in the framework of the "Palm oil, from deforestation to necessary sustainability" project. This report highlights Carrefour's actions to develop its international strategy concerning sustainable palm oil. Its approach with regard to small Indonesian producers who comply with sustainability standards is given particular focus.

A woman with long dark hair, wearing a brown patterned shirt and large earrings, is looking at a closed refrigerated display case in a grocery store. Her right hand is resting on the handle of the case. The case is filled with various food items, including boxes of cereal and bags of snacks. The background shows other shelves in the store.

Closed refrigeration units: an important step in protecting the environment.

Shop while protecting the planet

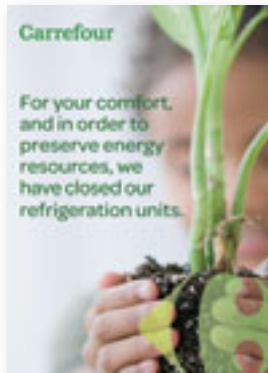
—customers can also trust Carrefour to help them do that.

The Group's action to reduce the impact of its commercial operations

In keeping with its goal of improving the Group's energy efficiency by 30% per square metre of sales area by 2020 (compared with 2004 levels), Carrefour is rolling out a large number of initiatives aimed at reducing greenhouse gas emissions and fighting climate change more effectively.



The best practices of the store energy efficiency programme are being rolled out throughout the Group. Centralised technical management is being developed



For your comfort, and in order to preserve energy resources, we have closed our refrigeration units.

in France, Italy and India. Carrefour France is testing closed-door refrigeration cases, an innovation that generates a 17% energy savings while improving customer comfort and was acknowledged in the 2011 LSA Innovation Awards. Argentina and India have adopted LED lighting, and Carrefour Indonesia has inaugurated the country's first store equipped solely

with LED lighting in partnership with Philips. The second-leading source of Carrefour's carbon emissions after electricity is hydrofluorocarbon (HFC) refrigerant fluid. The Group has developed an action plan aimed at eliminating the use of HFC fluids in its new refrigeration facilities by 2015 and achieving a 40% reduction in the emissions of stores in four European countries (France, Spain, Italy and Belgium) by 2020 compared to 2009 figures.

Logistics optimisation is another key factor in the fight against climate change, considering the merchandise flows generated. To this end, Carrefour places priority focus on alternative modes of transport (waterway, rail and multimodal). In Italy for example, the rail transport used daily to route merchandise from the north to the south of the country saved 26% in carbon emissions in 2011. Carrefour France inaugurated the first 100% electric lorry, is testing the use of hybrid vehicles, rolling out a fleet of 130 silent lorries, and is investing in lorries compliant with Euro IV and V standards as well as beam lorries to optimise loading. But backhauling has been particularly effective in reducing the number of kilometres travelled by empty vehicles in France, Italy and Argentina.

The first hybrid lorries in France

Hybrid lorries are advantageous in that they have both a diesel engine and an electric engine. In France, Carrefour began using the first lorries of this kind for deliveries to its city-centre stores in 2011. These "next generation" vehicles reduce greenhouse gas emissions and noise disturbances during merchandise delivery by 20%.



Waste reduction and recycling

Reducing waste and optimising waste recycling are major commitments for Carrefour. The Group is committed to withdrawing all free disposable plastic checkout bags at its hypermarkets and supermarkets by the end of 2012. This was already achieved in Europe in 2011, and is in progress in Brazil and Argentina, where over one million reusable bags have been distributed to get the movement started. Throughout the world, Carrefour has been raising its customers' awareness of the importance of sorting and recycling by putting pictograms and waste sorting advice on the packaging of its own-brand products. Spreading information among employees about eco-friendly habits and the introduction of waste-sorting in stores helps improve recycling results.



Plastic bags to be eliminated in Italy

On January 1, 2011, Carrefour stopped selling disposable plastic bags in Italy, and a wide-scale information campaign aimed at promoting the use of reusable bags among customers was launched: *Carrefour, per un mondo più verde* (Carrefour, for a greener world).

Integrating stores into their environment

Everywhere around the world, Carrefour is dedicated to reducing the environmental impact of its operations and works to improve the design and operations of its stores. In France, Carrefour Property, which now manages a part of the European property holdings, is working to design worksites in compliance with the *Chantier Vert* charter, which requires ordering parties, suppliers and service providers to limit construction-related disturbances and apply environment-protection measures from design to delivery of the site. The projects are also designed in a sustainable construction approach, as with the Carrefour shopping centre in Chambourcy, the Carrefour *market* in Auterive and the new shopping hub in La Chapelle Saint-Luc, which aims at dual High Environmental Quality (HEQ) certificate, and a “good” rating from BREEAM, the international reference for the environmental quality of buildings. The Carrefour *market* in Mondonville, the first HEQ certified supermarket in France, achieved significant energy savings during its first year of operation: 57% for lighting and 62% for heating. In Argentina, the EcoAmiga stores meet this same objective: develop responsible commerce at all levels of the store.

Working closely with our partners

Everywhere it operates, Carrefour develops relationships of trust with its suppliers, plays a part in local development and works closely alongside local communities.

