2021 Universal Registration Document

GROUPE Casino
NOURISHING A WORLD OF DIVERSITY

Contents

AUTORITÉ DES MARCHÉS FINANCIERS
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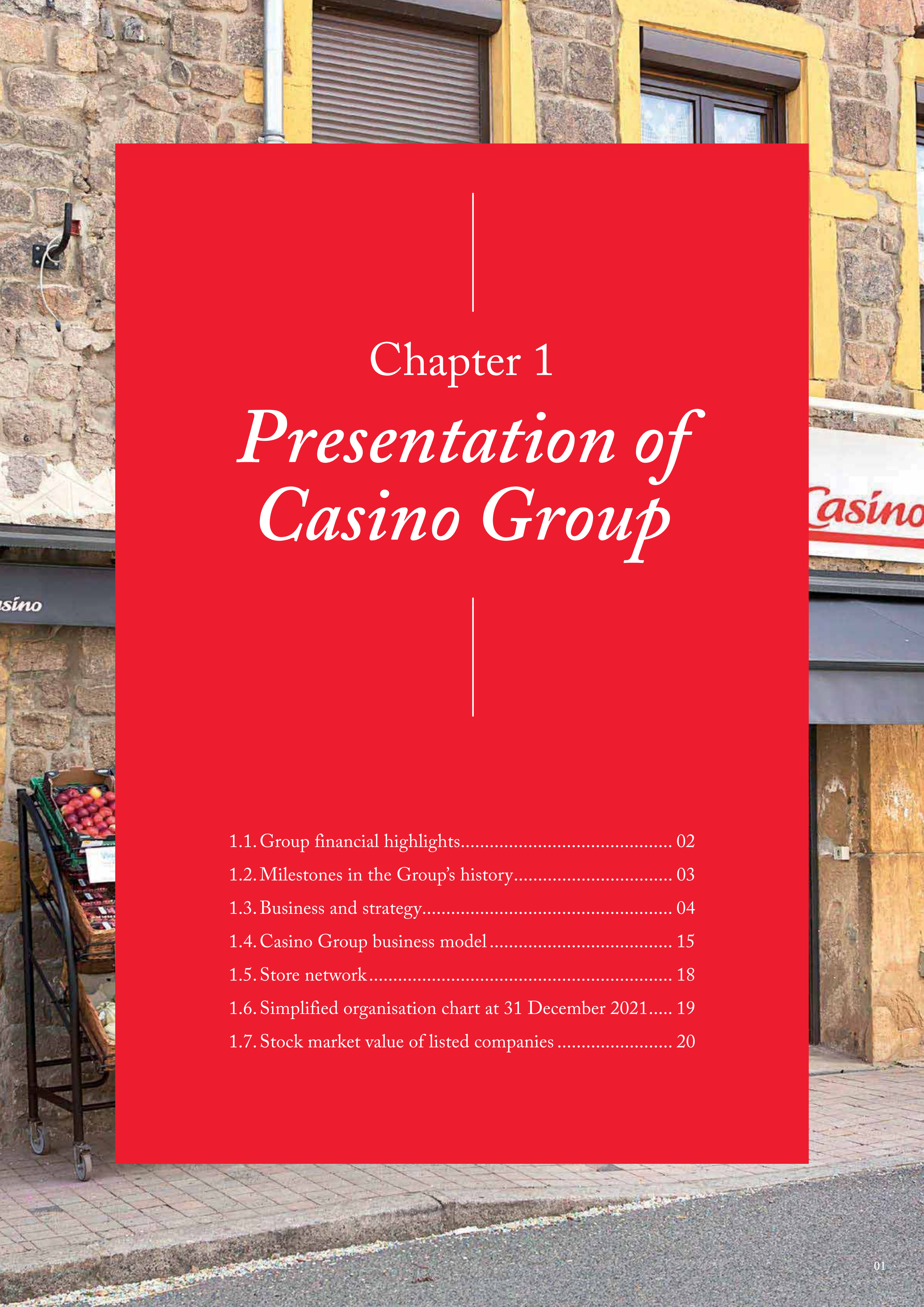


Chapter 1

Presentation of Casino Group

1.1. GROUP FINANCIAL HIGHLIGHTS

The Group's financial performance in 2021

Continuing operations *(€ millions)*	**2021**	2020 (restated)	2021/2020 reported change	2021/2020 CER change[1]
Net sales	30,549	31,912	-4.3%	+0.1%
EBITDA[2]	2,527	2,738	-7.7%	-4.7%
Trading profit	1,193	1,422	-16.1%	-12.5%
Net profit (loss) from continuing operations (Group share)	(275)	(374)	n.m.	n.m.
Net profit (loss) from discontinued operations (Group share)	(254)	(516)	n.m.	n.m.
Consolidated net profit (loss) (Group share)	(530)	(890)	n.m.	n.m.
Underlying net profit[3] (Group share)	94	266	-64.6%	-59.6%
Underlying diluted earnings per share	0.54	2.15	-75.1%	-69.4%

(1) CER: constant exchange rates. Change in net sales is presented on an organic basis, excluding fuel and calendar effects.
(2) EBITDA = Trading profit + amortisation and depreciation expense. See Note 5 Segment information, page 78.
(3) Underlying net profit corresponds to net profit from continuing operations adjusted for the impact of other operating income and expenses and the impact of non-recurring financial items as well as tax expense/benefits related to these adjustments and the application of IFRIC 23 rules. See section on alternative performance indicators on page 34.

Debt and equity

(€ millions)	**2021**	2020 (restated)
Equity (before appropriation)	5,638	6,165
Net debt[1] after IFRS 5	5,060	3,914
Net debt to EBITDA ratio	2.0 x	1.4 x

(1) See Note 11 Financial structure and finance costs, page 114.

Gross capital expenditure

(€ millions, continuing operations, excl. disposal plan)	**2021**	2020 (restated)
Capital expenditure		
▪ of which France	(458)	(436)
▪ of which Latam Retail	(574)	(422)
▪ of which E-commerce (Cdiscount)	(102)	(81)
TOTAL	**(1,135)**	**(939)**

1.2. MILESTONES IN THE GROUP'S HISTORY

1898-1998 The foundations of Casino Group

The Group's origins date back to 1898, when Geoffroy Guichard created Société des Magasins du Casino and opened the first store in Veauche, in central France. In 1901, Casino created France's first private label. The network quickly expanded in the Saint-Étienne region, around Clermont-Ferrand and on the Côte d'Azur. In 1939, the Group managed nine warehouses, 20 plants and 2,500 outlets.

From the 1950s onwards, the Group began to diversify its formats and activities. It successively opened its first self-service store, its first Casino supermarket and its first Géant hypermarket before creating the Casino cafeterias.

Starting in the 1980s, Casino Group began strengthening its operations in France and refocusing on its core business as a retailer in response to an increasingly competitive environment in retailing. In 1992, it acquired the Rallye "hypermarkets, supermarkets and cafeterias" retail activities. In 1997, the Group acquired a stake in Monoprix-Prisunic and took control of the Franprix-Leader Price banners.

1998-2015 International expansion and deployment in E-commerce

As the year 2000 approached, Casino Group was one of France's leading retailers and was poised to expand its international operations. Between 1998 and 2002, the Group acquired a number of retailers based in Latin America, South East Asia and the Indian Ocean region. In France, it consolidated its positioning in convenience and discount formats.

In 2000, the Group acquired a stake in Cdiscount, an online retailer.

At the same time, it developed complementary businesses with the creation of Banque Casino (now FLOA Bank) in 2001. In 2005, the Group's shopping centre properties in France were spun off through the creation and initial public offering of the Mercialys property company.

Casino Group, which already held half of Monoprix's share capital, took full control of the banner in 2013.

2015-2021 Structuring, simplification and consolidation of Casino Group

In 2015, Casino Group changed its organisation by merging all its businesses in Latin America and announced a plan to reduce its debt by €4 billion. In 2016, it sold its activities in Asia (Thailand and Vietnam).

In 2018, the Group decided to strengthen its positioning in buoyant formats, categories and geographies in France. It concentrated particularly on premium and convenience banners, as well as E-commerce and the development of new value-creating businesses. Focusing on these strategic priorities, the Group launched a vast plan in 2018 to dispose of non-strategic assets. The objective under this plan was raised in 2019. Concurrently, the Group implemented a plan at the end of 2018 to close or dispose of loss-making stores.

In 2019, Casino Group finalised a refinancing plan for France. In Latin America, it concluded its project to simplify its structure and also announced the completion of the sale of Via Varejo in Brazil.

Since 2020, the strengthened positioning of the business in E-commerce and premium and convenience banners has intensified with the Covid-19 pandemic, which has accelerated the transition towards a new consumption model. The Group's banners are developing their E-commerce solutions and expanding their home delivery offering through existing partnerships with Ocado and Amazon, and new collaborations with delivery specialists such as Deliveroo and Uber Eats in 2020 and Gorillas in 2021.

In 2021, the Group continued to pursue other strategic alliances such as signing a five-year partnership with Intermarché in France, in the area of purchasing, digital and international services. In the area of technology, the Group is forging an alliance with Accenture and Google Cloud in order to step up its digital and technological development.

In Latin America, the Group's restructuring activities reached a new level in 2021 with the spin-off and listing of Assaí, allowing Assaí and GPA to optimize the potential of their respective cash & carry and more traditional food distribution activities. This reorganization was completed by the announcement of a project by GPA to sell 70 Extra hypermarkets to Assaí with a view to converting them to the cash & carry format.

1.3. BUSINESS AND STRATEGY

Casino Group ranks as a major food retailer in France and Latin America. Multi-format, multi-banner and multi-channel, it had a total of 11,525 stores at 31 December 2021. Its model is built on five pillars: (i) a portfolio of buoyant formats in France; (ii) a leading food and non-food E-commerce offering; (iii) the development of new growth drivers; (iv) significant shareholding in major retailers in Latin America; and (v) strengthening of the Group's structure through major financial and strategic plans.

The Group reports its results in three segments: France Retail (Monoprix, Franprix, Casino Supermarkets and Géant Casino, Convenience and Other), E-commerce (Cdiscount) and Latam Retail (GPA, Assaí, Éxito, Disco Uruguay and Libertad food banners).

In 2021, the Group recorded consolidated net sales of €30.5 billion, down 4.3% as reported, up 0.1% on an organic basis[1] and down 0.4% on a same-store basis[1]. Underlying net profit from continuing operations, Group share came to €94 million for the year, down 65% as reported and down 60% at constant exchange rates.

1.3.1. A portfolio of buoyant formats in France

In France, Casino Group stands out for its portfolio of buoyant formats encompassing a mix of premium, convenience, supermarket and hypermarket banners. At 31 December 2021, Casino Group comprised 8,318 stores in France, including 6,069 franchises.

The food retail sector in France has for several years been undergoing profound changes due to a shift in consumer habits and regional trends. Consumers nowadays have new expectations with regard to the environment, such as product traceability and animal welfare, but also to practicality, leading to major changes in their consumption habits. They tend now to prefer urban convenience formats. Economic and demographic territorial trends are highly uneven from one region to another, with major urban hubs mainly situated in the Île-de-France, Rhône-Alpes and Provence Alpes Côte d'Azur areas of France, where the Group has a particularly strong presence.

In this context, Casino Group is concentrating on the buoyant premium and convenience formats and reducing its exposure to discount stores. In November 2020, the Group completed the sale to Aldi France of 545 Leader Price stores, 2 Casino supermarkets and 3 warehouses.

Casino Group is now the leader in urban convenience and premium formats through its banners Monoprix, Naturalia and Franprix. It is also a leading player in Paris, the Greater Paris region and in other major French cities.

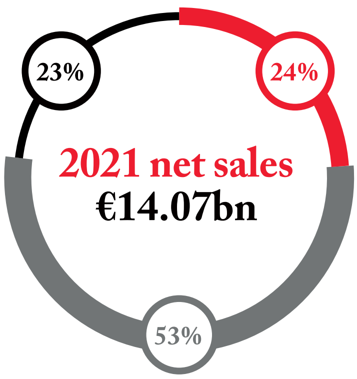
France Retail recorded net sales of €14,071 million in 2021 and trading profit of €535 million, of which €484 million generated by the retail banners (excluding GreenYellow and property development).

The France Retail segment accounts for 46% of the Group's net sales and 45% of its trading profit.

Casino Group has a market share of 7.7%[2] in its domestic market.

(1) Excluding petrol and calendar effects.
(2) Value of Kantar P13 2021 market share, cumulative annual average.

Breakdown of France Retail net sales[1] by format
(at 31 December 2021)



24% **Hypermarkets** (o/w Géant)

53% **Urban and service** banners (Monoprix and Supermarkets o/w Casino Supermarchés)

23% **Convenience** banners (Franprix and Casino Proximités)

PREMIUM AND CONVENIENCE FORMATS

Monoprix

Monoprix is the leading omni-channel city-centre retailer. Its aim is to increase everyone's accessibility to finer products by providing its customers with a differentiated offering and innovative services. At end-2021, the store base comprised 838 points of sale in France and abroad.

The banner's expertise in city-centre retailing is reflected in the prime positioning of its stores in all French towns and cities. Monoprix stores are designed to cater to an active urban clientele. They stand out for their range of private-label products with a strong identity and a highly on-trend, quality non-food offering.

Monoprix has developed other store formats:

- Naturalia is the leading retailer specialising in natural and organic products in the Paris region, with 249 stores in France offering nearly 10,000 organic items in total;
- Monop' is an ultra-convenience concept. Its highly practical stores provide a varied offering that meets basic daily needs while also providing for pleasure purchases. Monop' operates in busy urban areas and on motorways. Its stores cater to an active and urban clientele;
- Monop'Daily combines fast food with ultra-fresh products. With an average selling area of 50 to 100 sq.m., it offers a broad range of snacks, ready meals, dairy products, beverages, fruit and desserts, enabling customers to choose a different menu every day.

Monoprix has also expanded its range of services through three main avenues: (i) health, through "Santé Au Quotidien" spaces dedicated to health and well-being, with advice from a qualified pharmacist and a range of CBD products; (ii) local products, both food and non-food, from less than 100km away, and (iii) a sustainable mobility offering including bikes, kick scooters, a service station and a range of accessories (helmets, connected devices and fashion accessories).

Monoprix has gained leading expertise in food E-commerce by forging partnerships with key players (see section 1.3.2). Through its partnership with Ocado, Monoprix was able to launch its Monoprix Plus service, leveraging disruptive technology for next-day delivery. The O'Logistique warehouse, which has been in operation since May 2020, offers a top-quality service which can prepare a basket of 50 items in just six minutes. Its product range has been expanded and product shortages have been reduced. Given the success of Monoprix Plus, Monoprix extended this service to Naturalia with the launch of Naturalia Marché Bio at the end of August 2021.

Together with Amazon, Monoprix is positioning itself in express delivery of under two hours in Paris, Nice, Lyon, Bordeaux and since 2021, in Montpellier and Strasbourg. Monoprix is now Amazon's sole partner for grocery home delivery through its Monoprix and Naturalia stores following the discontinuation of Amazon's own delivery service.

To meet the growing demand, Monoprix has also entered into partnerships with Deliveroo (in 2020) and Uber Eats (in 2021) for 30-minute delivery options. In November 2021, Monoprix also announced a new strategic partnership in quick commerce with Gorillas, offering deliveries in around ten minutes.

In addition, Monoprix continues to focus on innovation, with the opening in April 2021 of its first pedestrian and bicycle pick-up point in Paris, under the "Monoprix, Click and Collect" banner. With more than 28,000 products available for collection directly from stores, this new concept allows customers to collect groceries ordered on the Monoprix Plus site and prepared by the Ocado warehouse.

The banner also launched the Monopflix loyalty programme at the end of August 2021.

In 2021, Monoprix's net sales reached €4,408 million, driven by double-digit growth in E-commerce.

(1) *Leader Price is no longer included in the net sales breakdown following its reclassification as a discontinued operation, and its sale in November 2020.*

Franprix

Mainly established in Paris and Île-de-France since 1958 and then in the heart of large French cities of the Rhone Valley and the Mediterranean basin, Franprix is a hyper-convenience urban banner featuring a strong culture of innovation. At end-2021, Franprix operated a total of 942 stores, including 614 franchises, with an average retail space of 350 sq.m.

In 2015, the banner was restructured in line with the "Mandarine" concept, making the stores more friendly and practical with a wide range of organic and fresh products. Since then, the concept has evolved in step with the innovations tested by the banner to develop solutions that are increasingly tailored to new consumer trends, such as catering, healthy and responsible products (e.g., scoop-and-weigh) and a non-food offering supported by partnerships, in particular with Claire's and Decathlon.

In keeping with its culture of innovation, Franprix rolled out a store concept in 2018 focused on beauty and accessories, "... le drugstore parisien". Since then, the banner has continued to adapt its offer to new consumer habits by developing specific customer services (press, parcel reception, evening catering, electric bicycle rental).

In 2021, Franprix plans to step up its expansion strategy with the aim of opening 150 stores in two years, mainly in the regions surrounding the major cities of Paris, Lyon and Marseille.

At the same time, Franprix has enhanced its E-commerce solutions with click & collect and home delivery services. Franprix's positioning on home delivery services is one of convenience, offering fast delivery either, (i) in 30-40 minutes via the "franprix express" website on an offering of approximately 6,000 products, or, (ii) in 15-30 minutes via partnerships with Uber Eats and Deliveroo on an offering of approximately 2,500 products. In November 2021, Franprix also announced a partnership with Gorillas, which offers a quick commerce service with deliveries in around ten minutes.

In 2021, Franprix's net sales reached €1,438 million, driven by triple-digit growth in E-commerce.

Casino Supermarkets

Casino Supermarkets operate in city centres and rural areas, with a network of 429 stores. They are concentrated in three main regions: south eastern France, the Rhone Valley and Greater Paris.

The banner's positioning is based on a strong commitment to fresh produce, food professionals and a wide range of products. It concentrates on a high level of customer service. Casino Supermarkets have an average selling area of around 1,600 sq.m. and offer mainly food products.

The banner focuses on a high level of service and customer experience, which has led to the deployment of autonomous solutions among the most advanced on the market (259 stores at the end of 2021) and an enhanced customer experience thanks to new digital solutions, driven in particular by the Casino Max application (covering the Supermarkets, Hypermarkets and Convenience banners).

Casino Supermarkets also developed in E-commerce through the drive, click & collect and home delivery services. In 2020, the banner signed partnerships with Deliveroo and Uber Eats and launched Casino Plus in partnership with Ocado, offering next-day delivery of Casino Supermarket products from the O'Logistique warehouse using the Monoprix Plus model. In 2021, Amazon and Casino Group strengthened their alliance by providing French consumers with a new click & collect service for the Casino banners, which was already available in 79 stores at end-2021.

In 2021, Casino Supermarkets' net sales amounted to €2,996 million, driven by double-digit growth in E-commerce.

Convenience

The main Casino convenience store banners are Le Petit Casino, Casino Shop, Vival and Spar. In the heart of towns and villages, these stores take a human approach to retail. Their selection emphasises local producers, scoop-and-weigh services, organic produce and private-label products. At end-2021, the store base comprised 5,728 points of sale.

Each banner offers a response tailored to its customers' needs:

- Le Petit Casino is the Group's historical convenience format. It projects a friendly, welcoming image and offers an extensive range of food products including high-quality fresh produce. The banner is an integral part of local life in urban and suburban areas.
- Vival operates mainly in villages and also projects a friendly, welcoming image. Alongside a food offering comprising mainly Casino brand goods, it also offers many other useful day-to-day services, including home delivery, parcel collection, gas canister collection, in-store postal service and fresh bread.
- Spar operates in seasonal, urban and suburban areas, offering a range of convenience food products and related services for local, tourist and international customers.

Recognised expertise in franchising is one of the key strengths of the convenience store business model. The number of franchised stores has now reached 4,986, mainly under the Spar and Vival banners, but also Casino and various service station banners. The Group has also confirmed its leadership in supplying food items to service stations.

E-commerce solutions were deployed within the different networks, with click & collect services strengthened by the alliance with Amazon, and the signing of partnerships with Deliveroo in 2020 and Uber Eats in 2021. In addition, Casino Group launched a new website "mescoursesdeproximité.com" which now allows more than 1,250 convenience stores to offer an E-commerce solution.

In 2021, the Convenience & Other segment(1) recorded net sales of €1,788 million in 2021, while convenience banners alone recorded net sales of €1,395 million.

Hypermarkets

Géant hypermarkets

Géant Casino is a hypermarket banner on a human scale (average retail space of around 7,300 sq.m.), known for its extensive fresh produce sections, particularly fruit and vegetables, local fresh produce and vast organic produce range. Having reduced its retail space, particularly for non-food items, the banner has now set up shop-in-shops for specialised brands, thereby providing consumers with a new service and boosting customer traffic. This transformation began with Cdiscount corners (52 corners) and accelerated in 2020 with the signing of partnerships with C&A (28 corners), Claire's (64 corners) then in 2021 with La Grande Récré (8 corners) and Greenriders (electric scooters). Digital solutions continue to enhance consumers' purchasing experience, particularly through the Casino Max mobile app.

Like the Group's other banners, Géant Casino has stepped up the development of its E-commerce offering since 2020. In addition to its drive and click & collect services, Géant Casino developed its home delivery offering by signing agreements with Deliveroo and Uber Eats and launching the Casino Plus service and the Amazon click & collect offering.

After the conversion of nine small loss-making Géants into Casino Supermarkets in 2021, the store base stood at 95 stores at end-2021, including three affiliates in France and seven abroad.

Hypermarkets(2) generated net sales of €3,442 million in 2021, of which €3,233 million from Géant Casino.

Cameroon

Cash & carry: 4 stores

In 2018, inspired by the success of Assaí in Brazil, the Casino Group inaugurated its first store in a cash & carry format in Douala. Known as BAO, it carries a range made up primarily of local products, at low prices that decrease further in line with the quantities purchased. Open to individuals, it also offers refuelling solutions for small, medium and large businesses.

Other businesses

Real estate assets

Casino Group actively manages its property assets in France and monetises some assets whose potential for future value creation is considered limited. More generally, the Group is developing a less capital-intensive, more asset-light model to give it more operational flexibility when it tests new concepts and rolls out stores. The model is based on holding less property and developing more franchises, led by the appeal of its dynamic, innovative banners.

At end-2021, the value of its portfolio in France excluding Mercialys(3) was €1.3 billion including transfer costs (€1.3 billion at end-2020), and €1.2 billion excluding transfer costs (€1.2 billion at end-2020).

In France, the vast majority of the real estate assets are held by Immobilière Groupe Casino, a wholly-owned indirect subsidiary of Casino, Guichard-Perrachon.

These assets comprise:

- store properties, including hypermarkets, supermarkets, convenience stores and restaurants, including car parks, service stations and the adjacent buildings. These assets are held directly, or through joint ventures or units of real estate investment vehicles (OPCI);
- other assets, including shopping centres adjacent to stores, headquarters, warehouses and non-operating assets.

Internationally, the Group is continuing to develop its commercial property, mainly with GPA Malls in Brazil (260,000 sq.m. of Gross Leasable Area – GLA), Viva Malls in Colombia (568,000 sq.m. of GLA) and Paseo Libertad in Argentina (169,000 sq.m. of GLA).

(1) "Other" businesses mainly include the activities of Geimex.
(2) Including Géant Casino and the business of the four Codim stores in Corsica.
(3) The valuation of the Group's assets is based on external appraisals or updated appraisals using the customary methods (discounted cash flow, yields, etc.), with specific assumptions for each country and each asset type.

Casino Group real estate portfolio in economic interests[1]

Value including transfer duties (€ billions)	2021	2020
France	**1.8**	**2.1**
▪ of which store properties	1.1	1.1
▪ of which Mercialys[2]	0.5	0.7
▪ of which other[4]	0.1	0.2
International[3]	**0.7**	**0.6**
Total Group assets	**2.5**	**2.7**
▪ of which store properties	1.4	1.4
▪ of which Mercialys[2]	0.5	0.7
▪ of which other[4]	0.4	0.5

(1) The valuation of the Group's assets is based on external appraisals or updated appraisals using the customary methods (discounted cash flow, yields, etc.), with specific assumptions for each country and each asset type.

(2) Mercialys' property portfolio in economic interests, including a 16.8% stake in the value of Mercialys' property assets at 31 December 2021.

(3) For international properties, valuation is calculated as a percentage interest, and therefore on a pro rata basis in controlled joint ventures.

(4) Shopping malls, warehouses and headquarters.

Casino Restauration

As part of its strategic plan, in 2019 Casino Group sold its corporate catering business R2C to Compass Group as well as several À la Bonne Heure and Cœur de Blé restaurants to the Crescendo Restauration group.

The few remaining sites have been converted to other banners (e.g., Casino Bio) or closed.

FLOA Bank

At the end of July 2021, the Group and BNP Paribas signed a partnership and an agreement for the sale of FLOA for €200 million[1]. The planned partnership provides for a new commercial partnership between BNP Paribas and the Casino Supermarchés, Géant and Cdiscount banners, as well as a strategic alliance between BNP Paribas and Casino to develop the "FLOA PAY" split payment solution. The Group also has an earn-out of 30% on the future value created through to 2025. The disposal was finalised on 31 January 2022.

BUSINESS RECLASSIFIED AS A DISCONTINUED OPERATION

Leader Price

In November 2020, Casino Group announced that it had completed the sale to Aldi France of 545 Leader Price stores, two Casino supermarkets and three warehouses, for an enterprise value of €717 million (including an earn-out of up to €35 million). These transfers were finalised in autumn 2021. Casino Group remains the owner of the Leader Price brand and can continue to operate it within and outside France under certain conditions agreed with Aldi.

The business is presented as a discontinued operation in 2020 and 2021, in accordance with IFRS 5.

(1) Including €150 million relating to the sale of shares and an earn-out of €50 million linked to the sale of technology assets from the "FLOA PAY" split payment solution and to commercial agreements between Cdiscount, Casino banners and FLOA.

1.3.2. A leading food and non-food E-commerce offering

Casino Group has one of the most comprehensive E-commerce offerings among retailers in France. A pioneer in food E-commerce, the Group has forged broad partnerships with leaders in the sector, enabling it to provide the best home delivery solutions. Drawing on its unique network of 8,318 stores in France, the Group is also rolling out innovative logistics solutions. In addition, the Group is a French leader in non-food E-commerce through its subsidiary Cdiscount.

Food E-commerce

Through its unique store network with dense urban coverage, the Group is able to develop a range of innovative logistics solutions for its customers. Casino Group recently acquired significant expertise in home delivery by entering into strategic partnerships with leading players in online food retail. They cover four different market segments covering all customer needs, namely (i) next-day delivery on a range of products greater than that of a hypermarket, (ii) delivery in under two hours on a select range of products, (iii) delivery of "emergency" orders in 30 minutes, and (iv) a new quick commerce offer delivered in around ten minutes.

The unique expertise in next-day delivery comes through the exclusive, pioneering partnership signed in 2017 between Monoprix and Ocado. The Casino O'Logistique warehouse, automated with Ocado technology, has been fully operational since May 2020, following an initial test phase in March. It is designed to prepare and provide next-day delivery of Monoprix shopping baskets in Paris and Île-de-France. This breakthrough technology, which has received international acclaim, allows a basket of 50 products to be prepared in just six minutes, and offers a wide range of products with valid expiry dates. Building on this success, the service operated by the O'Logistique warehouse for Monoprix (Monoprix Plus) was extended to Casino Supermarkets and Géant Casino (Casino Plus) at the end of September 2020, and to Naturalia (Naturalia Marché Bio) at the end of August 2021.

This next-day delivery E-commerce offering was enhanced in 2018 with the signing of a partnership with Amazon for delivery within two hours. Amazon Prime Now customers can now access a wide offering from Monoprix comprising 7,000 items, of which 2,000 are private-label products, an offering of around 2,000 products from Naturalia and a wide range of Casino-brand items. This solution was already operational in Paris and Nice at the end of 2019, and was expanded to Lyon and Bordeaux in 2020, then to Montpellier and Strasbourg in 2021. Monoprix is now Amazon's sole partner for express food delivery through its Monoprix and Naturalia stores offering grocery home delivery following the discontinuation of Amazon's own delivery service.

The Group enhanced its offering in 2020 by forming partnerships with home delivery specialists Deliveroo and Uber Eats to meet growing demand. This solution offers consumers an easy alternative, guaranteeing a contactless delivery within 30 minutes to an hour for "emergency" orders.

Finally, Casino Group expanded its quick commerce offer by signing a strategic partnership agreement in early November 2021 with Gorillas for the Monoprix and Franprix banners. This partnership initially includes supplying Gorillas with national brands and Monoprix products, which will be available on the Gorillas platform and delivered within a few minutes. In a second phase, Gorillas will prepare and carry out ultra-fast deliveries of orders made by customers on Monoprix and Franprix platforms.

As well as home delivery, Casino Group has a pick-up service known as drive or click & collect. Development of these solutions accelerated in 2021 particularly with the opening of the first Monoprix walk-in and bicycle pick-up point in Paris and the new click & collect service partnership between Amazon and the Casino banners.

Non-food E-commerce

Through its Cdiscount subsidiary, Casino Group is the French leader in non-food E-commerce. With more than 22 million unique visitors per month, Cdiscount has achieved critical mass, meaning it is able to gradually shift from exclusively B2C operations to a business model more oriented towards the B2B market thanks to the development of its marketplace. This transition is a key factor in developing the subsidiary's profitability.

In 2021, Cdiscount's GMV reached €4,206 million, with net sales of €2,166 million(1).

Cdiscount features a wide array of products in the home appliances, day-to-day, IT, sporting goods, gardening, DIY and culture categories, with a total of 90 million items available on its website. The Cdiscount marketplace now represents 45.2% of its GMV(1).

Cdiscount also offers an ever-expanding range of services for individuals, including holiday packages, ticketing, energy plans, as well as health and financial services.

(1) *Figures provided by the subsidiary. Company information available at www.cnova.com.*

Buoyed by its expertise, Cdiscount launched the Octopia turnkey marketplace solution in early 2021 for retailers in France and international markets. This solution is intended to be deployed on a priority basis in Europe, Africa and the Middle East, representing an E-commerce market of more than €600 billion.

Cdiscount is a subsidiary of Casino Group's E-commerce unit Cnova. Casino holds 64.8% of its capital and the Group's Brazilian subsidiary GPA holds 34.0%.

1.3.3. Development of new growth drivers

Casino Group constantly adjusts its model to respond effectively to market changes and is developing new adjacent activities with strong growth prospects that complement its business as a retailer.

These activities fall into three categories: energy, through the Group's specialised subsidiary GreenYellow, data, through its subsidiary relevanC, and Data Centers, with its subsidiary ScaleMax.

GreenYellow

GreenYellow is an international energy transition operator with a platform of solutions that enables its customers to reduce their energy consumption and their carbon impact. As such, GreenYellow develops photovoltaic power systems, energy performance contracts and various complementary energy services (advice, energy purchases, electric mobility, etc.). Its global vision is to become an ally to its customers in their energy transition 2.0.

GreenYellow's expertise is aimed at both companies and communities and today, GreenYellow is present in 16 countries across four continents.

Launched in 2007 by Casino, this company began by fitting Casino Group rooftops and car parks with photovoltaic systems and quickly added to its offer by developing energy performance contracts. International development and the diversification of customers swiftly followed. Currently, GreenYellow's cross-cutting expertise, from both an ecological and economic standpoint, means it is able to provide its private and public customers a unique global platform to support them in their energy transition and enable them to consume better and consume less.

GreenYellow has a diversified client portfolio of over 450 companies and public clients.

Since 2018, GreenYellow has opened its capital to investors Tikehau Capital and BPI France, which now hold 24% of the capital.

From 2020, GreenYellow initiated a strategic transition of its business model, moving from a developer model to a so-called infrastructure model of an operator holding and operating its assets over the long term.

As part of its development, GreenYellow also forges fruitful partnerships with leading players. For example, in 2018, GreenYellow created a joint venture with Engie called Reservoir Sun, dedicated to solar self-consumption for businesses and municipalities in France. And in November 2021, GreenYellow signed a partnership with Schneider Electric to roll out turnkey Energy Efficiency solutions to large multinational companies. Finally, in December 2021, Casino Group and GreenYellow signed a strategic collaboration on energy and cloud with Amazon Web Services. GreenYellow will supply renewable electricity for Amazon's operations as part of a solar power project in France.

At the end of 2021, total capacity installed or under construction by GreenYellow stood at 740 MW and the company has an advanced pipeline of solar projects of 816 MW. In the energy efficiency businesses, the company has developed an annual project volume of 985 GWh, including construction in progress.

relevanC

Thanks to its vast network of brick-and-mortar stores in France and the dense customer traffic on the E-commerce site Cdiscount, Casino Group has access to targeted, high-quality customer data.

Casino Group has developed a consistent monetisation strategy for data, which has become a key intangible asset for retailers looking to understand consumers and their tastes and aspirations, and to anticipate upcoming changes in consumer habits. A dedicated subsidiary, 3W.relevanC, was set up to specialise in three areas: analysing purchasing behaviours, activating advertising campaigns, and measuring the impact of offline campaigns. The company's operations have been carried out in strict compliance with the EU General Data Protection Regulation and the French law on the protection of personal data.

In February 2020, two of Casino Group's entities, 3W.relevanC and Maxit, were combined to form RelevanC, a key player in digital marketing. RelevanC will provide brands and retailers with customer acquisition and retention solutions, based on targeting strategies and impact measurement, via two divisions:

- RelevanC advertising (formerly 3w.relevanC): media and marketing solutions, enhanced by transactional data, insights and measurement, to meet all the multi-channel marketing challenges related to target shoppers; and
- RelevanC retail tech (formerly Maxit): technological solutions enabling retailers to optimise the performance of their marketing campaigns by using their data to personalise the customer relationship.

ScaleMax

In December 2018, Casino Group positioned itself on the cloud computing market, announcing the creation of joint venture ScaleMax alongside Qarnot Computing. The aim of ScaleMax is to run new-generation Data Centers in unused spaces located in warehouses and storerooms. The business helps the Group generate revenue through the sale of computing power to a diversified client portfolio. In addition, from an eco-responsible perspective, the heat generated by the installed servers can be used to heat the buildings where they are housed.

ScaleMax opened its first Data Center in 2019 in the Greater Paris region (Réau, Seine-et-Marne), in a Cdiscount warehouse, and a second in November 2020 in the Saint-Étienne region (Verpilleux). Computing power totalled more than 27,000 processing cores at end-2021.

1.3.4. Significant shareholding in major retailers in Latin America

Casino Group operates in Brazil, Colombia, Argentina and Uruguay through 3,203 stores under banners that boast a long-standing presence and close relationships with their customers. The Group has leadership or co-leadership positions in countries with high growth potential, young populations and a proportion of modern retail solutions that remains low.

In 2019, Casino Group completed its project to simplify its structure in Latin America, bringing its activities in the region under the umbrella of its Brazilian subsidiary, GPA. GPA now controls 97% of the capital of the Colombian subsidiary, Grupo Éxito, which in turn controls the subsidiaries in Argentina and Uruguay. Casino Group directly holds 41% of GPA's shares and voting rights. GPA was listed on the Novo Mercado on 2 March 2020, giving it access to a broader international investor base.

In September 2020, GPA announced the upcoming demerger of its activities in Brazil in order to optimise the potential of the cash & carry business (Assaí) and the more traditional food retailing businesses of GPA and Éxito. The aim of the operation was to enable them to operate autonomously and to focus on their business model and respective market opportunities. The spin-off plan was approved by GPA shareholders at the General Meeting on 31 December 2020 and the Assaí shares were admitted to trading on 1 March 2021.

The Group's Latin American subsidiaries are combined in the Latam Retail segment (GPA Brazil, Assaí, Grupo Éxito), which accounted for 47% of consolidated net sales and 54% of trading profit in 2021.

Food retailing net sales in Latin America came to €14,448 million in 2021, a decrease of 1.4% in total and an increase of 6.4% on an organic basis[1] or 2.7% on a same-store basis[1]. Trading profit came to €640 million.

Brazil[2]

Casino has operated in Brazil since 1999 through its Grupo Pão de Açúcar (GPA) subsidiary. GPA is a long-standing player in the Brazilian food retail market, and over the past few years has adapted its positioning to meet changing consumer needs. GPA's multi-format, multi-banner store portfolio allows it to cater to customers from all socio-economic backgrounds in Brazil. It has also been developing innovative private-label goods, which are much appreciated by consumers, including Qualità, an umbrella brand for food products, and Taeq, a health and well-being range. GPA is also ramping up the development of its digital and omnichannel solutions as part of its digital transformation, with a view to anticipating consumer needs.

(1) Excluding petrol and calendar effects.
(2) Information available at www.gpari.com.br and www.ri.assai.com.

In 2019, Casino Group finalised its disposal of Via Varejo, a chain specialising in the sale of electronic products and appliances, resulting from the consolidation of Ponto Frio and Casas Bahia stores (stores and online operations).

Casino Group also operates in Brazil in the cash & carry segment with the Assaí banner, initially within the scope of GPA and whose spin-off has been effective since 31 December 2020.

At the end of 2021, GPA and Assaí announced plans for GPA to sell 70 Extra hypermarkets to Assaí with the intention of converting them to the cash & carry format, and for the remaining Extra hypermarkets to be transformed into Pão de Açúcar or Mercado Extra supermarkets. This transaction will enable (i) the acceleration of growth at Assaí, and (ii) the acceleration of GPA on profitable premium and convenience formats, as well as the consolidation of its leadership position in E-commerce.

At end-2021, Assaí operated a total of 212 stores and GPA, a total of 667 food stores[(1)]. Including drugstores and service stations, GPA had 809 stores overall. GPA also manages 230 shopping malls and two shopping centres covering a total of almost 260,000 sq.m.

In 2021, the GPA food banners contributed €4,184 million to Casino's consolidated net sales. Assaí's sales totalled €6,568 million, or 61% of Casino sales in Brazil.

GPA has been listed on the Brazilian stock exchange since 1995, the Novo Mercado since March 2020 and the New York stock exchange since 1997. Assaí has been listed on the Novo Mercado and the New York stock exchange since March 2021.

Hypermarkets

- **Extra HM: 72 stores**

These stores are currently being converted to the cash & carry format under the Assaí banner or are intended to be transformed into Pão de Açúcar or Mercado Extra supermarkets.

Aside from hypermarkets, the Extra banner is present in supermarkets, drugstores and service stations.

Supermarkets

- **Pão de Açúcar: 181 stores**

Pão de Açúcar premium convenience supermarkets offer a broad array of high-quality products (fresh, organic produce and healthy foods, etc.). Always at the leading edge of technology, the banner also offers a range of services to meet the specific needs of a relatively affluent clientele while leveraging the benefits of its widely used loyalty programme. The banner is rolling out new-generation stores to stay in line with its consumers' expectations.

- **Mercado Extra: 146 stores**

Opened in 2018, the Mercado Extra stores serve to give the Extra banner a new identity whose main strategic vectors are: better quality and service, a revised range placing greater importance on fresh produce, repositioned pricing, and increased penetration of the private label.

- **Compre Bem: 28 stores**

Created in 2018, Compre Bem is a supermarket aimed at individuals and businesses, with a focus on serving with excellence and providing services comparable to those of regional supermarkets.

Convenience

- **Mini Extra/Minuto Pão de Açúcar: 240 stores**

Minimercado Extra superettes are neighbourhood convenience stores with a simple, pleasant atmosphere. They offer all of the essential day-to-day products and services, with good value for money.

Launched in June 2014, Minuto Pão de Açúcar is a premium convenience format. With an average selling area of 300 sq.m. per store, it offers a range of differentiated products in stores combining the convenience, quality and brand image of Pão de Açúcar. The banner promotes sustainable development initiatives and provides tailored customer service.

Drugstores: 68 stores

The Extra format also includes pharmacies and drugstores under the Dograria Extra banner. They are mainly located in Extra shopping malls near hypermarkets.

(1) *Excluding service stations and drugstores.*

Cash & carry: 212 Assaí stores[1]

Assaí's cash & carry business targets two types of customers: small and medium-sized businesses on the one hand, and individuals looking for competitive prices on the other. It features a wide offering, including delicatessen products, fresh produce, drinks and personal care and cleaning items. The banner continued its stellar growth in 2021 and now accounts for 61% of sales in Brazil. In the coming months, the banner will convert the 70 Extra Hypermarkets acquired from GPA (40 openings are already anticipated for the second half of 2022).

Colombia[2]

Casino has operated in Colombia since 1999 through its Éxito subsidiary, Colombia's leading food retailer. At 31 December 2020, Éxito had 503 points of sale (excluding Aliados affiliates). Its portfolio comprises hypermarkets and supermarkets, but it also operates in the convenience and cash & carry segments. In 2019, the Éxito group continued to focus its expansion on innovative formats such as Carulla Fresh Market, Éxito WOW and cash & carry. Éxito intends to continue transforming its formats and its model by stepping up its adoption of digital and omnichannel solutions.