Partner to SMEs and local producers

Carrefour promotes local procurement by creating strong partnerships with its suppliers of fresh produce and products sold under its brand, such as its local ranges Reflets de France and Terre d'Italia. To offer its customers Carrefour Quality Line products, the Group works with producers, introducing contractual commitments on duration and purchase volumes ahead of production.

This approach makes it possible to delight consumers while

ensuring the economic development of an area and its production networks. To form successful and long-term relationships, Carrefour offers a number of training programmes to its suppliers, for example in Colombia and India, and continues to roll out its sustainable development self-assessment tool.

Carrefour product suppliers can use this tool to evaluate their own sustainable development practices, compare their results to the sector average and introduce concrete action aimed at achieving more respon-

sible trade. At the end of 2011, the tool was rolled out in all the Group's countries. Regular inspections of suppliers are carried out to measure progress, and reward the most remarkable results with the Carrefour Sustainable Development Awards. In the 2011 awards, recognition went to the organic flour used to make the organic bread, and the eco-design of Carrefour quilts and pillows.



20,000

partner producers in the Carrefour Quality Line network in France



6,300

Carrefour product supplier sites worldwide use the self-assessment tool



Franck D.
Carrefour Quality Line for veal, Isère, France

"Carrefour's quality standards are very high. Thanks to this partnership, I have been able to expand my operations. The volume that Carrefour guarantees me gives me peace of mind and lets me make future plans."



The Group helps its suppliers to understand and apply regulations and, before entering into a trade relationship with them, requires that they adhere to the *Carrefour Social and Ethical Charter*, which is founded on the principles of the Declaration of Human Rights, the International Labour Organisation, the Global Compact and the code of the Global Social Compliance Programme (GSCP). Social audits make it possible to verify its compliance and introduce any corrective action needed. 1,205 social audits performed in 2011.

Direct purchases from small-scale fruit and vegetables producers

As soon as it can, Carrefour in China carries out direct purchases from local farmers without relying upon the usual intermediaries. This approach provides them with fair compensation for their produce as well as new outlets, while meeting customers' growing demand for fresh products at the best price. Since 2008, this programme has benefited over 950,000 farmers, who have sold over 220,000 tonnes of produce to Carrefour.

Driving local life

Carrefour's local procurement strategy helps drive the economy and ensure employment in the places the Group operates. Local recruiting makes Carrefour stores into important sources of employment: each hypermarket employs an average of 400 people.

Carrefour's 5,100 convenience stores bring life and create social ties in neighbourhoods and villages. Carrefour is committed to promoting education. Its sponsorship programme *One Store, One School* in India, for example, gives families hope for the future and strengthens ties between the banner and local communities.

Serving the disadvantaged

In all the countries in which it operates, Carrefour puts its skills at the service of solidarity through its Corporate Foundation at international level or at country level through initiatives conducted by staff. The Carrefour Foundation supports the work of local organisations in areas related to the Group's expertise: food programme, through the donation of products, in-store collection drives, the opening of social grocery stores and the implementation of nutrition programmes for the disadvantaged; professional integration through training, support with micro-lending, assistance for job seekers and the creation of agricultural products lines; and emergency aid with the organisation of Group teams and logistics during natural disasters affecting local communities. In 2011, the Carrefour Foundation supported 38 projects in 13 countries.

Carrefour

Stores showing solidarity. The equivalent of 84 million meals donated each year to local charitable organisations in France.



For more information, see the Carrefour Foundation's 2011 Annual Report at www.fondation-carrefour.org.

Governance





Board of Directors

The Board of Directors is a collective body which represents all shareholders and acts in the company's interest in all circumstances. The Board makes sure its membership is balanced and its operating procedures are appropriate in order to act in the company's interest and fulfil its missions. The Board of Directors sets Carrefour's business strategies and objectives and oversees their implementation, deliberates on all matters pertaining to the proper operation of the company and settles all relevant issues. In particular, the Board conducts any controls and audits it deems fit, including audits of company management and the fairness of the financial statements, reviews and approves the financial statements, and ensures that quality financial information is provided to shareholders and markets.

Membership of the Board of Directors

The Board of Directors is chaired by Georges Plassat.

Robert Halley Honorary Chairman

Georges Plassat Chairman and Chief Executive Officer

Born on March 25, 1949. French.

Appointment date: May 23, 2012

(proposed for ratification on June 18, 2012).

Term of office proposed for renewal on June 18, 2012.

Georges Plassat is a graduate of the École Hôtelière de Lausanne and Cornell University in the United States. He worked for Casino Group from 1983 to 1997, as Marketing Director, then subsequently as Chief Executive of the Group's catering division (1988-1990), Chief Executive of Casino France (1990-1992), Managing Director (1992-1994), Vice-Chairman of the Management Board (1994-1996), then Chairman of the Management Board (1996-1997) of the Casino Group. He then joined the Carrefour group as Executive Director for Spain and Chief Executive of Pryca (1997-1999). In 2000, he became Chairman of the Management Board of Vivarte Group (formerly the André Group), and subsequently its Chairman and Chief Executive Officer in 2004. On April 2, 2012, Georges Plassat joined Carrefour as its Chief Operating Officer. He was named Chairman of the Board and Chief Executive Officer of Carrefour on May 23, 2012.

Sébastien Bazin Vice-Chairman

Born on November 9, 1961. French.

Number of shares held in the Company: 1,000.

Appointment date: July 28, 2008.

Term of office renewed on May 4, 2010.

From 1985 to 1990, Sébastien Bazin worked first for the Clore Group, then for the Painewebber Group in New York, San Francisco and London. From 1990 to 1992, he was Deputy Director of Hottinguer Rivaud Finances in Paris. Between 1992 and 1997, he served as Managing Director of Immobilière Hôtelière SA. From 1997 to 1999, he was CEO of Colony Capital SAS. Since 1999, he has been Principal, Managing Director of Colony Europe.

Other appointments:

Principal, Managing Director of Colony Europe, Chairman and CEO of SESE (Société d'Exploitation Sports et Événements) and HSE (Holding Sports et Événements), Board member of Accor, Edenred, Moonscoop IP, La Tour Réseau de Soins (Switzerland) and Permanence de la Clinique de Carouge (Switzerland), Managing Director of Sisters Soparfi SA

(Luxembourg), member of the Supervisory Board of ANF (Les Ateliers du Nord de la France), Chairman (SAS) of Colillkirch France SAS, Colfilm, Bazeo Europe SAS and Colony Capital SAS, Managing Director (SAS) of Toulouse Canceropole and COLSPA SAS, Manager (SARL) of CC Europe Invest, Manager of Nina (SCI) and La Tour SARL (Switzerland), Member of the Supervisory Board of the Gustave Roussy Foundation.

René Abate*

Born August 27, 1948. French.

Number of shares held in the Company: 10,000.

Appointment date: July 28, 2008.

Term of office renewed on April 28, 2009.

René Abate is a graduate of the École Nationale des Ponts et Chaussées and the Harvard Business School. He began his career as an engineer with the New York Port Authority in 1970, then joined BCG in 1974 where he was a consultant in the fields of strategy and organisation to large companies in various sectors, notably in fast moving consumer goods, food and specialty retailing. He served successively as Senior Vice-President, responsible for overseeing the firm in France; Group Chairman for Europe; and World Executive Committee member, positions from which he resigned in 2006. He currently acts as Senior Advisor. Mr. Abate's term as director of Carrefour will not be proposed for renewal on June 18, 2012.

Other appointments:

Managing Partner of Delphen SARL; Member of the Board of Directors of Atos Origin and of Laboratoire Français du Fractionnement et des Biotechnologies.

Bernard Arnault

Born on March 5, 1949. French.

Number of shares held in the Company: 1,000.

Appointment date: July 28, 2008.

Term of office renewed on June 21, 2011.

Bernard Arnault began his career as an engineer at Ferret-Savinel. In 1974, he became the company's Construction Manager, rising to Managing Director in 1977 and Chairman and CEO in 1978. He held this position until 1984, when he became Chairman and Chief Executive Officer of Financière Agache SA and Christian Dior SA. He reorganised Financière Agache as part of a growth strategy focused on prestigious brands, with Christian Dior serving as the cornerstone of the new structure. In 1989, he became the majority shareholder of LVMH Moët

*Independent person.

Hennessy-Louis Vuitton, thereby creating the world's leading luxury group. He became its Chairman in January 1989.

Other appointments:

Chairman and CEO of LVMH Moët Hennessy-Louis Vuitton SA, Chairman of the Board of Christian Dior SA, of Louis Vuitton for Creation (Corporate Foundation), Chairman of Groupe Arnault SAS, Member of the Board of Directors of Christian Dior Couture SA, Société Civile du Cheval Blanc, LVMH Moët Hennessy-Louis Vuitton Inc. (USA), LVMH Moët Hennessy-Louis Vuitton Japan KK, and a Member of the Supervisory Board of Lagardère SCA.

Nicolas Bazire

Born on July 13, 1957. French.

Number of shares held in the Company: 1,000.

Appointment date: July 28, 2008.

Term of office renewed on April 28, 2009.

Term of office proposed for renewal on June 18, 2012.

Nicolas Bazire was a junior official and later public auditor at France's Cour des Comptes. In 1993 he became Cabinet Director for French Prime Minister Édouard Balladur. He served as a Managing Partner at Rothschild & Cie Banque from 1995 to 1999, when he was named Chairman of the *Conseil des Commanditaires*. He has been Managing Director of Groupe Arnault SAS since 1999.

Other appointments:

Managing Director of Groupe Arnault SAS, Member of the Board of Directors of LVMH Moët Hennessy-Louis Vuitton, Atos Origin and Suez Environnement, and Member of the Supervisory Board of Rothschild & Cie Banque SCS.

Jean-Laurent Bonnafé

Born on July 14, 1961. French.

Number of shares held in the Company: 1,000.

Appointment date: July 28, 2008.

Term of office renewed on June 21, 2011.

An engineering graduate of the École Polytechnique and École des Mines, Jean-Laurent Bonnafé joined BNP Group in 1993 in the Major Corporate Customers Division. After serving as Head of Strategy and Development from 1997, he oversaw the merger process between BNP and Paribas. In 2002, he became Head of French Retail Banking, Director of Networks for French Retail Banking and a member of the BNP Paribas Executive Committee. In 2008, Mr. Bonnafé was appointed Chief Operating Officer and managed the Group's retail banking activities. Jean-Laurent Bonnafé was appointed Chief Executive Officer of BNP Paribas on December 1, 2011.