Éxito also has a well-developed real estate business comprising 22 shopping malls and 12 shopping centres covering over 764,000 sq.m., of which six shopping malls and 12 shopping centres covering over 568,000 sq.m. are managed by the Viva Malls real estate vehicle, a joint venture with the private equity fund FIC operating since 2016.

Following the reorganisation of the Group's structure in Latin America, 96.6% of Éxito is now held by GPA.

In 2021, Grupo Éxito (Colombia, Uruguay and Argentina; excluding Brazil) contributed €3,695 million to Casino's consolidated net sales.

Hypermarkets

- **Éxito: 91 stores**

Éxito is a hypermarket banner with a food and non-food product offering tailored to the needs of all segments of the Colombian population. Éxito stands out for the quality of its private-label apparel range, which enjoys a very good reputation with customers. The stores also provide a variety of services including the "Points Éxito" loyalty programme, mobile phones, travel deals, and financial services (credit cards and insurance). The banner continued to develop its Éxito WOW hypermarkets, offering an even more digital customer experience in a remodelled store.

Supermarkets: 158 stores

- **Éxito Super and Vecino: 76 stores**

The Éxito brand also includes two different supermarket banners: 30 Éxito Super stores, offering a range of primarily food products and 46 Éxito Vecino stores, offering a wider assortment of non-food products.

- **Carulla: 82 stores**

Carulla is renowned for its high quality. It markets a premium offering featuring targeted gourmet and exclusive products as well as a range of services. The network operates mainly in Colombia's two largest cities, Bogotá and Medellín. The banner continued to develop its new Carulla Fresh Market format, offering an expanded offering of fresh produce and more premium service counters.

Convenience: 85 stores

- **Éxito Express: 66 stores**

Éxito Express is a new "minimarket" convenience format offering fast-moving consumer goods and fresh produce, as well as a selection of household cleaning and multimedia products.

- **Carulla Express: 19 stores**

Carulla Express is Grupo Éxito's other "minimarket" format. Positioned in the premium segment, it also provides take-away products such as sandwiches, fresh fruit, cakes and pastries.

Low-cost stores: 1,729 stores (incl. 1,560 Aliados stores)

- **Surtimax: 72 proprietary stores**

Surtimax is a convenience format located mostly in suburban areas. The stores offer a comprehensive range of basic products at low prices, mainly under the Surtimax private label. They are primarily food stores, but also carry some non-food lines.

Éxito also has a network of Aliados independent franchises, with a total of 1,560 franchised stores at the end of 2021.

- **Super Inter: 61 proprietary stores**

The Super Inter supermarket chain is located in Cali and the coffee region and sells a highly developed line of fresh produce.

- **Surtimayorista: 36 stores**

In 2017, the Éxito group decided to develop the cash & carry format in Colombia in response to the rise of discount competitors.

(1) *Company information available at www.ri.assai.com.*
(2) *Company information available at www.grupoexito.com.co.*

Uruguay

The local market leader since 2000, Casino has three store banners that enjoy high brand recognition: Disco, Devoto and Géant. These banners have been subsidiaries of Éxito since 2011.

Casino operated a total of 94 stores at end-2021.

Supermarkets

- **Disco: 30 stores**
  Originally a chain of family supermarkets, Disco enjoys strong recognition throughout the country and focuses on competitive pricing. Disco stores' good locations are well appreciated by consumers. These two key strengths are reflected in its signature: "With you every day".

- **Devoto: 24 stores**
  Also originally family owned, the Devoto banner has a portfolio of modern stores including some with an extensive non-food range. With its signature "Price and quality. Always", Devoto clearly states its strong positioning focused on affordability, but also on product quality and customer service.

Hypermarkets

- **Géant: 2 stores**
  With its signature "The lowest price", Géant hypermarkets offer a broad range of products at very low prices.

Convenience

- **Devoto Express: 36 stores**
  Since 2015, Devoto has been showcasing a new convenience format. With an average selling area of 180 sq.m. per store, the banner offers customers competitive prices.

Argentina

Casino has been present in Argentina since 1998, following the acquisition of Libertad. The Group has since developed the Libertad chain of hypermarkets.

Libertad also operates two convenience formats (Mini Libertad and Petit Libertad).

The company operated a total of 25 stores at end-2021.

Hypermarkets

- **Libertad: 15 stores**
  Libertad is the leading hypermarket chain outside the capital, operating mainly in large inland cities. Each hypermarket is part of a shopping mall.

Convenience

- **Mini Libertad/Petit Libertad: 10 stores**
  With an average selling area of approximately 180 sq.m. per store, Mini Libertad stands out as the foremost food convenience format in large cities such as Cordoba. In late 2016, Libertad also launched the premium convenience concept format, Petit Libertad.

1 2 3 4 5 6 7 8

1.3.5. Strengthening of the Group's structure through major financial and strategic plans

In line with its strategic plan, Casino Group is focusing on buoyant formats and the development of new activities to drive its growth and profitability. Casino Group has also further strengthened its financial structure through several refinancing plans since November 2019.

Asset disposal plan

Casino Group has launched a vast asset disposal programme in France to focus on buoyant formats.

The €1.5 billion plan launched in June 2018 was raised to €2.5 billion in March 2019 and completed with an additional €2.0 billion plan, as announced in August 2019, bringing the plan total to €4.5 billion.

Disposals mainly cover store properties (Hypermarkets, Supermarkets and Monoprix), the Vindémia subsidiary in the Indian Ocean region, its catering services subsidiary R2C, part of the capital of Mercialys, Leader Price and FLOA Bank.

At end-2021, disposals executed under the divestment plan initiated in 2018 totalled €3.2 billion.

Refinancing plan

With a view to strengthening its liquidity and financial structure, in November 2019 Casino Group finalised a refinancing plan that consisted in raising €1.8 billion in new financing through a term loan ("Term Loan B") for €1.0 billion and a high-yield secured bond issue for €800 million due in January 2024, and extending confirmed credit lines in France by €2 billion in a new confirmed credit line due in October 2023.

In December 2020, March 2021 and November 2021, the Group continued to strengthen its financial structure with several transactions aimed at improving its financial terms and conditions and extending the maturity of its bonds, its Term Loan B, and its main syndicated credit facility.

1.4. CASINO GROUP BUSINESS MODEL

Pursuant to Article L. 225-102-1 of the French Commercial Code on the Non-Financial Statement, Casino Group has drawn up a summary presentation of its business model focused on its strengths, its businesses and the way the financial and non-financial value it creates is distributed among stakeholders.

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

OUR STRENGTHS

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

Geographic coverage centred on growing markets

A culture of innovation, digital and partnerships

A leading positioning in food and non-food E-commerce

Development of new growth drivers

2021 KEY FIGURES

€30.5bn in net sales

More than 120 years of history

208,733 employees

No. 2 in E-commerce in France

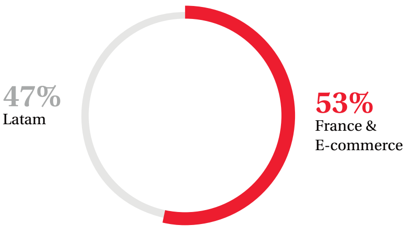
No. 1 in convenience stores in France

No. 2 retailer in Brazil

No. 1 retailer in Colombia

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

Breakdown of consolidated net sales



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

STORES

11,525 stores in France and Latin America

Premium

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

Banners:

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

Monoprix, Casino Supermarkets: **53%** of sales in France

Convenience

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

Banners:

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

No. 1 network of convenience stores in France, of which 84% operated as franchises

Hypermarkets/ cash & carry

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

Banners:

- France: Géant Casino
- Latin America: Assaí, Extra, Éxito, Surtimayorista, etc.

Cash & carry: **61%** of sales in Brazil

Increasingly DIGITALISED access to our offering through

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

NON-FOOD E-COMMERCE

No. 2 in E-commerce in France

€4.2 billion in gross merchandise volume (GMV)

90 million items available on Cdiscount

MONETISATION OF ASSETS

New businesses

Energy transition: creation in 2007 of GreenYellow, a subsidiary dedicated to the decentralised energy transition, via a platform combining:
- solar energy production (523 photovoltaic plants installed or being installed, excluding JV),
- energy efficiency solutions (3,112 sites under energy performance contracts or being installed),
- energy services such as consultancy, consumption monitoring and the development of electric mobility solutions.

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

Financial services: credit, payment facilities, new payment methods through Floa Bank and Puntos Colombia.

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

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

SUPPLIES

Select quality products at the right price:

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

LOGISTICS

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

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

SALES AND CUSTOMER EXPERIENCE

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

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

...to create and share value with our stakeholders

HUMAN RESOURCES, SOCIETAL AND ENVIRONMENTAL IMPACT

REVENUE GENERATED

CUSTOMERS AND PARTNERS

€30.5bn in net sales across our banners

€504m in revenue from other activities (property, energy, etc.)

€27m in income on financial investments

Offer more responsible products

- **More than 2,800** private-label organic products
- **€1.2bn** in sales of organic products in France

REVENUE DISTRIBUTED

SUPPLIERS

€25bn in purchases of goods and services

Improve the supply chain

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

EMPLOYEES

€3.4bn in gross wages, payroll taxes and benefits paid

Support employment

- **208,733** employees
- **7,116** work/study trainees
- **94%** of employees on permanent contracts

Advance professional equality

- **41%** of managers are women

Promote diversity

- **8,770** employees with recognised disabilities

LOCAL COMMUNITIES AND NON-PROFIT ASSOCIATIONS

€104m committed to community outreach (donations and foundations)

Help the most disadvantaged

- **More than 52m** meal equivalents contributed to food bank networks

STATE AND TERRITORY

€184m in taxes paid

Reduce the environmental impact

- **529 kWh** of electricity consumed per sq.m. of retail space, i.e., a reduction of approximately 10% compared with 2015
- **1,309 kt CO_2eq** in Scope 1 and 2 GHG emissions in 2021, i.e., a 20% reduction compared with 2015

FINANCIAL INSTITUTIONS

€752m in interest paid

Maintain stable governance and shareholding

- Women account for **43%** of the Board of Directors
- **41,762** (compared with 46,314 in 2020) identified individual shareholders hold **18.77%** (19.52% in 2020) of the Company's share capital.

1.5. STORE NETWORK

	Number of stores at 31 December			Sales area *(in thousands of sq.m.)*		
	2019	2020	2021	2019	2020	2021
Géant Casino hypermarkets	**109**	**105**	**95**	**772**	**740**	**692**
o/w French franchises/affiliates	4	4	3			
o/w International affiliates	6	7	7			
Casino Supermarkets	**411**	**419**	**429**	**667**	**668**	**720**
o/w French franchised affiliates	83	71	61			
o/w International franchised affiliates	22	24	26			
Monoprix (Monop', Naturalia, etc.)	**784**	**799**	**838**	**741**	**746**	**769**
o/w franchises/affiliates	186	192	206			
o/w Naturalia integrated stores	182	184	198			
o/w Naturalia franchises	23	32	51			
Franprix (Franprix, Marché d'à côté, etc.)	**877**	**872**	**942**	**352**	**347**	**336**
o/w franchises	459	479	614			
Convenience (Spar, Vival, Le Petit Casino, etc.)	**5,139**	**5,206**	**5,728**	**701**	**710**	**754**
Other businesses	**367**	**233**	**286**	**n/a**	**n/a**	**n/a**
Indian Ocean region	**259**	**0**	**0**	**122**	**0**	**0**
TOTAL FRANCE	**7,946**	**7,634**	**8,318**	**3,355**	**3,211**	**3,272**
Argentina	**25**	**25**	**25**	**106**	**106**	**104**
Libertad hypermarkets	15	15	15	104	104	102
Mini Libertad and Petit Libertad mini-supermarkets	10	10	10	2	2	2
Uruguay	**91**	**93**	**94**	**90**	**92**	**92**
Géant hypermarkets	2	2	2	16	16	16
Disco supermarkets	29	30	30	33	35	35
Möte (Disco textile)	0	2	2	0	0.4	0.4
Devoto supermarkets	24	24	24	34	34	34
Devoto Express mini-supermarkets	36	35	36	7	6	7
Brazil	**1,076**	**1,057**	**1,021**	**1,963**	**2,005**	**1,974**
Extra hypermarkets	112	103	72	683	638	454
Pão de Açúcar supermarkets	185	182	181	237	234	234
Extra and Mercado Extra supermarkets	153	147	146	172	165	165
Compre Bem supermarkets	28	28	28	33	33	33
Assaí (discount)	166	184	212	713	809	964
Mini Mercado Extra and Minuto Pão de Açúcar mini-supermarkets	237	236	240	58	58	59
Drugstores	123	103	68	9	9	9
+ Service stations	72	74	74	58	58	59
Colombia	**2,033**	**1,983**	**2,063**	**1,030**	**1,010**	**1,013**
Éxito hypermarkets	92	92	91	485	485	483
Éxito and Carulla supermarkets	158	153	158	210	204	206
Super Inter supermarkets	70	69	61	66	66	59
Surtimax (discount)	1,588	1,544	1,632	221	205	212
o/w Aliados	*1,496*	*1,470*	*1,560*			
Cash & carry	30	34	36	31	34	35
Éxito Express and Carulla Express	95	91	85	17	16	16
Cameroon	**1**	**2**	**4**	**2**	**2**	**3**
Cash & carry	1	2	4	2	2	3
TOTAL INTERNATIONAL	**3,226**	**3,160**	**3,207**	**3,191**	**3,215**	**3,186**

1.6. SIMPLIFIED ORGANISATION CHART AT 31 DECEMBER 2021

Casino, Guichard-Perrachon

% control/% interest

EUROPE

Country	Company	% control/% interest
France	Distribution Casino France	100%/100%
France	Codim 2	100%/100%
France	Casino Carburants	100%/100%
France	Floréal	100%/100%
France	Franprix Holding	100%/100%
France	Monoprix	100%/100%
France	Monoprix Online (fomerly Sarenza)	100%/100%
France	Naturalia France	100%/100%
France	Cdiscount	100%/78.94%
France	RelevanC	100%/100%
France	Infinity Advertising	50%/50%
France	Easydis	100%/100%
France	Achats Marchandises Casino (AMC)	100%/100%
France	Auxo Achats Alimentaires	30%/30%
France	Auxo Achats Non-Alimentaires	70%/70%
France	L'Immobilière Groupe Casino	100%/100%
France	Sudéco	100%/100%
France	GreenYellow	72.36%/72.36%
France	Casino Agro	100%/100%
France	Geimex	100%/100%
France	Floa	50%/50%
Belgium	Global Retail Services	50%/50%
Luxembourg	Casino Re	100%/100%
Netherlands	Cnova (listed company)	99.48%/78.87%
Poland	Mayland Real Estate	100%/100%

LATIN AND CENTRAL AMERICA

Country	Company	% control/% interest
Argentina	Libertad SA	100%/39.64%
Brazil	Companhia Brasileira de Distribuição (listed company)	41.04%/41.04%
Brazil	GreenYellow do Brasil Energia e Servicios	100%/72.36%
Brazil	Sendas Distribuidora SA	41.02%/41.02%
Colombia	Almacenes Éxito SA (listed company)	96.57%/39.64%
Colombia	GreenYellow Energia de Colombia	100%/72.36%
Uruguay	Devoto Hermanos SA	100%/39.64%
Uruguay	Grupo Disco del Uruguay	75.10%/24.77%

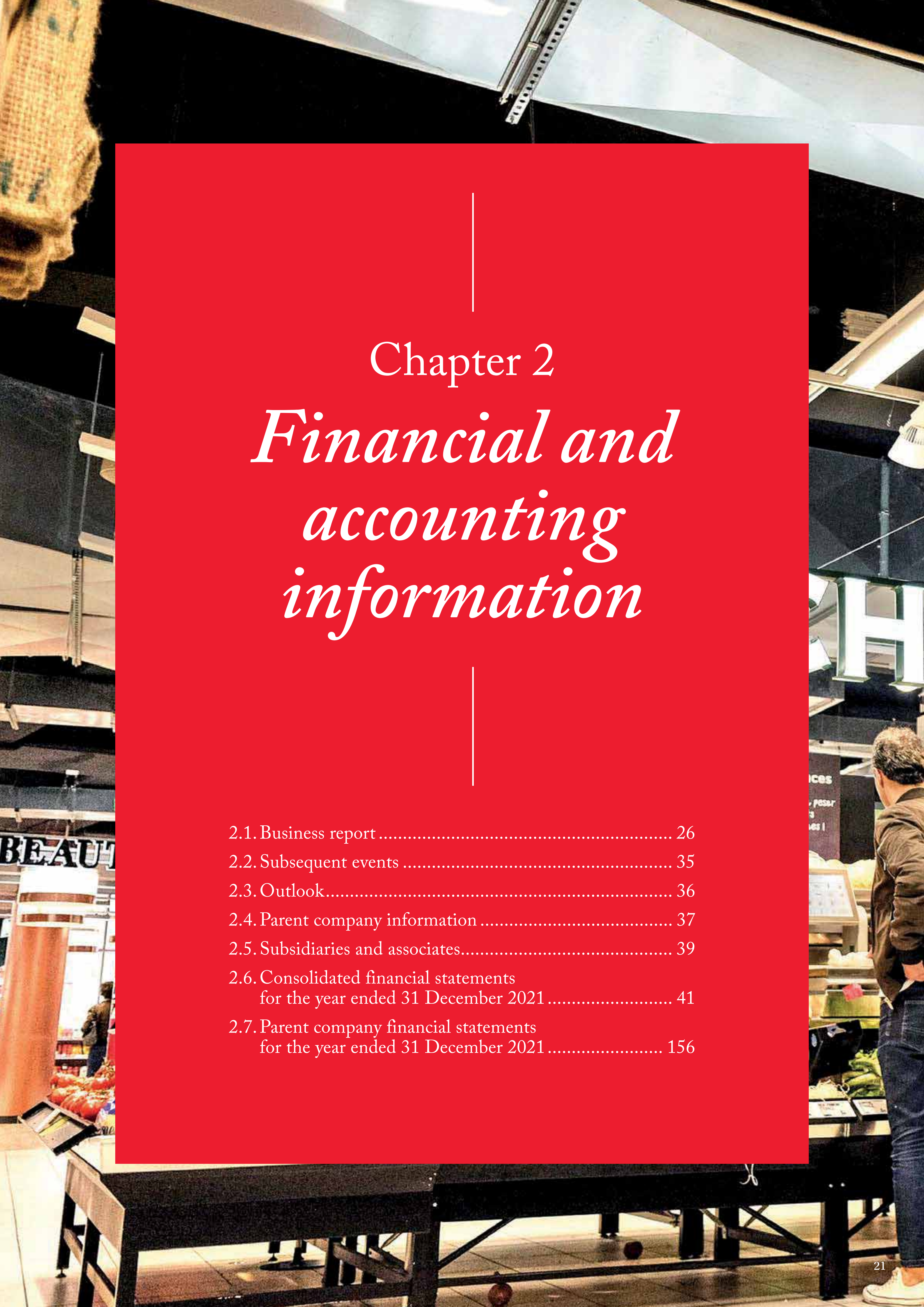
Listed company

1.7. STOCK MARKET VALUE OF LISTED COMPANIES

At 31 December 2021, Casino's interests in its listed companies had an aggregate value of €3.2 billion.

Listed company	Share price at 31 Dec. 2021	Market capitalisation *(100%, € millions)*	% direct interest[1]	Casino's share *(€ millions)*
GPA (Brazil)	BRL 21.73	923	41.0%	379
Assaí (Brazil)	BRL 12.96	2,753	41.0%	1,129
Cnova (France)	EUR 6.90	2,382	64.8%	1,544
TOTAL (EXCLUDING MERCIALYS)				**3,052**
Mercialys	EUR 8.57	805	16.8%	135
TOTAL				**3,187**

(1) At 31 December 2021.



Chapter 2

Financial and accounting information

FINANCIAL HIGHLIGHTS

Casino Group's key consolidated figures for 2021 were as follows:

(€ millions)	**2021**	2020 (restated)*	Reported change	Change at CER[(1)]
Consolidated net sales	30,549	31,912	-4.3%	+0.1%
Gross margin	7,617	8,195	-7.1%	
EBITDA[(2)]	2,527	2,738	-7.7%	-4.7%[(3)]
Net depreciation and amortisation	(1,334)	(1,316)	+1.4%	
Trading profit	1,193	1,422	-16.1%	-12.5%[(3)]
Other operating income and expenses	(656)	(799)	+17.9%	
Net financial expense, o/w:	(813)	(748)	-8.7%	
Net finance costs	*(422)*	*(357)*	*-18.3%*	
Other financial income and expenses	*(391)*	*(391)*	*+0.1%*	
Profit (loss) before tax	(276)	(125)	n.m.	
Income tax benefit (expense)	84	(80)	n.m.	
Share of profit of equity-accounted investees	49	50	-0.9%	
Net profit (loss) from continuing operations	(142)	(156)	+8.8%	
o/w Group share	*(275)*	*(374)*	*+26.4%*	
o/w attributable to non-controlling interests	*133*	*218*	*-39.0%*	
Net profit (loss) from discontinued operations	(255)	(508)	+49.8%	
o/w Group share	*(254)*	*(516)*	*+50.7%*	
o/w attributable to non-controlling interests	*(1)*	*7*	*n.m.*	
Consolidated net profit (loss)	(397)	(664)	+40.2%	
o/w Group share	*(530)*	*(890)*	*+40.5%*	
o/w attributable to non-controlling interests	*133*	*225*	*-41.2%*	
Underlying net profit, Group share[(4)]	94	266	-64.6%	-59.6%
Underlying diluted earnings per share	0.54	2.15	-75.1%	-69.4%

(1) At constant exchange rates. The change in net sales is shown on an organic basis, excluding fuel and calendar effects.
(2) EBITDA = Trading profit + recurring amortisation and depreciation expense.
(3) At constant exchange rates, excluding the effect of hyperinflation.
(4) Underlying net profit corresponds to net profit from continuing operations, adjusted for the impact of other operating income and expenses, non-recurring financial items, income tax expense/benefits related to these adjustments, and the application of IFRIC 23. See section on alternative performance indicators on page 34.
Note: Leader Price, which was sold on 30 November 2020, is presented as a discontinued operation in the 2020 and 2021 financial statements, in accordance with IFRS 5.
** The 2020 financial statements have been restated to permit meaningful comparisons with 2021. See Note 1.3 to the consolidated financial statements.*

SIGNIFICANT EVENTS IN 2021

Asset disposal plan in France

The Group launched a large-scale €4.5 billion asset disposal programme in France (see section on the strengthening of the Group's structure through major financial and strategic plans, on page 15).

At 31 December 2021, the Group had completed €3.2 billion in asset sales since July 2018. The disposals carried out by the Group in 2021 are detailed below:

- On 27 July 2021, the Group and BNP Paribas signed a partnership and an agreement for the sale of FLOA for €200 million[1] (€184 million collected in early 2022). The planned sale provides for a new commercial partnership between BNP Paribas and the Casino Supermarchés, Géant and Cdiscount banners, as well as a strategic alliance between BNP Paribas and Casino to develop the "FLOA PAY" split payment solution. The Group also has an earn-out of 30% on the future value created through to 2025. The disposal was finalised on 31 January 2022.
- On 6 December 2021, the Group completed the disposal of a further 3% of Mercialys equity through a total return swap (TRS) maturing in March 2022 for €24 million (received in 2021). On 21 February 2022, Casino Group completed the additional definitive disposal of 6.5% of Mercialys equity through a new TRS for €59 million (received in early 2022). The Group's stake in Mercialys in terms of voting rights is reduced to 10.3%.
- In addition, the Group has secured and recorded in advance a €118 million earn-out in relation to the Apollo and Fortress joint ventures (€24 million received in 2021).

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

Group financial structure

In 2021, the Group realised several transactions aimed at improving its financial terms and conditions and extending the maturity of its bonds and main syndicated credit facility.

The Group carried out several bond buybacks on tranches of its 2023, 2024, 2025 and 2026 bonds, along with refinancing operations including (i) issue of a new Term Loan B for €1 billion, maturing in August 2025, topped up by a further €425 million in November 2021, and (ii) issue of a new €525 million unsecured bond maturing in April 2027, enabling the Group to repay ahead of maturity its previous €1.225 billion Term Loan due in January 2024.

The Group also announced in July 2021 that it had extended the maturity of its main syndicated credit facility (RCF) from October 2023 to July 2026[2] for an amount of €1.8 billion.

Lastly, Monoprix's syndicated credit facility which expired in July 2021 was also renewed. The new €130 million syndicated facility matures in January 2026 and has a yearly margin adjustment clause based on the achievement of CSR targets.

As a result of these two operations, the amount of the Group's undrawn lines of credit available at any time in the France Retail segment stands at €2.2 billion, with an average maturity of 4.6 years (vs. 2.2 years prior to the operations).

At 31 December 2021, amounts held in a segregated account to repay debt totalled €339 million. The amount on the secured segregated account totalled €145 million.

(1) Including €150 million relating to the sale of shares and an earn-out of €50 million linked to the sale of technology assets from the "FLOA PAY" split payment solution and to commercial agreements between Cdiscount, Casino banners and FLOA.
(2) Maturity July 2026 (May 2025 if the Term Loan B, maturing in August 2025, is not repaid or refinanced as at that date).

Restructuring of the Group's operations in Latin America

After streamlining its structure in Latin America in 2019, Casino Group continued to restructure GPA's activities in Brazil.

The spin-off of the cash & carry business (Assaí) from the rest of GPA's activities was completed at the end of 2020. The listing of Assaí shares on the Novo Mercado and of its American Depositary Receipts (ADRs) on the New York Stock Exchange took place on 1 March 2021.

At the end of 2021, GPA and Assaí also announced plans for GPA to sell 70 Extra hypermarkets to Assaí with the intention of converting them into the cash & carry format, and for GPA to transform the 26 remaining Extra hypermarkets into Pão de Açúcar or Mercado Extra supermarkets.

Market operations concerning Cdiscount and GreenYellow subsidiaries

In April 2021, the Group announced that it had actively launched a preliminary review of potential additional capital raising for GreenYellow and Cdiscount. The capital raising could take the form of (i) market operations and (ii) secondary placements of shares held by the Group, with Casino nevertheless retaining the control of these strategic subsidiaries.

Given the unfavourable market conditions, Cnova announced on 8 October 2021 that the project would be postponed. Concerning GreenYellow, €200 million was raised in February 2022 (see Subsequent events page 35) and other financing options continue to be explored to support GreenYellow's accelerated growth.

Development of the food E-commerce offering

The Covid-19 pandemic led to a ramp-up in Casino Group's food E-commerce offering and the Group continued its efforts to roll out its home delivery services in various markets in 2021.

Next-day delivery

The delivery service operated by the O'logistique warehouse for Monoprix (Monoprix Plus) and the Casino Supermarchés and Géant Casino banners (Casino Plus) was extended to Naturalia (Naturalia Marché Bio) at the end of August 2021. The Group recently signed a partnership agreement to develop Ocado's services in France.

Delivery in 2 hours

Launched in 2018, this commercial partnership brings a selection of items sourced from Monoprix, Casino and Naturalia to Amazon Prime customers in Paris, Nice, Lyon, Bordeaux and their surrounding areas, and was extended to customers in Montpellier and Strasbourg in 2021. During the year Monoprix became the only service provider on Amazon offering grocery home deliveries, with the termination of its own operations.

Delivery in 30 minutes

After an initial partnership with Géant during the first lockdown in April 2020, Uber Eats and Casino Group decided to extend their partnership to the Group's other banners in April 2021 to allow customers to order hundreds of everyday products on the Uber Eats app, with delivery in less than 30 minutes. In July 2021, Deliveroo and Casino Group renewed their May 2020 partnership for a further two years.

Delivery within 10 minutes (quick commerce)

- In November 2021, Casino Group announced that it had signed a strategic memorandum of understanding with Gorillas. Monoprix now supplies Gorillas dark stores.
- At the end of November 2021, Casino Group stepped up its presence on the quick commerce market in Latin America. The Colombian subsidiary Grupo Éxito rolled out its "Turbo" service, providing home deliveries of Éxito and Carulla banner products in under 10 minutes.

Development of strategic partnerships

On 15 April 2021, Intermarché and Casino Group announced that they had entered into a five-year partnership covering three distinct areas, concerning:

- purchasing, with the creation of (i) AUXO Achats Alimentaires, a centralised purchasing unit for food, to be managed by Intermarché, (ii) AUXO Achats Non-Alimentaires, a centralised purchasing unit in the non-food sector to be managed by Casino Group, and (iii) Global Retail Services, a joint international organisation to sell international services to large industrial groups operating in their territories (Europe and Latin America);
- development of digital services marketing and advertising services, with the creation of Infinity Advertising, a joint venture to market a Retail Media offering to food producers and their agents in France;
- the food industry, with a cooperation agreement.

This partnership with Intermarché will be extended to purchases of goods and services not for resale from April 2022.

On 6 July 2021, Casino Group, Google Cloud and Accenture announced a strategic partnership to accelerate the digital and technological development of Casino Group. The partnership is two-fold:

- Casino Group's B-to-C distribution activities: the objective is to deploy innovative digital solutions within the Group's banners, enhancing customer experience and operational efficiency, by drawing on the extensive expertise of Google Cloud and of Accenture;
- Casino Group's new B-to-B activities: the objective is to accelerate the development of RelevanC, a Casino Group subsidiary, by benefiting from the commercial and technological support of Google Cloud and Accenture for their international clients.

On 21 December 2021, Casino Group and GreenYellow announced a strategic collaboration on energy and cloud with Amazon Web Services.

Casino Group, through its energy subsidiary GreenYellow, announced that it had signed a private power purchase agreement with Amazon for a new solar energy production project in France.

Casino Group and GreenYellow will benefit from AWS Cloud services powered by green energy. AWS will also work with RelevanC, the Group's subsidiary specialising in data marketing solutions, to develop algorithms to further enhance the customer experience.

Rallye safeguard plan

On 26 October 2021, Rallye, Foncière Euris, Finatis and Euris (the "Companies") announced that, upon the request of the administrators overseeing the implementation of the plans and in the context of exceptional governmental measures put in place during the Covid-19 crisis, the Paris Commercial Court decided to defer for two years the payment dates under the safeguard plans of the Companies and consequently to extend the duration of these safeguard plans. The other provisions of the safeguard plans remain unchanged.

2.1. BUSINESS REPORT

The comments in the Annual Financial Report reflect comparisons with 2020 results from continuing operations.

Leader Price, which was sold on 30 November 2020, is presented as a discontinued operation in 2020 and 2021 in compliance with IFRS 5.

The 2020 financial statements have been restated to reflect the retrospective application of the IFRIC IC decision relating to the recognition of liabilities for certain post-employment benefits.

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

Main changes in the scope of consolidation in 2021

There were no significant changes in consolidation scope during the year.

Currency effects

Currency effects were unfavourable in 2021, with the Brazilian real losing an average 7.6% against the euro compared with 2020.

Continuing operations *(€ millions)*	2021	2020 (restated)	Reported change	Change at CER[1]
Net sales	30,549	31,912	-4.3%	+0.1%
EBITDA	2,527	2,738	-7.7%	-4.7%
Trading profit	1,193	1,422	-16.1%	-12.5%
Underlying net profit, Group share	94	266	-64.6%	-59.6%

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

2.1.1. Casino Group 2021 highlights

In France

- Retail banners[1]:
  - The Group's key geographies, such as Paris and south-east France, were particularly hard hit by the 2020-2021 health crisis (decline in customer traffic and tourist numbers, restricted access to stores). The retail banners' net sales totalled €14.1 billion, with same-store sales improving sequentially quarter on quarter to a negative 3.0% in Q4 (up 1.3 pt vs. Q3) and down 1.6% on the last four weeks[2] (up 1.4 pt vs. Q4). Franprix-Convenience gross sales under banner were up 2.5% in Q4 and 5.1% in February[2] driven by expansion with franchise.
  - In this environment, the Group has undergone a deep transformation and is now refocused on the most buoyant formats (premium, convenience and e-commerce), which now represent 76% of sales (up 16 pts vs. 2018). Expansion picked up in high-growth formats: (i) convenience stores (more than 730 stores opened since January 2021) and (ii) e-commerce up 15% (vs. +6% for the market[3]), including 48% growth for home delivery (vs. +25% for the market[3]).
  - The Group pushed ahead with its omnichannel innovation strategy:
    - New customer services: subscriptions (210,000 by end-2021, representing a two-fold increase over one year), digitalised customer journey, personalised deals, Tesla charging stations;
    - Rollout of best-in-class artificial intelligence technology solutions in stores and logistics activities (partnerships with Google Cloud, Amazon Web Service, Belive.ai);
    - Strengthening of partnerships with major e-commerce players (Ocado, Amazon and Gorillas).
  - The cost savings plans implemented during the period reduced the cost base and sustainably increased banner profitability. As a consequence, the retail banners' EBITDA margin increased by 83 bps over two years (+31 bps over one year) to 9.1%, with a trading margin of 3.4%. The restructuring generated non-recurring expenses, which temporarily weighed on cash flow generation.

(1) France Retail excluding GreenYellow, real estate development and Vindémia (sold on 30 June 2020).
(2) Net sales for the four weeks to 20 February 2022.
(3) Source: NielsenIQ, P13 MAT.

- Cdiscount:
  - Cdiscount's business model has been completely transformed over the last two years, shifting from a model based on direct sales to one based on the marketplace, digital marketing and B2B, with a decrease in direct sales.
  - All Cdiscount indicators improved over two years, after an exceptional year in 2020: Marketplace GMV up 22% (stable over one year), digital marketing up 75% (up 32% over one year), 3.5-times increase in B2B GMV (up 30% over one year), NPS up 8 pts (up 6 pts over one year), and CDAV subscribers up 20% (up 9% over one year).
  - Octopia has already won 12 major contracts (including Rakuten) and will now be offered to Ocado customers.
- Disposal plan:
  - Implementation of the disposal plan initiated in 2018, of which €3.2 billion has been completed to date, slowed during the health crisis. In all, €400 million in disposals were secured in 2021 and early 2022, of which €291 million cashed-in to date (€48 million in 2021 and €243 million in early 2022). Due to the disposal slow-down in 2021 and transitory elements linked to the Group transformation, France Retail net debt (excluding IFRS 5) evolved from €3.7 billion to €4.4 billion (excluding GreenYellow).
  - In view of the current outlook and the options available, the Group is confident to complete its €4.5 billion disposal plan in France by the end of 2023 at the latest.

In Latin America

- In Latin America, the Group's geographies were heavily affected by the pandemic and the Group's banners had to adapt to the new situation. Thanks to major transactions (Assaí spin-off, sale of GPA Extra Hypermarkets to Assaí), the Group now has well-adapted assets ready to accelerate growth in their respective markets:
  - Assaí, in the cash & carry segment in Brazil: +17%[(1)] growth and 28 store openings over the year (total of 212 stores). The banner is aiming to open 50 stores by 2024, in addition to the conversion of the 70 Extra Hypermarkets sold by GPA to Assaí, to reach R$100 billion in gross sales by 2024;
  - GPA, which operates buoyant formats (premium, convenience and e-commerce) in the most buoyant regions (São Paulo);
  - Grupo Éxito, leader in Colombia and Uruguay: +21%[(1)] acceleration in sales in Q4 (vs. +7.5% over the year); omnichannel activities represent 12% of sales in Colombia (2.4-times increase vs. 2019).

2.1.2. France Retail

(€ millions)	**2021**	2020 (restated)
Net sales	14,071	15,219
EBITDA	1,358	1,447
EBITDA margin	*9.7%*	*9.5%*
Trading profit	535	621
Trading margin	*3.8%*	*4.1%*

France Retail net sales totalled €14,071 million in 2021 versus €15,219 million in 2020, down 5.4% on a same-store basis excluding fuel and calendar effects. This performance was mainly due to (i) an unfavourable basis of comparison resulting from the exceptional year in 2020, (ii) consumption in Paris still affected by the drop in tourist and office customers, and (iii) the negative impact of health measures (lockdown in the second quarter, curfews, closure of major shopping centres and aisles selling "non-essential" goods in the first half).

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

- Net sales at Monoprix came in at €4,408 million for 2021, down 3.7% on a same-store basis. However, E-commerce posted double-digit growth, driven by the ramp-up of Monoprix Plus, leveraging disruptive technology for next-day delivery (a service extended this year to Naturalia), and the success of the partnership with Amazon Prime Now, extended to additional cities in the year (Montpellier and Strasbourg). Monoprix also developed its express delivery offer thanks to a new partnership with Uber Eats in 2021 (in addition to Deliveroo in 2020) and expanded its offer to quick commerce with Gorillas at the end of 2021. Monoprix continued to focus on innovation during the year, opening its first pedestrian and bicycle pick-up point in Paris in April. 2021 also saw the launch of the first truly omnichannel subscription in France, with identical discounts online and in stores.

(1) Data published by the subsidiary.

- Franprix reported net sales of €1,438 million in 2021, down 7.3% on a same-store basis, mainly due to the decline in consumption in Paris. The banner enhanced its click & collect and home delivery solutions, notably through the development of its partnerships (Deliveroo, Uber Eats and Gorillas), enabling it to record triple-digit growth in E-commerce in the year. At the same time, Franprix plans to step up its expansion strategy and aims to open 150 stores in two years, mainly on the outskirts of the major cities of Paris, Lyon and Marseille. The banner also continues to adapt to new consumer habits, developing bespoke customer services (newspapers and magazines, receipt of parcels, evening dining, electric bicycle hire) as well as its non-food offer (Decathlon, Claire's).
- Casino Supermarkets sales totalled €2,996 million in 2021, down 5.9% on a same-store basis. E-commerce was once again a growth driver, delivering double-digit growth in net sales in the year, led by fast-paced growth in the drive-through service, partnerships with Deliveroo (86 stores) and Shopopop (87 stores), and the continued deployment of Casino Plus (home delivery service from the O'logistique automated warehouse). In addition, the banner continued to deploy autonomous solutions, with 259 stores offering such solutions to date (22 additional stores over the fourth quarter).
- Consolidated net sales for the Convenience & Other segment amounted to €1,788 million (€2,125 million in gross sales under banner), down 5.1% on a same-store basis. E-commerce net sales were boosted by the continued development of the Uber Eats and Deliveroo partnerships and the opening of the new mescoursesdeproximité.com website: 1,263 stores were able to offer an E-commerce solution at the end of 2021. The Group also ramped up the development of these fast-growing formats, opening new points of sale and creating a new brand, "L'épicerie d'à côté".
- Hypermarket sales came to €3,442 million for 2021, down 8.1% on a same-store basis compared to 2020. The banner was hard hit by the health measures introduced in 2021, including curfews and the health pass. The E-commerce segment continued to enjoy good momentum, supported by partnerships with Uber Eats (19 stores), Deliveroo (14 stores) and Shopopop (48 stores). The banner accelerated its "shop-in-shop" strategy in 2021, signing new partnerships with specialist retailers La Grande Récré and Greenriders. The digitalisation strategy picked up pace, with 26% of net sales in supermarkets and hypermarkets now generated on the Casino Max app (versus 22% in 2020) and 66 hypermarkets able to operate autonomously at the end of 2021. The Casino Hypermarkets/Supermarkets and Convenience banners have also sharply ramped up subscriptions via the Casino Max application, with an ever-growing number of subscribers.

France Retail EBITDA was €1,358 million (€1,447 million in 2020), with a 15-bp increase in the EBITDA margin up to 9.7% of net sales. EBITDA for the retail banners (France Retail excluding GreenYellow, Vindémia and property development) was stable over two years (down 1.7% vs. 2020) at €1,281 million, reflecting an 83-bp increase in the margin (up 31 bps vs. 2020) due to the efficiency plans.

France Retail trading profit totalled €535 million in the year (€621 million in 2020). Trading profit for the retail banners (France Retail excluding GreenYellow, Vindémia and property development) was virtually stable (down 0.8%) at €484 million, reflecting a 14-bp increase in the margin to 3.4%.

2.1.3. New businesses

GreenYellow

The photovoltaic business continues to grow. Capacity installed or under construction climbed 31% year-on-year to 740 MW at the end of 2021, while the advanced pipeline[(1)] was up sharply by 44% to 816 MW. The pipeline of additional opportunities[(2)] represents 3.7 GW.

In the energy efficiency business, GreenYellow had 985 GWh of projects deployed or under construction at the end of 2021, up 16% year-on-year, with the advanced pipeline up 26% to 317 GWh, and an additional opportunities pipeline of 918 GWh.

GreenYellow delivered €80 million in EBITDA[(3)] in 2021, a rise of 30% year-on-year.