Other appointments:

Member of the Board of Directors and Chief Executive Officer of BNP Paribas, Director of BNP Paribas Personal Finance, BNL-Banca Nazionale del Lavoro (Italy) and BNP Paribas Fortis.

Thierry Breton*

Born on January 15, 1955. French.

Number of shares held in the Company: 1,000.

Appointment date: July 28, 2008.

Term of office renewed on May 4, 2010.

Thierry Breton graduated from the Paris École Supérieure d'Électricité (Supelec), an engineering school, and the Institut des Hautes Études de Défense Nationale (IHEDN, 46th class), a security studies institute. In 1986, he became Project Manager of the Poitiers Futuroscope theme park, then

headed its teleport operations. He later served as an advisor to Education Minister René Monory in the area of new information technologies. He also sat on the Poitou-Charentes Regional Council from 1986 to 1992, serving as Vice-Chairman from 1988. He then joined Bull as Director of Strategy and Development before becoming Deputy Managing Director then Chief Operating Officer. After joining the Group's Management Board in February 1996, he was successively named Vice-Chairman and Chief Executive Officer. Appointed CEO of Thomson (1997-2002) then Chairman and CEO of France Telecom (2002-2005), he was France's Minister for the Economy, Finance and Industry between February 25, 2005 and May 16, 2007, before becoming a professor at Harvard University (USA) for "Leadership, Corporate Accountability". He then became Chairman of the Management Board of Atos Origin in November 2008.

Other appointments:

Chairman and CEO of Atos Origin.

René Brillet*

Born on August 1, 1941. French.

Number of shares held in the Company: 270,250.

Appointment date: July 28, 2008.

Term of office renewed on June 21, 2011.

The former Carrefour Managing Director for Asia, René Brillet began his career as a radio officer in the Merchant Marine in 1968. In 1972 he joined Carrefour and successively held the positions of Chief Accountant in Italy and Brazil, then of Store Manager and Director of Organisation and Methods while still in Brazil. In 1981, he moved to Argentina as Executive Director and then to Spain, where he was in charge of operations from 1982 to 1985, and finally to France, which he managed from 1986 to 1995. In 1996 he was appointed Managing Director for Europe and then Managing Director for Asia in 1998, a position he held until February 28, 2004.

Other appointments:

Member of the Board of Directors of Électricité et Eaux de Madagascar.

Charles Edelstenne*

Born on January 9, 1938. French.

Number of shares held in the Company: 1,000.

Appointment date: July 28, 2008.

Term of office renewed on May 4, 2010.

An independent accountant and a laureate of IFEC (accounting association), Charles Edelstenne joined Dassault Aviation in 1960 as Head of the Financial Studies Department. Serving, successively, as Deputy Corporate Secretary, Corporate Secretary and Vice-President, Economic and Financial Affairs, Mr. Edelstenne was appointed to the Board of Directors in 1989, then elected Chairman and Chief Executive Officer in 2000, a position he still holds.

Other appointments:

Chairman and CEO of Dassault Aviation SA, Chairman of the Board of Directors of Dassault Systèmes, Member of the Supervisory Board of the Groupe Industriel Marcel Dassault SAS, Member of the Board of Directors of Thales SA, Sogitec Industries and SABCA (Belgium), Chairman of Dassault Falcon Jet Corporation (USA), Chairman of Dassault International Inc. (USA) and Manager of ARIE and ARIE 2, NILI and NILI 2.

Diane Labruyère-Cuilleret*

Born on November 27, 1968 French.

Appointment proposed on June 18, 2012.

A graduate of HEC Paris, UC Berkeley and Fundação Getulio Vargas in São Paulo, she began her career with the Agence Française de Développement,

*Independent person.

managing agro-industrial projects in Portuguese-speaking Africa. She was then recruited by the PARIDOC purchasing centre, where she developed its Research and Marketing department. From there, she moved to Carrefour to become Director of Purchasing and Product Marketing. In 2002, she founded the Institut Robin des Bois (Robin Hood Institute) in Geneva, a private foundation financing projects, primarily in Africa, in the fields of health, education and microfinance. In 2007, she joined the family business Labruyère & Eberlé, where she continues to expand its food distribution activities.

Other appointments:

President of the Institut Robin des Bois, Member of the Board of Directors of Fondation Antenna Technologies (Geneva).

Mathilde Lemoine*

Born on September 27, 1969. French.

Number of shares held in the Company: 2,000.

Appointment date: May 20, 2011.

Term of office proposed for renewal on June 18, 2012.

After obtaining a PhD in Economics, Mathilde Lemoine began her career as a post-graduate researcher (ATER) and then teaching assistant for the Healthcare Economics and Management Chair at the French Political Science Foundation (from 1996 to 1999). In 2000, she was the economist and general secretary for the French Economic Observatory (OFCE) before serving as technical advisor for macroeconomic and globalisation issues for the Foreign Trade Minister from 2002 to 2005. She was also the foreign trade and globalisation advisor for the ministers of the Economy, Finance and Industry (2004-2005). She then served as the advisor on macroeconomics and taxation for the Prime Minister (2005-2006). Since 2006 she has been the Economist and Director of Economic Research and Market Strategy at HSBC France and the Economist for the HSBC Group. She is also a member of the French Council of Economic Analysis (CAE) and the French National Economic Commission (CEN) and Professor at the Institut d'Études Politiques in Paris. Member of the second "Commission pour la libération de la croissance" and rapporteur of the Climate and Energy Conference, Mathilde Lemoine has published numerous articles on national and international economic trends as well as on structural transformations.

Bertrand de Montesquiou*

Born on July 1, 1947. French.

Appointment proposed on June 18, 2012.

Bertrand de Montesquiou is a graduate of the École des Hautes Études Commerciales (1969). He continued his education at the Faculté des Lettres et Sciences Humaines de Nanterre and at the Université de Paris Dauphine. From 1972 to 1980 he worked for the Paris Stock Exchange as portfolio manager for Roth le Gentil-Varangot, then for Sellier, where he became Proxyholder in 1976 and was awarded a professional certification as Stockbroker in 1977. In 1980, he joined the family-owned retail group Guyenne et Gascogne, Carrefour's partner in the south-west and in Spain, where he served as an attaché to the company's general management. He was appointed Chief Executive Officer in 1983, Chairman and Chief Executive Officer in 1986, and has served as Chairman of the Management Board since 1996. He is also Vice-Chairman and Chief Executive Officer of Sogara SAS and Vice-Chairman of Centros Comerciales Carrefour (Spain).

Georges Ralli*

Born on July 23, 1948. French.

Appointment proposed on June 18, 2012.

Georges Ralli holds a post-graduate qualification in Banking and Finance from the Université de Paris-V, and is a graduate of the Institut d'Études Politiques de Paris (economics and finance section) and the Institut Commercial de Nancy. He joined Crédit Lyonnais in 1970 where he served in several management positions until 1981 (General Accounting Research Department responsible for monitoring regulatory ratios and consolidation procedures for the Group's Alsace Regional Department in charge of corporate customers—Financial Affairs Department responsible for the primary equity market business). In 1982, he served as Secretary of the Commission for the Development and Protection of Savings. Then, from 1982 to 1985, he was Director of the Financial Negotiations Department at Crédit du Nord (primary equity and bond markets, mergers and acquisitions, proprietary investment). He joined Lazard in 1986 to develop its primary equity markets business. He joined the mergers and acquisitions department in 1989, becoming managing partner in 1993 then jointly heading the mergers and acquisitions department of Lazard LLC starting in 1999. Since 2000, Georges Ralli has been Managing Director and Deputy Chairman of the Lazard LLC Executive Committee (USA). In 2006, he was appointed Co-Chairman of Lazard's European Investment Banking Committee, simultaneously serving as head of Maison Française until 2010. As Chairman of Maison Lazard SAS**, until this year he managed the European Mergers and Acquisitions business. He continues to manage the European asset management and private banking businesses (President of Lazard Frères Gestion and Lazard Wealth Management Europe).

Other appointments:

*Chairman of Lazard Frères Gestion SAS, Managing Partner of Compagnie Financière Lazard Frères SAS, Lazard Frères SAS**, Lazard Frères Gestion SAS, Member of the Board of Directors of Chargeurs SA, Silic SA and Véolia Environnement SA, Member of the Supervisory Board of VLGI SAS**, Deputy Chairman and Managing Director of Lazard Group LLC (USA), Chief Executive of Lazard's European Investment Banking Business** (USA), Co-chairman of Lazard's European Investment Banking Committee** (USA), Chairman of the Advisory Board of Lazard GmbH** (Switzerland), Member of LFCM Holding LLC (USA), Advisory Committee of Lazard BV** (Belgium), European Advisory Board of Lazard** (USA), Member of the Board of Directors of Lazard Wealth Management Holding SL (Spain), of LAZ-MD Holding LLC (USA), Lazard Asesores Financieros SA** (Spain), Lazard AB** (Sweden), Lazard & Co Srl** (Italy) and Lazard Investments Srl** (Italy).*

*** Positions which will be abandoned during 2012.*

Amaury de Seze*

Senior Independent Director

Born on May 7, 1946. French.

Number of shares held in the Company: 12,500.

Appointment date: July 28, 2008.

Term of office renewed on June 21, 2011.

Amaury de Seze began his career in 1968 at Bull General Electric. In 1978 he joined the Volvo Group where he held the positions of CEO, Chairman and CEO of Volvo France, Chairman of Volvo Corporate Europe, Member of the Executive Committee of the Volvo Group and Member of the Renault Volvo Strategic Committee. He joined the

*Independent person.

Paribas Group in 1993 as a Member of the Management Board of Compagnie Financière de Paribas and of Paribas Bank, in charge of equity holdings and industrial affairs, and then served as Manager of the Equity Holdings Division of BNP Paribas Bank. He served as Chairman of PAI Partners from 1998 to December 2007.

Other appointments:

Vice-Chairman of Power Financial of Canada, Board Member of BW Group, Bruxelles Lambert Group, Erbe, Pargesa Holding SA, Suez Environnement and Imerys, Member of the Supervisory Board of PAI and Publicis Groupe.

Anne-Claire Taittinger*

Born on November 3, 1949. French.