GreenYellow continued to expand its geographic reach and entered into promising partnerships in 2021:

- Geographic expansion continued on international markets, with GreenYellow's positions strengthened in all its traditional geographies (signature of the 200th PPA[(4)] in South-East Asia) and new markets captured such as Eastern Europe (4 MW project for Solvay in Bulgaria).
- Strategic partnerships:
  - In November 2021, GreenYellow signed a long-term strategic partnership with Schneider Electric to provide turnkey energy efficiency programmes to large international companies;
  - In December 2021, GreenYellow signed a strategic collaboration on energy and cloud with Amazon Web Services. GreenYellow will supply renewable electricity for Amazon's operations as part of a solar power project in France.

At the beginning of 2022, GreenYellow raised capital totalling €109 million from an institutional investor (convertible bonds with warrants attached) and set up an €87 million syndicated credit facility line to accelerate growth in 2022.

RelevanC

2021 represented a year of transformation and strategic expansion for RelevanC, shaped by the acquisition of Inlead, a local digital marketing technology platform, the launch of operations in Latin America (Brazil and Colombia), and the creation of Infinity Advertising, the joint subsidiary with Intermarché offering retail media and targeted advertising services for food banners (cumulative base of 17 million profiles).

RelevanC also signed partnerships with technology leaders:

- Google Cloud and Accenture: a commercial and technology partnership serving international customers.
- Amazon Web Service: a planned partnership to improve the customer experience through algorithms.

RelevanC continues to market its B2B retail media platform to other retailers in France and international markets in order to monetise their data and advertising space. One of its clients is Everli, the first European home delivery service through personal shoppers.

(1) Projects at the "awarded" and "advanced pipeline" stages within GreenYellow's portfolio of projects in development.
(2) The pipeline of projects in the "pipeline" and "early stage" within GreenYellow's portfolio of projects in development.
(3) Data published by the subsidiary. Contribution to consolidated EBITDA: €63 million (€57 million in 2020).
(4) Power Purchasing Agreement.

2.1.4. E-commerce (Cdiscount)

(€ millions)	**2021**	2020 (restated)
GMV (Gross Merchandise Volume) as published by Cnova	4,206	4,204
EBITDA	106	129
EBITDA margin	*5.2%*	*6.4%*
Trading profit	18	53
Trading margin	*0.9%*	*2.6%*

Cdiscount continued to transform its business model towards a more profitable business mix (increase in marketplace, digital marketing and B2B; decrease in direct sales), resulting in a favourable margin impact.

Cdiscount delivered a solid performance in 2021, with gross merchandise volume (GMV) of €4.2 billion, up 8% over two years and stable compared to an exceptional 2020.

The marketplace continues to grow, reporting GMV of €1.5 billion, up 22% over two years (stable over one year). The marketplace contribution to GMV grew by 6.7 pts over two years (up 1.3 pts over one year). Marketplace revenues came in at €193 million, up 29% over two years (up 5% over one year).

Digital marketing revenues were up 75% over two years (up 32% over one year), buoyed by the CARS (Cdiscount Ads Retail Solution) digital marketing platform that enables vendors and suppliers to promote their products and brands on a proprietary self-service platform.

The banner has an increasing number of loyal and active customers, with a base of 10 million active customers, up 8% over two years. The Cdiscount à Volonté loyalty programme now has more than 2.5 million members (up 20% over two years, up 9% over one year), who have access to 2.8 million items available for express delivery. Customer satisfaction hit a record high, with NPS of 53 points, up 8.4 points over two years (up 5.7 points over one year).

The development of B2B activities picked up pace in 2021, with GMV of €114 million, up 30% year-on-year (3.5-times higher over two years), including a rise of 26% for the marketplace services and technology ecosystem Octopia (3.3-times higher over two years), which now has 12 major contracts (including Rakuten) in seven different countries for its turnkey marketplace solutions. In addition, C-logistics and C Chez Vous logistics solutions are now serving 20 customers.

Lastly, Octopia and Ocado signed an agreement enabling Ocado customers to access the Octopia marketplace.

E-commerce (Cdiscount) EBITDA was €106 million with a 5.2% EBITDA margin, while trading profit was €18 million, reflecting a trading margin of 0.9%. 2021 saw a return to normality following an exceptional year in 2020 (start of the health crisis). All indicators have improved compared to 2019.

2.1.5. Latam Retail

(€ millions)	**2021**	2020 (restated)
Net sales	14,448	14,656
EBITDA	1,063	1,161
EBITDA margin	*7.4%*	*7.9%*
Trading profit	640	748
Trading margin	*4.4%*	*5.1%*

Latam Retail net sales were €14,448 million in 2021, up 6.4% on an organic basis and +2.7% on a same-store basis excluding fuel and calendar effects. Food sales in Brazil rose 6.1% on an organic basis and +1.2% on a same-store basis excluding fuel and calendar effects.

- Assaí's highly profitable business model steps up a gear: Assaí reported EBITDA growth of 18%(1) in 2021 to €489 million, reflecting a 51-bp margin improvement. The banner is now targeting R$100 billion (€17 billion) in gross sales in 2024 (a rise of 30% p.a.), driven by (i) the opening of around 50 stores between 2022 and 2024 on an organic basis and (ii) the conversion of the 70 Extra hypermarkets (40 stores expected to open in the second half of 2022 and 30 in 2023). The success of the 23 Extra Hiper stores already converted confirms the potential for future conversions (three-fold increase in sales). Assaí opened 28 stores in 2021, bringing its total number of stores to 212.
- GPA refocused on premium, convenience and e-commerce: GPA Brazil continues to optimise its store portfolio, accelerating its focus on profitable premium and convenience formats, particularly in the São Paulo region, and exiting the hypermarket format (conversion of the hypermarkets not sold into Pão de Açúcar or Mercado Extra supermarkets). However, the hypermarket closures or conversions had a transitory impact on 2021 earnings. GPA also continues to cement its leadership in food e-commerce, where sales have increased by 363%(2) vs. 2019, with a share of 8%(2) in 2021 (vs. 2% in 2019).
- Excellent performance from Grupo Éxito in 2021, with EBITDA up 20%(3) to €333 million (9.0% EBITDA margin), and trading profit up 33%(3) to €211 million. The Group confirmed its leadership in Colombia and saw a sharp increase in sales towards the end of the year, rising 21%(4) in Q4 (up 7.5% over the year to €3.7 billion). In Colombia(2), sales jumped 16% in Q4 (up 7% over the year to €2.8 billion), driven by innovation and omnichannel activities, which now account for 12% of sales in the country (2.4-times more vs. 2019). Trading profit in Colombia was up by 32% in Q4 and by 43% over the year, driven by the business and by property development. In Uruguay(2), the Group delivered faster 7% sales growth in Q4, with sales at €0.6 billion for the year, and excellent profitability (EBITDA at €59 million with an EBITDA margin of 10%).

In Latin America, EBITDA increased by 9% over one year and by 29% over two years, excluding tax credits and currency effects. Including tax credits(5) (€28 million in 2021 and €139 million in 2020), EBITDA came out at €1,063 million compared to €1,161 million in 2020.

Trading profit excluding tax credits and currency effects was up by 8% over one year and by 34% over two years. Including tax credits (€28 million in 2021 and €139 million in 2020), trading profit was €640 million compared to €748 million in 2020. Trading profit was driven by (i) the significant improvement in trading profit at Assaí, in line with business growth, and (ii) an excellent performance from Éxito, with renewed growth and an upturn in property development; but impacted by hypermarkets at GPA Brazil (inventory drawdowns before disposals).

(1) Change at constant exchange rates, excluding tax credits.
(2) Data published by the subsidiary.
(3) Change at constant exchange rates, excluding tax credits.
(4) Change in local currency; data published by the subsidiary.
(5) Tax credits restated by subsidiaries in the calculation of adjusted EBITDA.

2.1.6. Overview of the consolidated financial statements

Pursuant to European Commission Regulation No. 1606/2002 of 19 July 2002, the consolidated financial statements of Casino Group have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), as adopted by the European Union as of the date of approval of the financial statements by the Board of Directors and applicable at 31 December 2021.

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

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

Net sales

In 2021, the Group's consolidated net sales amounted to €30,549 million versus €31,912 million in 2020, up 0.1% on an organic[1] basis and down 4.3% overall after taking into account the effects of exchange rates and hyperinflation (negative -3.4%), changes in scope (negative -1.2%) and fuel (positive +0.7%).

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

EBITDA

Consolidated EBITDA came to €2,527 million, a decrease of 7.7% including currency effects and of 4.7% at constant exchange rates.

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

Trading profit

Trading profit came to €1,193 million in 2021 (€1,166 million excluding tax credits), a decrease of 16.1% including currency effects and of 12.5% at constant exchange rates (down 5.2% excluding tax credits).

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

Net financial expense

Net financial expense totalled -€813 million in 2021 (-€748 million in 2020), reflecting:

- finance costs, net of -€422 million versus -€357 million in 2020;
- other net financial expenses of -€391 million, compared with other net financial expenses of -€391 million in 2020.

Underlying net financial expense for the period came to -€813 million (-€500 million excluding interest expense on lease liabilities) versus -€681 million in 2020 (-€360 million excluding interest expense on lease liabilities). In France, net financial expense excluding interest expense on lease liabilities was impacted by an increase in financial expenses related to a one-off cost of €38 million (mostly non-cash) arising in connection with the refinancing of Term Loan B in the first quarter of 2021. E-commerce (Cdiscount) net financial expense was virtually stable compared with 2020. In Latin America, financial expenses were up due to a lower level of tax credits in 2021 (negative impact of -€81 million in net financial expense).

(1) *Excluding fuel and calendar effects.*

Other operating income and expenses amounted to -€656 million (-€799 million in 2020) and included -€264 million in non-cash costs. In France (including Cdiscount), other operating income and expenses amounted to -€356 million (-€696 million in 2020), of which -€207 million in cash costs excluding the disposal plan and GreenYellow (-€231 million in 2020), -€48 million for GreenYellow (mainly non-cash) and -€101 million in other costs (-€451 million in 2020) due mainly to lower asset impairment charges. In Latin America, other operating income and expenses amounted to -€300 million (-€103 million in 2020), mainly due to impairment charges and costs incurred in connection with the sale of GPA hypermarkets to Assaí.

Income tax represented a benefit of €84 million versus an expense of -€80 million in 2020.

The Group's share of profit of equity-accounted investees was €49 million (€50 million in 2020).

Non-controlling interests in profit from continuing operations came to €133 million compared to €218 million in 2020. Excluding non-recurring items, underlying non-controlling interests were €273 million in 2021 versus €266 million in 2020.

Net profit (loss), Group share

Net profit (loss) from continuing operations, Group share came out at -€275 million (vs. -€374 million in 2020), due to impairment in Latin America relating to the sale of the Extra hypermarkets, and non-recurring expenses related to the completion of the transformation plans in France. It recorded an improvement of €99 million over one year, reflecting a reduction in impairment charges.

Net profit (loss) from discontinued operations, Group share was -€254 million (vs. -€516 million in 2020), reflecting the reduction in operating losses recorded by Leader Price up until the transfer of the stores.

Consolidated net profit (loss), Group share amounted to -€530 million vs. -€890 million in 2020.

Underlying net profit[1] from continuing operations, Group share totalled €94 million compared with €266 million in 2020, reflecting lower trading profit (o/w a -€111 million decrease in tax credits in Latin America, a -€50 million decrease relating to property development in France and a -€48 million negative currency effect) and higher underlying financial expenses.

Diluted underlying earnings per share[2] stood at €0.54, versus €2.15 in 2020.

Financial position

Consolidated net debt excluding IFRS 5 stood at €5.9 billion versus €4.6 billion at 31 December 2020. For the France Retail scope excluding GreenYellow, net debt increased to €4.4 billion at the end of 2021 from €3.7 billion at end-2020, due mainly to the following transitory factors: (i) the temporary effect of year-end activity and strategic stockpiling (€130 million negative impact on working capital), (ii) operating losses and working capital at Leader Price, with the last Leader Price stores transferred to Aldi in September 2021 (€0.4 billion negative impact) and (iii) non-recurring expenses related to Group transformation. For GreenYellow, the change from a net cash position of €122 million in 2020 to net debt of €34 million in 2021 results from the increase in investments following the move to an infrastructure model (asset holding) financed by its own resources. In Latin America, Assaí's net debt increased from €664 million to €864 million due to the acquisition of 70 Extra hypermarkets.

At 31 December 2021, the Group's liquidity in France (including Cdiscount) was €2.6 billion, with €562 million in cash and cash equivalents and €2.1 billion in confirmed undrawn lines of credit, available at any time. The Group also has €339 million in the unsecured segregated account and €145 million in the secured segregated account.

Financial information relating to the covenants

At 31 December 2021, the Group complied with the covenants contained in the revolving credit facility. The ratio of secured gross debt to EBITDA (after lease payments) was 2.7x[4], within the 3.5x limit, representing headroom of €178 million in EBITDA. The ratio of EBITDA (after lease payments) to net finance costs stood at 2.7x (above the required 2.5x), representing headroom of €55 million in EBITDA, due to non-recurring financial expenses. The margin represents around €150 million excluding one-off financial expenses of €38 million recorded in first-quarter 2021 due to the refinancing of Term Loan B.

The Board of Directors will recommend to the 2022 Annual General Meeting not to pay a dividend in 2022 in respect of 2021.

(1) See section on alternative performance indicators on following page.
(2) Underlying diluted EPS includes the dilutive effect of TSSDI deeply-subordinated bond distributions.
(3) France scope (including Cdiscount), excluding GreenYellow.
(4) Secured debt of €2.1 billion and EBITDA excluding GreenYellow of €780 million.

2.1.7. Alternative performance indicators

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

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

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

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

(€ millions)	2020 (restated)	Restated items	2020 underlying (restated)	**2021**	Restated items	2021 underlying
Trading profit	1,422	0	1,422	1,193	0	1,193
o/w tax credits in Brazil	*139*	*0*	*139*	*28*	*0*	*28*
o/w property development in France	*63*	*0*	*63*	*13*	*0*	*13*
Other operating income and expenses	(799)	799	0	(656)	656	0
Operating profit	622	799	1,422	537	656	1,193
Net finance costs	(357)	0	(357)	(422)	0	(422)
o/w tax credits in Brazil	*104*	*0*	*104*	*23*	*0*	*23*
Other financial income and expenses[1]	(391)	67	(324)	(391)	(0)	(391)
Income taxes[2]	(80)	(179)	(259)	84	(147)	(62)
Share of profit of equity-accounted investees	50	0	50	49	0	49
Net profit (loss) from continuing operations	(156)	688	532	(142)	509	367
o/w attributable to non-controlling interests[3]	*218*	*48*	*266*	*133*	*140*	*273*
o/w Group share	**(374)**	**640**	**266**	**(275)**	**369**	**94**

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

2.2. SUBSEQUENT EVENTS

Signature by the Ocado and Casino groups of a memorandum of understanding to extend their unique partnership in France

On 17 February 2022, the Ocado and Casino groups announced that they had signed a memorandum of understanding to extend their unique partnership in France.

The MoU provides for:

- the creation of a joint venture to provide logistics services to customer fulfilment centres (CFCs) powered by Ocado Smart Platform (OSP) technology, which will be available to all online grocery retailers in France;
- a partnership for Ocado to integrate Octopia's marketplace platform into OSP and allow OSP partners around the world to launch their own marketplace offering (Octopia is a subsidiary of Cdiscount);
- Casino Group to deploy Ocado's In-Store Fulfilment solution across its Monoprix store estate.

There is not expected to be any capital cost associated with the joint venture for either the Ocado or Casino groups. CFC-related capital costs typically associated with OSP partners will be funded in future CFCs by tenant grocery retailers in line with their capacity commitments.

GreenYellow raises nearly €200 million in financing to support growth

On 21 February 2022, GreenYellow announced that it had completed two financing transactions for an aggregate amount of nearly €200 million:

- €109 million in convertible bonds with warrants attached, with a five-year maturity, subscribed by an institutional investor, Farallon Capital;
- €87 million via a syndicated credit facility with a one-year initial maturity, with a pool of top-tier banks[1].

These operations demonstrate the Group's ability to accelerate its operator model and underscore the relevance of its decentralised, global and synergistic energy platform in solar energy, energy efficiency and smart energy services.

Disposal of 6.5% of Mercialys equity by Casino Group

On 21 February 2022, following the disposal of 3% of Mercialys equity through a total return swap (TRS) concluded on 6 December 2021, Casino Group completed the additional definitive disposal of 6.5% of Mercialys equity through a new TRS. The Group's stake in Mercialys in terms of voting rights is reduced to 10.3%.

The proceeds of the transaction amount to €59 million.

Impact of the conflict in Ukraine

At this stage, the Group has not observed any direct effect of the Ukraine conflict on its performance, given that it has no stores in Ukraine or Russia and makes very limited purchases in the two countries. Given the uncertainty surrounding both future consumer behaviour trends and the conflict's economic impact, it would nevertheless be premature to estimate the indirect impacts (inflation in food and energy prices, etc.) on the Group at this stage.

(1) *At 31 December 2022.*

2.3. OUTLOOK

- In 2021, the Group completed its repositioning in structurally buoyant formats with a good profitability level.
- In 2022, as the health situation gradually gets back to normal, the Group is confident in its ability to recover growth momentum by capitalising on its differentiating assets and innovative services:
  - Convenience formats (Monop', Franprix, Naturalia, Spar, Vival, etc.) with a target of more than 800 stores to be opened, mainly under franchise,
  - Confirmation of leadership in e-commerce, particularly in home delivery, supported by its partners Ocado, Amazon and Gorillas and the store network.
- Maintain high level of profitability and improve cash flow generation.
- Continuation of the €4.5 billion disposal plan in France. In view of the various options available, the Group is confident that this plan will be completed by the end of 2023.

2.4. PARENT COMPANY INFORMATION

2.4.1. Business

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

The significant events of the year are presented in section 1 of the introduction to the notes to the 2021 parent company financial statements (see section 2.6 of Chapter 2).

In 2021, the Company reported net sales (excluding taxes) of €141.4 million, versus €159.1 million in 2020, corresponding mainly to trademark and banner royalties, as well as services billed to subsidiaries.

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

2.4.2. Comments on the parent company financial statements

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

The accounting policies applied for the year ended 31 December 2021 are consistent with those used for the previous year.

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

At 31 December 2021, the Company had total assets of €17,747.8 million and equity of €7,812 million.

Non-current assets amounted to €16,783.6 million, mainly corresponding to long-term investments.

Total liabilities stood at €8,563.5 million, versus €8,993.5 million at 31 December 2020. A breakdown of loans and other borrowings as well as net debt is provided in Note 13 to the parent company financial statements.

At 31 December 2021, Casino, Guichard-Perrachon's liquidity position comprised:

- confirmed, undrawn lines of credit for a total of €2,216 million, of which €2,051 million is due in more than one year;
- gross cash and cash equivalents totalling €2,283 million (of which €562 million available in France);
- a balance of €484 million in segregated accounts in France that can be used at any time to repay debt, including €145 million placed in a secured segregated account.

Casino, Guichard-Perrachon had the following financing facilities at 31 December 2021 (France Retail):

- unsecured bonds amounting to €2,864 million, of which €400 million in high-yield bonds maturing in January 2026 and €525 million in high-yield bonds maturing in April 2027;
- secured high-yield bonds for €800 million maturing in January 2024;
- a term loan ("Term Loan B") for €1,425 million, maturing in August 2025.

Casino, Guichard-Perrachon also raises funds through negotiable European commercial paper issues (NEU CP), under which €308 million was outstanding at 31 December 2021 (France Retail). These issues are made under a programme capped at €2,000 million, with the availability of funds depending on market conditions and investor appetite. These issues are not subject to any covenants.

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

		Invoices received and due but not yet settled at the year-end (Art. D. 441 L-1°)						Invoices issued and due but not yet settled at the year-end (Art. D. 441 L-2°)					
		0 days	1 to 30 days	31 to 60 days	61 to 90 days	90+ days	Total (1 day or more)	0 days	1 to 30 days	31 to 60 days	61 to 90 days	90+ days	Total (1 day or more)
(A) Overdue invoices by period													
Number of invoices concerned	**Total**	**0**					**116**	**0**					**82**
	o/w Group	*0*					*4*	*0*					*75*
	o/w non-Group	*0*					*112*	*0*					*7*
Total value including taxes of the invoices concerned	**Total**	**0**	**832**	**439**	**165**	**736**	**2,172**	**0**	**590**	**80**	**30**	**3,707**	**4,408**
	o/w Group	*0*	*20*	*0*	*0*	*0*	*20*	*0*	*590*	*80*	*30*	*3,695*	*4,396*
	o/w non-Group	*0*	*813*	*439*	*165*	*736*	*2,153*	*0*	*0*	*0*	*0*	*12*	*12*
Percentage of total purchases excluding taxes for the year	**Total**	**0%**	**2%**	**1%**	**0%**	**1%**	**4%**						
	o/w Group	*0%*	*0%*	*0%*	*0%*	*0%*	*0%*						
	o/w non-Group	*0%*	*1%*	*1%*	*0%*	*1%*	*4%*						
Percentage of net sales (excluding taxes) for the year	**Total**							**0%**	**0%**	**0%**	**0%**	**68%**	**68%**
	o/w Group							*0%*	*0%*	*0%*	*0%*	*65%*	*65%*
	o/w non-Group							*0%*	*0%*	*0%*	*0%*	*3%*	*3%*
(B) Invoices excluded from (A) because they are disputed or not recognised in the financial statements													
Number of invoices excluded	**Total**						**0**						**5**
	o/w Group						*0*						*0*
	o/w non-Group						*0*						*5*
Total value including taxes of the invoices excluded	**Total**						**0**						**127**
	o/w Group						*0*						*0*
	o/w non-Group						*0*						*127*
(C) Benchmark contractual or statutory payment terms used – Article L. 441-6 or L. 443-1 of the French Commercial Code													
Payment terms used to determine overdue invoices		Statutory: 60 days from invoice date						Contractual: quarterly invoicing with advance payment					

In 2021, the Company reported an operating profit of €16.5 million, versus €20.4 million in 2020.

Net financial expense came in at €710.47 million, versus net financial expense of €145.98 million in 2020. The main movements in provisions in 2020 were as follows:

- amortisation of bond redemption premiums for €18 million;
- the recognition of impairment losses against the shares of Distribution Casino France in an amount of €1,042 million.

The recurring loss before tax came in at €694 million, versus €125.6 million the previous year.

Non-recurring expense amounted to €51.3 million, versus €121.3 million in 2020, mainly comprising:

- a write-off of a €90 million receivable from Casino Restauration transferred to Distribution Casino France, provisioned in full in 2020;
- costs relating to Group refinancing operations for €24 million;
- costs relating to litigation and measures to defend the Group's interests for €9 million;
- restructuring costs for €11 million.

The loss before tax was €745.3 million, versus €246.9 million in 2020.

The net loss for the year came to €674.9 million, versus €2.5 million in 2020.

2.4.3. Non-deductible expenses

In accordance with the disclosures required by Article 223 *quater* of the French General Tax Code (*Code général des impôts*), the 2021 parent company financial statements include an amount of €23,156 corresponding to non-deductible depreciation recognised against passenger vehicles pursuant to paragraph 4 of Article 39 of the French General Tax Code. Tax in respect of said expenses and charges amounted to €6,578.

2.5. SUBSIDIARIES AND ASSOCIATES

The business performance of the main subsidiaries and controlled companies is described on pages 23 to 31.

A list of consolidated companies is provided on pages 151 to 153.

Information on Casino, Guichard-Perrachon's subsidiaries and associates is provided on pages 186 and 187.

1 2 3 4 5 6 7 8

2.5.1. Investments made and control acquired in 2021

Casino, Guichard-Perrachon did not acquire any direct interests or direct control in other entities in 2021. The indirect control acquired as a result of company formations, acquisitions and merger-related asset transfers in France in 2021 were as follows:

Achats Marchandises Casino (AMC) group

Auxo Achats Non Alimentaires (70%).

Casino Participations France group

C Mon Box (100%), C Mon Stock (100%), Expansion Mag Digital (99.98%), Forecas 1 (100%), Forecas 2 (100%), Forecas 3 (100%), Franklindis (99.98%), Le Paban (100%).

GreenYellow sub-group

GreenYellow Antilles 6 (100%), GreenYellow Antilles 7 (100%), GreenYellow Antilles 8 (100%), GreenYellow Antilles 9 (100%), GreenYellow Antilles 10 (100%), GreenYellow Effenergie 3 (100%), GreenYellow ME 1 (100%), GreenYellow Participations 28 (100%), GY PV 101 (100%), GY PV 102 (100%), GY PV 103 (100%), GY PV 104 (100%), GY PV 105 (100%), GY PV 106 (100%), GY PV 107 (100%), GY PV 108 (100%), GY PV 109 (100%), GY PV 110 (100%), Holding d'Exploitation de Centrales Photovoltaïques 32 (100%), Holding d'Exploitation de Centrales Photovoltaïques 33 (100%), Holding d'Exploitation de Centrales Photovoltaïques 34 (100%), Smart Efficiency Solution 8 (100%) and Smart Efficiency Solutions (100%).

RelevanC sub-group

Infinity Advertising (50%) and Inlead (91.31%).

Distribution Casino France group

Dmo Polygone (100%), Idrondis (100%), Jory (100%), Nerée (100%), Planus (100%), Rokenky (100%), Sauvadis (100%) and Sumacas Agen (100%).

Franprix-Leader Price Holding sub-group

Bontemps Distribution (100%), Distripompe (60%), Dombasle Distribution (70%) and SAS Miramar (100%).

Other

LPilog (100%).

2.5.2. Shareholder agreements

The Company is party to several shareholder agreements. Details of the most significant agreements are as follows:

Pão de Açúcar group (Brazil)

Further to the reorganisation of the ownership structure of Casino Group's South American assets from 12 September to 27 November 2019, the shareholder agreement between Almacenes Éxito SA ("Exito") and Casino, which had governed the control of Brazilian subsidiary GPA since the summer of 2015 through Ségisor, is no longer valid and has been terminated, since Casino now holds the entire share capital of Ségisor. The put option on the shares held by Éxito in GPA and the entities that make up GPA's former chain of ownership and control has also been terminated further to the acquisition of the shares subject to the put by Casino.

Supermercados Disco del Uruguay SA (Uruguay)

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

2.5.3. Pledged assets

Assets pledged by the Company or companies in the Group do not represent a material percentage of the Group's assets (1% of non-current assets or €206 million). The amount of €206 million does not include the guarantees given in connection with the Group's refinancing transaction in November 2019 (see Note 11.5.4 to the consolidated financial statements).

2.5.4. Related-party transactions

The Company maintains normal relations with all its subsidiaries in its day-to-day management of the Group, as described on page 37.

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

The Company also receives strategic support from Euris, the ultimate holding company, which is chaired by its majority shareholder Jean-Charles Naouri. Euris provides strategy and development consultancy services on a permanent basis under an agreement signed in 2003 and the amendments thereto. The annual amount paid by the Company for these services in 2021 was €790,000 excluding taxes, versus €1,030,000 excluding taxes in 2020.

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

No agreements were entered into in 2021, directly or through an intermediary, between a Company subsidiary and (i) the Chief Executive Officer, (ii) a Director or (iii) a shareholder holding more than 10% of the Company's voting rights, other than those pertaining to ordinary business operations and concluded under arms' length terms.

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

To strengthen the Company's good governance practices specifically concerning related-party agreements, in February 2015 the Board of Directors introduced a formal internal review procedure to be led by the Audit Committee or by a special-purpose committee concerning certain agreements and transactions between the Company or one of its wholly-owned subsidiaries, on the one hand, and a related party on the other. The procedure, which concerns related-party agreements in particular, aims to guarantee balanced related party transactions and thereby protect minority interests. Further details are provided in the section "Prior review of agreements between related parties by the Audit Committee", on pages 396 and 397 of this document.

Further to changes in the legal provisions governing related-party agreements pursuant to the Pacte Law of 22 May 2019 (Article L. 22-10-12, paragraph 2 of the French Commercial Code), at its meeting of 12 December 2019 the Board of Directors, on the unanimous recommendation of the Governance and Social Responsibility Committee, tasked the Audit Committee with regularly reviewing the "arm's length" agreements entered into by the Company, and also approved, on the Audit Committee's recommendation, the terms of the dedicated charter on identifying and reviewing arm's length agreements. This charter sets out the methodology to be used to classify agreements into arm's length and related-party agreements referred to in Article L. 225-38 of the French Commercial Code. Further details are provided in the section "Regular review by the Audit Committee of arm's length agreements entered into by the Company pursuant to Article L. 22-10-12, second paragraph, of the French Commercial Code", on page 397 and 398 of this document.

2.6. CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

2.6.1. Statutory Auditors' report on the consolidated financial statements

Year ended 31 December 2021

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

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

Opinion

In compliance with the engagement entrusted to us by the General Meeting of Shareholders, we have audited the accompanying consolidated financial statements of Casino, Guichard-Perrachon for the year ended 31 December 2021.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2021 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

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

Basis for opinion

Audit framework

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

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

Independence

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for Statutory Auditors, for the period from 1 January 2021 to the date of our report, and, in particular, we did not provide any non-audit services prohibited by Article 5(1) of Regulation (EU) No. 537/2014.

Emphasis of matter

We draw attention to the following matter described in Note 1.3 "Changes in accounting methods and restatement of comparative information" to the consolidated financial statements relating to the methods of implementation and the impacts of the retrospective application of the IFRS IC's decision concerning the periods of service to which an entity attributes benefit for some defined benefit plans (IAS 19 – Employee Benefit). Our opinion is not modified in respect of this matter.

Justification of assessments – Key audit matters

Due to the global crisis related to the COVID-19 pandemic, the financial statements of this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of health emergency have had numerous consequences for companies, particularly on their operations and financing, and have led to greater uncertainties as to their future prospects. Some of those measures, such as travel restrictions and remote working, have also had an impact on their internal organisation and the performance of audits.

It is in this complex and evolving context that, in accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to the risks of material misstatement that, in our professional judgement, were the most significant in our audit of the consolidated financial statements, as well as how we addressed those risks.

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

Impairment tests of goodwill and brands

Risk identified	Our response
See Note 3 "Scope of consolidation", Note 10.1 "Goodwill", Note 10.2 "Other intangible assets" and Note 10.5 "Impairment of non-current assets" to the consolidated financial statements	
As at 31 December 2021, the net carrying amounts of goodwill and brands with an indefinite useful life recorded in the consolidated statement of financial position amount to €6,667 million and €1,176 million respectively, i.e. approximately 26% of total consolidated assets. An impairment loss of the Extra brand was recognized in the financial year in the amount of €78 million. Within the context of the valuation of these assets, the Group performs impairment tests on its goodwill and brands at least once a year and whenever an indication of impairment is identified, according to the conditions described in Notes 10.1, 10.2 and 10.5 to the consolidated financial statements. We considered the valuation of the values in use applied in determining the recoverable amount of goodwill and brands to be a key audit matter due to: ▪ Their materiality in the consolidated financial statements; ▪ The significance of the estimates notably used as a basis for the determination of their value in use, including turnover and margin rate forecasts, the perpetual growth rates used to determine terminal value, and discount rates; ▪ The sensitivity of the valuation of these values in use to certain assumptions.	We assessed the compliance of the methodology implemented by Management with the accounting standards in force. We also assessed the main estimates used, analysing the following in particular: ▪ The consistency of cash flow projections with the budgets and medium-term business plans prepared by Management, as well as the consistency of the turnover and margin rate forecasts with the Group's historical performance, in the economic context in which the Group operates; ▪ The methods and parameters used to determine the discount rates and perpetual growth rates applied to estimated cash flows. With the assistance of the valuation specialists included in our audit team, we recalculated these discount rates using the most recent market data available and compared the results obtained with (i) the rates used by Management and (ii) the rates observed for several players operating in the same business sector as the Group; ▪ The sensitivity scenarios adopted by Management, of which we verified the arithmetical accuracy. Finally, we assessed the appropriateness of the information disclosed in the notes to the consolidated financial statements, in particular that relating to sensitivity tests.

Compliance with bank ratios

Risk identified	Our response
See Note 2 "Significant events of the year" and Note 11.5 "Financial risk management objectives and policies" to the consolidated financial statements	
Certain loan and credit line agreements, as stated in Note 11.5.4 "Liquidity risk" to the consolidated financial statements, provide for the obligation for the Company and certain subsidiaries to comply with bank ratios in respect of the bank covenants. Any non-compliance with the bank covenants is liable to result in all or part of the debts concerned being immediately payable. We considered compliance with the bank ratios to be a key audit matter, as any failure to comply with these ratios could have impacts on the availability of the group's confirmed credit lines as described in the notes to the consolidated financial statements, the presentation of financial liabilities as current/non-current in the consolidated financial statements, the liquidity position and, if relevant, the continuation of the company as a going concern.	Within the scope of our audit: ▪ We analysed the Group's bond and bank documentation, including in particular the covenants, in order to understand the definition of the ratios and corroborated our understanding through interviews with Group Management; ▪ We gained an understanding of the internal control procedures relating to the monitoring of the Group's liquidity and net financial debt, including the processes for (i) establishing cash flow forecasts, (ii) monitoring net financial debt and (iii) calculating the ratios and complying with the bank covenants; ▪ We verified the arithmetical accuracy of the calculation of the ratios produced by Management as at 31 December 2021; ▪ We assessed the level of banking ratios calculated with regard to contractual provisions. Finally, we assessed the appropriateness of the information disclosed in the notes to the consolidated financial statements, notably the information on the covenants relating to the financing concerned.

Recognition of tax credits and monitoring of contingent tax liabilities at GPA and Sendas

Risk identified	Our response
See Note 5.1 "Key indicators by reportable sector", Note 6.8 "Other current assets", Note 6.9.1 "Analysis of other non-current assets" and Note 13.3 "Contingent assets and liabilities" to the consolidated financial statements	
Within the scope of its retail activities at GPA and Sendas, the Group recognises ICMS tax credits. The balance of the credits recognised amounts to €328 million as at 31 December 2021. These tax credits were recognised insofar as GPA and Sendas consider their recoverability to be probable. In Brazil, GPA and Sendas are also involved in various administrative and legal proceedings in Brazil arising, notably, from tax claims filed by the Brazilian tax authorities. A part of these tax risks, estimated at €2,129 million as at 31 December 2021, were analysed as contingent liabilities and no provisions were recognised as at 31 December 2021, as stated in Note 13.3 to the consolidated financial statements.	We interviewed the various persons who hold responsibilities in the GPA and Sendas organisation to identify and gain an understanding of the tax credits and existing disputes, as well as the judgements relating thereto. Concerning the tax credits to be received, we analysed the following items with the assistance of the specialists in Brazilian indirect taxes included in our audit team: ▪ The internal control environment relating to the processes set up by Management to monitor the tax credits and ensure their recoverability, and we tested the related key controls; ▪ The assumptions used by Management to draw up the tax credits recovery plan; ▪ The documentation that evidences either the recognition of ICMS tax credits over the year.

Recognition of tax credits and monitoring of contingent tax liabilities at GPA and Sendas

Risk identified	Our response
See Note 5.1 "Key indicators by reportable sector", Note 6.8 "Other current assets", Note 6.9.1 "Analysis of other non-current assets" and Note 13.3 "Contingent assets and liabilities" to the consolidated financial statements	
We considered the recognition and recoverability of both the tax credits and the valuation and monitoring of contingent tax liabilities in Brazil to be key audit matters for the following reasons: (i) the significance in the accounts of the tax credit balance and the amount of contingent tax liabilities as at 31 December 2021, (ii) the complexity of the Brazilian tax legislation and (iii) the use of judgements and estimates by Management in connection with the recognition of tax credits and the valuation of the contingent tax liabilities.	Concerning the contingent liabilities, with the assistance of our specialists in Brazilian taxation: ▪ We gained an understanding of the internal control environment relating to the processes for the identification, monitoring and estimation of the level of risk associated with the various disputes, and we tested the related key controls; ▪ We reconciled the list of identified disputes with the information provided by the Brazilian subsidiaries' law firms that we contacted in order to assess the existence, completeness and amounts of tax proceedings and any necessary provisions, where applicable; ▪ We examined the information on the legal or technical proceedings and/or opinions provided by the main law firms or external experts chosen by Management, in order to assess the correct recognition of the various disputes or the relevance of their classification as contingent liabilities; ▪ We reconciled the risk estimates prepared by the Group with the figures relating to contingent tax liabilities disclosed in the notes to the consolidated financial statements. Finally, we assessed the appropriateness of the information disclosed in the notes to the consolidated financial statements.

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

Risk identified	Our response
See Note 6.2 "Cost of goods sold" and Note 6.8 "Other current assets" to the consolidated financial statements	
Within the scope of its retail activities, the Group receives rebates from its suppliers in the form of discounts and commercial cooperation fees. These rebates, generally paid on the basis of a percentage defined contractually according to purchase volumes and applied to purchases made from suppliers, are recorded as a deduction from cost of goods sold. Considering the material impact of these rebates on net profit for the year, the large number of contracts involved and the necessity for Management to estimate the final rebate percentage determined according to the volume of related purchases for each supplier, we considered the valuation of rebates to be received from suppliers at year-end to be a key audit matter.	Within the scope of our audit: ▪ We gained an understanding of the internal control environment relating to the process of monitoring these rebates in the Group's various significant subsidiaries and we carried out tests on the key controls set up by Management; ▪ We reconciled, on a sampling basis, the contractual terms relating to rebates to be received from suppliers with their valuation; ▪ We assessed, on a sampling basis, (i) the year-end rebates estimates used by Management to determine the percentage of rebates by product family for each supplier (ii) and the amounts of the invoices to be issued at year-end relating to this sampling; ▪ We reconciled the receivables recognised in the consolidated statement of financial position with the amounts collected subsequent to year-end.

Specific verifications

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

We have no matters to report as to the fair presentation of the information contained in the management report and its consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L.225-102-1 of the French Commercial Code is included in the information relating to the Group given in the management report, it being specified that, in accordance with Article L.823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained in this statement. This information should be reported on by an independent third party.

Other legal and regulatory Verification or Information

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

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

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

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

Appointment of the Statutory Auditors

We were appointed as Statutory Auditors of Casino, Guichard-Perrachon by the General Meeting of Shareholders held on 29 April 2010.

As at 31 December 2021, our audit firms were both in their 12th year of uninterrupted engagement. Previously, Ernst & Young Audit had been Statutory Auditor since 1978.

Responsibilities of Management and those charged with governance for the Consolidated Financial Statements

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

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

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

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

Statutory Auditors' responsibilities for the audit of the Consolidated Financial Statements

Objectives and audit approach

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

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

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

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

Report to the Audit Committee

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

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

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

Paris-La Défense, March 1st, 2022

The Statutory Auditors
French original signed by:

DELOITTE & ASSOCIES		ERNST & YOUNG et Autres	
Frédéric Moulin	Patrice Choquet	Alexis Hurtrel	Pierre Jouanne

2.6.2. Consolidated Financial Statements

2.6.2.1. Consolidated income statement

(€ millions)	Notes	2021	2020 (restated)[1]
CONTINUING OPERATIONS			
Net sales	5/6.1	30,549	31,912
Other revenue	6.1	504	598
Total revenue	**6.1**	**31,053**	**32,510**
Cost of goods sold	6.2	(23,436)	(24,314)
Gross margin	**5.1**	**7,617**	**8,195**
Selling expenses	6.3	(5,122)	(5,508)
General and administrative expenses	6.3	(1,302)	(1,266)
Trading profit	**5.1**	**1,193**	**1,422**
As a % of net sales		*3.9%*	*4.5%*
Other operating income	6.5	349	304
Other operating expenses	6.5	(1,005)	(1,103)
Operating profit		**537**	**622**
As a % of net sales		*1.8%*	*2.0%*
Income from cash and cash equivalents	11.3.1	27	16
Finance costs	11.3.1	(449)	(373)
Net finance costs	**11.3.1**	**(422)**	**(357)**
Other financial income	11.3.2	116	210
Other financial expenses	11.3.2	(507)	(601)
Profit (loss) before tax		**(276)**	**(125)**
As a % of net sales		*-0.9%*	*-0.4%*
Income tax benefit (expense)	9.1	84	(80)
Share of profit of equity-accounted investees	3.3.3	49	50
Net profit (loss) from continuing operations		**(142)**	**(156)**
As a % of net sales		*-0.5%*	*-0.5%*
Attributable to owners of the parent		(275)	(374)
Attributable to non-controlling interests		133	218
DISCONTINUED OPERATIONS			
Net profit (loss) from discontinued operations	**3.5.2**	**(255)**	**(508)**
Attributable to owners of the parent	3.5.2	(254)	(516)
Attributable to non-controlling interests	3.5.2	(1)	7
CONTINUING AND DISCONTINUED OPERATIONS			
Consolidated net profit (loss)		**(397)**	**(664)**
Attributable to owners of the parent		(530)	(890)
Attributable to non-controlling interests	12.8	133	225

Earnings per share

(In €)	Notes	2021	2020 (restated)[1]
From continuing operations, attributable to owners of the parent	**12.10.2**		
▪ Basic		(2.89)	(3.79)
▪ Diluted		(2.89)	(3.79)
From continuing and discontinued operations, attributable to owners of the parent	**12.10.2**		
▪ Basic		(5.24)	(8.58)
▪ Diluted		(5.24)	(8.58)

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

2.6.2.2. Consolidated statement of comprehensive income

(€ millions)	2021	2020 (restated)[1]
Consolidated net profit (loss)	**(397)**	**(664)**
Items that may be subsequently reclassified to profit or loss	**(84)**	**(1,367)**
Cash flow hedges and cash flow hedge reserve[2]	38	(17)
Foreign currency translation adjustments[3]	(108)	(1,328)
Debt instruments at fair value through other comprehensive income (OCI)	(1)	1
Share of items of equity-accounted investees that may be subsequently reclassified to profit or loss	(3)	(27)
Income tax effects	(10)	5
Items that will never be reclassified to profit or loss	**2**	**(6)**
Equity instruments at fair value through other comprehensive income	-	-
Actuarial gains and losses	2	(10)
Share of items of equity-accounted investees that will never be subsequently reclassified to profit or loss	-	-
Income tax effects	-	4
Other comprehensive income (loss) for the year, net of tax	**(82)**	**(1,373)**
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR, NET OF TAX	**(479)**	**(2,037)**
Attributable to owners of the parent	*(529)*	*(1,456)*
Attributable to non-controlling interests	*50*	*(581)*

(1) Previously published comparative information has been restated (Note 1.3).
(2) The change in the cash flow hedge reserve was not material in either 2021 or 2020.
(3) The €108 million negative net translation adjustment in 2021 arose primarily from the depreciation of the Colombian peso for €124 million. The €1,328 million negative net translation adjustment in 2020 mainly concerned the depreciation of the Brazilian and Colombian currencies for €957 million and €235 million, respectively.