Number of shares held in the Company: 1,000.

Appointment date: July 28, 2008.

Term of office renewed on May 4, 2010.

Anne-Claire Taittinger graduated from the Institut d'Études Politiques de Paris, and holds a Master's degree in urban sociology and an advanced degree in urban development from the Centre de Perfectionnement aux Affaires. She began her career in 1976 at the Caisse des Dépôts et Consignations as head of urban development

operations at the Société Centrale d'Équipement du Territoire. She joined the Louvre Group in 1979 as Corporate Secretary, then became Chairman and CEO of Compagnie Financière Deville. She was successively Chairman and CEO of Compagnie Financière Leblanc and of ELM-Leblanc, Vice-Chairman and CEO of the Industrial Division of Deville, Chairman and CEO of Parfums Annick Goutal France USA and then of Baccarat. She became CEO and subsequently Chairman of the Management Board of the Société du Louvre in 1997. In 2002 she became Chairman of the Management Board of the Taittinger Group as well as CEO of its subsidiary, the Louvre Group, in conjunction with the separation of functions of Chairman of the Board and CEO. She left these positions in July 2006 upon a change in the shareholder base at the Taittinger Group.

Other appointments:

Director and Chairman of the Appointments, Remuneration and Corporate Governance Committee of Club Méditerranée, Director of Financités and the IFA (Institut Français des Administrateurs), member of the Supervisory Board of Planet Finance, Chairman of SAS Le Riffroy, Chief Executive Officer of SAS DFT Immobilier.

The Committees of the Board of Directors

The Board of Directors has three specialised committees: the Accounts and Audit Committee, the Compensation Committee and the Nominations Committee.

Accounts and Audit Committee

The Committee's duties include particularly monitoring the process of preparing financial information, the effectiveness of the internal control and risk management systems, the auditing of the annual and consolidated financial statements by the statutory auditors and the independence of the statutory auditors. The Committee examines all issues relating to financial statements and financial documents: choice of accounting reference data, forecasts, analytical results, prudential standards, the calculation of profitability and all accounting issues with a methodological significance or likely to give rise to potential risks. The membership of the Committee is as follows:

Chairman: Mathilde Lemoine*.

Members: Sébastien Bazin, René Brillet*.

Compensation Committee

The Compensation Committee is particularly responsible for reviewing all issues relating to the personal status of corporate officers, including remuneration, pension benefits, company subscription or purchase options and provisions governing the departure of members from the company's management and representative bodies. It reviews the terms, amounts and allocation basis of stock-option plans. It also reviews the conditions for allocating free shares. It is consulted on the remuneration policy for top management. The membership of the Committee is as follows:

Chairman: Thierry Breton*.

Members: Sébastien Bazin, René Brillet*.

Nominations Committee

The Nominations Committee is particularly responsible for proposing to the Board of Directors the Chairman's nomination. In consultation with the Chairman, it is also charged with recommending candidates for Chief Executive Officer and, if applicable, Chief Operating Officer to the Board of Directors. The Committee assesses the chairman's performance outside of his or her presence. It evaluates the Chief Executive Officer's performance and, if applicable, that of the Chief Operating Officer, outside of the presence of the interested parties. It is also responsible for reviewing preparatory measures for the transition to the corporate officers' new term of office. It makes recommendations to the Board of Directors on the appointment of committee chairmen and members. It is also charged with assessing Directors' independence and reporting its findings to the Board of Directors. If necessary, the Committee reviews situations that result in a director's repeated absence. It also assists the Board of Directors in adapting Carrefour's corporate governance practices and assessing their operation. It examines the Chairman's draft report on corporate governance and any other document required by law or regulations. With the Chairman, it prepares for Shareholders' Meeting discussions regarding proposals for Director nominations.

The membership of the Committee is as follows:

Chairman: Anne-Claire Taittinger*.

Members: René Abate (until June 18, 2012), Nicolas Bazire

* Independent Director.

Consolidated financial statements

The 2010 comparative information presented in this report has been restated to reflect the classification of discontinued operations in accordance with IFRS 5. These restatements are described in Note 4 of the 2011 Financial Report.

The Consolidated Financial Statements are presented in millions of euros, rounded to the nearest million. As a result, there may be rounding differences between the amounts reported in the various statements.

Consolidated income statement

(in millions of euros)	2011	2010 ⁽¹⁾	% change
Net sales	81,271	80,511	0.9%
Loyalty programme costs	(816)	(774)	5.5%
Net sales net of loyalty programme costs	80,455	79,737	0.9%
Other revenue	2,309	2,103	9.8%
Total revenue	82,764	81,840	1.1%
Cost of sales	(64,912)	(63,969)	1.5%
Gross margin from recurring operations	17,852	17,871	(0.1%)
Sales, general and administrative expenses	(13,969)	(13,494)	3.5%
Depreciation, amortisation and provisions	(1,701)	(1,675)	1.5%
Recurring operating income	2,182	2,701	(19.2%)
Non-recurring income and expenses, net	(2,662)	(999)	-
Operating income	(481)	1,703	(128.2%)
Finance costs and other financial income and expenses, net	(757)	(648)	16.9%
<i>Finance costs, net</i>	<i>(482)</i>	<i>(545)</i>	<i>(11.6%)</i>
<i>Other financial income and expenses, net</i>	<i>(275)</i>	<i>(103)</i>	<i>167.6%</i>
Income before taxes	(1,238)	1,055	(217.4%)
Income tax expense	(1,002)	(610)	64.3%
Net income from companies accounted for by the equity method	64	34	88.7%
Net income from continuing operations	(2,176)	479	(554.7%)
Net income from discontinued operations	2,580	90	-
Net income for the year	404	568	(28.9%)
Group share	371	433	(14.3%)
of which net income from continuing operations	(2,202)	340	(746.8%)
of which net income from discontinued operations	2,573	93	-
Attributable to non-controlling interests	33	135	(75.8%)

(1) Restated, see Note 4 in the 2011 Financial Report.

Basic income per share

(in euros)	2011	2010	% change
Income from continuing operations per share	(3.35)	0.50	na
Income from discontinued operations per share	3.91	0.14	na
Basic income per share – Group share	0.56	0.64	(11.6%)

Diluted income per share

(in euros)	2011	2010	% change
Income from continuing operations per share	(3.35)	0.50	na
Income from discontinued operations per share	3.91	0.14	na
Basic income per share – Group share	0.56	0.64	(11.6%)

Calculation details are provided in Note 15 in the Financial Report 2011.

Consolidated statement of comprehensive income

(in millions of euros)	2011	2010 ⁽¹⁾
Net income for the year	404	568
Effective portion of changes in the fair value of cash flow hedges ⁽²⁾	(14)	(13)
Change in the fair value of available-for-sale financial assets ⁽²⁾	(2)	2
Exchange differences on translating foreign operations ⁽³⁾	(324)	651
Other comprehensive income after tax	(340)	639
Total comprehensive income	64	1,208
Group share	72	1,014
Attributable to non-controlling interests	(9)	194

(1) Restated, see Note 4 in the 2011 Financial Report. (2) Presented net of the tax effect (see Note 16 of the 2011 Financial Report for details). (3) The negative net exchange difference on translating foreign operations in 2011 mainly reflects the decline in the Brazilian, Polish and Turkish currencies against the euro during the period.

The effect of reclassifying to the income statement gains and losses on cash flow hedges and available-for-sale financial assets is presented in Note 12 in the 2011 Financial Report. The deconsolidation of operations in Thailand and the Dia sub-group (see Note 3 –Significant events– in the 2011 Financial Report) led to the reclassification to the income statement of cumulative negative exchange differences of 26 million euros, reported in the consolidated income statement under “Net income from discontinued operations”.

Consolidated statement of financial position

(in millions of euros)	12/31/2011	12/31/2010
ASSETS		
Goodwill	8,740	11,829
Other intangible assets	966	1,101
Tangible fixed assets	13,771	15,297
Investment property	507	536
Investments in companies accounted for by the equity method	280	256
Other non-current financial assets	1,433	1,542
Consumer credit granted by the financial services companies – long-term	2,236	2,112
Deferred tax assets	745	766
Non-current assets	28,676	33,440
Inventories	6,848	6,994
Commercial receivables	2,782	2,555
Consumer credit granted by the financial services companies – short-term	3,384	3,444
Other current financial assets	911	1,811
Tax receivables	468	621
Other assets	969	1,043
Cash and cash equivalents	3,849	3,271
Assets held for sale ⁽¹⁾	44	472
Current assets	19,254	20,210
TOTAL ASSETS	47,931	53,650
SHAREHOLDERS' EQUITY AND LIABILITIES		
Share capital	1,698	1,698
Consolidated reserves and (loss)/income for the year	4,919	7,886
Shareholders' equity – Group share	6,617	9,584
Shareholders' equity attributable to non-controlling interests	1,009	979
Total shareholders' equity	7,627	10,563
Long-term borrowings	9,513	10,365
Provisions	3,680	3,188
Consumer credit financing – long-term	419	493
Deferred tax liabilities	586	560
Non-current liabilities	14,198	14,605
Short-term borrowings	2,159	2,715
Suppliers and other creditors	15,362	16,796
Consumer credit financing – short-term	4,482	4,527
Tax payables	1,319	1,298
Other payables	2,785	2,824
Liabilities related to assets held for sale ⁽¹⁾	0	321
Current liabilities	26,106	28,481
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	47,931	53,650

(1) Assets held for sale and related liabilities correspond:

– in 2010, to certain assets and liabilities in Italy and Russia, certain Dia Spain assets and liabilities associated with operations in Thailand (see Note 3 in the 2011 Financial Report);
– in 2011, to shares in the Altis Group which was accounted for by the equity method in 2010 (see note 3 in the 2011 Financial Report) and certain assets in Italy.