Changes in other comprehensive income are presented in Note 12.7.2.

2.6.2.3. Consolidated statement of financial position

Assets

(€ millions)	Notes	**31 December 2021**	31 December 2020 (restated)(1)	1 January 2020 (restated) (1)
Goodwill	10.1	6,667	6,656	7,489
Intangible assets	10.2	2,024	2,061	2,296
Property, plant and equipment	10.3	4,641	4,279	5,113
Investment property	10.4	411	428	493
Right-of-use assets	7.1.1	4,748	4,888	5,602
Investments in equity-accounted investees	3.3.3	201	191	341
Other non-current assets	6.9	1,183	1,217	1,183
Deferred tax assets	9.2.1	1,191	1,019	768
Total non-current assets		**21,067**	**20,738**	**23,284**
Inventories	6.6	3,214	3,209	3,775
Trade receivables	6.7	772	941	836
Other current assets	6.8	2,033	1,770	1,536
Current tax assets		196	167	111
Cash and cash equivalents	11.1	2,283	2,744	3,572
Assets held for sale	3.5.1	973	932	2,818
Total current assets		**9,470**	**9,763**	**12,647**
TOTAL ASSETS		**30,537**	**30,501**	**35,932**

Equity and liabilities

(€ millions)	Notes	31 December 2021	31 December 2020 (restated)[(1)]	1 January 2020 (restated)[(1)]
Share capital	12.2	166	166	166
Additional paid-in capital, treasury shares, retained earnings and consolidated net profit (loss)		2,589	3,143	4,650
Equity attributable to owners of the parent		**2,755**	**3,309**	**4,816**
Non-controlling interests	**12.8**	**2,883**	**2,856**	**3,488**
Total equity	**12**	**5,638**	**6,165**	**8,304**
Non-current provisions for employee benefits	8.2	273	289	293
Other non-current provisions	13.1	376	374	458
Non-current borrowings and debt, gross	11.2	7,461	6,701	8,100
Non-current lease liabilities	7.1.1	4,174	4,281	4,761
Non-current put options granted to owners of non-controlling interests	3.4.1	61	45	61
Other non-current liabilities	6.10	225	201	181
Deferred tax liabilities	9.2.2	405	508	566
Total non-current liabilities		**12,975**	**12,398**	**14,422**
Current provisions for employee benefits	8.2	12	12	11
Other current provisions	13.1	216	189	153
Trade payables		6,097	6,190	6,580
Current borrowings and debt, gross	11.2	1,369	1,355	1,549
Current lease liabilities	7.1.1	718	705	723
Current put options granted to owners of non-controlling interests	3.4.1	133	119	105
Current tax liabilities		8	98	48
Other current liabilities	6.10	3,197	3,059	2,839
Liabilities associated with assets held for sale	3.5.1	175	210	1,197
Total current liabilities		**11,925**	**11,937**	**13,206**
TOTAL EQUITY AND LIABILITIES		**30,537**	**30,501**	**35,932**

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

2.6.2.4. Consolidated statement of cash flows

(€ millions)	Notes	2021	2020 (restated)[1]
Profit (loss) before tax from continuing operations		(276)	(125)
Profit (loss) before tax from discontinued operations	3.5.2	(330)	(462)
Consolidated profit (loss) before tax		**(606)**	**(587)**
Depreciation and amortisation	6.4	1,334	1,316
Provision and impairment expense	4.1	299	390
Losses (gains) arising from changes in fair value	11.3.2	(5)	78
Expenses (income) on share-based payment plans	8.3.1	14	12
Other non-cash items		(47)	(50)
(Gains) losses on disposals of non-current assets	4.4	(128)	(88)
(Gains) losses due to changes in percentage ownership of subsidiaries resulting in acquisition/loss of control		20	58
Dividends received from equity-accounted investees	3.3.1/3.3.2	17	17
Net finance costs	11.3.1	422	357
Interest paid on leases, net	11.3.2	313	320
No-drawdown credit lines costs, non-recourse factoring and associated transaction costs	11.3.2	88	60
Disposal gains and losses and adjustments related to discontinued operations		114	258
Net cash from operating activities before change in working capital, net finance costs and income tax		**1,835**	**2,142**
Income tax paid		(184)	(157)
Change in operating working capital	4.2	(26)	26
Income tax paid and change in operating working capital: discontinued operations		(97)	211
Net cash from operating activities		**1,529**	**2,222**
of which continuing operations		*1,841*	*2,215*
Cash outflows related to acquisitions of:			
▪ Property, plant and equipment, intangible assets and investment property	4.3	(1,131)	(927)
▪ Non-current financial assets	4.11	(174)	(942)
Cash inflows related to disposals of:			
▪ Property, plant and equipment, intangible assets and investment property	4.4	156	423
▪ Non-current financial assets	4.11	163	461
Effect of changes in scope of consolidation resulting in acquisition or loss of control	4.5	(15)	157
Effect of changes in scope of consolidation related to equity-accounted investees	4.6	1	(63)
Change in loans and advances granted		(30)	(28)
Net cash from (used in) investing activities of discontinued operations		(81)	453

(€ millions)	Notes	2021	2020 (restated)[1]
Net cash used in investing activities		**(1,111)**	**(466)**
of which continuing operations		*(1,030)*	*(920)*
Dividends paid:			
▪ to owners of the parent	12.9	-	-
▪ to non-controlling interests	4.7	(102)	(45)
▪ to holders of deeply-subordinated perpetual bonds	12.9	(35)	(36)
Increase (decrease) in the parent's share capital		-	-
Transactions between the Group and owners of non-controlling interests	4.8	15	(55)
(Purchases) sales of treasury shares	12.4	-	(1)
Additions to loans and borrowings	4.9	4,203	2,066
Repayments of loans and borrowings	4.9	(3,514)	(2,632)
Repayments of lease liabilities		(623)	(603)
Interest paid, net	4.10	(752)	(717)
Other repayments		(30)	(23)
Net cash used in financing activities of discontinued operations		(10)	(73)
Net cash used in financing activities		**(848)**	**(2,117)**
of which continuing operations		*(838)*	*(2,044)*
Effect of changes in exchange rates on cash and cash equivalents of continuing operations		(22)	(494)
Effect of changes in exchange rates on cash and cash equivalents of discontinued operations		-	-
CHANGE IN CASH AND CASH EQUIVALENTS		**(452)**	**(856)**
Net cash and cash equivalents at beginning of period	**4.9**	**2,675**	**3,530**
▪ of which net cash and cash equivalents of continuing operations	11.1	2,675	3,471
▪ of which net cash and cash equivalents of discontinued operations		(1)	59
Net cash and cash equivalents at end of period		**2,223**	**2,675**
▪ of which net cash and cash equivalents of continuing operations	11.1	2,224	2,675
▪ of which net cash and cash equivalents of discontinued operations		(1)	(1)

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

2.6.2.5. Consolidated statement of changes in equity

(€ millions) (before allocation of profit)	Share capital	Additional paid-in capital(1)	Treasury shares
AT 1 JANUARY 2020 (REPORTED)	**166**	**3,901**	**(28)**
Effect of applying IFRS IC agenda decision on IAS 19 (Note 1.3)	-	-	-
AT 1 JANUARY 2020 (RESTATED)(*)	**166**	**3,901**	**(28)**
Other comprehensive income (loss) for the period (restated)(*)	-	-	-
Net profit (loss) for the year (restated)(*)	-	-	-
Consolidated comprehensive income (loss) for the year (restated)(*)	**-**	**-**	**-**
Issue of share capital	-	-	-
Purchases and sales of treasury shares(5)	-	-	6
Dividends paid/payable to shareholders(6)	-	-	-
Dividends paid/payable to holders of deeply subordinated perpetual bonds(6)	-	-	-
Share-based payments	-	-	-
Changes in percentage interest resulting in the acquisition/loss of control of subsidiaries	-	-	-
Changes in percentage interest not resulting in the acquisition/loss of control of subsidiaries	-	-	-
Other movements(7)	-	-	-
AT 31 DECEMBER 2020 (RESTATED)(*)	**166**	**3,901**	**(22)**
Other comprehensive income (loss) for the year	-	-	-
Net profit (loss) for the year	-	-	-
Consolidated comprehensive income (loss) for the year	**-**	**-**	**-**
Issue of share capital	-	-	-
Purchases and sales of treasury shares(5)	-	-	8
Dividends paid/payable to shareholders(6)	-	-	-
Dividends paid/payable to holders of deeply subordinated perpetual bonds(6)	-	-	-
Share-based payments	-	-	-
Changes in percentage interest resulting in the acquisition/loss of control of subsidiaries	-	-	-
Changes in percentage interest not resulting in the acquisition/loss of control of subsidiaries	-	-	-
Other movements(7)	-	-	-
AT 31 DECEMBER 2021	**166**	**3,901**	**(14)**

(*) Previously published comparative information has been restated (Note 1.3).
(1) Additional paid-in capital includes (a) premiums on shares issued for cash or for contributions in kind, or in connection with mergers or acquisitions, and (b) legal reserves.
(2) See Note 12.6.
(3) Attributable to the shareholders of Casino, Guichard-Perrachon.
(4) See Note 12.8.
(5) See Note 12.4 for information about treasury share transactions.
(6) See Note 12.9 for dividends paid and payable to holders of ordinary shares and deeply-subordinated perpetual bonds. Dividends paid and payable to non-controlling interests during the year primarily concern Sendas for €28 million, GPA for €11 million and Éxito for €19 million (2020: GPA and Éxito for €49 million and €22 million, respectively).
(7) Primarily relating to the remeasurement at Libertad in application of IAS 29 – Financial Reporting in Hyperinflationary Economies.

Deeply-subordinated perpetual bonds (TSSDI)	Retained earnings and profit for the period	Other reserves[2]	Equity attributable to owners of the parent[3]	Non-controlling interests[4]	Total equity
1,350	**1,919**	**(2,539)**	**4,769**	**3,488**	**8,256**
-	28	19	47	-	47
1,350	**1,947**	**(2,521)**	**4,816**	**3,488**	**8,304**
-	-	(566)	(566)	(807)	(1,373)
-	(890)	-	(890)	225	(664)
-	**(890)**	**(566)**	**(1,456)**	**(581)**	**(2,037)**
-	-	-	-	-	-
-	(7)	-	(1)	-	(1)
-	-	-	-	(80)	(80)
-	(34)	-	(34)	-	(34)
-	7	-	7	7	14
-	-	-	-	1	1
-	(38)	-	(38)	(1)	(38)
-	15	-	15	22	37
1,350	**1,000**	**(3,087)**	**3,309**	**2,856**	**6,165**
-	-	1	1	(83)	(82)
-	(530)	-	(530)	133	(397)
-	**(530)**	**1**	**(529)**	**50**	**(479)**
-	-	-	-	-	-
-	(8)	-	-	-	-
-	-	-	-	(69)	(69)
-	(36)	-	(36)	-	(36)
-	8	-	8	12	20
-	-	-	-	-	-
-	(21)	-	(21)	(3)	(25)
-	25	-	25	37	62
1,350	**438**	**(3,086)**	**2,755**	**2,883**	**5,638**

2.6.3. Notes to the consolidated financial statements

Detailed summary of notes to the consolidated financial statements

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Information about the Casino, Guichard-Perrachon Group

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

The consolidated financial statements for the year ended 31 December 2021 reflect the accounting situation of the Company and its subsidiaries, as well as the Group's interests in associates and joint ventures.

The 2021 consolidated financial statements of Casino, Guichard-Perrachon were approved for publication by the Board of Directors on 24 February 2022.

Note 1 Significant accounting policies

1.1. Accounting standards

Pursuant to European Commission Regulation No. 1606/2002 of 19 July 2002, the consolidated financial statements of Casino Group have been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), as adopted by the European Union as of the date of approval of the financial statements by the Board of Directors and applicable at 31 December 2021.

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

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

Standards, amendments to standards, and interpretations adopted by the European Union and mandatory for financial years beginning on or after 1 January 2021

The European Union has adopted the following standards, amendments and interpretations which must be applied by the Group for its financial year beginning on 1 January 2021 and do not have a material impact on its consolidated financial statements:

- Amendments to IFRS 16 – Covid-19-Related Rent Concessions beyond 30 June 2021

  This amendment is applicable on a retrospective basis as from 1 April 2021 at the latest for financial years beginning on or after 1 January 2021.

  It provides a one-year extension for the practical expedient granted by the original amendment to IFRS 16 – Covid-19-Related Rent Concessions issued in May 2020. In applying the practical expedient, rent concessions are not accounted for as lease modifications. The scope of the original amendment has now been extended to rent concessions granted in respect of payments due up to 30 June 2022 (versus 30 June 2021 previously).

- Amendments to IFRS 9, IAS 39, IFRS 7 and IFRS 16 – Interest Rate Benchmark Reform (Phase 2)

  These amendments published on 27 August 2020 and mandatory for financial years beginning on or after 1 January 2021, were early adopted by the Group as of 1 January 2020.

  They address issues that might affect the financial statements when an existing interest rate benchmark is replaced with an alternative benchmark as part of an interest rate benchmark reform, and offer practical expedients for recognising changes in contractual cash flows.

IFRS IC agenda decision – Attributing Benefit to Periods of Service (IAS 19 – Employee Benefits)

The effects of applying the IFRS IC decision on IAS 19 are presented in Note 1.3.

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

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

The decision clarifies the accounting treatment of these costs, which must be presented as either (i) intangible assets in application of IAS 38 if the customer obtains control of a software asset, or (ii) expenses over the period in which the cloud services are provided when the services are not distinct from the SaaS services, or (iii) expenses when the services are provided if those services are distinct from the SaaS services.

The Group has begun to identify the contracts and to analyse the different types of costs incurred in order to determine those items whose initial accounting treatment could be affected by this decision. These analyses were ongoing at the date of these financial statements. Due to technical difficulties surrounding this decision and operational difficulties in implementing it, the decision was not applied by the Group in its financial statements at 31 December 2021. The Group will complete its analyses during the first half of 2022 and the decision will be applied in its financial statements at 30 June 2022.

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

1.2.1. Basis of measurement

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

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

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

1.2.2. Use of estimates and judgements

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

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

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

1.2.3. Addressing risks related to climate change

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

- on the Group's businesses, due to the increase in extreme weather events such as a mix of drought and torrential rain in Brazil, and floods, storms, landslides and earthquakes in Colombia;
- on Group products sold by stores, due to significant, fast-paced changes in customers' purchasing behaviour;
- on the supply chain, due to the potential scarcity of raw materials;
- on access to financing, in the event of a failure to meet target greenhouse gas reduction goals under the Paris Agreement.

An increase in the occurrence of such extreme events would have not only direct consequences for the Group's operations (business interruption/supply chain difficulties), but also an indirect impact through higher raw material prices, energy prices and insurance premiums, a drop in sales of seasonal products and changes in consumer habits.

As a result, the Group is more systematically integrating climate change risks into its activities. This is done by assessing the value of some of its assets through their depreciation schedule or as events that may result in impairment indicators or have an impact on obtaining financing in the future. The following commitments also demonstrate how the Group is addressing climate risks:

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

These commitments could have an impact on certain choices regarding investments relating to its operations. The Group is implementing actions to limit the effects of its activities on climate change. At present, the direct impacts of climate change on the Group's financial statements are not considered to be material.

1.3. Changes in accounting methods and restatement of comparative information

In May 2021, the IFRS IC published an agenda decision concerning the periods of service to which an entity attributes benefit for a defined benefit plan under which:

- employees are entitled to a lump sum benefit payment when they reach a particular retirement age, provided they are employed by the entity when they reach that retirement age;
- the amount of the retirement benefit to which an employee is entitled depends on the length of employee service before the retirement age and is capped at a specified number of consecutive years of service.

In its decision, the IFRS IC specifies that when (i) employees are entitled to a retirement benefit only when they reach retirement age and (ii) the benefits are capped after a specified number of years of service, the retirement benefit is calculated using only the last years of employee service immediately before retirement age.

Applying this agenda decision reduces obligations for defined benefit plans under which benefits are capped at a specified number of consecutive years of service, and the fewer the years of service at which benefits are capped, the larger the reduction in the benefit obligation.

The Group has completed its analysis of the various collective and company agreements in order to identify those that could be affected by this decision.

The following tables show the impact on the previously published consolidated income statement, consolidated statement of comprehensive income, consolidated statement of financial position and consolidated statement of cash flows resulting from the retrospective application of this decision:

Impact on the main consolidated income statement indicators in 2020

(€ millions)	**2020 (reported)**	Impact of the IFRS IC – IAS 19 agenda decision	**2020 (restated)**
Net sales	31,912	-	31,912
Other revenue	598	-	598
TOTAL REVENUE	**32,510**	**-**	**32,510**
Cost of goods sold	(24,314)	-	(24,314)
Selling expenses	(5,504)	(3)	(5,508)
General and administrative expenses	(1,265)	(1)	(1,266)
Trading profit	**1,426**	**(4)**	**1,422**
Operating profit	**628**	**(6)**	**622**
Net finance costs	(357)	-	(357)
Other financial income and expenses	(392)	-	(391)
Profit (loss) before tax	**(120)**	**(6)**	**(125)**
Income tax benefit (expense)	(82)	1	(80)
Share of profit of equity-accounted investees	50	-	50
Net profit (loss) from continuing operations	**(152)**	**(4)**	**(156)**
Attributable to owners of the parent	*(370)*	*(4)*	*(374)*
Attributable to non-controlling interests	*218*	*-*	*218*
Net profit (loss) from discontinued operations	**(508)**	**-**	**(508)**
Attributable to owners of the parent	*(516)*	*-*	*(516)*
Attributable to non-controlling interests	*7*	*-*	*7*
CONSOLIDATED NET PROFIT (LOSS)	**(660)**	**(4)**	**(664)**
Attributable to owners of the parent	*(886)*	*(4)*	*(890)*
Attributable to non-controlling interests	*225*	*-*	*225*

Impact on the main consolidated statement of comprehensive income indicators in 2020

(€ millions)	2020 (reported)	Impact of the IFRS IC – IAS 19 decision	2020 (restated)
Consolidated net profit (loss)	**(660)**	**(4)**	**(664)**
Items that may be subsequently reclassified to profit or loss	**(1,367)**	**-**	**(1,367)**
Items that will never be reclassified to profit or loss	**(10)**	**3**	**(6)**
of which actuarial gains and losses	*(14)*	*5*	*(10)*
of which income tax effects	*5*	*(1)*	*4*
Other comprehensive income (loss) for the year, net of tax	**(1,377)**	**3**	**(1,373)**
Total comprehensive income (loss) for the year, net of tax	**(2,037)**	**(1)**	**(2,037)**
Attributable to owners of the parent	*(1,455)*	*(1)*	*(1,456)*
Attributable to non-controlling interests	*(581)*	*-*	*(581)*

Impact on the main consolidated statement of financial position indicators at 1 January 2020

(€ millions)	1 January 2020 (reported)	Impact of the IFRS IC – IAS 19 decision	1 January 2020 (restated)
Total non-current assets	**23,300**	**(16)**	**23,284**
of which deferred tax assets	*784*	*(16)*	*768*
Total current assets	**12,647**	**-**	**12,647**
TOTAL ASSETS	**35,948**	**(16)**	**35,932**
Total equity	**8,256**	**47**	**8,304**
of which attributable to owners of the parent	*4,769*	*47*	*4,816*
of which attributable to non-controlling interests	*3,488*	*-*	*3,488*
Total non-current liabilities	**14,485**	**(63)**	**14,422**
of which non-current provisions for employee benefits	*357*	*(63)*	*293*
Total current liabilities	**13,206**	**-**	**13,206**
of which current provisions for employee benefits	*11*	*-*	*11*
TOTAL EQUITY AND LIABILITIES	**35,948**	**(16)**	**35,932**

Impact on the main consolidated statement of financial position indicators at 31 December 2020

(€ millions)	31 December 2020 (reported)	Impact of the IFRS IC – IAS 19 decision	31 December 2020 (restated)
Total non-current assets	**20,754**	**(16)**	**20,738**
of which deferred tax assets	*1,035*	*(16)*	*1,019*
Total current assets	**9,763**	**-**	**9,763**
TOTAL ASSETS	**30,517**	**(16)**	**30,501**
Total equity	**6,118**	**47**	**6,165**
of which attributable to owners of the parent	*3,263*	*46*	*3,309*
of which attributable to non-controlling interests	*2,856*	*1*	*2,856*
Total non-current liabilities	**12,461**	**(62)**	**12,398**
of which non-current provisions for employee benefits	*351*	*(62)*	*289*
Total current liabilities	**11,937**	**-**	**11,937**
of which current provisions for employee benefits	*12*	*-*	*12*
TOTAL EQUITY AND LIABILITIES	**30,517**	**(16)**	**30,501**

Impact on the main consolidated statement of cash flow indicators in 2020

(€ millions)	2020 (reported)	Impact of the IFRS IC – IAS 19 decision	2020 (restated)
Net cash from operating activities	**2,222**	**-**	**2,222**
of which consolidated profit (loss) before tax	*(581)*	*(6)*	*(587)*
of which other components of cash flow	*2,723*	*6*	*2,729*
Net cash used in investing activities	**(466)**	**-**	**(466)**
Net cash used in financing activities	**(2,177)**	**-**	**(2,177)**
Effect of changes in exchange rates on cash and cash equivalents	(494)	-	(494)
Change in cash and cash equivalents	**(856)**	**-**	**(856)**
Net cash and cash equivalents at beginning of period	3,530	-	3,530
Net cash and cash equivalents at end of period	2,675	-	2,675

Note 2 Significant events of the year

Significant events of the year are the following:

IMPACT OF THE COVID-19 GLOBAL PANDEMIC ON THE CONSOLIDATED FINANCIAL STATEMENTS

The impacts of the health crisis continued to be felt throughout 2021 and uncertainties remain as to how the pandemic will evolve going forward. The impacts for the Group in 2021 were similar to those observed in second-half 2020 from both an operating and a financial perspective. These varying impacts are set out in Note 2 to the 2020 consolidated financial statements.

DISPOSAL PLAN FOR NON-STRATEGIC ASSETS

In mid-2018, the Group initiated a plan to dispose of certain non-strategic assets, under which a total of €2.8 billion in assets had been sold at 31 December 2020. The Group continued with this disposal plan in 2021, leading in particular to the sale of FLOA (Note 2), the recognition of contingent consideration in connection with the sale-and-leaseback transactions carried out in 2019 (Note 6.5), and the sale of a 3% stake in Mercialys (Note 3.1). The Group has now sold a total of €3.2 billion in non-strategic assets out of the announced €4.5 billion disposal plan.

LISTING OF ASSAÍ IN BRAZIL AND CONVERSION OF EXTRA HYPERMARKETS INTO ASSAÍ STORES

On 19 February 2021, GPA announced that it had received (i) on 10 February 2021 approval to list the shares issued by Sendas Distribuidora SA (Assaí) on the *Novo Mercado* segment of the B3 SA – Brasil, Bolsa, Balcão, and (ii) on 12 February 2021, approval to list the *American Depositary Securities* (ADSs) of Assaí on the New York Stock Exchange. These operations formed part of the transactions announced at the end of 2020 to restructure and spin off certain GPA assets. Assaí shares were distributed to GPA shareholders at a ratio of one Assaí share for each GPA share. The trading of Assaí shares and ADSs began on 1 March 2021.

Following the listing, Casino Group – which holds a 41.2% stake in GPA and an identical stake in Assaí – continues to exercise *de facto* control of these two companies. Fees relating to these transactions were recognised in 2021 within "Other operating expenses" for €25 million (Note 6.5) (2020: €25 million and a tax impact of €12 million – Note 9.1.2).

The Boards of Directors of GPA and Sendas approved the conversion of 70 Extra Hiper stores operated by GPA into cash & carry stores operated by Assaí. This transaction involves (i) the sale of GPA's 70 businesses to Assaí, including 53 store properties leased and 17 store properties owned by GPA, (ii) a sale-and-leaseback transaction which should be completed before 28 February 2022 with an investment fund for an amount of BRL 1.2 billion (€190 million) relating to the 17 store properties owned by GPA (Assaí will act as lessee under the new leases), and (iii) the conversion, closure or disposal of the remaining 32 Extra Hiper stores. The transfer, conversion or closure of these stores implies a comprehensive restructuring of the stores concerned, resulting mainly in staff redundancy costs and asset impairment charges, notably in respect of equipment that cannot be reused, along with inventories and the Extra banner (Note 6.5).

The main accounting impacts of this transaction for Casino Group are as follows:

- a total expense of €232 million recorded under "Other operating expenses" (Note 6.5) in "Net income/(expense) related to changes in the scope of consolidation";
- reclassification of property, plant and equipment as "Assets held for sale" in an amount of BRL 517 million (€82 million), relating to the 17 store properties concerned by the sale-and-leaseback transactions due to take place in 2022 (Notes 3.5.1 and 10.3.2).

OPERATIONS CARRIED OUT TO STRENGTHEN THE GROUP'S FINANCIAL STRUCTURE

In 2021, the Group continued to refinance its debt to extend its maturity and improve its financial terms and conditions.

In the first half of the year, the Group repaid ahead of term its existing €1.225 billion term loan ("Term Loan B") maturing in January 2024 and bearing interest at Euribor 5.5%, through:

- a new €1 billion term loan ("Term Loan B") maturing in August 2025, issued at a price representing 99.75% of the nominal amount. The loan bears interest at Euribor 4.0% and the collateral posted is the same as for the existing term loan;
- a new €525 million unsecured debt issue, maturing in April 2027 and with a 5.25% coupon.

This early repayment was made at 101% of the nominal amount, representing a repayment premium of €12 million.

The repayment was treated as a settlement of a financial liability. The resulting accounting impacts were (i) derecognition of the initial Term Loan B and (ii) recognition of the new Term Loan B. The difference between the repayment price of the initial Term Loan B (€1,237 million) and its carrying amount at the repayment date was immediately expensed within "Net finance costs" for €38 million. The corresponding fees for this transaction included within the amortised cost of the debt amounted to €10 million.

The Group also:

- topped up its Term Loan B maturing in August 2025 and contracted under the same conditions for an amount of €425 million, issued at a price representing 99.25% of the nominal amount. The top-up was made in November 2021 and brings the nominal amount of the term loan to €1,425 million; and
- launched two public buyback offers on a portion of its unsecured bond issues in November and December 2021 for a total nominal amount of €165 million, of which €51 million relating to the bonds maturing in January 2023, €53 million to the bonds maturing in March 2024, €13 million to the bonds maturing in February 2025 and €48 million to the bonds maturing in August 2026.

On 19 July 2021, the Group also announced that it had extended the maturity of its syndicated credit facility ("RCF") and improved its financial conditions (Note 11.5.4). The amendment to the loan documentation was effective 22 July 2021, and provides for:

- an extension of the maturity of the facility from October 2023 to July 2026 (May 2025 if the Term Loan B maturing in August 2025 is not repaid or refinanced at that date) for an amount of €1.8 billion;
- a review of the financial covenants, in line with the improvement in the Group's financial position and GreenYellow's growth plan (see below). Consequently, with effect from 30 June 2021, the Group has undertaken to comply, on a quarterly basis, with the following covenants, which supersede the previous covenants, for the France Retail and E-commerce scope (excluding GreenYellow):
  - a ratio of secured gross debt to EBITDA (after lease payments) not in excess of 3.5x;
  - a ratio of EBITDA (after lease payments) to net finance costs not less than 2.5x.

The security interests and collateral initially granted to the lenders remain unchanged. The documentation includes the same dividend restrictions as the financing raised in November 2019 (Note 11.5.4).

Outstanding fees relating to the amended RCF are being amortised on a yield-to-maturity basis over the residual term of the amended facility.

Monoprix's syndicated credit facility, which expired in July 2021, was also rolled over. The new €130 million syndicated facility matures in January 2026 and has a yearly margin adjustment clause based on the achievement of CSR targets, as well as a covenant requirement (leverage ratio), the terms of which are outlined below (Note 11.5.4).

As a result of these last two operations, the amount of the confirmed credit lines available at any time in the France Retail segment (excluding GreenYellow) stands at €2.2 billion, with an average maturity of 4.2 years at 31 December 2021.

Amounts held in segregated accounts to repay debt totalled €504 million at 31 December 2021 (Note 6.8.1), of which €145 million was held in the secured segregated account (Note 11.2.1).

End of the purchasing agreement with Auchan Retail, Dia, Metro and the Schiever group

The groups jointly decided not to renew their cooperation agreement for the 2022 purchasing negotiations. All commitments undertaken with suppliers and partners within the scope of finalised negotiations involving the "Horizon Achats et Appels d'offres" and "Horizon International Services" organisations have been met through to the end of 2021. The end of this cooperation has no material accounting impact.

Partnership with Intermarché in purchasing for leading brand products and in digital

On 15 April 2021, Intermarché and Casino Group announced that they had entered into a five-year partnership covering three distinct areas:

- purchasing, with the creation of (i) a centralised purchasing unit for food, to be managed by Intermarché, (ii) a centralised purchasing unit in the non-food sector to be managed by Casino Group, and (iii) a joint international organisation to sell international services to large industrial groups operating in their territories (Europe and Latin America);
- development of digital services in marketing and advertising fields, with the creation of a joint venture ("Infinity Advertising") to market a Retail Media offering to food producers and their agents in France;
- the food industry, with a cooperation agreement.

The food and non-food purchasing units ("AUXO Achats Alimentaires" and "AUXO Achats Non-Alimentaires", respectively) began operating on 1 September 2021.

All standard notification and information procedures have been completed with the competent competition authorities for these partnerships, which will therefore be effective for the 2022 purchasing round.

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Sale of FLOA to BNP Paribas completed

On 27 July 2021, Casino Group and Crédit Mutuel Alliance Fédérale announced (i) the signing of an exclusivity agreement for the sale of FLOA to BNP Paribas and (ii) the setting up of a strategic partnership between BNP Paribas and Casino Group.

The sale was completed on 31 January 2022 following authorisation from France's Competition Authority and the European Central Bank (ECB). The sale price amounts to €200 million, including (i) €150 million relating to the disposal of shares representing 50% of FLOA's capital based on its net equity as estimated at the date of the transaction and (ii) €50 million relating to the sale of technology assets of the "FLOA PAY" split payment solution and the earn-out contingent on the renewal of commercial agreements between Cdiscount, the Casino banners and FLOA (Cdiscount will continue to operate its split payment solution via card through FLOA and BNP Paribas).

BNP Paribas will become the provider and distributor of consumer credit solutions, including split payment solutions for Casino Group customers through a business partnership set up with the Casino Supermarkets, Géant and Cdiscount banners. The planned partnership will also lead to a collaborative venture between Casino Group and BNP Paribas to develop the FLOA PAY split payment solution. Casino Group will also remain invested in the successful development of the "FLOA PAY" business through a 30% stake in future value created (by 2025).

Market operations concerning Cdiscount and GreenYellow subsidiaries

On 12 April 2021, the Group announced that it had actively launched a preliminary review of potential additional capital raising for GreenYellow and Cdiscount. The capital raising could take the form of (i) market operations and (ii) secondary placements of shares held by the Group, with Casino nevertheless retaining the control of these strategic subsidiaries.

On 14 May 2021, GreenYellow subsequently announced that it had decided with its shareholders to explore various funding options, including the possibility of an IPO on Euronext Paris, subject to market conditions and regulatory approvals. The transaction would chiefly consist of a capital increase. Casino Group would remain as GreenYellow's majority shareholder.

Given the unfavourable market conditions, Cnova announced on 8 October 2021 that the project would be postponed. Concerning GreenYellow, €200 million was raised in February 2022 (Note 15) and other financing options continue to be explored to support GreenYellow's accelerated growth.

Strategic agreement signed with Gorillas

On 14 December 2021, the Group signed a major strategic partnership with Gorillas for the quick commerce market in France. Through this agreement, Casino Group gives Gorillas access to its national-brand products and to Monoprix private-label products, which are available on the Gorillas platform and can be delivered within minutes to customers in Paris, Lille, Lyon and Nice.

In a second phase, Casino will leverage the unparalleled technological and operational expertise of Gorillas, which will prepare and carry out ultra-fast deliveries of orders made by customers on Monoprix and Franprix platforms from its French stores. Casino Group is associated with value creation through a stake in Gorillas in France and in the German subsidiary.

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

Disposal of 3% of Mercialys equity

In December 2021, the Group completed the definitive disposal of an additional 3% of Mercialys equity through a total return swap, or TRS (Note 3.1).

Note 3 Scope of consolidation

Accounting principles

Basis of consolidation

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

Subsidiaries

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

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

Potential voting rights

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

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

Joint ventures

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

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

Associates

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

Equity method of accounting

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

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

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

Business combinations

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

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

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

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

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

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

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

Intra-group transfers of shares in consolidated companies

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

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

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

Foreign currency translation

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

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

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

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

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

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

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

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

3.1. Transactions affecting the scope of consolidation in 2021

3.1.1. Mercialys TRS

On 9 December 2021, the Group completed the definitive disposal of an additional 3% of Mercialys equity through a total return swap (TRS) maturing in March 2022, leading to the immediate collection of an amount of €24 million. At 31 December 2021, all of the shares underlying the TRS had been sold and Mercialys continued to be accounted for by the equity method based on a percentage interest of 16.9% (20.3% at 31 December 2020). In all, the Group collected €23 million in 2021 in respect of the TRS (Note 4.6).

3.1.2. Control of Supermercados Disco del Uruguay SA

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

3.2. Transactions affecting the scope of consolidation in 2020

3.2.1. Mercialys TRS

On 26 July 2018, in connection with the announced asset disposal plan, the Group reduced its stake in Mercialys from 40.3% of the voting rights to 25.3%, through the block sale to a bank of shares representing 15% of the capital under a total return swap (TRS).

On 21 August 2020, the Group transferred a 5% stake in Mercialys to the TRS, allowing it to immediately collect €26 million held in a segregated account in connection with the repayment of gross debt. All of the shares underlying the TRS had been sold at 31 December 2020. Upon unwinding the TRS, the Group recognised a loss of €72 million in "Other operating expenses" (Note 6.5).

In all, the Group paid out €47 million in 2020 in respect of the TRS, net of the €26 million collected from the 5% stake transferred (Note 4.6).

3.2.2. Sale of Vindémia

Casino Group sold Vindémia to the GBH group on 30 June 2020 as part of its plan to dispose of non-strategic assets, and collected €186 million based on an enterprise value of €219 million. This transaction generated a disposal loss of €23 million, including a loss of €13 million on reclassifying foreign currency translation adjustments within gains and losses on disposals.

3.2.3. Sale of Leader Price stores and warehouses to Aldi France

On 30 November 2020, Casino Group finalised the sale to Aldi France of three warehouses, 545 Leader Price stores and two Casino supermarkets for a consideration of €648 million, collected at closing (Note 3.5.2). The consideration may be adjusted to take account of an earn-out contingent on compliance with certain operating indicators during the transition period.

At closing, the Group has definitively lost control of Leader Price by transferring its voting rights and other attached rights in the entities sold to Aldi. However, the disposal agreement provided for a transition period during which Casino Group would continue to manage day-to-day operations in its capacity as "parent" while the stores are gradually converted to the Aldi banner throughout 2021. The transition period ended on 30 September 2021, when the last stores were converted.

Under the disposal agreement, Casino (the seller) also grants to Aldi (the buyer) the customary representations and warranties. These include a specific seller's warranty for €100 million (Note 6.11.1).

In accordance with IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations, this transaction led to the recognition of a disposal loss before tax of €206 million in 2020, presented within "Net profit (loss) before tax from discontinued operations" (Note 3.5.2). Also in accordance with this standard, the net post-tax profit (loss) resulting from transactions carried out in 2021 in respect of this transition period is shown on a separate line of the income statement within "Net profit (loss) from discontinued operations" (Note 3.5.2). The same applies to the related cash flows, which are presented on a separate line in the consolidated statement of cash flows.

Further to the transaction, Casino Group remains the owner of the Leader Price brand and can continue to operate it within and outside France under certain conditions agreed with Aldi. The Group thereby continues to operate its wholesale activity for internal and external customers (Leader Price franchises within and outside France, Casino Géant, Casino supermarkets, etc.).

3.3. INVESTMENTS IN EQUITY-ACCOUNTED INVESTEES

3.3.1. Significant associates and joint ventures

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

	2021				2020			
(€ millions)	Mercialys	Tuya[2]	FLOA Bank	FIC[3]	Mercialys	Tuya[2]	FLOA Bank	FIC[3]
Country	France	Colombia	France	Brazil	France	Colombia	France	Brazil
Business	Real estate	Banking	Banking	Banking	Real estate	Banking	Banking	Banking
Type of relationship	Associate	Joint venture	Joint venture	Associate	Associate	Joint venture	Joint venture	Associate
% interests and voting rights[4]	17%[1]	50%	50%	36%	20%[1]	50%	50%	36%
Total revenue	228	243	275	162	231	276	224	168
Net profit (loss) from continuing operations	78	2	20	42	61	6	9	56
Other comprehensive income (loss)	-	-	-	-	-	-	-	-
TOTAL COMPREHENSIVE INCOME	**78**	**2**	**20**	**42**	**61**	**6**	**9**	**56**
Non-current assets	2,755	25	39	6	2,858	31	35	8
Current assets[5]	365	843	2,119	1,385	541	747	1,798	1,057
Non-current liabilities	(1,275)	(322)	(37)	(7)	(1,403)	(403)	(35)	(3)
Current liabilities	(213)	(424)	(1,891)	(1,173)	(423)	(252)	(1,614)	(880)
of which credit activities related liabilities	-	*(662)*	*(1,865)*	*(307)*	-	*(579)*	*(1,591)*	*(241)*
Net assets	**1,632**	**121**	**230**	**211**	**1,573**	**124**	**184**	**182**
Dividends received from associates or joint ventures	**8**	**-**	**-**	**3**	**11**	**-**	**-**	**3**

(1) At 31 December 2021, the Group held 17% (20% at 31 December 2020) of the capital of Mercialys and considers it exercises significant influence over the company. This analysis is primarily based on the Group's representation on the Mercialys Board of Directors, which enables it to participate in the operating and financial policy decisions of the Mercialys group. The percentage interest is 17% and 20% respectively at 31 December 2021 and 2020.

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

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

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

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

3.3.2. Other investments in associates and joint ventures

The aggregate amounts of key financial statement items for other associates and joint ventures are not material. Dividends received from these associates and joint ventures amounted to €5 million in 2021 (2020: €3 million).