Consolidated statement of cash flows

(in millions of euros)	2011	2010 ⁽¹⁾
(LOSS)/INCOME BEFORE TAXES	(1,238)	1,055
CASH FLOWS FROM OPERATING ACTIVITIES		
Taxes	(712)	(589)
Depreciation and amortisation expense	1,795	1,740
Capital gains and losses on sales of assets	(155)	(74)
Change in provisions and impairment	2,643	771
Dividends received from companies accounted for by the equity method	26	12
Impact of discontinued operations	217	478
Cash flow from operations	2,577	3,392
Change in working capital requirement	(117)	(729)
Impact of discontinued operations	(111)	158
Net cash from operating activities (excluding financial services companies)	2,348	2,821
Change in consumer credit granted by the financial services companies	(229)	(84)
Net cash from operating activities	2,118	2,736
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisitions of property and equipment and intangible assets ⁽²⁾	(2,330)	(1,832)
Acquisitions of financial assets	(30)	(46)
Acquisitions of subsidiaries	(41)	(97)
Proceeds from the disposal of subsidiaries	7	15
Proceeds from the disposal of property and equipment and intangible assets ⁽³⁾	495	196
Proceeds from disposals of investments in non-consolidated companies	21	51
Investments net of disposals	(1,878)	(1,712)
Other cash flows from investing activities ⁽⁴⁾	151	(274)
Impact of discontinued operations ⁽⁵⁾	1,329	(320)
Net cash used in investing activities	(398)	(2,307)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from share issues	37	17
Acquisitions and disposals of investments without any change of control	(13)	218
Dividends paid by Carrefour (parent company)	(708)	(740)
Dividends paid by consolidated companies to non-controlling interests	(103)	(124)
Change in treasury stock and other equity instruments ⁽⁶⁾	(126)	(943)
Change in current financial assets	853	221
Issuance of bonds	500	1,978
Repayments of bonds	(1,442)	(1,000)
Other changes in borrowings	(190)	(71)
Impact of discontinued operations ⁽⁵⁾	23	101
Net cash used in financing activities	(1,170)	(344)
Net change in cash and cash equivalents before the effect of changes in exchange rates	551	86
Effect of changes in exchange rates	27	(115)
Net change in cash and cash equivalents	578	(29)
Cash and cash equivalents at beginning of period	3,271	3,300
Cash and cash equivalents at end of period	3,849	3,271

(1) Restated, see Note 4 in the 2011 Financial Report.

(2) The increase expenditure on property and equipment and intangible assets in 2011 corresponds mainly to store remodelling costs to support deployment of the new hypermarket format in Europe.

(3) Disposals of property and equipment and intangible assets in 2011 include the sale of a portfolio of 97 supermarket properties ("Chambolle transaction", see Note 3 in the 2011 Financial Report).

(4) Including changes in amounts due to suppliers of non-current assets (increases of 206 million euros in 2011 and 159 million euros in 2010).

(5) The impact of discontinued operations in 2011 corresponds to the distribution of shares in the Dia sub-group and completion of the sale of operations in Thailand (see Note 3 in the 2011 Financial Report).

(6) The net cash outflow of 943 million euros in 2010 concerns the purchase and subsequent cancellation of 25,566,716 Carrefour shares under the shareholder-approved buyback programme.

Consolidated statement of changes in shareholders' equity

(in millions of euros)	Share capital	Translation reserve	Fair value reserve ⁽¹⁾	Other consolidated reserves and net income for the year	Shareholders' equity—Group share	Non-controlling interests	Total shareholders' equity
Shareholders' equity as of December 31, 2009 (restated)	1,762	180	(38)	8,212	10,116	798	10,914
Restatement related to corrections of errors				(45)	(45)		(45)
Shareholders' equity as of January 1, 2010 (restated)	1,762	180	(38)	8,168	10,072	798	10,870
Net income for the year				433	433	135	568
Other comprehensive income after tax		598	(17)		581	58	639
Total comprehensive income	0	598	(17)	433	1,014	194	1,207
Share-based payments				25	25		25
Treasury stock (net of tax) ⁽²⁾	(64)			(871)	(935)		(935)
2009 dividend payment				(740)	(740)	(102)	(842)
Change in capital and additional paid-in capital				0	0	31	31
Effect of changes in scope of consolidation and other movements	0			148	148	59	207
Shareholders' equity as of December 31, 2010 (restated)	1,698	778	(55)	7,162	9,584	979	10,563
Net income for the year				371	371	33	404
Other comprehensive income after tax		(320)	(6)	27	(299)	(42)	(340)
Total comprehensive income	0	(320)	(6)	398	72	(9)	64
Share-based payments				29	29		29
Treasury stock (net of tax)				(73)	(73)		(73)
2010 dividend payment				(708)	(708)	(105)	(813)
Distribution of Dia shares ⁽³⁾				(2,230)	(2,230)		(2,230)
Change in capital and additional paid-in capital					0	36	36
Effect of changes in scope of consolidation and other movements ⁽⁴⁾				(56)	(56)	107	51
Shareholders' equity at December 31, 2011	1,698	458	(61)	4,521	6,617	1,009	7,627

(1) This item comprises:

- the effective portion of changes in the fair value of cash flow hedges;
- cumulative changes in the fair value of available-for-sale financial assets.

(2) Including the effect of the share buyback plan announced on April 15, 2010. Under the shareholder-approved plan, a total of 25,566,716 shares were bought back on the market during 2010 and subsequently canceled on December 13, 2010, for an amount of 923 million euros.

(3) Impact of the distribution of Dia shares on July 5, 2011 (see Note 3 in the 2011 Financial Report).

(4) Including the impact of changes in financial liabilities for put options written over non-controlling interests in subsidiaries.



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