3.3.3. Changes in investments in equity-accounted investees

(€ millions)	
At 1 January 2020	**341**
Share of profit for the year	50
Dividends	(20)
Other movements	(179)
At 31 December 2020	**191**
Share of profit for the year	49
Dividends	(18)
Other movements	(21)
AT 31 DECEMBER 2021	**201**

3.3.4. Impairment losses on investments in equity-accounted investees

The fair value of the investment in Mercialys at the reporting date was €135 million for 16.9% of net assets, determined using the share price on 31 December 2021 (31 December 2020: €134 million for 20.3% of net assets), reflecting an impairment loss of €48 million already recognised in "Other operating expenses" in the 2020 financial statements. A €7 million impairment reversal was recognised in 2021.

A net impairment loss of €26 million was recognised in 2021 against other unlisted associates and joint ventures.

3.3.5. Share of contingent liabilities of equity-accounted investees

At 31 December 2021 and 31 December 2020, none of the Group's associates or joint ventures had any material contingent liabilities.

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

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

	2021		2020	
(€ millions)	Associates	Joint ventures	Associates	Joint ventures
Loans	77	47	55	23
o/w impairment	*(4)*	-	*(2)*	-
Receivables	33	24	20	24
o/w impairment	-	-	-	*(1)*
Payables	109[(1)]	234[(3)]	160[(1)]	143
Expenses	39[(2)]	969[(3)]	60[(2)]	798[(3)]
Income	200[(4)]	52	287[(4)]	46

(1) Including lease liabilities in favour of Mercialys for property assets amounting to €100 million at 31 December 2021, of which €29 million due within one year (31 December 2020: €150 million, of which €32 million due within one year).

(2) Following the application of IFRS 16, the above amounts do not include the lease payments associated with the 51 leases signed with Mercialys. These payments represented €39 million in 2021 (2020: 57 leases for €50 million).

(3) Including €928 million in fuel purchases from Distridyn (2020: €764 million). At 31 December 2021, the Group had a current account with Distridyn for €30 million.

(4) Income of €200 million in 2021 includes sales of goods by Franprix to master franchisees accounted for by the equity method amounting to €94 million (2020: income of €287 million which includes sales of goods by Franprix-Leader Price and Distribution Casino France to master franchisees accounted for by the equity method amounting to €115 million). The income figure also includes proceeds from property development transactions with Mercialys reported under "Other revenue" for €21 million, including an EBITDA impact of €12 million (Note 5.1), versus €116 million reported under "Other revenue" in 2020 including an EBITDA impact of €65 million.

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■ **Transactions with Mercialys**

Casino has entered into various agreements with Mercialys:

- Leases: Casino leases units in certain shopping centres from Mercialys, for which the lease payments are disclosed above.
- Property management agreement: Casino provides rental management services for nearly all Mercialys properties. In 2021, the related management fees amounted to €6 million (2020: €5 million).
- Support services agreement: the Group provides administrative, finance/accounting, IT and real estate support services to Mercialys. In 2021, the related fees amounted to €1 million (2020: €1 million).
- Current account agreement: Casino may grant Mercialys cash advances of up to €50 million. The term of the agreement was extended on several occasions. An addendum to the agreement was signed in December 2019, reducing the cash advance limit to €35 million and extending its maturity to 31 December 2021. An addendum to the agreement was signed in December 2020 to extend its maturity to 31 December 2022. No cash advances had been granted to Mercialys at end-December 2021. This agreement was terminated early in January 2022.

3.3.7. Commitments to joint ventures

The Group had given guarantees to Distridyn (also presented in Note 6.11.1) for an amount of €60 million at 31 December 2021 (€68 million at end-December 2020).

3.4. Commitments related to the scope of consolidation

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

Accounting principle

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

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

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

"NCI puts" can be analysed as follows at 31 December 2021:

(€ millions)	% Group interest	Commitment to non-controlling interests	Fixed or variable exercise price	Non-current liabilities[3]	Current liabilities[3]
Franprix[1]	60.00% to 70.00%	40.00% to 30.00%	V	45	-
Éxito (Disco)[2]	62.49%	29.82%	V	-	113
Other				16	20
TOTAL NCI PUT LIABILITIES				**61**	**133**

(1) The value of the NCI puts on subsidiaries of the Franprix sub-group is based on net profit and a multiple of net sales. A 10% increase or decrease in these indicators would not have a material impact. The put options expire between 2023 and 2026.

(2) This option is exercisable at any time until 30 June 2025. The exercise price is the highest amount obtained using different calculation formulas or a minimum price. At 31 December 2021, the exercise price represents the minimum price.

(3) At 31 December 2020, NCI put liabilities amounted to €163 million, including current liabilities of €119 million.

3.4.2. Off-balance sheet commitments

Accounting principle

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

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

At 31 December 2021, there were no outstanding puts relating to non-controlling interests.

Call options granted to the Group on shares in non-controlled companies stood at €312 million at 31 December 2021 (31 December 2020: €316 million), the most important of which was granted in connection with transactions involving Mercialys, i.e., the call option on a property asset previously sold to Immosiris, exercisable between 31 March 2021 and 30 September 2022 at the higher of the fair value of the underlying and a guaranteed minimum IRR.

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

Accounting principle

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

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

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

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

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

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

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

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

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

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

		2021		2020	
(€ millions)	Notes	Assets	Liabilities	Assets	Liabilities
France Retail[1]		836	175	914	210
Latam Retail[2]		133	-	19	-
E-commerce		4	-	-	-
TOTAL		**973**	**175**	**932**	**210**
Net assets		798		722	
of which attributable to owners of the parent of the selling subsidiary	*11.2*	*798*		*720*	

(1) At 31 December 2021 and 2020, this line corresponds mainly to stores, property assets and the shareholding in FLOA Bank in connection with asset disposal plans and plans to streamline the store base.

(2) At 31 December 2021, this line corresponds mainly to (i) 17 store properties at GPA for BRL 517 million (€82 million) as part of the conversion of Extra stores into Assaí stores (Note 2) and (ii) real estate assets at Sendas in connection with sale-and-leaseback transactions for BRL 147 million, or €23 million (Note 7.1.4).

3.5.2. Discontinued operations

In 2021, the net loss from discontinued operations essentially reflects (i) commitments made with Aldi France in connection with the gradual conversion of the Leader Price stores sold (completed in late September 2021), and (ii) upstream and logistics activities along with the Leader Price head office, which were to a large extent involved in the supply of these stores. In 2020, net profit (loss) from discontinued operations primarily reflected the contribution of Leader Price to the Group's earnings up to the date of its sale, the loss on its disposal, and commitments undertaken in connection with the transition period. Net profit (loss) from discontinued operations can be analysed as follows:

(€ millions)	2021	2020
Net sales	284	1,528
Net expenses[1]	(615)	(1,784)
Gains (losses) on disposals of non-current assets[2]	-	(206)
Disposal proceeds collected	*-*	*648*
Disposal costs	*-*	*(4)*
Adjusted carrying amount of net assets sold[3]	*-*	*(850)*
Other items of comprehensive income (loss) reclassified to profit or loss, net of tax	*-*	*-*
NET PROFIT (LOSS) BEFORE TAX FROM DISCONTINUED OPERATIONS	**(330)**	**(462)**
Income tax benefit (expense)	76	15
Share of profit of equity-accounted investees	(1)	(62)
NET PROFIT (LOSS) FROM DISCONTINUED OPERATIONS	**(255)**	**(508)**
Attributable to owners of the parent	*(254)*	*(516)*
Attributable to non-controlling interests	*(1)*	*7*

(1) Including a gross amount of BRL 231 million (€39 million) in 2020, corresponding to GPA's right to receive a portion of the profit resulting from the exclusion of ICMS tax from the PIS/COFINS tax base of its former subsidiary Globex, following the court ruling handed down in respect of Via Varejo for the 2007-2010 period. Pending substantiating legal documentation from Via Varejo regarding tax credits for fiscal years 2003 to 2007, GPA's right to receive tax credits is considered a contingent asset estimated at around BRL 277 million, or €44 million (Note 13.3).

(2) The 2020 disposal loss relates to the sale of Leader Price on 30 November 2020.

(3) At end-2020, the carrying amount of net assets sold is adjusted in order to bring the assets into line with the contractual provisions relative to the transition period.

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

Note 4 Additional cash flow disclosures

Accounting principle

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

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

4.1. Reconciliation of provision expense

(€ millions)	Notes	2021	2020
Goodwill impairment	10.1.2	-	(15)
Impairment of intangible assets	10.2.2	(90)	(20)
Impairment of property, plant and equipment	10.3.2	(123)	(121)
Impairment of investment property	10.4.2	(3)	(2)
Impairment of right-of-use assets	7.1.1	(33)	(78)
Impairment of other assets		(51)	(90)
Net (additions to) reversals of provisions for risks and charges	13.1	(27)	(78)
TOTAL PROVISION EXPENSE		**(328)**	**(404)**
Provision expense reported within discontinued operations		28	14
PROVISION EXPENSE ADJUSTMENT IN THE STATEMENT OF CASH FLOWS		**(299)**	**(390)**

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

(€ millions)	Notes	31 December 2020	Cash flows from operating activities	Other cash flows	Cash flows from operating activities, discontinued operations	Other cash flows from discontinued operations	Changes in scope of consolidation	Effect of movements in exchange rates	Reclassifications and other	31 December 2021
Goods inventories	6.6	(3,059)	(82)	-	4	-	(4)	24	(5)	(3,122)
Property development work in progress	6.6	(150)	2	-	-	-	(1)	1	56	(91)
Trade payables	B/S	6,190	173	-	(148)	-	1	(53)	(66)	6,097
Trade receivables	6.7	(941)	124	-	3	-	10	5	27	(772)
Other (receivables) payables	6.8.1/6.9.1/6.10	274	(243)	54	45	(79)	57	(12)	111	207
TOTAL		**2,314**	**(26)**	**54**	**(97)**	**(79)**	**62**	**(34)**	**124**	**2,318**

(€ millions)	Notes	1 January 2020	Cash flows from operating activities	Other cash flows	Cash flows from operating activities, discontinued operations	Changes in scope of consolidation	Effect of movements in exchange rates	Reclassifications and other [2]	31 December 2020
Goods inventories	6.6	(3,485)	(44)	-	-	(8)	483	(5)	(3,059)
Property development work in progress	6.6	(290)	(29)	-	(8)	11	27	140	(150)
Trade payables	B/S	6,580	51	-	(24)	69	(743)	257	6,190
Trade receivables	6.7	(836)	(122)	-	-	(3)	39	(18)	(941)
Other (receivables) payables	6.8.1/6.9.1/6.10	302	171	(581)[1]	1	106	143	132	274
TOTAL		**2,272**	**26**	**(581)**	**(32)**	**173**	**(50)**	**506**	**2,314**

(1) In 2020, these amounts primarily reflected cash inflows and outflows relating to financial assets (Note 4.11).
(2) In 2020, this primarily concerned the transfer of GreenYellow assets in connection with the shift in the subsidiary's strategy (Note 10.3.2), the impacts of classifying assets and liabilities as held for sale in accordance with IFRS 5, and the change in the fair value of the GPA TRS.

4.3. Reconciliation of acquisitions of non-current assets

(€ millions)	Notes	2021	2020
Additions to and acquisitions of intangible assets	10.2.2	(272)	(239)
Additions to and acquisitions of property, plant and equipment	10.3.2	(1,021)	(660)
Additions to and acquisitions of investment property	10.4.2	(22)	(3)
Additions to and acquisitions of lease premiums included in right-of-use assets	7.1.1	(6)	(3)
Changes in amounts due to suppliers of non-current assets		179	(26)
Neutralisation of capitalised borrowing costs (IAS 23)[1]	10.3.3	8	3
Effect of discontinued operations		3	1
CASH USED IN ACQUISITIONS OF INTANGIBLE ASSETS, PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTY		**(1,131)**	**(927)**

(1) Non-cash movements.

4.4. Reconciliation of disposals of non-current assets

(€ millions)	Notes	2021	2020
Disposals of intangible assets	10.2.2	2	5
Disposals of property, plant and equipment	10.3.2	46	236
Disposals of investment property	10.4.2	-	-
Disposals of lease premiums included in right-of-use assets	7.1.1	3	6
Gains on disposals of non-current assets[1]		131	141
Changes in receivables related to non-current assets		(71)	(27)
Reclassification of non-current assets as "Assets held for sale"		46	61
Effect of discontinued operations		(1)	-
CASH FROM DISPOSALS OF INTANGIBLE ASSETS, PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTY		**156**	**423**

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

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

(€ millions)	**2021**	2020
Amount paid for acquisitions of control	(21)	(20)
Cash acquired/(bank overdrafts assumed) in acquisitions of control	-	9
Proceeds from losses of control	4	211
(Cash sold) bank overdrafts transferred in losses of control	1	(43)
EFFECT OF CHANGES IN SCOPE OF CONSOLIDATION RESULTING IN ACQUISITION OR LOSS OF CONTROL	**(15)**	**157**

In 2020, the net impact of these transactions on the Group's cash and cash equivalents was mainly due to the loss of control of Vindémia (Note 3.2.2).

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

(€ millions)	**2021**	2020
Amount paid for the acquisition of shares in equity-accounted investees	(19)	(16)
Net inflow (outflow) relating to the Mercialys TRS (Notes 3.1 and 3.2.1)	23	(47)
Other	(3)	-
EFFECT OF CHANGES IN SCOPE OF CONSOLIDATION RELATED TO EQUITY-ACCOUNTED INVESTEES	**1**	**(63)**

4.7. Reconciliation of dividends paid to non-controlling interests

(€ millions)	Notes	**2021**	2020
Dividends paid and payable to non-controlling interests	12.8	(69)	(80)
Change in the liability for dividends payable to non-controlling interests		(31)	35
Effect of movements in exchange rates		(1)	-
Effect of discontinued operations		-	-
DIVIDENDS PAID TO NON-CONTROLLING INTERESTS AS PRESENTED IN THE STATEMENT OF CASH FLOWS		**(102)**	**(45)**

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

(€ millions)	**2021**	2020
GPA – costs related to the acquisition of 41.27% of Éxito shares in 2019	-	(21)
GPA – exercise of stock options	8	-
Other	7	(33)
EFFECT ON CASH AND CASH EQUIVALENTS OF TRANSACTIONS WITH NON-CONTROLLING INTERESTS	**15**	**(55)**

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

(€ millions)	Notes	2021	2020
Change in cash and cash equivalents		**(452)**	**(856)**
Additions to loans and borrowings[1]		(4,203)	(2,066)
Repayments of loans and borrowings[1]		3,514	2,632
Allocation to/(use of) segregated account	4.11	(3)	295
Outflows/(inflows) of financial assets		16	(55)
Non-cash changes in debt[1]		(10)	(719)
Change in net assets held for sale attributable to owners of the parent		*77*	*(817)*
Change in other financial assets		*60*	*7*
Effect of changes in scope of consolidation		*(62)*	*102*
Change in fair value hedges		*13*	*(27)*
Change in accrued interest		*(57)*	*(32)*
Other		*(41)*	*49*
Effect of movements in exchange rates[1]		(4)	896
Change in loans and borrowings of discontinued operations		(5)	14
CHANGE IN NET DEBT		**(1,147)**	**142**
Net debt at beginning of period		3,914	4,055
Net debt at end of period	11.2	5,060	3,914

(1) These impacts relate exclusively to continuing operations.

4.10. Reconciliation of net interest paid

(€ millions)	Notes	2021	2020
Net finance costs reported in the income statement	**11.3.1**	**(422)**	**(357)**
Neutralisation of unrealised exchange gains and losses		9	(6)
Neutralisation of amortisation of debt issuance/redemption costs and premiums		64	53
Capitalised borrowing costs	10.3.3	(8)	(3)
Change in accrued interest and in fair value hedges of borrowings		2	(27)
Interest paid on lease liabilities	11.3.2	(308)	(317)
No-drawdown credit lines costs, non-recourse factoring and associated transaction costs	11.3.2	(88)	(60)
INTEREST PAID, NET AS PRESENTED IN THE STATEMENT OF CASH FLOWS		**(752)**	**(717)**

4.11. Cash flows in investing activities related to financial assets

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

In 2020, cash outflows and inflows related to financial assets amounted to €942 million and €461 million, respectively, representing a net cash outflow of €481 million. This primarily related to the outflow of €248 million upon unwinding the TRS on GPA shares (Note 11.3.2) and the net outflow relating to the segregated account held in connection with the refinancing of the rollover credit facility (RCF) for €295 million. Changes in the segregated account reflected the transfer to this account of disposal proceeds from the sale of (i) Vindémia (Note 3.2.2), Leader Price (Note 3.2.3), and the 5% stake in Mercialys (Note 3.2.1), and (ii) the use of funds to repay the residual amount outstanding on bonds maturing in 2020 (Note 11.2.2) and a portion of the bond buybacks.

Note 5 Segment information

Accounting principle

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

The Group's reportable segments are as follows:

- France Retail: reportable segment comprising retail operating segments (mainly the sub-group banners Casino, Monoprix, Franprix and Vindémia – the latter until its sale on 30 June 2020);
- Latam Retail: reportable segment comprising food retailing operating segments in Latin America (mainly the GPA and Assaí food banners and the Éxito, Disco-Devoto and Libertad sub-group banners);
- E-commerce: reportable segment comprising Cdiscount and the Cnova N.V. holding company.

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

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

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

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

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

5.1. Key indicators by reportable segment

(€ millions)	France Retail	Latam Retail	E-commerce	**2021**
External net sales (Note 6.1)	14,071	14,448	2,031	30,549
EBITDA	1,358 (1)	1,063 (2)	106	2,527
Recurring depreciation and amortisation (Notes 6.3 and 6.4)	(823)	(423)	(87)	(1,334)
Trading profit	535	640 (2)	18	1,193

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

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

(€ millions)	France Retail	Latam Retail	E-commerce	2020 (restated)
External net sales (Note 6.1)	15,219	14,656	2,037	31,912
EBITDA	1,447 (1)	1,161 (2)	129	2,738
Recurring depreciation and amortisation (Notes 6.3 and 6.4)	(826)	(413)	(77)	(1,316)
Trading profit	621 (1)	748 (2)	53	1,422

(1) Of which €64 million in respect of property deals carried out in France, corresponding mainly in 2020 to the recognition of previously eliminated margins on property development transactions involving Casino and Mercialys following the decrease in Casino's stake in Mercialys and the sale of assets by Mercialys, amounting to €45 million and €19 million, respectively (Note 3.3.6).

(2) Of which BRL 817 million (€139 million) in respect of tax credits recognised by GPA, including BRL 995 million (€169 million) recognised in net sales corresponding to tax savings resulting from the exclusion of ICMS tax from the PIS/COFINS tax base following a favourable court decision in October 2020 (Note 13.3).

5.2. KEY INDICATORS BY GEOGRAPHIC AREA

(€ millions)	France	Latin America	Other regions	Total
External net sales for the year ended 31 December 2021	**16,073**	**14,448**	**28**	**30,549**
External net sales for 2020	17,235	14,656	21	31,912

(€ millions)	France	Latin America	Other regions	Total
Non-current assets at 31 December 2021[1]	**10,402**	**8,121**	**183**	**18,707**
Non-current assets at 31 December 2020[1]	10,559	7,898	56	18,512

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

Note 6 Activity data

6.1. TOTAL REVENUE

Accounting principle

Total revenue

Total revenue comprises "Net sales" and "Other revenue".

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

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

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

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

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

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

- Sales of goods (including through the property trading business): in this case, the Group generally has only one performance obligation, that of delivering the good to the customer. Revenue from these sales is recognised when control of the good is transferred to the customer upon delivery, i.e., generally:
  - at the checkout for in-store sales;
  - on receipt of the goods by the franchisee or affiliated store;
  - on receipt of the goods by the customer for E-commerce sales.
- Sales of services, for example sales of subscriptions, franchising fees, logistics services, rental revenue and property management services: in this case, for operations included in the scope of IFRS 15, the Group generally has only one performance obligation, to supply the service. The related revenues are recognised over the period in which the services are performed.
- Property development revenues: in this case, the Group generally has several performance obligations, some of which may be satisfied at a given point in time and others over time based on the project's percentage of completion. Profit from property development activities is generally calculated on a percentage-of-completion basis by reference to the projected margin on completion weighted by the percentage of completion determined by the inputs method.

- Revenues from the energy business, for which the Group generally identifies a performance obligation when the solar power plant is delivered (in exchange for variable consideration in some cases) or when the energy performance contracts are sold. The Group also sells energy services for which the related revenue is recognised when the service is performed.

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

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

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

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

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

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

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

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

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

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

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

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

6.1.1. Breakdown of total revenue

(€ millions)	France Retail	Latam Retail	E-commerce	**2021**
Net sales	14,071	14,448	2,031	30,549
Other revenue	341	163	-	504
TOTAL REVENUE	**14,412**	**14,611**	**2,031**	**31,053**

(€ millions)	France Retail	Latam Retail	E-commerce	2020
Net sales	15,219	14,656	2,037	31,912
Other revenue	455	142	-	598
TOTAL REVENUE	**15,674**	**14,799**	**2,037**	**32,510**

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

(€ millions)	Notes	**2021**	2020
Costs to obtain contracts included in "Intangible assets"	10.2	101	111
Contract assets	6.8/6.9	2	-
Right-of return assets included in inventories	6.6	2	3
Contract liabilities	6.10	127	135

6.2. Cost of goods sold

Accounting principle

Gross margin

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

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

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

Change in inventories

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

Logistics costs

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

(€ millions)	Notes	2021	2020 (restated)
Purchases and change in inventories		(22,065)	(22,880)
Logistics costs	6.3	(1,370)	(1,434)
COST OF GOODS SOLD		**(23,436)**	**(24,314)**

6.3. Expenses by nature and function

Accounting principle

Selling expenses

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

General and administrative expenses

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

Pre-opening and post-closure costs

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

(€ millions)	Logistics costs[1]	Selling expenses	General and administrative expenses	**2021**
Employee benefits expense	(511)	(2,225)	(694)	(3,430)
Other expenses	(716)	(1,938)	(377)	(3,031)
Depreciation and amortisation (Notes 5.1/6.4)	(143)	(959)	(231)	(1,334)
TOTAL	**(1,370)**	**(5,122)**	**(1,302)**	**(7,794)**

(€ millions)	Logistics costs[1]	Selling expenses	General and administrative expenses	2020 (restated)
Employee benefits expense	(518)	(2,477)	(735)	(3,730)
Other expenses	(780)	(2,060)	(321)	(3,161)
Depreciation and amortisation (Notes 5.1/6.4)	(136)	(970)	(209)	(1,316)
TOTAL	**(1,434)**	**(5,508)**	**(1,266)**	**(8,208)**

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

6.4. Depreciation and amortisation

(€ millions)	Notes	**2021**	2020
Amortisation of intangible assets	10.2.2	(223)	(198)
Depreciation of property, plant and equipment	10.3.2	(440)	(443)
Depreciation of investment property	10.4.2	(13)	(12)
Depreciation of right-of-use assets	7.1.1	(667)	(663)
TOTAL DEPRECIATION AND AMORTISATION EXPENSE		**(1,343)**	**(1,317)**
Depreciation and amortisation reported under "Profit from discontinued operations"		9	-
DEPRECIATION AND AMORTISATION OF CONTINUING OPERATIONS	**5.1/6.3**	**(1,334)**	**(1,316)**

6.5. Other operating income and expenses

Accounting principle

This caption covers two types of items:

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

(€ millions)	**2021**	2020 (restated)
Total other operating income	**349**	**304**
Total other operating expenses	**(1,005)**	**(1,103)**
	(656)	**(799)**
BREAKDOWN BY TYPE		
Gains and losses on disposal of non-current assets[1][7]	133	89
Net asset impairment losses[2][7]	(111)	(303)
Net income/(expense) related to changes in scope of consolidation[3][7]	(302)	(245)
Gains and losses on disposal of non-current assets, net impairment losses on assets and net income (expense) related to changes in scope of consolidation	**(281)**	**(459)**
Restructuring provisions and expenses[4][7]	(270)	(221)
Provisions and expenses for litigation and risks[5]	(54)	(100)
Other[6]	(51)	(19)
Sub-total	**(376)**	**(340)**
TOTAL NET OTHER OPERATING INCOME (EXPENSES)	**(656)**	**(799)**

(1) Net gains on disposal of non-current assets in 2021 primarily reflect the France Retail segment, with the recognition of contingent consideration deemed highly probable relating to the sale-and-leaseback transactions carried out in 2019 with the funds managed by Fortress and Apollo Global Management, for €118 million (Note 11.2.2). The net gain in 2020 on disposals of non-current assets mainly concerned the Latam Retail segment with a gain of €79 million arising mainly on the disposal of real estate assets in Brazil, and the France Retail segment with a gain of €9 million.

(2) The net impairment loss recognised in 2021 and 2020 mainly concerns the France Retail segment and relates to the asset disposal plan and to impairment tests performed on individual assets.

(3) The net €302 million expense recognised in 2021 is mainly due to the conversion of Extra hypermarkets into Assaí stores, (impact of €232 million), as well as fees of €25 million in connection with the listing of Assaí in Brazil (Note 2). The €245 million net expense recognised in 2020 chiefly resulted from the sale of Mercialys shares, generating a loss of €72 million, from the sale of the subsidiary Vindémia and from various other transactions within the France Retail scope, generating a net loss of €97 million. Transactions in the Latam Retail segment generated a loss of €38 million, including €25 million in fees relating to the spin-off of Assaí in Brazil.

(4) Restructuring provisions and expenses in 2021 primarily concerned the France Retail segment for €234 million (mainly employee-related costs, store closure and reorganisation costs and costs incurred in connection with the restructuring of logistics operations and converting stores to new concepts for €199 million) and the Latam Retail segment (mainly GPA) for €35 million. Restructuring provisions and expenses in 2020 primarily concerned the France Retail segment for €151 million (mostly transformation, reorganisation and closure costs notably related to stores), and the Latam Retail segment for €66 million (mainly GPA).

(5) Provisions and expenses for litigation and risks represented a net expense of €54 million in 2021, including €20 million for tax and payroll risks at GPA and Sendas. Provisions and expenses for litigation and risks represented a net expense of €100 million in 2020, including €66 million for tax risks at GPA.

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

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

(€ millions)	Notes	**2021**	2020
Goodwill impairment losses	10.1.2	-	(15)
Impairment (losses) reversals on intangible assets, net	10.2.2	(90)	(20)
Impairment (losses) reversals on property, plant and equipment, net	10.3.2	(123)	(121)
Impairment (losses) reversals on investment property, net	10.4.2	(3)	(2)
Impairment (losses) reversals on right-of-use assets, net	7.1.1	(33)	(78)
Impairment (losses) reversals on other assets, net (IFRS 5 and other)		(54)	(111)
TOTAL NET IMPAIRMENT LOSSES		**(304)**	**(348)**
Net impairment losses of discontinued operations		16	17
NET IMPAIRMENT LOSSES OF CONTINUING OPERATIONS		**(288)**	**(331)**
of which presented under "Restructuring provisions and expenses"		*(45)*	*(31)*
of which presented under "Net impairment (losses) reversals on assets"		*(111)*	*(303)*
of which presented under "Net income/(expense) related to changes in scope of consolidation"		*(131)*	*4*
of which presented under "Gains and losses on disposal of non-current assets"		*(1)*	-

6.6. Inventories

Accounting principle

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

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

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

(€ millions)	**2021**	2020
Goods	3,163	3,104
Property assets	95	160
Gross amount	**3,258**	**3,265**
Accumulated impairment losses on goods	(41)	(45)
Accumulated impairment losses on property assets	(3)	(11)
Accumulated impairment losses	**(44)**	**(56)**
NET INVENTORIES (NOTE 4.2)	**3,214**	**3,209**

6.7. TRADE RECEIVABLES

Accounting principle

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

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

6.7.1. Breakdown of trade receivables

(€ millions)	Notes	2021	2020
Trade receivables	11.5.3	882	1,041
Accumulated impairment losses on trade receivables	6.7.2	(110)	(100)
NET TRADE RECEIVABLES	**4.2**	**772**	**941**

6.7.2. Accumulated impairment losses on trade receivables

(€ millions)	2021	2020
ACCUMULATED IMPAIRMENT LOSSES ON TRADE RECEIVABLES AT 1 JANUARY	**(100)**	**(104)**
Additions	(48)	(49)
Reversals	36	54
Other (changes in scope of consolidation, reclassifications and foreign exchange differences)	2	(1)
ACCUMULATED IMPAIRMENT LOSSES ON TRADE RECEIVABLES AT 31 DECEMBER	**(110)**	**(100)**

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

6.8. OTHER CURRENT ASSETS

6.8.1. Breakdown of other current assets

(€ millions)	Notes	2021	2020
Financial assets		**1,381**	**1,237**
Other receivables		769	714
Financial assets held for cash management purposes and short-term financial investments	11.2.1	1	1
Financial assets arising from a significant disposal of non-current assets	11.2.1	99	12
Guarantees and segregated accounts[1]	11.2.1	514	505
Current accounts of non-consolidated companies		10	25
Accumulated impairment losses on other receivables and current accounts	6.8.2	(32)	(34)
Fair value hedges – assets	11.5.1	7	15
Derivatives not qualifying for hedge accounting and cash flow hedges – assets	11.5.1	12	-
Contract assets	6.1.2	2	-
Non-financial assets		**652**	**532**
Other receivables		289	296
Tax and employee-related receivables in Brazil	6.9	269	151
Accumulated impairment losses on other receivables	6.8.2	-	-
Prepaid expenses		94	84
OTHER CURRENT ASSETS		**2,033**	**1,770**

(1) Of which €484 million relating to the segregated accounts associated with the November 2019 refinancing transaction (2020: €487 million).

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

6.8.2. Accumulated impairment losses on other receivables and current accounts

(€ millions)	2021	2020
ACCUMULATED IMPAIRMENT LOSSES ON OTHER RECEIVABLES AND CURRENT ACCOUNTS AT 1 JANUARY	**(34)**	**(33)**
Additions	(36)	(32)
Reversals	36	33
Other (changes in scope of consolidation, reclassifications and foreign exchange differences)	1	(1)
ACCUMULATED IMPAIRMENT LOSSES ON OTHER RECEIVABLES AND CURRENT ACCOUNTS AT 31 DECEMBER	**(32)**	**(34)**

6.9. OTHER NON-CURRENT ASSETS

6.9.1. Analysis of other non-current assets

(€ millions)	Notes	2021	2020
Financial assets		**534**	**449**
Financial assets at fair value through profit or loss		33	38
Financial assets at fair value through other comprehensive income		44	5
Financial assets arising from a significant disposal of non-current assets	11.2.1	24	48
Non-current fair value hedges – assets	11.5.1	28	77
Other financial assets		418	287
Loans		*160*	*118*
Non-hedging derivatives – assets	*11.5.1*	*1*	*-*
Other long-term receivables		*258*	*170*
Impairment of other non-current assets	6.9.2	(13)	(7)
Non-financial assets		**649**	**768**
Other non-financial assets		135	125
Legal deposits paid by GPA and Sendas	*13.2*	*135*	*109*
Other long-term receivables		*-*	*16*
Impairment of other non-current assets	6.9.2	-	-
Tax and employee-related receivables in Brazil (see below)		501	632
Prepaid expenses		13	10
OTHER NON-CURRENT ASSETS		**1,183**	**1,217**

GPA and Sendas have tax receivables respectively totalling €520 million (of which €379 million of long-term receivables and €141 million of short-term receivables) and €250 million (€122 million long-term and €128 million short-term) corresponding primarily to ICMS (VAT) for €328 million, PIS/COFINS (VAT) and INSS (employer social security contributions). The main tax receivable (PIS/COFINS) is expected to be recovered as follows:

(€ millions)	2021	*o/w GPA*	*o/w Sendas*
Within one year	114	*55*	*59*
In one to five years	191	*191*	*-*
In more than five years	81	*81*	*-*
TOTAL	**386**	***327***	***59***

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

(€ millions)	2021	*o/w GPA*	*o/w Sendas*
Within one year	136	*72*	*64*
In one to five years	168	*64*	*104*
In more than five years	25	*10*	*15*
TOTAL	**328**	***146***	***183***

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

6.9.2. Impairment of other non-current assets

(€ millions)	2021	2020
ACCUMULATED IMPAIRMENT LOSSES ON OTHER NON-CURRENT ASSETS AT 1 JANUARY	**(7)**	**(46)**
Additions	(5)	(1)
Reversals	1	-
Other reclassifications and movements	(2)	40
ACCUMULATED IMPAIRMENT LOSSES ON OTHER NON-CURRENT ASSETS AT 31 DECEMBER	**(13)**	**(7)**

6.10. Other liabilities

	2021			2020		
(€ millions)	Non-current portion	Current portion	Total	Non-current portion	Current portion	Total
Financial liabilities	**133**	**1,947**	**2,080**	**88**	**1,817**	**1,906**
Derivative instruments – liabilities (Note 11.5.1)	23	1	24	46	19	65
Tax, social security and other liabilities	64	1,646	1,710	39	1,650	1,689
Amounts due to suppliers of non-current assets	46	261	307	3	140	143
Current account advances	-	39	39	-	8	8
Non-financial liabilities	**92**	**1,250**	**1,342**	**113**	**1,242**	**1,355**
Tax, social security and other liabilities	56	1,021	1,077	107	1,015	1,122
Contract liabilities (Note 6.1.2)	23	104	127	-	134	135
Deferred income	13	124	137	6	93	99
TOTAL	**225**	**3,197**	**3,422**	**201**	**3,059**	**3,261**

6.11. OFF-BALANCE SHEET COMMITMENTS

Accounting principle

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

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

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

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

6.11.1. Commitments given

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

(€ millions)	**2021**	2020
Assets pledged as collateral(1)	301	145
Bank guarantees given(2)	2,205	2,023
Guarantees given in connection with disposals of non-current assets	7	11
Other commitments	52	54
TOTAL COMMITMENTS GIVEN	**2,565**	**2,233**
Expiring:		
Within one year	*154*	*149*
In one to five years	*2,319*	*2,066*
In more than five years	*91*	*18*

(1) Current and non-current assets pledged, mortgaged or otherwise given as collateral. As at 31 December 2021, this concerns GPA for €116 million, mainly in connection with the tax disputes described in Note 13.2 (2020: €119 million) and GreenYellow for an amount of €101 million in connection with project-related liabilities. The amount of €301 million at 31 December 2021 (€145 million at 31 December 2020) does not include the guarantees given in connection with the November 2019 refinancing transaction (Note 11.5.4).

(2) At 31 December 2021, this amount includes €1,985 million in bank guarantees obtained by GPA and Sendas (31 December 2020: €1,821 million) mainly in connection with the tax disputes described in Note 13.2. It also comprises guarantees issued on behalf of joint ventures for €60 million (31 December 2020: €68 million) described in Note 3.3.7 and a guarantee granted to Aldi in connection with the sale of Leader Price for €100 million (2020: €100 million – Note 3.2.3).

6.11.2. Commitments received

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

(€ millions)	**2021**	2020
Bank guarantees received	52	47
Secured financial assets	65	65
Undrawn confirmed lines of credit (Note 11.2.4)	2,216	2,496
Other commitments	53	30
TOTAL COMMITMENTS RECEIVED	**2,386**	**2,639**
Expiring:		
Within one year	*179*	*353*
In one to five years	*2,114*	*2,197*
In more than five years	*92*	*89*

Note 7 Leases

Accounting principle

Group as lessee

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

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

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

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

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

Initial measurement

At the lease commencement date:

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

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

Subsequent measurement

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

Lease liabilities are:

- increased by interest expenses, as calculated by applying a discount rate to the liabilities at the start of the financial period. These interest expenses are recognised in the income statement within "Other financial expenses";
- reduced by any lease payments made.

Cash payments for the principal portion of lease liabilities along with cash payments for the interest portion of those liabilities are included within net cash used in financing activities in the consolidated statement of cash flows. These lease payments are generally shown on the "Repayments of lease liabilities" and "Interest paid, net" lines. However, lease payments under leases where the underlying asset can be shown to have suffered a prolonged decline in value are presented on a separate line. This is the case, for example, when assets have been written down in full: these lease payments are then presented within "Other repayments" within cash flow from financing activities.

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

- changes in the lease term;
- changes in the assessment of whether or not a purchase option is reasonably certain to be exercised;
- changes in amounts expected to be payable under a residual value guarantee granted to the lessor;
- changes in variable lease payments that depend on an index or rate when the index or rate adjustment takes effect (i.e., when the lease payments are effectively modified).

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

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

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

Estimating the lease term

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

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

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

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

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

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

Discount rate

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

Lease premiums

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

Short-term leases and leases of low-value assets

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

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

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

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

Sale-and-leaseback transactions

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

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

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

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

Deferred taxes

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

Group as lessor

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

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

7.1. Group as lessee

Details of these leases are provided below.

7.1.1. Statement of financial position information

Composition of and change in right-of-use assets

(€ millions)	Land and land improvements	Buildings, fixtures and fittings	Other property, plant and equipment	Other intangible assets	Total
Carrying amount at 1 January 2020	**39**	**5,173**	**207**	**183**	**5,602**
New assets	1	382	6	-	389
Remeasurements	4	336	-	8	347
Derecognised assets	(5)	(241)	(4)	-	(251)
Depreciation and amortisation expense	(6)	(600)	(47)	(11)	(663)
Impairment (losses) reversals, net	-	(78)	-	-	(78)
Changes in scope of consolidation	-	(1)	-	-	(1)
Effect of movements in exchange rates	(1)	(482)	(1)	(53)	(537)
IFRS 5 reclassifications	-	(56)	(2)	(2)	(61)
Other reclassifications and movements	3	111	23	2	140
Carrying amount at 31 December 2020	**35**	**4,545**	**181**	**127**	**4,888**
New assets	8	457	14	-	479
Remeasurements	4	403	2	6	415
Derecognised assets	(7)	(260)	(23)	-	(290)
Depreciation for the year	(6)	(603)	(49)	(9)	(667)
Impairment (losses) reversals, net	-	(21)	(12)		(33)
Changes in scope of consolidation	-	(15)	-	-	(15)
Effect of movements in exchange rates	-	(10)	(1)	1	(9)
IFRS 5 reclassifications	-	(7)	-	-	(7)
Other reclassifications and movements	-	(21)	7	1	(12)
CARRYING AMOUNT AT 31 DECEMBER 2021	**34**	**4,468**	**120**	**126**	**4,748**

Lease liabilities

(€ millions)	Notes	2021	2020
Current portion		718	705
Non-current portion		4,174	4,281
TOTAL	**11.5.4**	**4,891**	**4,987**
of which France Retail		*2,904*	*3,128*
of which Latam Retail		*1,820*	*1,685*
of which E-commerce		*167*	*174*

Note 11.5.4 provides an analysis of lease liabilities by maturity.

7.1.2. Income statement information

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

(€ millions)	2021	2020
Rental expense relating to variable lease payments[1]	62	52
Rental expense relating to short-term leases[1]	6	7
Rental expense relating to leases of low-value assets that are not short-term leases[1]	104	88

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

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

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

7.1.3. Statement of cash flow information

Total lease payments made in the year amounted to €1,058 million (2020: €1,112 million).

7.1.4. Sale-and-leaseback transactions

The impact on the consolidated financial statements of the Group's sale-and-leaseback transactions carried out in 2021 are as follows:

- recognition of a right-of-use asset for €25 million and a lease liability for €31 million;
- decrease of €59 million in property, plant and equipment (Note 10.3.2), including €23 million for real estate assets recorded in "Assets held for sale" at 31 December 2021 (Note 3.5.1);
- recognition of a disposal gain recorded in "Other operating income" for €1 million and in trading profit for €10 million.

The main transaction involved Sendas, which entered into a sale-and-leaseback agreement with investment fund BRL Trust Distribuidora de Titulos e Valores Mobiliarios SA on 19 July 2021. The purpose of the transaction is the sale, construction and leasing of five store properties located in São Paulo, Rio de Janeiro and Rondônia.

This transaction includes the sale and leaseback of a store property and four plots of land on which construction will soon begin and represents a total price of BRL 364 million (€57 million).

At 31 December 2021, the sale of three of the assets was completed for BRL 209 million (€33 million). The remaining two assets concerned by this transaction were classified as "Assets held for sale" in accordance with IFRS 5 for an amount of BRL 147 million, or €23 million (Note 3.5.1).

7.2. Group as lessor

Operating leases

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

(€ millions)	**2021**	2020
Within one year	66	56
In one to two years	27	28
In two to three years	15	17
In three to four years	11	10
In four to five years	10	9
In five or more years	43	50
UNDISCOUNTED VALUE OF LEASE PAYMENTS RECEIVABLE	**173**	**170**

The following amounts were recognised in the income statement:

(€ millions)	**2021**	2020
Operating leases		
Lease income(1)	119	121
Sub-letting income included within right-of-use assets	39	33

(1) Including €12 million in variable lease payments in 2021 that do not depend on an index or rate (2020: €9 million).

Note 8 Employee benefits expense

8.1. Employee benefits expense

Employee benefits expense is analysed by function in Note 6.3.

8.2. Provisions for pensions and other post-employment benefits

Accounting principle

Provisions for pensions and other post-employment benefits

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

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

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

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

The expense in the income statement comprises:

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

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

Provisions for other in service long-term employee benefits

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

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

	2021			2020 (restated)		
(€ millions)	Non-current portion	Current portion	Total	Non-current portion	Current portion	Total
Pensions	233	11	244	244	11	255
Jubilees	30	1	31	33	1	34
Bonuses for services rendered	10	0	10	12	1	12
PROVISIONS FOR PENSIONS AND OTHER POST-EMPLOYMENT BENEFITS AND FOR LONG-TERM EMPLOYEE BENEFITS	**273**	**12**	**285**	**289**	**12**	**301**

8.2.2. Presentation of pension plans

Defined contribution plan

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

The expense relating to defined contribution plans in 2021 was €237 million, of which 90% concerned the Group's French subsidiaries.

Defined benefit plan

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

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

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

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

	France		International	
	2021	2020	2021	2020
Discount rate	1.0%	0.7%	7.8% - 8.5%	4.8% - 5.9%
Expected rate of future salary increases	1.0% - 1.9%	1.0% - 1.9%	3.50%	3.25%
Retirement age	62-65 years	62-65 years	57-62 years	57-62 years

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

■ **Sensitivity analysis**

A 50-basis point increase (decrease) in the discount rate would have the effect of reducing the projected benefit obligation by 5.1% (increasing the projected benefit obligation by 5.1%).

A 50-basis point increase (decrease) in the expected rate of salary increases would have the effect of increasing the projected benefit obligation by 5.0% (reducing the projected benefit obligation by 4.2%).

8.2.4. Change in retirement benefit obligations and plan assets

The following tables show a reconciliation of the projected benefit obligations of all Group companies to the provisions recognised in the consolidated financial statements for the years ended 31 December 2021 and 31 December 2020.

		France		International		Total	
(€ millions)		**2021**	2020 (restated)	**2021**	2020	**2021**	2020 (restated)
Projected benefit obligation at 1 January		**267**	**269**	**5**	**6**	**272**	**276**
Items recorded in the income statement		**5**	**6**	**1**	**-**	**5**	**7**
Service cost		20	20	-	-	20	20
Interest cost		2	1	-	-	2	2
Past service cost		-	-	-	-	-	-
Curtailments/settlements		(17)	(15)	-	-	(17)	(15)
Items included in other comprehensive income		**(2)**	**8**	**(1)**	**(1)**	**(3)**	**8**
(1) Actuarial (gains) and losses related to:		(2)	8	(1)	-	(2)	9
(i) changes in financial assumptions		(4)	6	(1)	-	(4)	6
(ii) changes in demographic assumptions		-	(1)	-	-	-	(1)
(iii) experience adjustments		2	3	-	-	2	3
(2) Effects of movements in exchange rates		-	-	-	(1)	-	(1)
Other		**(15)**	**(17)**	**(1)**	**(1)**	**(16)**	**(18)**
Paid benefits		(14)	(14)	(1)	(1)	(15)	(15)
Changes in scope of consolidation		(1)	-	-	-	(1)	-
Other movements		-	(3)	-	-	-	(3)
Projected benefit obligation at 31 December	**A**	**255**	**267**	**4**	**5**	**259**	**272**
Weighted average duration of plans						**17**	**17**

		France		International		Total	
(€ millions)		**2021**	2020 (restated)	**2021**	2020	**2021**	2020 (restated)
Fair value of plan assets at 1 January		**17**	**19**	**-**	**-**	**17**	**19**
Items recorded in the income statement		**-**	**-**	**-**	**-**	**-**	**-**
Interest on plan assets		-	-	-	-	-	-
Items included in other comprehensive income		1	1	-	-	1	1
Actuarial (losses) gains (experience adjustments)		1	1	-	-	1	1
Effect of movements in exchange rates		-	-	-	-	-	-
Other		(2)	(2)	-	-	(2)	(2)
Paid benefits		(2)	(2)	-	-	(2)	(2)
Changes in scope of consolidation		-	-	-	-	-	-
Other movements		-	-	-	-	-	-
Fair value of plan assets at 31 December	**B**	**16**	**17**	**-**	**-**	**16**	**17**

(€ millions)		France 2021	France 2020 (restated)	International 2021	International 2020	Total 2021	Total 2020 (restated)
Net post-employment benefit obligation	**A-B**	**239**	**250**	**4**	**5**	**244**	**255**
Unfunded projected benefit obligation under funded plans		**1**	**1**	**-**	**-**	**1**	**1**
Projected benefit obligation under funded plans		16	18	-	-	16	18
Fair value of plan assets		(16)	(17)	-	-	(16)	(17)
Projected benefit obligation under unfunded plans		**238**	**249**	**4**	**5**	**243**	**254**

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

Reconciliation of provisions recorded in the statement of financial position

(€ millions)	France 2021	France 2020 (restated)	International 2021	International 2020	Total 2021	Total 2020 (restated)
At 1 January	**250**	**250**	**5**	**6**	**255**	**257**
Expense for the year	5	6	1	-	5	7
Actuarial gains or losses recognised in equity	(2)	8	(1)	-	(2)	8
Effect of movements in exchange rates	-	-	-	(1)	-	(1)
Paid benefits	(12)	(12)	(1)	(1)	(13)	(12)
Partial reimbursement of plan assets	-	-	-		-	-
Changes in scope of consolidation	(1)	-	-	-	(1)	-
Other movements	-	(3)	-	-	-	(3)
AT 31 DECEMBER	**240**	**250**	**4**	**5**	**244**	**255**

Breakdown of expense for the year

(€ millions)	France 2021	France 2020 (restated)	International 2021	International 2020	Total 2021	Total 2020 (restated)
Service cost	20	20	-	-	20	20
Interest cost(1)	2	1	-	-	2	2
Past service cost	-	-	-	-	-	-
Curtailments/settlements	(17)	(15)	-	-	(17)	(15)
EXPENSE FOR THE YEAR	**4**	**6**	**1**	**-**	**5**	**6**

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

Undiscounted future cash flows

(€ millions)	Statement of financial position	Undiscounted cash flows 2022	2023	2024	2025	2026	Beyond 2026
Post-employment benefits	244	11	8	11	15	19	946

8.3. Share-based payments

Accounting principle

Share-based payments

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

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

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

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

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

The total net cost of share-based payment plans recognised in operating profit in 2021 was €14 million (2020: €12 million), including €8 million for Casino, Guichard-Perrachon, €4 million for GPA and €2 million for Sendas. The impact on equity was an increase for the same amount.

8.3.2. Casino, Guichard-Perrachon stock option plans

At 31 December 2021, no Casino, Guichard-Perrachon stock options were outstanding.

8.3.3. Casino, Guichard-Perrachon free share plans

Free share plan features and assumptions

Date of plan	Vesting date	Number of free shares authorised	Number of shares to be delivered at 31/12/2021	Of which number of performance shares[(1)]	Share price (€)[(2)]	Fair value of the share (€)[(2)]
15/12/2021	31/07/2022	9,052	9,052	-	23.25	22.55
28/07/2021	30/04/2022	22,641	22,641	-	24.50	23.62
28/07/2021	28/07/2022	72,533	72,533	-	24.50	22.81
28/07/2021	28/07/2022	152,885	152,885	-	24.50	22.81
28/07/2021	31/12/2022	38,905	37,812	-	24.50	23.27
28/07/2021	31/01/2023	7,049	7,049	-	24.50	23.35
28/07/2021	28/07/2026	3,972	3,972	3,972	24.50	16.76
28/07/2021	28/07/2024	231,932	231,932	231,932	24.50	18.46
16/12/2020	31/07/2022	14,510	11,487	-	25.44	23.70
27/04/2020	27/04/2023	4,226	4,226	-	35.87	34.01
27/04/2020	31/03/2022	8,805	5,847	-	35.87	33.99
27/04/2020	27/04/2025	8,171	8,171	8,171	35.87	26.25
27/04/2020	27/04/2023	160,033	146,787	146,787	35.87	25.34
12/12/2019	12/12/2022	28,043	25,706	-	45.15	42.37
07/05/2019	07/05/2024	7,809	7,809	7,809	35.49	14.65
07/05/2019	07/05/2022	184,608	124,954	124,954	35.49	16.44
15/05/2018	15/05/2023	7,326	3,808	3,808	40.75	17.01
20/04/2017	20/04/2022	5,666	4,250	4,250	51.00	27.25
TOTAL		**968,166**	**880,921**	**531,683**		

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

(2) Weighted average.

Changes in free shares

Free share grants	2021	2020
Unvested shares at 1 January	**621,481**	**641,801**
Free share rights granted	538,969	304,202
Free share rights cancelled	(47,082)	(136,679)
Shares issued	(232,447)	(187,843)
UNVESTED SHARES AT 31 DECEMBER	**880,921**	**621,481**

8.3.4. Features of GPA stock option plans

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

Name of plan	Grant date	Exercise period start date	Expiry date	Number of options granted *(thousands)*	Option exercise price *(BRL)*	**Number of options outstanding at 31/12/2021** *(thousands)*
C6 Series	31/05/2019	31/05/2022	30/11/2022	359	17.39	195
B6 Series	31/05/2019	31/05/2022	30/11/2022	462	0.01	300
C7 Series	31/01/2021	31/05/2023	30/11/2023	497	12.6	370
B7 Series	31/01/2021	31/05/2023	30/11/2023	673	0.01	547
					5.71	**1,412**

Main assumptions used to value stock options

GPA uses the following assumptions to value its plans ("Series" 6 and 7 respectively):

- dividend yield: 0.67% and 1.61%;
- projected volatility: 32.74% and 37.09%;
- risk-free interest rate: 7.32% and 5.47%.

The average fair value of outstanding stock options at 31 December 2021 was BRL 16.02.

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

	2021		2020	
	Number of outstanding options *(thousands)*	Weighted average exercise price *(BRL)*	Number of outstanding options *(thousands)*	Weighted average exercise price *(BRL)*
Options outstanding at 1 January	**1,468**	**30.71**	**2,153**	**30.25**
of which exercisable options	-	-	-	-
Options granted during the period	1,225	22.37	-	-
Options exercised during the period	(1,157)	10.50	(489)	42.59
Options cancelled during the period	(55)	7.65	(69)	23.93
Options that expired during the period	(69)	11.57	(127)	42.44
OPTIONS OUTSTANDING AT 31 DECEMBER	**1,412**	**5.71**	**1,468**	**30.71**
of which exercisable options	-	-	-	-

8.3.5. Features of Sendas stock option plans

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

Name of plan	Grant date	Exercise period start date	Expiry date	Number of options granted *(thousands)*	Option exercise price *(BRL)*	**Number of options outstanding at 31/12/2021** *(thousands)*
B8 Series	31/05/2021	01/06/2024	30/11/2024	363	0.01	334
C8 Series	31/05/2021	01/06/2024	30/11/2024	363	13.39	334
					6.70	**668**

Main assumptions used to value stock options

Sendas uses the following assumptions to value its plans:

- dividend yield: 1.28%;
- projected volatility: 37.96%;
- risk-free interest rate: 7.66%;
- exit rate: 8%.

The average fair value of outstanding stock options at 31 December 2021 was BRL 17.21 and BRL 7.69 for the B8 and C8 Series, respectively.

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

	2021	
	Number of outstanding options *(thousands)*	Weighted average exercise *(BRL)*
Options outstanding at 1 January	**-**	**-**
of which exercisable options	-	-
Options granted during the period	726	6.70
Options exercised during the period	-	-
Options cancelled during the period	(58)	6.70
Options that expired during the period	-	-
OPTIONS OUTSTANDING AT 31 DECEMBER	**668**	**6.70**
of which exercisable options	-	-

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

(€ millions)	**2021**	2020
Short-term benefits excluding social security contributions(1)	25	27
Social security contributions on short-term benefits	4	4
Termination benefits for key executives	-	-
Share-based payments(2)	3	5
TOTAL	**32**	**36**

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

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

8.5. Average number of Group employees

Average full-time equivalent employees by category	2021	2020
Managers	10,811	10,997
Staff	165,454	171,262
Supervisors	20,043	20,695
GROUP TOTAL	**196,307**	**202,955**

Note 9 Income taxes

Accounting principle

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

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

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

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

Deferred tax liabilities are recognised in full for:

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

Deferred taxes are recognised using the balance sheet approach and in accordance with IAS 12. They are calculated by the liability method, which consists of adjusting deferred taxes recognised in prior periods for the effect of any enacted changes in the income tax rate.

The Group reviews the probability of deferred tax assets being recovered on a periodic basis for each tax entity. This review may, if necessary, lead to the derecognition of deferred tax assets recognised in prior years. The probability for recovery is assessed based on a tax plan indicating the level of projected taxable profits.

The assumptions underlying the tax plan are consistent with those used in the medium-term business plans and budgets prepared by Group entities and approved by Senior Management.

The French corporate value-added tax (*Cotisation sur la Valeur Ajoutée des Entreprises* – CVAE), which is based on the value-added reflected in the separate financial statements, is included in "Income tax expense" in the consolidated income statement.

When payments to holders of equity instruments are deductible for tax purposes, the tax effect is recognised by the Group in the income statement.

In accordance with IFRIC 23 – *Uncertainty over Income Tax Treatments*, the Group presents provisions for uncertain income tax positions within income tax liabilities.

9.1. INCOME TAX EXPENSE

9.1.1. Analysis of income tax expense

(€ millions)	2021			2020 (restated)		
	France	International	Total	France	International	Total
Current income tax	(34)	(79)	(114)	(17)	(153)	(170)
Other taxes (CVAE)	(30)	-	(30)	(58)	-	(58)
Deferred taxes	28	200	228	162	(14)	148
Total income tax (expense) benefit recorded in the income statement	**(37)**	**121**	**84**	**87**	**(167)**	**(80)**
Income tax on items recognised in "Other comprehensive income" (Note 12.7.2)	**(10)**	**(1)**	**(10)**	**9**	**-**	**9**
Income tax on items recognised in equity	**1**	**-**	**1**	**-**	**1**	**2**

9.1.2. Tax proof

(€ millions)	2021		2020 (restated)	
Profit (loss) before tax	**(276)**		**(125)**	
Theoretical income tax benefit (expense)(1)	**78**	**-28.41%**	**40**	**-32.02%**
Reconciliation of the theoretical income tax benefit (expense) to the actual income tax benefit (expense)				
Impact of differences in foreign tax rates	(29)	10.6%	19	-14.8%
Recognition of previously unrecognised tax benefits on tax losses and other deductible temporary differences(2)	13	-4.8%	16	-13.1%
Unrecognised deferred tax assets/valuation allowances on recognised deferred tax assets on tax loss carryforwards or other deductible temporary differences(3)	(57)	20.8%	(52)	41.2%
Change in corporate tax rate(4)	(18)	6.7%	(86)	68.4%
CVAE net of income tax	(22)	7.8%	(40)	31.6%
Non-deductible interest expense(5)	(24)	8.7%	(31)	24.9%
Non-deductible asset impairment losses	(3)	0.9%	(31)	24.5%
Other taxes on distributed earnings(6)	(4)	1.5%	(6)	4.8%
Deductible interest on deeply subordinated perpetual bonds	10	-3.8%	11	-8.6%
Taxation of Mercialys shares	1	-0.4%	1	-0.6%
Reduced-rate asset disposals and changes in scope of consolidation	(31)	11.1%	(15)	11.9%
Change in Brazilian taxation(7)	171	-61.9%	-	-
Restructuring of Brazilian operations and the Franprix-Leader Price sub-group(8)	7	-2.6%	123	-98.4%
Other	(8)	2.9%	(30)	23.9%
ACTUAL INCOME TAX BENEFIT (EXPENSE)/EFFECTIVE TAX RATE	**84**	**-30.6%**	**(80)**	**63.9%**

(1) The reconciliation of the effective tax rate paid by the Group is based on the current French rate of 28.41% (32.02% in 2020).

(2) In 2021, this concerns the France Retail segment for €9 million and the Latam Retail segment for €4 million. In 2020, this concerned the E-commerce segment for €6 million and the Latam Retail segment for €9 million.

(3) In 2021, this concerns the France Retail segment for €21 million, the Latam Retail segment for €22 million and the E-commerce segment for €15 million. In 2020, this concerned the France Retail segment for €29 million, the Latam Retail segment for €13 million and the E-commerce segment for €9 million.

(4) In 2020, the main impact relates to the revised timing of recovery for deferred taxes and the free revaluation of Immobilière Groupe Casino.

(5) Tax laws in some countries cap the deductibility of interest paid by companies. The impact on the two periods presented essentially concerns the France scope.

(6) Corresponding to taxation of intra-group dividends.

(7) As a result of a change in Brazilian legislation, the tax on investment grants was cancelled and a tax credit of €125 million recognised in respect of taxation levied in previous years. The Brazilian subsidiaries also benefited from a favourable ruling by the STF on the exclusion of monetary corrections relating to judicial proceedings from the tax base. This resulted in the recognition of a tax credit for €46 million.

(8) In 2020, in connection with the sale of Leader Price stores and warehouses (positive €136 million impact – see Note 3.2.3) and restructuring of Brazilian operations following the spin-off of Assaí in Brazil (negative €12 million impact).

9.2. DEFERRED TAXES

9.2.1. Change in deferred tax assets

(€ millions)	2021	2020 (restated)
At 1 January	1,019	768
(Expense) benefit for the year	190	199
Impact of changes in scope of consolidation	1	14
IFRS 5 reclassifications	-	(4)
Effect of movements in exchange rates and other reclassifications	(11)	34
Changes in deferred tax assets recognised directly in equity	(7)	8
AT 31 DECEMBER	1,191	1,019

The deferred tax benefit net of deferred tax liabilities (Note 9.2.2) relating to discontinued operations was €76 million in 2021 (€23 million in 2020).

9.2.2. Change in deferred tax liabilities

(€ millions)	2021	2020
At 1 January	508	566
Expense/(benefit) for the year	(115)	28
Impact of changes in scope of consolidation	1	(1)
IFRS 5 reclassifications	-	-
Effect of movements in exchange rates and other reclassifications	11	(86)
Changes in deferred tax liabilities recognised directly in equity	-	(1)
AT 31 DECEMBER	405	508

9.2.3. Deferred tax assets and liabilities by source

		Net	
(€ millions)	Notes	2021	2020 (restated)
Intangible assets		(470)	(487)
Property, plant and equipment		(34)	(13)
Right-of-use assets net of lease liabilities		166	155
Inventories		26	26
Financial instruments		15	42
Other assets		(42)	(84)
Provisions		174	180
Regulated provisions		(58)	(56)
Other liabilities		43	28
Tax loss carryforwards and tax credits		965	722
NET DEFERRED TAX ASSET (LIABILITY)		786	511
Deferred tax assets recognised in the statement of financial position	9.2.1	1,191	1,019
Deferred tax liabilities recognised in the statement of financial position	9.2.2	405	508
NET		786	511

The tax saving realised by the Casino, Guichard-Perrachon tax group amounted to €103 million in 2021 (€253 million in 2020).

Recognised tax loss carryforwards and tax credits mainly concern the Casino, Guichard-Perrachon, GPA and Éxito tax groups. The corresponding deferred tax assets have been recognised in the statement of financial position as their utilisation is considered probable in view of the forecast future taxable profits of the companies concerned. At 31 December 2021, deferred tax assets amounted to €597 million for Casino, Guichard-Perrachon, €113 million for GPA and €104 million for Éxito. These amounts are expected to be recovered by 2030, 2026 and 2026, respectively.

9.2.4. Unrecognised deferred tax assets

At 31 December 2021, unrecognised deferred tax assets arising on tax loss carryforwards amounted to approximately €821 million, representing an unrecognised deferred tax effect of €221 million (€829 million at 31 December 2020, representing an unrecognised deferred tax effect of €220 million). These tax loss carryforwards mainly concern the Franprix sub-group and Cdiscount.

Expiry dates of unrecognised tax loss carryforwards

(€ millions)	**2021**	2020
Within one year	2	1
In one to two years	1	1
In two to three years	1	1
In more than three years	1	-
Without expiry date	215	216
TOTAL	**221**	**220**

Note 10 Intangible assets, property, plant and equipment, and investment property

Accounting principle

The cost of non-current assets corresponds to their purchase cost plus transaction expenses including tax. For intangible assets, property, plant and equipment, and investment property, these expenses are added to the assets' carrying amount and follow the same accounting treatment.

10.1. Goodwill

Accounting principle

At the acquisition date, goodwill is measured in accordance with the accounting principle applicable to "Business combinations", described in Note 3. It is allocated to the cash generating unit (CGU) or groups of cash generating units that benefit from the synergies of the combination, based on the level at which the return on investment is monitored for internal management purposes (Note 10.1.1). Goodwill is not amortised. It is tested for impairment at each year-end, or whenever events or a change of circumstances indicate that it may be impaired. Impairment losses on goodwill are not reversible. The methods used by the Group to test goodwill for impairment are described in the "Impairment of non-current assets" section in Note 10.5. Negative goodwill is recognised directly in the income statement for the period of the business combination, once the identification and measurement of the acquiree's identifiable assets, liabilities and contingent liabilities have been verified.

10.1.1. Breakdown by business line and geographic area

(€ millions)	31 December 2021 Net	31 December 2020 Net
France Retail	**4,309**	**4,298**
Hypermarkets, supermarkets and convenience stores	*1,523*	*1,514*
Franprix	*1,449*	*1,451*
Monoprix	*1,327*	*1,326*
Other	*10*	*7*
E-commerce (France)	**61**	**61**
Latam Retail	**2,298**	**2,297**
Argentina	*75*	*56*
Brazil – GPA[1]	*569*	*1,584*
Brazil – Assaí[1]	*1,031*	-
Colombia	*406*	*444*
Uruguay	*217*	*212*
CASINO GROUP	**6,667**	**6,656**

(1) Goodwill in Brazil was allocated between GPA and Assaí following the spin-off of certain GPA assets in early 2021.

10.1.2. Movements for the year

(€ millions)	2021	2020
Carrying amount at 1 January	6,656	7,489
Goodwill recognised during the year	17	4
Impairment losses recognised during the year	-	(15)
Goodwill written off on disposals	(5)	(6)
Effect of movements in exchange rates	(24)	(786)
Reclassifications and other movements	24	(29)
CARRYING AMOUNT AT 31 DECEMBER	**6,667**	**6,656**

10.2. OTHER INTANGIBLE ASSETS

Accounting principle

Intangible assets acquired separately by the Group are initially recognised at cost and those acquired in business combinations are initially recognised at fair value. Intangible assets consist mainly of purchased software, software developed for internal use, trademarks, patents and costs to obtain contracts. Trademarks that are created and developed internally are not recognised in the statement of financial position. Intangible assets are amortised on a straight-line basis over their estimated useful lives, as determined separately for each asset category. Capitalised development costs are amortised over three years and software over three to ten years. Indefinite life intangible assets (including purchased trademarks) are not amortised, but are tested for impairment at each year-end or whenever there is an indication that their carrying amount may not be recovered.

An intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from derecognition of an asset is determined as the difference between the net sale proceeds, if any, and the carrying amount of the asset. It is recognised in profit or loss ("Other operating income and expenses") when the asset is derecognised.

Residual values, useful lives and depreciation methods are reviewed at each year-end and revised prospectively if necessary.

10.2.1. Breakdown

	2021			2020		
(€ millions)	Gross amount	Accumulated amortisation and impairment	Net	Gross amount	Accumulated amortisation and impairment	Net
Concessions, trademarks, licences and banners	1,315	(110)	1,205	1,288	(24)	1,264
Software	1,570	(1,010)	559	1,419	(927)	492
Other	491	(230)	261	513	(208)	305
INTANGIBLE ASSETS	**3,375**	**(1,351)**	**2,024**	**3,220**	**(1,159)**	**2,061**

10.2.2. Movements for the year

(€ millions)	Concessions, trademarks, licences and banners	Software	Other intangible assets	Total
Carrying amount at 1 January 2020	**1,511**	**441**	**345**	**2,296**
Changes in scope of consolidation	-	-	-	-
Additions and acquisitions	1	51	187	239
Assets disposed of during the year	-	(1)	(5)	(5)
Depreciation and amortisation expense	(1)	(132)	(66)	(198)
Impairment (losses) reversals, net	(1)	(5)	(14)	(20)
Effect of movements in exchange rates	(241)	(56)	(2)	(299)
IFRS 5 reclassifications	(6)	-	(8)	(14)
Other reclassifications and movements	1	195	(133)	63
Carrying amount at 31 December 2020	**1,264(1)**	**492**	**305(2)**	**2,061**
Changes in scope of consolidation	29	-	(5)	23
Additions and acquisitions	1	96	175	272
Assets disposed of during the year	-	(1)	(1)	(2)
Amortisation for the year	(2)	(154)	(68)	(223)
Impairment (losses) reversals, net(3)	(79)	(3)	(9)	(90)
Effect of movements in exchange rates	(7)	1	(1)	(8)
IFRS 5 reclassifications	-	(10)	(18)	(28)
Other reclassifications and movements	(1)	138	(117)	21
CARRYING AMOUNT AT 31 DECEMBER 2021	**1,205(1)**	**559**	**261(2)**	**2,024**

(1) Including trademarks for €1,176 million (31 December 2020: €1,262 million).
(2) Including costs to obtain contracts for €101 million (31 December 2020: €111 million) (Note 6.1.2).
(3) Of which €78 million relating to impairment losses recognised against the Extra trademark (Notes 6.5 and 10.5.3).

Internally-generated intangible assets (mainly information systems developments) represented €106 million at 31 December 2021 (31 December 2020: €90 million).

Intangible assets at 31 December 2021 include trademarks with an indefinite life, carried in the statement of financial position for €1,176 million, allocated to the following groups of CGUs:

(€ millions)	**2021**	2020
Latam Retail	**600**	**686**
of which Brazil – GPA[1]	*371*	*446*
of which Brazil – Sendas[1]	*81*	*80*
of which Colombia	*127*	*139*
of which Uruguay	*21*	*20*
France Retail	**567**	**567**
of which Casino France	*1*	*1*
of which Monoprix[1]	*566*	*566*
E-commerce	**9**	**9**

(1) Trademarks are allocated to the following banners in Brazil and Monoprix banners in France:

(€ millions)	**2021**	2020
Brazil – GPA	**371**	**446**
Pão de Açúcar	165	164
Extra	205	281
Other	1	1
Brazil – Sendas	**81**	**80**
Assaí	81	80
Monoprix	**566**	**566**
Monoprix	552	552
Other	14	14

Intangible assets were tested for impairment at 31 December 2021 using the method described in Note 10.5 “Impairment of non-current assets”. The test results are presented in the same note.

10.3. Property, plant and equipment

Accounting principle

Property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Subsequent expenditures are recognised in assets if they satisfy the recognition criteria of IAS 16. The Group examines these criteria before incurring the expenditure.

Land is not depreciated. All other items of property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives for each category of assets, with generally no residual value. The main useful lives are as follows:

Asset category	Depreciation period *(years)*
Land	-
Buildings (structure)	50
Roof waterproofing	15
Fire protection of the building structure	25
Land improvements	10 to 40
Building fixtures and fittings	5 to 20
Technical installations, machinery and equipment	5 to 20
Computer equipment	3 to 5

"Roof waterproofing" and "Fire protection of the building structure" are classified as separate items of property, plant and equipment only when they are installed during major renovation projects. In all other cases, they are included in the "Building (structure)" category.

Property, plant and equipment are derecognised on disposal or when no future economic benefits are expected from their use or disposal. The gain or loss arising from derecognition of an asset is determined as the difference between the net sale proceeds, if any, and the carrying amount of the asset. It is recognised in profit or loss ("Other operating income and expenses") when the asset is derecognised.

Residual values, useful lives and depreciation methods are reviewed at each year-end and revised prospectively if necessary.

10.3.1. Breakdown

(€ millions)	2021 Gross amount	2021 Accumulated depreciation and impairment	2021 Net	2020 Gross amount	2020 Accumulated depreciation and impairment	2020 Net
Land and land improvements	752	(88)	664	741	(81)	660
Buildings, fixtures and fittings	2,813	(1,074)	1,739	2,585	(1,026)	1,559
Other	6,659	(4,421)	2,238	6,254	(4,194)	2,060
PROPERTY, PLANT AND EQUIPMENT	**10,224**	**(5,582)**	**4,641**	**9,580**	**(5,301)**	**4,279**

10.3.2. Movements for the year

(€ millions)	Land and land improvements	Buildings, fixtures and fittings	Other property, plant and equipment	Total
Carrying amount at 1 January 2020	**886**	**2,033**	**2,194**	**5,113**
Changes in scope of consolidation	-	2	2	5
Additions and acquisitions	13	117	530	660
Assets disposed of during the year	(62)	(170)	(5)	(236)
Depreciation and amortisation expense	(3)	(101)	(338)	(443)
Impairment (losses) reversals, net	(8)	32	(145)	(121)
Effect of movements in exchange rates	(138)	(461)	(232)	(831)
IFRS 5 reclassifications	(29)	(10)	(27)	(65)
Other reclassifications and movements(1)	-	117	81	198
Carrying amount at 31 December 2020	**660**	**1,559**	**2,060**	**4,279**
Changes in scope of consolidation	-	(5)	46	41
Additions and acquisitions	35	268	719	1,021
Assets disposed of during the year	(10)	(4)	(33)	(46)
Depreciation for the year	(3)	(104)	(333)	(440)
Impairment (losses) reversals, net	(3)	(20)	(99)	(123)
Effect of movements in exchange rates	(15)	(22)	(11)	(48)
IFRS 5 reclassifications(2)	(22)	(75)	(21)	(118)
Other reclassifications and movements	23	141	(90)	74
CARRYING AMOUNT AT 31 DECEMBER 2021	**664**	**1,739**	**2,238**	**4,641**

(1) At 31 December 2020, €158 million was reclassified from inventories and assets held for sale to property, plant and equipment in order to reflect the strategic shift in GreenYellow's business model, which is now focused on holding and operating its assets.

(2) In 2021, this mainly corresponds to the reclassification of property, plant and equipment as "Assets held for sale" (i) at GPA, for an amount of BRL 517 million (€82 million) in respect of the 17 store properties concerned by a sale-and-leaseback transaction (Notes 2 and 3.5.1) and (ii) at Sendas, for an amount of BRL 349 million (€59 million) (Notes 7.1.4 and 3.5.1).

Property, plant and equipment were tested for impairment at 31 December 2021 using the method described in Note 10.5 "Impairment of non-current assets". The test results are presented in the same note.

10.3.3. Capitalised borrowing costs

Accounting principle

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale (typically more than six months) are capitalised in the cost of that asset. All other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing costs are interest and other costs incurred by an entity in connection with the borrowing of funds.

Interest capitalised in 2021 amounted to €8 million, reflecting an average interest rate of 7.4% (2020: €3 million at an average rate of 4.1%).

10.4. INVESTMENT PROPERTY

Accounting principle

Investment property is property held by the Group or leased by the Group (in which case it gives rise to a right-of-use asset) to earn rental revenue or for capital appreciation or both. The shopping malls owned by the Group are classified as investment property.

Subsequent to initial recognition, they are measured at historical cost less accumulated depreciation and any accumulated impairment losses. Investment property is depreciated over the same useful life and according to the same rules as owner-occupied property.

10.4.1. Breakdown

	2021			2020		
(€ millions)	Gross amount	Accumulated depreciation and impairment	Net	Gross amount	Accumulated depreciation and impairment	Net
INVESTMENT PROPERTY	**540**	**(129)**	**411**	**546**	**(118)**	**428**

10.4.2. Movements for the year

(€ millions)	2021	2020
Carrying amount at 1 January	**428**	**493**
Changes in scope of consolidation	-	-
Additions and acquisitions	22	3
Assets disposed of during the year	-	-
Depreciation and amortisation expense	(13)	(12)
Impairment (losses) reversals, net	(3)	(2)
Effect of movements in exchange rates	(31)	(62)
IFRS 5 reclassifications	-	-
Other reclassifications and movements[1]	9	7
CARRYING AMOUNT AT 31 DECEMBER	**411**	**428**

(1) Including €19 million at end-2021 (31 December 2020: €12 million) relating to the remeasurement at Libertad in application of IAS 29 – Financial Reporting in Hyperinflationary Economies.

At 31 December 2021, investment property totalled €411 million, of which 68% (€279 million) concerned Éxito. Investment property at 31 December 2020 amounted to €428 million, of which 71% concerned Éxito.

Amounts recognised in the income statement in respect of rental revenue and operating expenses on investment properties were as follows:

(€ millions)	2021	2020
Rental revenue from investment properties	66	67
Directly attributable operating expenses on investment properties:		
▪ that generated rental revenue during the year	(13)	(15)
▪ that did not generate rental revenue during the year	(21)	(28)

Fair value of investment property

The main investment properties at both end-2021 and end-2020 were held by Éxito.

At 31 December 2021, the fair value of investment property was €687 million (31 December 2020: €671 million). For most investment properties, fair value is determined on the basis of valuations carried out by independent valuers. In accordance with international valuation standards, they are based on market value as confirmed by market indicators, representing a level 3 fair value input.

The fair value of investment property classified as "Assets held for sale" was €1 million at 31 December 2021 and primarily concerned the Latam Retail segment (31 December 2020: €5 million, primarily concerning the Latam Retail segment).

10.5. Impairment of non-current assets (intangible assets, property, plant and equipment, investment property and goodwill)

Accounting principle

The procedure to be followed to ensure that the carrying amount of assets does not exceed their recoverable amount (recovered by use or sale) is defined in IAS 36.

Intangible assets and property, plant and equipment are tested for impairment whenever there is an indication that their carrying amount may not be recoverable and at least annually, at the end of the year, for goodwill and intangible assets with an indefinite useful life.

Cash Generating Units (CGUs)

A cash generating unit is the smallest identifiable group of assets that includes the asset and that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

The Group has defined its cash generating units as follows:

- for hypermarkets, supermarkets and discount stores, each store is treated as a separate CGU;
- for other networks, each network represents a separate CGU.

Impairment indicators

Apart from the external sources of data monitored by the Group (economic environment, market value of the assets, etc.), the impairment indicators used are based on the nature of the assets:

- land and buildings: loss of rent or early termination of a lease;
- operating assets related to the business (assets of the CGU): ratio of net carrying amount of store assets divided by sales (including VAT) higher than a defined level determined separately for each store category;
- assets allocated to administrative activities (headquarters and warehouses): site closure or obsolescence of equipment used at the site.

Recoverable amount

The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. It is generally determined separately for each asset. When this is not possible, the recoverable amount of the group of CGUs to which the asset belongs is used.

Fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. In the retail industry, fair value less costs to sell is generally determined on the basis of a sales or EBITDA multiple.

Value in use is the present value of the future cash flows expected to be derived from continuing use of an asset plus a terminal value. It is determined internally or by external experts on the basis of:

- cash flow projections contained usually in business plans covering three years. Cash flows beyond this projection period are usually estimated over a period of three years by applying a growth rate as determined by Management (generally constant);
- a terminal value determined by applying a perpetual growth rate to the final year's cash flow projection.

The cash flows and terminal value are discounted at long-term after-tax market rates reflecting market estimates of the time value of money and the specific risks associated with the asset.

Impairment losses

An impairment loss is recognised when the carrying amount of an asset or the CGU to which it belongs is greater than its recoverable amount. Impairment losses are recorded as an expense under "Other operating income and expenses".

Impairment losses recognised in a prior period are reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. However, the increased carrying amount of an asset attributable to a reversal of an impairment loss may not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Impairment losses on goodwill cannot be reversed.

10.5.1. Movements for the period

Net impairment losses recognised in 2021 on goodwill, intangible assets, property, plant and equipment, investment property and right-of-use assets totalled €249 million (Note 6.5), of which €73 million arose in relation to individual assets (mainly in the France Retail segment for €65 million, the Latam Retail segment for €7 million and the E-commerce segment for €2 million), €131 million in relation to acquisitions and disposals (mainly in the Latam Retail segment for €113 million and in the France Retail segment for €18 million), and €45 million in relation to restructuring operations (mainly in the France Retail segment for €34 million and the Latam Retail segment for €11 million).

Further to the impairment tests carried out in 2020, net impairment losses were recognised against goodwill, intangible assets, property, plant and equipment, investment property and right-of-use assets for €237 million (Note 6.5), of which €205 million arose in relation to individual assets (mainly in the France Retail segment for €189 million, the Latam Retail segment for €13 million and the E-commerce segment for €4 million) and €31 million in relation to restructuring operations (mainly in the France Retail segment for €15 million and the Latam Retail segment for €16 million).

10.5.2. Goodwill impairment losses

Annual impairment testing consists of determining the recoverable amounts of the CGUs or groups of CGUs to which the goodwill is allocated and comparing them with the carrying amounts of the relevant assets. Goodwill arising on the initial acquisition of networks is allocated to the groups of CGUs in accordance with the classifications presented in Note 10.1.1. Some goodwill may also occasionally be allocated directly to CGUs.

Annual impairment testing consists of determining the recoverable amount of each CGU based on value in use, in accordance with the principles described in Note 10.1. Value in use is determined by the discounted cash flows method, based on after-tax cash flows and using the following rates.

Assumptions used in 2021 for internal calculations of values in use

Region	2021 perpetual growth rate[1]	2021 after-tax discount rate[2]	2020 perpetual growth rate[1]	2020 after-tax discount rate[2]
France (retail)	1.4%	5.5%	1.6%	5.6%
France (other)[3]	1.4% and 1.9%	5.5% and 7.5%	1.6% and 2.1%	5.6% and 8.0%
Argentina	4.0%	11.6%	5.0%	19.6%
Brazil – GPA[3]	4.6%	10.0%	4.6%	7.9%
Brazil – Assaí[3]	6.6%	10.4%	4.6%	9.8%
Colombia[3]	3.0%	7.4%	3.0%	6.6%
Uruguay	5.8%	8.6%	6.3%	9.4%

(1) The inflation-adjusted perpetual growth rate ranges from 0% to 1.5% (2020: between 0% and 1.3%) depending on the nature of the CGU's business/banner and country.

(2) The discount rate corresponds to the weighted average cost of capital (WACC) for each country. WACC is calculated at least once a year during the annual impairment testing exercise by taking account of the sector's levered beta, a market risk premium and the Group's cost of debt for France and the local cost of debt for subsidiaries outside France.

(3) At 31 December 2021, the market capitalisation of the listed subsidiaries was as follows: GPA €928 million, Sendas €2,766 million, Éxito €1,115 million and Cnova €2,382 million. With the exception of Cnova and Sendas, these market capitalisations were less than the carrying amount of the subsidiaries' net assets. Impairment tests on GPA, Sendas and Éxito goodwill were performed based on their value in use (see below).

No impairment loss was recognised at 31 December 2021 from the annual goodwill impairment test conducted at the end of the year.

With the exception of Franprix and Argentina, in view of the positive difference between value in use and carrying amount, the Group believes that on the basis of reasonably foreseeable events, any changes in the key assumptions set out above would not lead to the recognition of an impairment loss. The Group considers reasonably foreseeable changes in key assumptions to be a 100-basis point increase in the discount rate or a 25-basis point decrease in the perpetual growth rate used to calculate terminal value or a 50-basis point decrease in the EBITDA margin for the cash flow projection used to calculate the terminal value.

The recoverable amount of the Franprix CGU was determined by reference to its value in use, calculated from cash flow projections based on three-year financial budgets approved by Senior Management, extrapolation of projections over a period of three years, a terminal value calculated from perpetual capitalisation of notional annual cash flow based on cash flows taken from the last year of forecasts, and a 5.5% discount rate (2020: 5.6%).

The cash flow projections for the budget period were based on the following assumptions:

- continuation of the strong expansion begun in 2021;
- fast-paced development of E-commerce;
- greater synergies with Monoprix.

Management believes that a change in a key assumption could result in a carrying amount greater than the recoverable amount. The table below shows the individual change of the key assumptions required for the estimated recoverable value of the Franprix CGU to equal its carrying amount (including €1,449 million in goodwill).

Change required for the Franprix CGU carrying amount to equal its recoverable value	31 December 2021[1]
Post-tax discount rate	+87 bps
Perpetual growth rate net of inflation	-116 bps
EBITDA margin used for the annual cash flow projection	-130 bps

(1) Assuming a reasonable 100-bps increase in the discount rate and/or a 50-bps decrease in the EBITDA margin used for the cash flow projection and/or a 25-bps decrease in the perpetual growth rate net of inflation, the carrying amount of the Franprix CGU would exceed its recoverable amount by between zero and €270 million.

The recoverable amount of the Argentina CGU was determined by reference to its value in use, calculated according to the subsidiary's cash flow projections and a terminal value calculated from the perpetual capitalisation of notional annual cash flows based on cash flows taken from the last year of forecasts, and an 11.6% discount rate (2020: 19.6%). The recoverable amount of the CGU represents its carrying amount.

Assuming a reasonable 100-bps increase in the discount rate, and/or a 50-bps decrease in the EBITDA margin used for the annual cash flow projection and/or a 25-bps decrease in the perpetual growth rate net of inflation, an additional impairment loss may be recognised in an amount between zero and €40 million.

10.5.3. Trademark impairment losses

The recoverable amounts of trademarks were estimated at the year-end using the discounted cash flows method. The main trademarks concern the subsidiaries GPA and Monoprix. Note that the Extra banner in Brazil, which owns the brand with a net carrying amount of €205 million at 31 December 2021, was tested for impairment and an impairment loss of €78 million was recognised for the year as a result (Notes 6.5 and 10.2.2). This impairment loss is related to the conversion of Extra hypermarkets into Assaí stores (Note 2).

The table below shows the additional provision for the Extra trademark to be recognised in the event of individual changes in the key assumptions used in the impairment test:

Impact of changes in key assumptions in the impairment test for the Extra trademark *(€ millions)*	31 December 2021
100-bps increase in the post-tax discount rate	124
25-bps decrease in the perpetual growth rate net of inflation	28
50 bps-decrease in the EBITDA margin used in the annual cash flow projections	121

Note 11 Financial structure and finance costs

Accounting principle

Financial assets

Financial assets are initially measured at fair value plus directly attributable transaction costs in the case of instruments not measured at fair value through profit or loss. Directly attributable transaction costs of financial assets measured at fair value through profit or loss are recorded in the income statement.

Financial assets are classified in the following three categories:

- financial assets at amortised cost;
- financial assets at fair value through other comprehensive income (FVOCI);
- financial assets at fair value through profit or loss.

The classification depends on the business model within which the financial asset is held and the characteristics of the instrument's contractual cash flows.

Financial assets are classified as current if they are due in less than one year at the closing date and non-current if they are due in more than one year.

Financial assets at amortised cost

Financial assets are measured at amortised cost when (i) they are not designated as financial assets at fair value through profit or loss, (ii) they are held within a business model whose objective is to hold assets in order to collect contractual cash flows and (iii) they give rise to cash flows that are solely payments of principal and interest on the nominal amount outstanding ("SPPI" criterion).

They are subsequently measured at amortised cost, determined using the effective interest method, less any expected impairment losses in relation to the credit risk. Interest income, exchange gains and losses, impairment losses and gains and losses arising on derecognition are all recorded in the income statement.

This category primarily includes trade receivables (except for GPA and Sendas credit card receivables), cash and cash equivalents as well as other loans and receivables.

Long-term loans and receivables that are not interest-bearing or that bear interest at a below-market rate are discounted when the amounts involved are material.

Financial assets at fair value through other comprehensive income (OCI)

This category comprises debt instruments and equity instruments.

- Debt instruments are measured at fair value through OCI when (i) they are not designated as financial assets at fair value through profit or loss, (ii) they are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and (iii) they give rise to cash flows that are solely payments of principal and interest on the nominal amount outstanding ("SPPI" criterion). Interest income, exchange gains and losses and impairment losses are recorded in the income statement. Other net gains and losses are recorded in OCI. When the debt instrument is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified to profit or loss. This category mainly consists of GPA and Sendas credit card receivables.
- Equity instruments that are not held for trading may also be measured at fair value through OCI. This method may be chosen separately for each investment. The choice is irrevocable. Dividends received are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other gains and losses are recorded in OCI and are never reclassified to profit or loss. At present, the Group's use of this option is non-material.

Financial assets at fair value through profit or loss

All financial assets that are not classified as financial assets at amortised cost or at fair value through OCI are measured at fair value through profit or loss. Gains and losses on these assets, including interest or dividend income, are recorded in the income statement.

This category mainly comprises derivative instruments that do not qualify for hedge accounting and investments in non-consolidated companies, for which the Group decided not to use the fair value through other comprehensive income (OCI) option.

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and short-term investments.

To be classified as cash equivalents under IAS 7, investments must be:

- short-term investments;
- highly liquid investments;
- readily convertible to known amounts of cash;
- subject to an insignificant risk of changes in value.

Usually, the Group uses interest bearing bank accounts or term deposits of less than three months.

Impairment of financial assets

IFRS 9 requires the recognition of lifetime expected credit losses on financial assets. This impairment model applies to financial assets at amortised cost (including cash-based instruments), contract assets and debt instruments at fair value through OCI.

The main financial assets concerned are trade receivables relating to Brazilian credit activities, trade receivables from franchisees and affiliated stores and rent receivables.

For trade and rent receivables and contract assets, the Group applies the simplified approach provided for in IFRS 9. This approach consists of estimating lifetime expected credit losses on initial recognition, usually using a provision matrix that specifies provision rates depending on the number of days that a receivable is past due.

For other financial assets, the Group applies the general impairment model.

Derecognition of financial assets

Financial assets are derecognised in the following two cases:

- the contractual rights to the cash flows from the financial asset have expired;

  or
- the contractual rights have been transferred. In this latter case:
  - if substantially all the risks and rewards of ownership of the financial asset have been transferred, the asset is derecognised in full,
  - if substantially all the risks and rewards of ownership are retained by the Group, the financial asset continues to be recognised in the statement of financial position for its total amount.

Financial liabilities

Financial liabilities are classified as current if they are due in less than one year at the closing date and non-current if they are due in more than one year.

The accounting treatment of put options granted to owners of non-controlling interests ("NCI puts") is described in Note 3.4.1.

Financial liabilities recognised at amortised cost

Borrowings and other financial liabilities at amortised cost are initially measured at the fair value of the consideration received, and subsequently at amortised cost, using the effective interest method. Transaction costs and issue and redemption premiums directly attributable to the acquisition or issue of a financial liability are deducted from the liability's carrying amount. The costs are then amortised over the life of the liability by the effective interest method.

Within the Group, some loans and other financial liabilities at amortised cost are hedged.

Several subsidiaries have set up reverse factoring programmes with financial institutions to enable their suppliers to collect receivables more quickly in the ordinary course of the purchasing process. The accounting policy for these transactions depends on whether or not the characteristics of the liabilities concerned have been changed. For example, when trade payables are not substantially modified (term and due date, consideration, face value) they continue to be recorded under "Trade payables". Otherwise, they are qualified as financing transactions and included in financial liabilities under "Trade payables – structured programme".

Financial liabilities at fair value through profit or loss

These are mainly derivative instruments (see below). There are no financial liabilities intended to be held on a short-term basis for trading purposes. They are measured at fair value and gains and losses arising from remeasurement at fair value are recognised in the income statement. The Group does not hold any financial liabilities for trading other than derivative instruments at fair value through profit or loss.

Derivative instruments

All derivative instruments are recognised in the statement of financial position and measured at fair value.

Derivative financial instruments that qualify for hedge accounting: recognition and presentation

In accordance with IFRS 9, the Group applies hedge accounting to:

- fair value hedges of a liability (for example, swaps to convert fixed rate debt to variable rate); the hedged item is recognised at fair value and any change in fair value is recognised in profit or loss. Gains and losses arising from remeasurement of the hedge at fair value are also recognised in profit or loss. If the hedge is entirely effective, the loss or gain on the hedged debt is offset by the gain or loss on the derivative;

- cash flow hedges (for example, swaps to convert floating rate debt to fixed rate or to change the borrowing currency, and hedges of budgeted purchases billed in a foreign currency). For these hedges, the ineffective portion of the change in the fair value of the derivative is recognised in profit or loss and the effective portion is recognised in "Other comprehensive income" and subsequently reclassified to profit or loss on a symmetrical basis with the hedged cash flows in terms of both timing and classification (i.e., in trading profit for hedges of operating cash flows and in net financial income and expense for other hedges). The premium/discount component of forward foreign exchange contracts is treated as a hedging cost. Changes in the fair value of this component are recorded in "Other comprehensive income" and reclassified to profit or loss as part of the cost of the hedged transaction on the transaction date (basis of adjustment method);
- hedges of net investments in foreign operations. For these hedges, the effective portion of the change in fair value attributable to the hedged foreign currency risk is recognised net of tax in other comprehensive income and the ineffective portion is recognised directly in financial income or expense. Gains or losses accumulated in other comprehensive income are reclassified to profit or loss on the date of liquidation or disposal of the net investment.

Hedge accounting may only be used if:

- the hedging instruments and hedged items included in the hedging relationship are all eligible for hedge accounting;
- the hedging relationship is clearly defined and documented at inception; and
- the effectiveness of the hedge can be demonstrated at inception and throughout its life.

Derivative financial instruments that do not qualify for hedge accounting: recognition and presentation

When a derivative financial instrument does not qualify or no longer qualifies for hedge accounting, successive changes in its fair value are recognised directly in profit or loss for the period under "Other financial income and expenses".

Definition of net debt

Net debt corresponds to gross borrowings and debt including derivatives designed as fair value hedge (liabilities) and trade payables - structured programme, less (i) cash and cash equivalents, (ii) financial assets held for cash management purposes and as short-term investments, (iii) derivatives designated as fair value hedge (assets), (iv) financial assets arising from a significant disposal of non-current assets and (v) net assets held for sale attributable to owners of the parent of the selling subsidiary.

11.1. Net cash and cash equivalents

(€ millions)	**2021**	2020
Cash equivalents	1,169	1,383
Cash	1,114	1,362
Cash and cash equivalents	**2,283**	**2,744**
Bank overdrafts (Note 11.2.4)	(59)	(69)
NET CASH AND CASH EQUIVALENTS	**2,224**	**2,675**

As of 31 December 2021, cash and cash equivalents are not subject to any material restrictions.

Bank guarantees are presented in Note 6.11.1.

11.2. LOANS AND BORROWINGS

11.2.1. Breakdown

Gross borrowings and debt amounted to €8,829 million at 31 December 2021 (31 December 2020: €8,056 million), breaking down as follows:

		2021			2020		
(€ millions)	Notes	Non-current portion	Current portion	Total	Non-current portion	Current portion	Total
Bonds[1]	11.2.3	4,918	492	5,410	4,663	615	5,278
Other loans and borrowings	11.2.4	2,533	876	3,409	2,034	732	2,766
Fair value hedges – liabilities[2]	11.5.1	9	1	11	3	8	11
Gross borrowings and debt[3]		**7,461**	**1,369**	**8,829**	**6,701**	**1,355**	**8,056**
Fair value hedges – assets[4]	11.5.1	(28)	(7)	(35)	(77)	(15)	(92)
Other financial assets[3][5]	6.8.1/6.9.1	(41)	(613)	(654)	(68)	(518)	(586)
Loans and borrowings[6]		**7,392**	**749**	**8,141**	**6,555**	**823**	**7,378**
of which France Retail		*4,818*	*122*	*4,940*	*4,504*	*(163)*	*4,341*
of which Latam Retail[7]		*2,514*	*329*	*2,843*	*1,932*	*876*	*2,808*
of which E-commerce		*60*	*298*	*358*	*120*	*109*	*229*
Net assets held for sale attributable to owners of the parent of the selling subsidiary	3.5.1	-	(798)	(798)	-	(720)	(720)
Cash and cash equivalents	11.1	-	(2,283)	(2,283)	-	(2,744)	(2,744)
of which France Retail				*(541)*			*(803)*
of which Latam Retail				*(1,721)*			*(1,926)*
of which E-commerce				*(21)*			*(16)*
Cash and cash equivalents and net assets held for sale		**-**	**(3,080)**	**(3,080)**	**-**	**(3,464)**	**(3,464)**
NET DEBT		**7,392**	**(2,331)**	**5,060**	**6,555**	**(2,642)**	**3,914**
of which France Retail				*3,737*			*2,835*
of which Latam Retail				*991*			*866*
of which E-commerce				*333*			*213*

(1) Including €3,687 million in France and €1,724 million in Brazil at 31 December 2021 (31 December 2020: €3,551 million in France and €1,727 million in Brazil) (Note 11.2.3).

(2) Including €4 million in France and €7 million in Brazil at 31 December 2021 (31 December 2020: €8 million in France and €3 million in Brazil).

(3) Including secured gross debt of €2,107 million (net of the secured segregated account of €145 million). Since 30 June 2021, this indicator is used to calculate the covenants following the amendment to the revolving credit facility (RCF) (Notes 2 and 11.5.4).

(4) Including €30 million in France and €5 million in Brazil at 31 December 2021 (31 December 2020: €79 million in France and €12 million in Brazil).

(5) Including mainly €514 million placed in segregated accounts and posted as collateral (of which €484 million in respect of the revolving credit facility – see Note 11.5.4) and €122 million in financial assets further to a major disposal of non-current assets at 31 December 2021, comprising contingent consideration recognised in the year for €94 million, of which €5 million in non-current items (Note 6.5) (31 December 2020: €505 million placed in segregated accounts and posted as collateral of which €487 million in respect of the RCF refinancing and €60 million in financial assets further to a major disposal of non-current assets).

(6) The Group defines "Loans and borrowings" as gross borrowings and debt adjusted for fair value hedges (assets) and other financial assets. Up to 31 March 2021, this indicator was used to calculate the covenants as defined in the revolving credit facility (RCF) prior to the signature of the amendment in July 2021.

(7) Including Segisor for €149 million at 31 December 2021 (31 December 2020: €188 million).

11.2.2. Change in financial liabilities

(€ millions)	2021	2020
Gross borrowings and debt at 1 January	*8,056*	*9,649*
Fair value hedges – assets	*(92)*	*(78)*
Other financial assets	*(586)*	*(342)*
Loans and borrowings at beginning of period	**7,378**	**9,229**
New borrowings[(1)(3)(8)]	4,203	2,066
Repayments of borrowings[(2)(3)(8)]	(3,514)	(2,632)
Change in fair value of hedged debt	(13)	27
Change in accrued interest	57	32
Foreign currency translation adjustments[(4)]	4	(915)
Changes in scope of consolidation[(5)]	62	(101)
Reclassification of financial liabilities associated with non-current assets held for sale	-	-
Change in other financial assets[(6)]	(67)	(247)
Other and reclassifications[(7)]	31	(81)
Loans and borrowings at end of period	**8,141**	**7,378**
Gross borrowings and debt at end of period (Note 11.2.1)	*8,829*	*8,056*
Fair value hedges – assets (Note 11.2.1)	*(35)*	*(92)*
Other financial assets (Note 11.2.1)	*(654)*	*(586)*

(1) New borrowings in 2021 mainly included the following: (a) an unsecured bond issue by Casino, Guichard-Perrachon maturing in April 2027 and a new term loan ("Term Loan B") maturing in August 2025 for a total nominal amount of €1,950 million (Note 2), (b) issues by GPA of debentures for BRL 1,500 million (€235 million) and promissory notes for BRL 1,000 million (€157 million), along with new bank loans contracted for BRL 1,067 million (€167 million), (c) issues by Sendas of debentures for BRL 3,100 million (€486 million) and promissory notes for BRL 2,500 million (€392 million), along with new bank loans contracted for BRL 591 million (€93 million), (d) drawdowns on confirmed bank credit lines at Monoprix for €170 million, (e) drawdowns on confirmed bank credit lines and new bank loans taken out by Éxito for COP 810 billion (€183 million), (f) the refinancing at Segisor of the €188 million bank loan maturing in December 2021, resulting in the repayment of €188 million in the period and a new liability contracted for the same amount (see below in (ii)), and (g) a new €30 million bond issue at GreenYellow along with new bank loans and liabilities contracted with its subsidiaries' shareholders (€82 million).

New borrowings in 2020 mainly included: (a) an unsecured bond issue by Casino, Guichard-Perrachon maturing in January 2026 and the Term Loan B tap for a total amount of €625 million (Note 2); (b) a debenture issue by GPA for BRL 2,000 million (€339 million) along with new bank borrowings for BRL 3,070 million (€521 million); (c) new bank loans taken out by Éxito for COP 1,025 billion (€243 million); and (d) a government-backed loan granted to Cdiscount for €120 million.

(2) Repayments of borrowings in 2021 mainly concerned (i) Casino, Guichard-Perrachon (of which €1,225 million relating to the early repayment of the initial Term Loan B (Note 2), €148 million relating to redemption of the 2021 and 2022 bonds and €165 million to partial early redemptions of the January 2023, March 2024, February 2025 and August 2026 bonds in connection with public buyback offers launched at the end of the year (Note 2)), (ii) GPA (of which BRL 2,450 million (€384 million) in redemptions of bonds and BRL 902 million (€141 million) in repayments of bank loans), (iii) Sendas (of which BRL 5,796 million (€908 million) in redemptions of bonds and BRL 279 million (€44 million) in repayments of bank loans), (iv) Éxito for COP 916 billion (€207 million) in repayments of confirmed credit lines and bank loans, and (v) Segisor for €226 million.

Repayments of borrowings in 2020 mainly concerned (i) Casino, Guichard-Perrachon (of which €257 million in redemptions of bonds maturing in March 2020 and €1,400 million in early bond redemptions – Note 2); (ii) GPA (of which BRL 2,734 million (€464 million) in redemptions of bonds and BRL 1,186 million (€201 million) in repayments of bank loans); and (iii) Éxito for COP 786 billion (€186 million) in repayments of confirmed credit facilities and bank loans.

(3) Cash flows relating to financing activities in 2021 represent a net inflow of €245 million, with new borrowings of €4,203 million broadly offset by repayments of borrowings for €3,514 million and net interest payments of €444 million (excluding interest on lease liabilities).

In 2020, cash flows relating to financing activities could be summarised as a net outflow of €966 million, consisting of repayments of borrowings for €2,632 million and net interest paid (excluding interests on lease liabilities) for €400 million (Note 4.10), offset by new borrowings in an amount of €2,066 million.

(4) In 2020, foreign currency translation adjustments primarily concerned Brazil.

(5) In 2020, changes in scope of consolidation included an outflow of €102 million related to the total return swap (TRS) on Mercialys shares.

(6) In 2021, changes in other financial assets primarily result from the recognition of contingent consideration (earn-out) not collected, representing a negative €94 million impact (Notes 11.2.1 and 6.5).

In 2020, changes in other financial assets essentially related to changes in the segregated account.

(7) Including a reduction in bank overdrafts of €11 million in 2021 and of €58 million in 2020.

(8) Changes in negotiable European commercial paper ("NEU CP") are presented net in this table.

11.2.3. Outstanding bond issues

(€ millions)	Principal[(1)]	Nominal interest rate[(2)]	Effective interest rate[(2)]	Issue date	Maturity date	2021[(3)]	2020[(3)]
Casino, Guichard-Perrachon bonds in EUR	**2,834**					**2,892**	**2,758**
2021 bonds	-	F: 5.98%	6.53%	May 2011	May 2021	-	131
2022 bonds	314	F: 1.87%	2.55%	June 2017 January 2018	June 2022	313	329
2023 bonds	220[(4)]	F: 4.56%	4.47%	January 2013 May 2013	January 2023	224	283
2024 bonds	558[(4)]	F: 4.50%	4.88%	March 2014	March 2024	574	643
2025 bonds	357[(4)]	F: 3.58%	3.62%	December 2014	February 2025	333	396
2026 bonds	460[(4)]	F: 4.05%	4.09%	August 2014	August 2026	528	578
2026 bonds	400	F: 6.625%	7.00%	December 2020	January 2026	396	398
2027 bonds	525	F: 5.25%	5.46%	April 2021	April 2027	523	-
Quatrim bonds in EUR	**800**					**790**	**793**
2024 bonds	800	F: 5.88%	6.31%	November 2019	January 2024	790	793
GreenYellow bonds in EUR	**5**					**5**	**-**
2023 bonds	5	F: 6%	6%	June 2021	June 2023	5	-
GreenYellow bonds in BRL	**25**					**24**	**-**
2028 bonds	25	V: CDI 3.5%	V: CDI 3.5%	September 2021	September 2028	24	-
GPA bonds in BRL	**713**					**710**	**704**
Debentures – 15th issue	-	V: 104.75% CDI	V: 104.75% CDI	January 2018	January 2021	-	71
Debentures – 16thissue – 1st Series	-	V: 106.0% CDI	V: 106.0% CDI	September 2018	September 2021	-	111
Debentures – 16th issue – 2nd Series	-	V: 107.4% CDI	V: 107.4% CDI	September 2018	September 2022	-	81
Promissory notes – 4th issue	-	V: 105.75% CDI	V: 105.75% CDI	January 2019	January 2022	-	128
Debentures – 17th issue	317	V: CDI 1.45%	V: CDI 1.45%	January 2020	January 2022 and January 2023	317	313
Debentures – 18th issue – 1st Series	155	V: 106% CDI	V: 106% CDI	May 2021	May 2025 and May 2026	155	-
Debentures – 18th issue – 2nd Series	82	V: 107.4% CDI	V: 107.4% CDI	May 2021	May 2027 and May 2028	82	-
Promissory notes – 5th issue – 1st Series	79	V: 105.75% CDI	V: 105.75% CDI	July 2021	July 2025	79	-
Promissory notes – 5th issue – 2nd Series	79	V: 105.75% CDI	V: 105.75% CDI	July 2021	July 2026	79	-
Issue fees						(3)	-
Sendas bonds in BRL	**998**					**989**	**1,023**
Promissory notes – 1st issue – 2nd Series	-	V: CDI 0.72%	V: CDI 0.72%	July 2019	July 2021	-	8
Promissory notes – 1st issue – 3rd Series	8	V: CDI 0.72%	V: CDI 0.72%	July 2019	July 2022	8	8
Promissory notes – 1st issue – 4th Series	40	V: CDI 0.72%	V: CDI 0.72%	July 2019	July 2023	40	39
Promissory notes – 1st issue – 5th Series	32	V: CDI 0.72%	V: CDI 0.72%	July 2019	July 2024	32	31
Promissory notes – 1st issue – 6th Series	32	V: CDI 0.72%	V: CDI 0.72%	July 2019	July 2025	32	31
Debentures – 1st issue – 2nd Series	-	V: CDI 1.74%	V: CDI 1.74%	September 2019	August 2021	-	274
Debentures – 1st issue – 3rd Series	-	V: CDI 1.95%	V: CDI 1.95%	September 2019	August 2022	-	315
Debentures – 1st issue – 4th Series	-	V: CDI 2.20%	V: CDI 2.20%	September 2019	August 2023	-	316
Debentures – 2nd issue – 1st Series	149	V: CDI 1.70%	V: CDI 1.70%	June 2021	May 2026	149	-
Debentures – 2nd issue – 2nd Series	105	V: CDI 1.95%	V: CDI 1.95%	June 2021	May 2028	105	-
Promissory notes – 2nd issue – 1st Series	198	V: CDI 1.47%	V: CDI 1.47%	August 2021	August 2024	198	-
Promissory notes – 2nd issue – 2nd Series	198	V: CDI 1.53%	V: CDI 1.53%	August 2021	August 2025	198	-
Debentures – 3rd issue – 1st Series – CRI	156	V: IPCA 5.15%	V: IPCA 5.15%	October 2021	October 2028	156	-
Debentures – 3rd issue – 2nd Series – CRI	82	V: IPCA 5.27%	V: IPCA 5.27%	October 2021	October 2031	82	-
Issue fees						(9)	-
TOTAL BONDS						**5,410**	**5,278**

(1) Corresponds to the principal of the bonds outstanding at 31 December 2021.

(2) F (Fixed rate) – V (Variable rate) – CDI (Certificado de Depósito Interbancário) – IPCA (Extended National Consumer Price Index). The effective interest rates on Casino, Guichard-Perrachon bonds do not reflect the possible impact of the remeasurement component relating to fair value hedges.

(3) The amounts above include the remeasurement component relating to fair value hedges. They are presented excluding accrued interest.

(4) In 2021, the Group carried out early redemptions of a portion of its bonds maturing in January 2023 (€51 million), March 2024 (€53 million), February 2025 (€13 million), and August 2026 (€48 million) (Note 2).

11.2.4. Other loans and borrowings

(€ millions)	Principal[1]	Type of rate	Issue date	Maturity date	2021	2020
France						
Term Loan B	1,425	Variable[2]	April 2021 November 2021	August 2025	1,416	1,193
Negotiable European commercial paper (Casino, Guichard-Perrachon)	308	Fixed	[3]	[3]	308	180
Government-backed loan (Cdiscount)	120	Variable	August 2020	August 2026[4]	120	120
Confirmed credit lines – Monoprix	170	Variable	July 2021	January 2023 to January 2026[5]	170	-
Other[6]					99	9
International						
GPA	492	Variable[7]	November 2014 to November 2021	May 2023 to November 2026	491	458
Sendas	244	Variable[7]	January 2015 to December 2021	April 2022 to May 2027	240	191
Éxito	193	Variable/ Fixed[7]	June 2017 to March 2021	June 2022 to March 2030	193	237
Segisor	150	Variable	May 2021	July 2023	149	188
Other					-	4
Bank overdrafts[8]					**59**	**69**
Accrued interest[9]					**164**	**118**
TOTAL OTHER BORROWINGS					**3,409**	**2,766**
of which variable rate					*2,828*	*2,287*

(1) Corresponds to the nominal amount at 31 December 2021.
(2) Interest on this loan is based on Euribor with a zero floor, plus a spread reduced to 4% following the refinancing operations in first-half 2021 (Note 2).
(3) Negotiable European commercial paper (NEU CP) is short-term financing generally with a maturity of less than 12 months.
(4) Loan initially maturing in August 2021 for which Cdiscount exercised its five-year extension option, bringing the new maturity to August 2026 with intermediate instalment requirements. This loan is shown in non-current liabilities (€60 million) and current financial liabilities (€60 million) at 31 December 2021.
(5) An amount of €130 million falls due in January 2026. In February 2022, the maturity of the confirmed €40 million credit line was extended from January 2023 to January 2024.
(6) An amount of €90 million relates to GreenYellow and €13 million to Cdiscount (2020: €8 million concerning Cdiscount).
(7) The variable-rate loans in Brazil (GPA and Sendas) and Colombia (Éxito) pay interest at rates based on the CDI and IBR, respectively. Including borrowings in Colombia originally denominated in Colombian pesos for COP 303 billion, or €66 million (31 December 2020: COP 389 billion, or €93 million, swapped for fixed-rate debt).
(8) Overdrafts are mostly in France.
(9) The amount reported for accrued interest is for all borrowings including bonds. At 31 December 2021, accrued interest primarily concerned Casino for €90 million, GPA for €35 million and Sendas for €39 million (31 December 2020: Casino for €76 million and GPA for €39 million).

Confirmed bank credit lines in 2021 and 2020

2021 *(€ millions)*	Interest rate	Due: Within one year	Due: In more than one year	Amount of the facility	Drawdowns
Syndicated lines – Casino, Guichard-Perrachon, Casino Finance[1]	Variable[1]	-	2,051	2,051	-
Other confirmed bank credit lines[2]	Variable[3]	160	192	352	187
TOTAL		**160**	**2,243**	**2,403**	**187**

2020 *(€ millions)*	Interest rate	Due: Within one year	Due: In more than one year	Amount of the facility	Drawdowns
Syndicated lines – Casino, Guichard-Perrachon, Casino Finance[1]	Variable[1]	198	2,020	2,218	-
Other confirmed bank credit lines[2]	Variable[3]	135	143	277	-
TOTAL		**333**	**2,163**	**2,496**	**-**

(1) In 2021, syndicated credit lines comprised a revolving credit facility (RCF) for a total of €2,051 million, of which (a) a €1,799 million tranche maturing in July 2026 (May 2025 if the Term Loan B maturing in August 2025 is not repaid or refinanced at that date) bearing interest at Euribor with a zero floor, plus a spread that depends on the amount drawn down and the "loans and borrowings"/EBITDA ratio for the France Retail (excluding GreenYellow) and E-commerce segments as well as the Segisor holding company (no more than 3%), and (b) a €252 million tranche maturing in October 2023 (October 2022 if the bond maturing in January 2023 is not redeemed or refinanced at that date) bearing interest at Euribor with a zero floor, plus a spread that depends on the amount drawn down and the "loans and borrowings"/EBITDA ratio for the France Retail and E-commerce segments, as well as the Segisor holding company (no more than 3.50%).

In 2020, syndicated credit lines comprised (a) the revolving credit facility (RCF) for €2,000 million maturing in October 2023 (or in October 2022 if the bond tranche maturing in January 2023 has not been refinanced at that date), bearing interest at Euribor with a zero floor, plus a spread that depends on the amount drawn down and the "loans and borrowings"/EBITDA ratio for the France Retail and E-commerce segments, as well as the Segisor holding company (no more than 3.50%); (b) a €198 million line maturing in February 2021 and bearing interest at Euribor plus a spread that depends on the amount drawn down and the Group's net debt/EBITDA ratio (Note 11.5.4); and (c) a USD 25 million line maturing in July 2022 and bearing interest at US Libor plus a spread that depends on the Group's net debt/EBITDA ratio (Note 11.5.4).

(2) In 2021, other confirmed bank credit lines concern Monoprix, GreenYellow and Éxito for €170 million (including a syndicated facility of €130 million – Note 2), €30 million and €152 million (COP 700 billion), respectively, of which €170 million in lines drawn down at Monoprix. In February 2022, the maturity of the confirmed €40 million line at Monoprix was extended from January 2023 to January 2024.

(3) In 2020, other confirmed bank credit lines concerned Monoprix for €111 million and Éxito for €166 million (COP 700 billion).

(4) Interest on the other lines is based on a reference rate (depending on the currency of the credit line) plus a spread. For Monoprix, the spread applicable to the €130 million line varies depending on (i) whether or not societal and environmental performance targets are met and (ii) the amount of the drawdown.

11.3. Net financial income (expense)

Accounting principle

Net finance costs

Net finance costs correspond to all income and expenses generated by cash and cash equivalents and loans and borrowings during the period, including income from cash and cash equivalents, gains and losses on disposals of cash equivalents, interest expense on loans and borrowings, gains and losses on interest rate hedges (including the ineffective portion) and related currency effects, and trade payable – structured programme costs.

Other financial income and expenses

This item corresponds to financial income and expenses that are not included in net finance costs.

It includes dividends received from non-consolidated companies, non-recourse factoring and associated transaction costs (including fees relating to instalment program CB4X at Cdiscount), credit line non-utilisation fees (including issuance costs), discounting adjustments (including to provisions for pensions and other post-employment benefit obligations), interest expense on lease liabilities, gains and losses arising from remeasurement at fair value of equity derivatives, and impairment losses and realised gains and losses on financial assets other than cash and cash equivalents. Exchange gains and losses are also recorded under this caption, apart from (i) exchange gains and losses on cash and cash equivalents and loans and borrowings, which are presented under net finance costs, and (ii) the effective portion of accounting hedges of operating transactions, which are included in trading profit.

Financial discounts for prompt payments are recognised in financial income for the portion corresponding to the normal market interest rate and as a deduction from cost of goods sold for the supplement.

11.3.1. Net finance costs

(€ millions)	2021	2020
Gains (losses) on disposals of cash equivalents	-	-
Income from cash and cash equivalents	27	16
Income from cash and cash equivalents	**27**	**16**
Interest expense on borrowings after hedging	(449)	(373)
Finance costs	**(449)**	**(373)**
NET FINANCE COSTS	**(422)**	**(357)**
of which France Retail [1]	*(267)*	*(210)*
of which Latam Retail	*(144)*	*(135)*
of which E-commerce	*(11)*	*(12)*

(1) Including a negative €38 million impact recognised during 2021 in connection with the derecognition of the former Term Loan B (Note 2).

11.3.2. Other financial income and expenses

(€ millions)	2021	2020 (restated)
Total other financial income	**116**	**210**
Total other financial expenses	**(507)**	**(601)**
	(391)	**(391)**
Net foreign currency exchange gains (losses) (other than on borrowings)[1]	(11)	(8)
Gains (losses) on remeasurement at fair value of non-hedging derivative instruments[2]	11	(73)
Gains (losses) on remeasurement at fair value of financial assets	(6)	(5)
Interest expense on lease liabilities (Note 7.1.2)	(313)	(320)
No-drawdown credit lines costs, non-recourse factoring and associated transaction costs	(88)	(60)
Impact of applying IAS 29 to operations in Argentina	(10)	(7)
Other[3]	28	82
TOTAL NET OTHER FINANCIAL EXPENSE	**(391)**	**(391)**

(1) Including €29 million in foreign currency exchange gains and €40 million in foreign currency exchange losses in 2021 (2020: €52 million in forex gains and €60 million in forex losses).

(2) In 2020, the €73 million net expense primarily reflected the adverse impact of changes in the fair value of the GPA total return swap (€70 million). This swap was unwound during first-half 2020, generating a cash outflow of €248 million (Note 4.11).

(3) In 2021, this item included BRL 41 million (€6 million) recognised by Sendas in connection with the exclusion of ICMS from the PIS/COFINS tax base and BRL 109 million (€17 million) recognised by GPA (Note 5.1) In 2020, this item included BRL 613 million (€104 million) recognised by GPA in respect of the monetary adjustment relating to the exclusion of ICMS tax from the PIS/COFINS tax base following a favourable court decision in October 2020 (Note 13.3).

11.4. FAIR VALUE OF FINANCIAL INSTRUMENTS

Accounting principle

Fair value measurements are classified using the following fair value hierarchy:

- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2);
- inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

The fair value of financial instruments traded in an active market is the quoted price on the reporting date. A market is considered active if quoted prices are readily and regularly available from an exchange, dealer, broker, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. These instruments are classified as Level 1.

The fair value of financial instruments, which are not quoted in an active market (such as over-the-counter derivatives), is determined using valuation techniques. These techniques use observable market data wherever possible and make little use of the Group's own estimates. If all the inputs required to calculate fair value are observable, the instrument is classified as Level 2.

If one or more significant inputs are not based on observable market data, the instrument is classified as Level 3.

11.4.1. Financial assets and liabilities by category of instrument

Financial assets

The tables below analyse financial assets according to the categories set out in IFRS 9.

		Breakdown by category of instrument			
(€ millions)	Total financial assets	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income (OCI)	Hedging instruments	Financial assets at amortised cost
AT 31 DECEMBER 2021					
Other non-current assets[1]	534	33	44	29	428
Trade receivables	772	-	41	-	731
Other current assets[1]	1,381	5	-	15	1,361
Cash and cash equivalents	2,283	-	-	-	2,283

		Breakdown by category of instrument			
(€ millions)	Total financial assets	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income (OCI)	Hedging instruments	Financial assets at amortised cost
AT 31 DECEMBER 2020					
Other non-current assets[1]	449	38	5	77	329
Trade receivables	941	-	33	-	908
Other current assets[1]	1,237	1	-	15	1,222
Cash and cash equivalents	2,744	-	-	-	2,744

(1) Excluding non-financial assets.

Financial liabilities

The following table shows financial liabilities by category.

(€ millions)	Total financial liabilities	Breakdown by category of instrument		
		Liabilities at amortised cost	NCI Puts	Derivative instruments
AT 31 DECEMBER 2021				
Bonds	5,410	5,410	-	-
Other loans and borrowings	3,419	3,409	-	11
Current put options granted to owners of non-controlling interests	195	-	195	-
Lease liabilities	4,891	4,891	-	-
Trade payables	6,097	6,097	-	-
Other liabilities [1]	2,080	2,056	-	24

(€ millions)	Total financial liabilities	Breakdown by category of instrument		
		Liabilities at amortised cost	NCI Puts	Derivative instruments
AT 31 DECEMBER 2020				
Bonds	5,278	5,278	-	-
Other loans and borrowings	2,777	2,766	-	11
Current put options granted to owners of non-controlling interests	163	-	163	-
Lease liabilities	4,987	4,987	-	-
Trade payables	6,190	6,190	-	-
Other liabilities [1]	1,906	1,840	-	65

(1) Excluding non-financial liabilities.

11.4.2. Fair value hierarchy for assets and liabilities

The tables below compare the carrying amount and fair value of consolidated financial assets and liabilities, other than those for which the carrying amount corresponds to a reasonable approximation of fair value such as trade receivables, trade payables, contract assets and liabilities, and cash and cash equivalents.

At 31 December 2021 (€ millions)	Carrying amount	Fair value	Fair value hierarchy: Market price = Level 1	Fair value hierarchy: Models with observable inputs = Level 2	Fair value hierarchy: Models with unobservable inputs = Level 3
ASSETS	**166**	**166**	**5**	**128**	**33**
Financial assets at fair value through profit or loss[1]	33	33	-	-	33
Financial assets at fair value through other comprehensive income[1]	85	85	5	80	-
Fair value hedges – assets[2]	35	35	-	35	-
Cash flow hedges and net investment hedges – assets[2]	8	8	-	8	-
Other derivative instruments – assets	5	5	-	5	
LIABILITIES	**13,940**	**13,949**	**3,663**	**10,088**	**197**
Bonds[3]	5,410	5,382	3,663	1,719	-
Other borrowings[4]	3,409	3,446	-	3,443	3
Lease liabilities	4,891	4,891	-	4,891	-
Fair value hedges – liabilities[2]	11	11	-	11	-
Cash flow hedges and net investment hedges – liabilities[2]	24	24	-	24	-
Other derivative instruments – liabilities[2]	-	-	-	-	-
Put options granted to owners of non-controlling interests[5]	195	195	-	-	195

At 31 December 2020 *(€ millions)*	Carrying amount	Fair value	Fair value hierarchy: Market price = Level 1	Models with observable inputs = Level 2	Models with unobservable inputs = Level 3
ASSETS	**169**	**169**	**4**	**126**	**39**
Financial assets at fair value through profit or loss[1]	39	39	-	-	39
Financial assets at fair value through other comprehensive income[1]	38	38	4	34	-
Fair value hedges – assets[2]	92	92	-	92	-
Cash flow hedges and net investment hedges – assets[2]	-	-	-	-	-
Other derivative instruments – assets	-	-	-	-	-
LIABILITIES	**13,271**	**13,290**	**3,505**	**9,622**	**163**
Bonds[3]	5,278	5,298	3,505	1,793	-
Other borrowings[4]	2,766	2,766	-	2,766	-
Lease liabilities	4,987	4,987	-	4,987	-
Fair value hedges – liabilities[2]	11	11	-	11	-
Cash flow hedges and net investment hedges – liabilities[2]	56	56	-	56	-
Other derivative instruments – liabilities[2]	9	9	-	9	-
Put options granted to owners of non-controlling interests[5]	163	163	-	-	163

(1) Financial assets recognised at fair value are generally measured using standard valuation techniques. If their fair value cannot be determined reliably, they are not included in this note.

(2) Derivative financial instruments are valued (internally or externally) on the basis of the widely used valuation techniques for this type of instrument. Valuation models are based on observable market inputs (mainly the yield curve) and counterparty quality. Derivatives held as fair value hedges are almost fully backed by borrowings.

(3) The fair value of bonds is based on the latest quoted price on the reporting date.

(4) The fair value of other borrowings has been measured using other valuation techniques such as the discounted cash flow method, taking into account the Group's credit risk and interest rate conditions at the reporting date.

(5) The fair value of put options granted to owners of non-controlling interests is measured by applying the contract's calculation formulas and is discounted, if necessary. These formulas are considered to be representative of fair value and notably use net profit multiples (Note 3.4.1).

11.5. Financial risk management objectives and policies

The main risks associated with the Group's financial instruments are market risks (foreign currency risk, interest rate risk and equity risk), counterparty risk and liquidity risk.

Financial risk monitoring and management is the responsibility of the Corporate Finance department, which is part of the Group Finance department. This team manages all financial exposures in coordination with the Finance departments of the Group's main subsidiaries and reports to Senior Management.

The Corporate Finance department liaises with the Finance departments of subsidiaries to manage financing, cash investments and financial risks. This process is based on principles of prudence and anticipation particularly with respect to counterparty management and liquidity risk. Major transactions are monitored individually.

The Group Corporate Finance department has issued a guide to financing, investment and hedging best practices which is distributed to subsidiary Finance departments. The guide sets out financing methods, selection criteria for banking partners, appropriate hedging products and required authorisation levels.

The French and international business units' cash positions and forecasts are reported weekly and continuously monitored. The Group's other financial risk exposures, such as interest rate risk, currency risk on financial transactions and banking counterparty risk, are measured and analysed in monthly reports to Senior Management that also include action plans for dealing with any material identified risks.

The Group manages its exposure to interest rate risks and foreign currency risks using standard derivative financial instruments such as interest rate swaps and options (caps, floors, swaptions), currency swaps, forward currency contracts and currency options. These instruments are mainly over-the-counter instruments contracted with first-tier bank counterparties. Most of these transactions or derivative instruments qualify for hedge accounting.

Like many other large corporates, the Group may take very small, strictly controlled positions that do not qualify for hedge accounting, for more dynamic and flexible management of its interest rate and currency exposures.

11.5.1. Breakdown of derivative financial instruments

The table below shows a breakdown of derivative financial instruments by type of hedged risk and accounting classification:

(€ millions)	Notes	**2021**	Interest rate risk	Foreign currency risk	Other market risks	2020
Derivatives – assets						
Derivatives at fair value through profit or loss	6.8.1 – 6.9	5	-	3	2	-
Cash flow hedges	6.8.1	8	1	7	-	-
Fair value hedges – assets	6.8.1 – 6.9 – 11.2.1	35	34	-	-	92
TOTAL DERIVATIVES – ASSETS		**48**	**36**	**10**	**2**	**92**
of which non-current		*29*	*28*	*-*	*-*	*77*
of which current		*19*	*7*	*10*	*2*	*15*
Derivatives – liabilities						
Derivatives at fair value through profit or loss	6.10	-	-	-	-	9
Cash flow hedges	6.10	24	24	-	-	56
Fair value hedges	11.2.1	11	4	7	-	11
TOTAL DERIVATIVES – LIABILITIES		**35**	**28**	**7**	**-**	**77**
of which non-current		*33*	*27*	*6*	*-*	*50*
of which current		*2*	*1*	*1*	*-*	*27*

At 31 December 2021, derivatives held as fair value hedges (on a notional amount of €3,098 million) had a positive net fair value of €24 million and mainly comprised interest rate hedges and currency hedges in France on a notional amount of €2,725 million with a positive fair value of €26 million and in Brazil on a notional amount of €373 million with a negative fair value of €2 million. All the currency and interest rate derivatives are backed by bank borrowings or bonds denominated either in the same currency or in a currency other than the borrower entity's functional currency. The ineffective portion of these fair value hedges is not material.

At 31 December 2021, the cash flow hedge reserve included in equity had a debit balance of €14 million after tax (31 December 2020: debit balance of €43 million after tax). These derivatives concern operations in France and hedge goods purchases billed in currencies other than the euro (mainly the US dollar). Their notional amount at 31 December 2021 was USD 215 million (€190 million – Note 11.5.2). France, Colombia and Thailand applied cash flow hedge accounting to hedge interest rates on variable-rate borrowings for a notional amount of €834 million, €66 million and €16 million, respectively, at 31 December 2021. The ineffective portion of these cash flow hedges is not material.

Derivative instruments that do not qualify for hedge accounting under IFRS 9 had a positive fair value of €5 million at 31 December 2021 (31 December 2020: negative fair value of €9 million).

The fair value calculation at 31 December 2021 takes into account the credit valuation adjustment (CVA) and the debit valuation adjustment (DVA) in accordance with IFRS 13. The impact of these adjustments is not material.

11.5.2. Market risk

■ Interest rate risk

The Group's objective is to manage its exposure to the risk of interest rate changes and optimise its financing cost. Its strategy therefore consists of dynamic debt management by monitoring and, where necessary, adjusting its hedging ratio based on forecast trends in interest rates.

Interest rate risks are managed using various vanilla instruments. The main instruments are interest rate swaps and options (caps, floors and swaptions). These instruments do not always qualify for hedge accounting; however all interest-rate instruments are contracted in line with the above risk management policy.

Specifically, Casino, Guichard-Perrachon's debt is mainly composed of fixed-rate bonds and the variable-rate Term Loan B, representing a nominal amount of €3,634 million and €1,425 million, respectively, at 31 December 2021 (Note 11.2.3). This bond debt may be hedged through fixed-to-variable rate swaps generally contracted at the issue date; all of these hedges qualify for hedge accounting.

At 31 December 2021, Casino, Guichard-Perrachon had a portfolio of 41 interest-rate swaps with around ten bank counterparties. These instruments expire at various dates between 2022 and 2026.

At 31 December 2021, the interest rate risk on Casino, Guichard-Perrachon's bond debt and on the Term Loan B breaks down as: 36% at fixed rates (€1,846 million), 28% at a capped or floored variable rate (€1,425 million) and 35% at a variable rate (€1,788 million).

■ Sensitivity to a change in interest rates

Sensitivity to rate changes is calculated as shown in the table below.

(€ millions)	Notes	2021	2020
Casino, Guichard-Perrachon variable-rate bonds(1)		1,788	2,083
Casino, Guichard-Perrachon Term Loan B(1)		1,425	1,225
Brazil variable-rate bonds(2)	11.2.3	1,712	1,717
Other variable-rate loans and borrowings(3)(4)(5)	11.2.4	1,393	1,062
Total variable-rate bonds, other loans and borrowings		**6,317**	**6,087**
Cash and cash equivalents	11.1	(2,283)	(2,744)
Net variable-rate position		**4,035**	**3,343**
100-bps change in interest rates		32	27
Net finance costs	11.3.1	422	357
IMPACT OF CHANGE ON NET FINANCE COSTS		**7.6%**	**7.5%**

(1) Corresponding to fixed-rate bonds and to the Term Loan B, representing a principal amount of €5,059 million (31 December 2020: €4,647 million) (Note 11.2.3), including a principal amount of €1,788 million (31 December 2020: €2,083 million) swapped for variable-rate debt, and a principal amount of €1,425 million for Term Loan B including a floored rate (31 December 2020: €1,225 million).

(2) Principal.

(3) Excluding accrued interest.

(4) Including variable-rate loans and borrowings in Brazil for BRL 4,645 million, or €736 million (31 December 2020: BRL 4,152 million, or €652 million).

(5) Including variable-rate borrowings in Colombia for COP 589 billion, or €128 million (31 December 2020: COP 610 billion, or €145 million).

Assuming a constant net debt structure and management policy, a 100-bps annual increase (decrease) in rates across the yield curve would lead to a 7.6% or €32 million increase (6.2% or €26 million decrease) in finance costs. For the purposes of the analysis, all other variables, particularly exchange rates, are assumed to be constant.

■ Exposure to foreign currency risk

Due to its geographically diversified business base, the Group is exposed to both currency translation risk on the translation of the balance sheets and income statements of subsidiaries outside the eurozone and to transaction risk on transactions denominated in currencies other than the euro.

Translation risk (or balance sheet currency risk) is the risk of an unfavourable change in the exchange rates used to translate the financial statements of subsidiaries located outside the eurozone into euros for inclusion in the consolidated financial statements adversely affecting the amounts reported in the consolidated statement of financial position and income statement, leading to a deterioration of the Group's financial structure ratios.

Transaction risk is the risk of an unfavourable change in exchange rates that adversely affects a cash flow denominated in foreign currency.

The Group's policy for managing transaction risk is to hedge highly probable budgeted exposures, which mainly concern cash flows arising from purchases made in a currency other than the buyer's functional currency and particularly purchases in US dollars which are hedged using forward contracts. These instruments are mainly over-the-counter instruments contracted with first-tier bank counterparties. Most of these transactions or derivative instruments qualify for hedge accounting.

As a general principle, budgeted purchases are hedged using instruments with the same maturities as the underlying transactions.

Currency risks on debts denominated in a currency other than the borrower's functional currency are systematically hedged, except where the debt represents a designated and documented hedge of a net investment in a foreign operation.

The Group's net exposure based on notional amounts after hedging mainly concerns the US dollar (excluding the functional currencies of entities), as shown below:

(€ millions)	**Total exposure 2021**	Of which USD	Total exposure 2020
Exposed trade receivables	(6)	(6)	(19)
Exposed other financial assets	(67)	(31)	(50)
Exposed derivatives at fair value through profit or loss	-	-	(224)
Exposed trade payables	179	164	114
Exposed financial liabilities	237	237	245
Exposed other financial liabilities	53	53	44
Gross exposure payable/(receivable)	**395**	**416**	**109**
Hedged other financial assets	-	-	-
Hedged trade payables	141	127	62
Hedged financial liabilities	235	235	243
Other hedged financial liabilities	49	49	42
NET EXPOSURE PAYABLE/(RECEIVABLE)	**(30)**	**6**	**(237)**
Hedges of future purchases	**190**	**190**	**144**
Exposed put options granted to owners of non-controlling interests[1]	**113**	**113**	**100**

(1) Changes in fair value of put options granted to owners of non-controlling interests (including the effect of movements in exchange rates) have no impact on profit or loss, because the puts are treated as transactions between owners and changes in their fair value are therefore recorded directly in equity (Note 3.4.1).

At 31 December 2020, the net statement of financial position exposure (€237 million) was mainly attributable to the time lag of several days between setting up the hedging instrument (arranged prior to 31 December 2020 for an effective date subsequent to 31 December 2020) and the hedged item (effective date after 31 December 2020). The exposure related mainly to the US dollar.

Sensitivity of net exposure after foreign currency hedging

A 10% appreciation of the euro at 31 December 2021 and 2020 against the currencies included in the Group's exposure would impact net financial expense in the amounts indicated in the table below.

For the purposes of the analysis, all other variables, particularly interest rates, are assumed to be constant.

(€ millions)	**2021**	2020
US dollar	1	(23)
Other currencies	(4)	(1)
IMPACT ON NET FINANCIAL INCOME (EXPENSE)	**(3)**	**(24)**

A 10% decline in the euro against those currencies at 31 December 2021 and 2020 would have produced the opposite effect.

Sensitivity to translation risk

A 10% appreciation of the euro compared to the Group's other main currencies would have the following impact on the translation into euros of the sales, profit and equity of subsidiaries whose functional currency is not the euro:

	2021		2020	
(€ millions)	Brazilian real	Colombian peso	Brazilian real	Colombian peso
Total revenue	(985)	(268)	(1,008)	(264)
Trading profit	(41)	(15)	(54)	(11)
Net profit (loss)	(8)	(8)	(23)	(5)
Equity	(242)	(123)	(234)	(130)

A 10% decline in the euro against those currencies would have produced the opposite effect.

For the purposes of the analysis, all other variables are assumed to be constant.

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Breakdown of cash and cash equivalents by currency

(€ millions)	2021	%	2020	%
Euro	523	23%	780	28%
US dollar	39	2%	58	2%
Brazilian real	1,167	51%	1,345	49%
Colombian peso	473	21%	494	18%
Uruguayan peso	41	2%	36	1%
Other currencies	40	2%	32	1%
CASH AND CASH EQUIVALENTS	**2,283**	**100%**	**2,744**	**100%**

Exchange rates against the euro

	2021		2020	
Exchange rates against the euro	Closing rate	Average rate	Closing rate	Average rate
Brazilian real (BRL)	6.3101	6.3797	6.3735	5.8936
Colombian peso (COP)	4,611.32	4,426.54	4,204.58	4,216.03
Argentine peso (ARS)[1]	116.7629	116.7629	103.1176	103.1176
Uruguayan peso (UYP)	50.5625	51.5217	51.7764	47.9825
US dollar (USD)	1.1326	1.1829	1.2271	1.1419
Polish zloty (PLN)	4.5969	4.5655	4.5597	4.4445

(1) In accordance with IAS 29, the financial statements of Libertad have been translated at the year-end exchange rate.

Equity risk

At 31 December 2021, the Group did not hold any significant investments in any listed companies other than its listed subsidiaries or treasury shares.

In addition, the Group does not hold any options or any derivatives backing its own shares. Its policy as regards cash management is to invest only in money market instruments that are not exposed to equity risk.

11.5.3. Counterparty risk

The Group is exposed to various aspects of counterparty risk through its operating activities, cash deposits and interest rate and currency hedging instruments. It monitors these risks regularly using several objective indicators, and diversifies its exposure by dealing with the least risky counterparties (based mainly on their credit ratings and their reciprocal commitments with the Group).

Counterparty risk related to trade receivables

- ***Customer credit risk:***

Group policy consists of checking the financial health of all customers applying for credit payment terms. Customer receivables are regularly monitored; consequently, the Group's exposure to bad debts is not material.

The table below shows the credit risk exposure and the estimated risk of a loss in value of trade receivables:

		Past-due trade receivables at the reporting date				
(€ millions)	Not yet due	Up to one month past due	Between one and six months past due	More than six months past due	Total past-due trade receivables	Total
At 31 December 2021						
Trade receivables	503	135	93	150	378	882
Allowance for lifetime expected losses	(5)	(10)	(8)	(88)	(105)	(110)
TOTAL, NET (NOTE 6.7.1)	**499**	**125**	**86**	**62**	**273**	**772**
At 31 December 2020						
Trade receivables	709	104	78	150	332	1,041
Allowance for lifetime expected losses	(11)	(2)	(13)	(75)	(89)	(100)
TOTAL, NET (NOTE 6.7.1)	**698**	**102**	**65**	**75**	**243**	**941**

■ **Counterparty risk related to other assets**

Credit risk on other financial assets – mainly comprising cash and cash equivalents, equity instruments, loans, legal deposits paid by GPA and Sendas and certain derivative financial instruments – corresponds to the risk of failure by the counterparty to fulfil its obligations. The maximum risk is limited and equal to the instruments' carrying amount. The Group's cash management policy consists of investing cash and cash equivalents with first-tier counterparties and in first-tier rated instruments.

11.5.4. Liquidity risk

The Group's liquidity policy is to ensure that it has sufficient liquid assets to settle its liabilities as they fall due, in either normal or impaired market conditions.

The liquidity analysis is performed both for the France Retail segment (taking into account the cash pool operated with most French subsidiaries) and for each of the Group's international subsidiaries.

All subsidiaries of the Casino, Guichard-Perrachon holding company scope submit weekly cash reports to the Group and all new financing facilities require prior approval from the Corporate Finance department.

At 31 December 2021, the Group's liquidity position comprised:

- confirmed, undrawn lines of credit for a total of €2,216 million (of which a non-current portion of €2,051 million for France);
- gross cash and cash equivalents totalling €2,283 million (of which €562 million available in France);
- a balance of €504 million in segregated accounts in France that can be used at any time to repay debt, including €145 million placed in a secured segregated account.

Casino, Guichard-Perrachon had the following financing facilities at 31 December 2021 (France Retail):

- unsecured bonds amounting to €2,863 million, of which €400 million in high-yield bonds maturing in January 2026 and €525 million in high-yield bonds maturing in April 2027 (Note 2);
- secured high-yield bonds for €800 million maturing in January 2024;
- a term loan ("Term Loan B") for €1,425 million, maturing in August 2025 (Note 2).

Casino, Guichard-Perrachon also raises funds through negotiable European commercial paper issues (NEU CP), under which €308 million was outstanding at 31 December 2021 (France Retail); these issues are made under a programme capped at €2,000 million, with the availability of funds depending on market conditions and investor appetite. These issues are not subject to any covenants.

The main liquidity risk management methods consist in:

- diversifying sources of financing to include capital markets, private placements, banks (confirmed and unconfirmed facilities), negotiable European commercial paper (NEU CP) issues and discounting facilities;
- diversifying financing currencies to include the euro, the Group's other functional currencies and the US dollar;
- maintaining a level of confirmed financing facilities significantly in excess of the Group's payment obligations at all times;
- limiting the amount of annual repayments and proactively managing the repayment schedule;
- managing the average maturity of financing facilities and, where appropriate, refinancing them before they fall due.

■ **Management of short-term debt**

Access to the European negotiable commercial paper (NEU CP) market is subject to market conditions and investor appetite for Casino debt. Outstanding commercial paper issues represented €308 million at 31 December 2021 versus €179 million at 31 December 2020.

In addition, the Group carries out non-recourse receivables discounting without continuing involvement, within the meaning of IFRS 7, as well as reverse factoring.

At 31 December 2021, trade payables totalling €1,158 million (including €509 million in France Retail payables, €604 million in Latam Retail payables and €45 million in E-commerce payables) had been reverse factored, versus €1,181 million at 31 December 2020 (€434 million, €709 million, and €38 million, respectively).

■ **Management of medium- and long-term debt**

In 2021, the Group continued to refinance its debt to extend its maturity and improve its financial terms and conditions.

In the first half of the year, the Group repaid ahead of term its existing €1.225 billion term loan ("Term Loan B") maturing in January 2024 and bearing interest at Euribor 5.5%, through:

- a new €1 billion term loan ("Term Loan B") maturing in August 2025, issued at a price representing 99.75% of the nominal amount. The loan bears interest at Euribor 4.0% and the collateral posted is the same as for the existing term loan;
- a new €525 million unsecured debt issue, maturing in April 2027 and with a 5.25% coupon.

This early repayment was made at 101% of the nominal amount, representing a repayment premium of €12 million.

The repayment was treated as a settlement of a financial liability. The resulting accounting impacts were (i) derecognition of the initial Term Loan B and (ii) recognition of the new Term Loan B. The difference between the repayment price of the initial Term Loan B (€1,237 million) and its carrying amount at the repayment date was immediately expensed within "Net finance costs" for €38 million. The corresponding fees for this transaction included within the amortised cost of the liability amounted to €10 million.

The Group also:

- topped up its Term Loan B maturing in August 2025 under the same conditions for an amount of €425 million, issued at a price representing 99.25% of the nominal amount. The top-up was made in November 2021 and brings the nominal amount of the term loan to €1,425 million; and
- launched two public buyback offers on its unsecured bond issues in November and December 2021 for a total nominal amount of €165 million, of which €51 million on the bonds maturing in January 2023, €53 million on the bonds maturing in March 2024, €13 million on the bonds maturing in February 2025 and €48 million on the bonds maturing in August 2026.

On 19 July 2021, the Group also announced that it had extended the maturity of its syndicated credit facility ("RCF") and improved its financial conditions (Note 11.5.4). The amendment to the loan documentation was effective 22 July 2021, and provides for:

- an extension of the maturity of the facility from October 2023 to July 2026 (May 2025 if the Term Loan B maturing in August 2025 is not repaid or refinanced at that date) for an amount of €1.8 billion;
- a review of the financial covenants, in line with the improvement in the Group's financial position and GreenYellow's growth plan (see below). Consequently, with effect from 30 June 2021, the Group has undertaken to comply, on a quarterly basis, with the following covenants, which supersede the previous covenants, for the France Retail and E-commerce scope (excluding GreenYellow):
  - a ratio of secured gross debt to EBITDA (after lease payments) not in excess of 3.5x;
  - a ratio of EBITDA (after lease payments) to net finance costs not less than 2.5x.

The security interests and collateral initially granted to the lenders remain unchanged. The documentation includes the same dividend restrictions as the financing raised in November 2019 (see Note 11.5.4 "Other clauses and restrictions").

Outstanding fees relating to the amended RCF are being amortised on a yield-to-maturity basis over the residual term of the amended facility.

Monoprix's syndicated credit facility, which expired in July 2021, was also rolled over. The new €130 million syndicated facility matures in January 2026 and has a yearly margin adjustment clause based on the achievement of CSR targets as well as a covenant requirement (leverage ratio), the terms of which are outlined below.

As a result of these two operations, the amount of the Group's confirmed lines of credit available at any time in the France Retail segment (excluding GreenYellow) stands at €2.2 billion, with an average maturity of 4.2 years at 31 December 2021.

The table below shows the ratings of Moody's, Standard & Poor's and Scope Ratings for the Group's financial instruments:

Financial instrument rating	Moody's	Standard & Poor's	Scope Ratings
Casino, Guichard-Perrachon	B3/stable outlook (6 August 2020)	B/stable outlook (3 November 2021)	BB-/stable outlook (11 January 2022)
Secured high-yield bonds	B2/stable outlook (6 August 2020)	B+/stable outlook (3 November 2021)	BB (11 January 2022)
Term Loan B	B2/stable outlook (6 August 2020)	B+/stable outlook (3 November 2021)	BB (11 January 2022)
Bonds issued under the EMTN programme	Caa1/stable outlook (6 August 2020)	B/stable outlook (3 November 2021)	S-3 (11 January 2022)
Deeply-subordinated perpetual bonds (TSSDI)	Caa2/stable outlook (6 August 2020)	CCC (28 May 2019)	B- (11 January 2022)

The high-yield bond issue by Quatrim is secured by shares in Immobilière Groupe Casino, a wholly-owned subsidiary of Quatrim which holds property assets (excluding Monoprix and Franprix-Leader Price property assets and certain assets whose disposal was pending).

For the €2,051 million revolving credit facility (RCF) and €1,425 million Term Loan B, Casino has granted security rights over shares, the principal bank accounts and intragroup receivables of its main operating subsidiaries and holding companies in France holding shares in the Group's Latin American operations.

Surety rights have also been granted in respect of miscellaneous liabilities totalling €27 million (mainly loans to companies-stores).

Excluding these financing arrangements, debt carried by Casino, Guichard-Perrachon and its main subsidiaries (GPA, Sendas, Éxito and Monoprix) is not secured by collateral or pledged assets.

Casino, Guichard-Perrachon debt covenants

Following the July 2021 signature of the amendment to the RCF, applicable as from 30 June 2021 in terms of the covenants (see above), Casino, Guichard-Perrachon is required to comply with the following covenants in the France Retail (excluding GreenYellow) and E-commerce scope, calculated each quarter (on a rolling 12-month basis):

Type of covenant (France [excluding GreenYellow] and E-commerce)	Main types of debt subject to covenant	Frequency of tests	Ratio at 31 December 2021
Secured gross debt[(1)]/EBITDA[(2)] not more than 3.5x.	RCF for €2,051 million	Quarterly	2.70
EBITDA[(2)]/net finance costs[(3)] not less than 2.5x.			2.69

(1) Gross debt as defined in the loan documentation only concerns loans and borrowings for which collateral has been posted for the France Retail (excluding GreenYellow) and E-commerce segments as presented in Note 11.2.1, and certain GPA and Sendas holding companies reported in the Latam Retail segment (notably Segisor). At 31 December 2021, the debt concerned was mainly (i) the Term Loan B for €1,425 million, (ii) high-yield bonds for €800 million, and (iii) the drawn portion of the RCF facility (entirely undrawn at end-2021).

(2) EBITDA as defined in the loan agreements reflects trading profit/loss for the France Retail (excluding GreenYellow) and E-commerce segments, adjusted for (i) net depreciation, amortisation and provision expense, (ii) repayments of lease liabilities, and (iii) interest expense on lease liabilities for the France Retail (excluding GreenYellow) and E-commerce scope.

(3) Net finance costs as defined in the loan agreement represent net finance costs for the France Retail (excluding GreenYellow) and E-commerce scope.

Other clauses and restrictions

Documentation for the RCF, Term Loan B and high-yield bond issues put in place since late 2019 include the usual restrictions for high-yield borrowings applicable to the Group as a whole (excluding the Latam segment and companies less than 50%-owned, but including certain holding companies reported in the Latam segment, notably Segisor). These restrictions concern Casino, Guichard-Perrachon dividend payments, sales of assets as defined in the documentation, additional borrowings, and additional security interests and collateral.

The Term Loan B and high-yield bonds also include incurrence covenants, which only apply upon the occurrence of certain specific events or to enable certain transactions to proceed, in particular:

- an incurrence covenant will apply in the event special dividends are paid in addition to ordinary dividends[(1)], as follows: gross debt/EBITDA (France Retail + E-commerce): < 3.5x;
- leverage and secured debt leverage covenants or a fixed charge coverage ratio (FCCR) as defined in the documentation may be applied on an independent or additional basis, depending on the transactions planned:
  - FCCR: EBITDA[(2)]/Fixed charges[(2)]: > 2
  - Secured debt leverage: Consolidated leverage[(2)]/EBITDA[(2)]: < 2

The Group's loan and bond agreements include the usual clauses for such contracts, notably *pari passu*, negative pledge and cross-default clauses.

Change-of-control clauses are included in all of Casino's bond financing documentation issued up to 2018, except for the documentation relating to the €600 million deeply-subordinated perpetual bonds (TSSDI) issued in 2005. Change of control is established when two criteria are met:

- a third party, other than Rallye and its affiliates, acting alone or in concert, acquires shares conferring more than 50% of Casino's voting rights;

  and
- this change of control directly triggers a downgrade of Casino's long-term credit rating (by at least one notch in the event that Casino's rating is not investment grade).

The impact on the Group's bond issues are as follows:

- for bonds issued under the EMTN programme, representing a cumulative nominal amount of €1,909 million at 31 December 2021, each bond investor would be entitled to request from Casino the early redemption of all its bonds at par, at its individual discretion;
- for €750 million worth of TSSDI issued in 2013, the interest would be raised by an additional spread of 5% per annum and Casino would be entitled to buy back all of the bonds at par.

The documentation for the refinancing transactions put in place since 2019 also includes change-of-control clauses for three entities:

- Casino, Guichard-Perrachon (RCF/Term Loan B/Quatrim high-yield borrowings/2026 and 2027 high-yield bonds): an entity other than Rallye or one of its affiliated entities holds more than 50% of Casino's share capital or if substantially all of the Group's assets are sold/transferred;

(1) 50% of net profit attributable to owners to the parent, with a minimum of €100 million per year from 2021 and an additional €100 million that may be used for one or several distributions during the life of the debt.

(2) As defined in the loan agreements.

- Casino Finance (RCF): a third party (other than Rallye or its affiliates) takes control of Casino Finance;
- Monoprix (RCF): Monoprix is no longer controlled by Casino and/or its subsidiaries or if the percentage of ownership interest or voting rights held (by Casino and/or its subsidiaries) is lower than 40%.

A change of control would offer the lenders the possibility of cancelling their commitments at their individual discretion (limited to one-third of the nominal amount of the RCF in the event of a change of control of Monoprix). In the case of the high-yield bond issue, Quatrim, the wholly-owned subsidiary of Casino, Guichard-Perrachon that issued the bonds, would launch a tender offer (at a specified price) in which investors could participate.

Financing of subsidiaries subject to covenants

Most of the Group's other loan agreements – primarily concerning GPA, Sendas, Monoprix and Segisor – contain hard covenants (see table below).

Subsidiary	Type of covenant	Frequency of tests	Main types of debt subject to covenant
Monoprix Exploitation	Gross debt/EBITDA < 2.0[1]	Annual	€130 million syndicated credit line
GPA[2]	Net debt[3] may not be higher than equity[4]	Quarterly	All bond issues and certain bank borrowings
	Consolidated net debt/EBITDA < 3.25		
Sendas[2]	Net debt/equity < 3.0	Quarterly	All bond issues and certain bank borrowings
	Net debt/EBITDA < 3.0		
Segisor	Net debt/value of GPA shares < 50%[5]	Quarterly	Bank loans totalling €150 million (Note 11.2.4)

(1) Monoprix Exploitation's covenant is based on its individual financial statements.
(2) All GPA and Sendas covenants are based on consolidated data.
(3) Debt less cash, cash equivalents and receivables.
(4) Consolidated equity (attributable to owners of the parent and non-controlling interests).
(5) Segisor's covenant is based on its parent company financial statements.

These covenants were respected at 31 December 2021.

Exposure to liquidity risk

The table below presents an analysis by maturity of financial liabilities at 31 December 2021, including principal and interest and for undiscounted amounts. For derivative financial instruments, the table has been drawn up based on the contractual net cash inflows and outflows on instruments that settle on a net basis and the gross inflows and outflows on those instruments that require gross settlement. For interest rate instruments, when the amount payable or receivable is not fixed, the amount presented has been determined by reference to observed yield curves as at the reporting date.

	Maturity						
31 December 2021 *(€ millions)*	Due within one year	Due in one to two years	Due in two to three years	Due in three to five years	Due in more than five years	Total contractual cash flows	Carrying amount
NON-DERIVATIVE FINANCIAL INSTRUMENTS RECOGNISED IN LIABILITIES:							
Bonds and other borrowings	1,668	1,410	2,137	4,396	1,153	10,765	8,819
Current put options granted to owners of non-controlling interests	133	52	-	5	12	202	195
Lease liabilities	996	964	902	1,372	2,875	7,110	4,891
Trade payables and other financial liabilities	8,044	20	15	17	56	8,153	8,153
TOTAL	**10,841**	**2,446**	**3,055**	**5,790**	**4,097**	**26,229**	**22,057**
DERIVATIVE FINANCIAL INSTRUMENTS – ASSETS/(LIABILITIES):							
Interest rate derivatives							
Derivative contracts – received	16	9	4	3	-	33	
Derivative contracts – paid	(11)	(8)	(5)	(4)	-	(29)	
Derivative contracts – net settled	15	12	13	28	(46)	22	
Currency derivatives							
Derivative contracts – received	374	19	-	-	-	393	
Derivative contracts – paid	(364)	(19)	-	-	-	(383)	
Derivative contracts – net settled	(11)	(16)	(3)	-	-	(29)	
Other derivative instruments							
Derivative contracts – received	2	-	-	-	-	2	
Derivative contracts – paid	-	-	-	-	-	-	
Derivative contracts – net settled	-	-	-	-	-	-	
TOTAL	**21**	**(3)**	**9**	**27**	**(46)**	**8**	**13**

31 December 2020 *(€ millions)*	Maturity: Due within one year	Due in one to two years	Due in two to three years	Due in three to five years	Due in more than five years	Total contractual cash flows	Carrying amount
NON-DERIVATIVE FINANCIAL INSTRUMENTS RECOGNISED IN LIABILITIES:							
Bonds and other borrowings	1,508	2,038	1,224	3,432	1,043	9,244	8,044
Current put options granted to owners of non-controlling interests	119	10	38	-	-	167	163
Lease liabilities	929	908	872	1,392	2,946	7,046	4,987
Trade payables and other financial liabilities	7,992	3	-	-	35	8,030	8,030
TOTAL	**10,547**	**2,959**	**2,134**	**4,824**	**4,024**	**24,487**	**21,224**
DERIVATIVE FINANCIAL INSTRUMENTS – ASSETS/(LIABILITIES):							
Interest rate derivatives							
Derivative contracts – received	17	17	15	22	5	76	
Derivative contracts – paid	(13)	(10)	(9)	(15)	(3)	(51)	
Derivative contracts – net settled	-	-	-	-	-	-	
Currency derivatives							
Derivative contracts – received	592	1	-	-	-	593	
Derivative contracts – paid	(613)	(1)	-	-	-	(613)	
Derivative contracts – net settled	-	9	(3)	-	-	6	
Other derivative instruments							
Derivative contracts – received	-	-	-	-	-	-	
Derivative contracts – paid	-	-	-	-	-	-	
Derivative contracts – net settled	-	-	-	-	-	-	
TOTAL	**(16)**	**15**	**3**	**7**	**2**	**10**	**15**

Note 12 Equity and earnings per share

Accounting principle

Equity is attributable to two categories of owner: the owners of the parent (Casino, Guichard-Perrachon shareholders) and the owners of the non-controlling interests in its subsidiaries. A non-controlling interest is the equity in a subsidiary not attributable, directly or indirectly, to a parent.

Transactions with the owners of non-controlling interests resulting in a change in the parent company's percentage interest without loss of control affect only equity as there is no change of control of the economic entity. Cash flows arising from changes in ownership interests in a fully consolidated subsidiary that do not result in a loss of control (including increases in percentage interest) are classified as cash flows from financing activities.

In the case of an acquisition of an additional interest in a fully consolidated subsidiary, the Group recognises the difference between the acquisition cost and the carrying amount of the non-controlling interests as a change in equity attributable to owners of Casino, Guichard-Perrachon. Transaction costs are also recognised in equity. The same treatment applies to transaction costs relating to disposals without loss of control. In the case of disposals of controlling interests involving a loss of control, the Group derecognises the whole of the ownership interest and, where appropriate, recognises any investment retained in the former subsidiary at its fair value. The gain or loss on the entire derecognised interest (interest sold and interest retained) is recognised in profit or loss under "Other operating income" or "Other operating expenses", which amounts to remeasuring the retained previously-held investment at fair value through profit or loss. Cash flows arising from the acquisition or loss of control of a subsidiary are classified as cash flows from investing activities.

Equity instruments and hybrid instruments

The classification of instruments issued by the Group in equity or debt depends on each instrument's specific characteristics. An instrument is deemed to be an equity instrument when the following two conditions are met:

- the instrument does not contain a contractual obligation to deliver cash or another financial asset to another entity, or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity; and
- in the case of a contract that will or may be settled in the entity's own equity instruments, it is either a non-derivative that does not include a contractual obligation to deliver a variable number of the entity's own equity instruments, or it is a derivative that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments.

The Group also examines the special provisions of contracts to ensure the absence of an indirect obligation to buy back the equity instruments in cash or by delivering another financial asset or by delivering shares with a value substantially higher than the amount of cash or the other financial asset to be delivered.

In particular, instruments that are redeemable at the Group's discretion and for which the remuneration depends on the payment of a dividend are classified in equity.

When a "debt" component exists, it is measured separately and classified under "financial liabilities".

Equity transaction costs

External and qualifying internal costs directly attributable to equity transactions or transactions involving equity instruments are recorded as a deduction from equity, net of tax. All other transaction costs are recognised as an expense.

Treasury shares

Casino, Guichard-Perrachon shares purchased by the Group are deducted from equity at cost. The proceeds from sales of treasury shares are credited to equity with the result that any disposal gains or losses, net of the related tax effect, have no impact in the income statement for the period.

Options on treasury shares

Options on treasury shares are treated as derivative instruments, equity instruments or financial liabilities depending on their characteristics.

Options classified as derivatives are measured at fair value through profit or loss. Options classified as equity instruments are recorded in equity at their initial amount and changes in value are not recognised. The accounting treatment of financial liabilities is described in Note 11.

12.1. Capital management

The Group's policy is to maintain a strong capital base in order to preserve the confidence of investors, creditors and the markets while ensuring the financial headroom required to support the Group's future business development. The Group aims to continually optimise its financial structure by maintaining an optimum balance between net debt, EBITDA and equity. To this end, it may adjust the amount of dividends paid to shareholders (subject to the restrictions set out in the documentation for the RCF, Term Loan B and high-yield bonds – Note 11.5.4), return part of the capital to shareholders, buy back its own shares or issue new shares. From time to time, the Group may buy back its own shares in the market. These shares are generally acquired for allocation to a liquidity contract used to make a market in the shares, or to be held for allocation under stock option plans, employee share ownership plans or free share plans for Group employees, or any other share-based payment mechanism.

The policy objectives and management procedures are exactly the same as in previous years.

Apart from legal requirements, the Group is not subject to any external minimum capital requirements.

12.2. Share capital

At 31 December 2021, the Company's share capital amounts to €165,892,132 and is composed of 108,426,230 ordinary shares issued and fully paid (unchanged from 31 December 2020). The shares have a par value of €1.53.

Under the shareholder authorisations given to the Board of Directors, the share capital may be increased, immediately or in the future, by up to €59 million.

Vesa Equity Investment

On 20 January 2020, Vesa Equity Investment announced that it had crossed the 5%-threshold of Casino, Guichard-Perrachon's share capital to hold 5.64% of the capital. On 31 December 2021, it held 7.07% of the Company's capital.

12.3. Share equivalents

The Group is committed to granting free shares under various plans (Note 8.3). The Board of Directors intends to fulfil its obligations under those plans by delivering existing shares when the related rights vest.

12.4. Treasury shares

Treasury shares result from shareholder-approved buybacks of Casino, Guichard-Perrachon SA shares. At 31 December 2021, a total of 409,967 shares were held in treasury, representing €14 million (31 December 2020: 642,414 shares representing €22 million). The shares were purchased primarily for allocation upon exercise of the rights under free share plans.

In January 2019, the Group signed a new liquidity agreement with Rothschild Martin Maurel, effective 1 January of that year, to take account of the changes in regulations governing such agreements, in accordance with AMF decision 2018-01 dated 2 July 2018. On the date of signature of the contract in January 2019, €30 million in cash was held in the liquidity contract and no shares. At 31 December 2021, no Casino, Guichard-Perrachon S.A. shares were held in the liquidity account.

The impact of purchases and sales of treasury shares in 2021 was not material (2020: trading in treasury shares led to a €1 million decrease in equity, also corresponding to the net cash outflow for the period).

12.5. Deeply-subordinated perpetual bonds (TSSDI)

At the beginning of 2005, the Group issued 600,000 deeply-subordinated perpetual bonds (TSSDI) for a total amount of €600 million. The bonds are redeemable solely at the Group's discretion and interest is due only if the Group pays a dividend on its ordinary shares in the preceding 12 months. The bonds pay interest at the ten-year constant maturity swap rate plus 100 bps, capped at 9%. In 2021, the average coupon was 1% (2020: 1%).

On 18 October 2013, the Group issued €750 million worth of perpetual hybrid bonds (7,500 bonds) on the market. The bonds are redeemable at the Company's discretion with the first call date set for 31 January 2019 and the second on 31 January 2024. The bonds paid interest at 4.87% until 31 January 2019. Since then, as specified in the prospectus, the interest rate has been reset at 3.992%. This rate will be reset every five years.

Given their specific characteristics in terms of maturity and remuneration, the bonds are carried in equity for the amount of €1,350 million. Issuance costs net of tax have been recorded as a deduction from equity.

12.6. Breakdown of other reserves

(€ millions)	Cash flow hedges	Net investment hedges	Foreign currency translation adjustments	Actuarial gains and losses	Equity instruments[1]	Debt instruments[1]	Total other reserves
At 1 January 2020 (reported)	**(32)**	**(1)**	**(2,385)**	**(118)**	**(3)**	**(1)**	**(2,539)**
IAS 19 impact	-	-	-	19	-	-	19
At 1 January 2020 (restated)	**(32)**	**(1)**	**(2,385)**	**(99)**	**(3)**	**(1)**	**(2,521)**
Changes (restated)	(12)	-	(548)	(6)	-	-	(566)
At 31 December 2020 (restated)	**(43)**	**(1)**	**(2,933)**	**(105)**	**(3)**	**(1)**	**(3,087)**
Movements for the year	29	-	(30)	2	-	-	1
AT 31 DECEMBER 2021	**(14)**	**(1)**	**(2,963)**	**(103)**	**(4)**	**(1)**	**(3,086)**

(1) Financial instruments at fair value through other comprehensive income.

12.7. Other information on additional paid-in capital, retained earnings and reserves

12.7.1. Foreign currency translation adjustments

Foreign currency translation adjustments correspond to exchange gains and losses on translating the equity of foreign subsidiaries and receivables and payables included in the Group's net investment in these subsidiaries, at the closing rate.

■ Foreign currency translation adjustments by country at 31 December 2021

	Attributable to owners of the parent			Attributable to non-controlling interests			Total
(€ millions)	1 January 2021	Movements for the year	31 December 2021	1 January 2021	Movements for the year	31 December 2021	31 December 2021
Brazil	(2,277)	12	(2,265)	(3,515)	17	(3,498)	(5,763)
Argentina	(230)	(8)	(239)	(72)	(11)	(82)	(321)
Colombia	(342)	(29)	(371)	(481)	(101)	(582)	(953)
Uruguay	(110)	(2)	(113)	(105)	11	(93)	(206)
United States	20	-	20	1	-	1	21
Poland	7	(1)	6	-	-	-	6
Hong Kong	-	1	1	-	-	-	1
Other	(1)	(2)	(2)	(1)	(1)	(1)	(4)
TOTAL FOREIGN CURRENCY TRANSLATION ADJUSTMENTS	**(2,933)**	**(30)**	**(2,963)**	**(4,173)**	**(83)**	**(4,256)**	**(7,219)**

■ Foreign currency translation adjustments by country at 31 December 2020

	Attributable to owners of the parent			Attributable to non-controlling interests			Total
(€ millions)	1 January 2020	Movements for the year	31 December 2020	1 January 2020	Movements for the year	31 December 2020	31 December 2020
Brazil	(1,854)	(423)	(2,277)	(2,962)	(554)	(3,515)	(5,793)
Argentina	(209)	(21)	(230)	(38)	(34)	(72)	(302)
Colombia	(281)	(61)	(342)	(300)	(181)	(481)	(823)
Uruguay	(69)	(42)	(110)	(64)	(40)	(105)	(215)
United States	20	-	20	1	-	1	21
Poland	15	(8)	7	-	-	-	7
Indian Ocean	(9)	9	-	(3)	3	-	-
Hong Kong	1	(1)	-	-	-	-	-
Other	2	(3)	(1)	-	(1)	(1)	(1)
TOTAL FOREIGN CURRENCY TRANSLATION ADJUSTMENTS	**(2,385)**	**(548)**	**(2,933)**	**(3,366)**	**(807)**	**(4,173)**	**(7,106)**

12.7.2. Notes to the consolidated statement of comprehensive income

(€ millions)	2021	2020 (restated)
Cash flow hedges and cash flow hedge reserve[1]	**28**	**(12)**
Change in fair value	40	(15)
Reclassifications to inventories	-	-
Reclassifications to profit or loss	(2)	(2)
Income tax (expense) benefit	(10)	5
Debt instruments at fair value through other comprehensive income (OCI)	**-**	**1**
Net change in fair value	(1)	1
Impairment losses	-	-
Reclassifications to profit or loss	-	-
Income tax (expense) benefit	-	-
Foreign currency translation reserves (Note 12.7.1)	**(108)**	**(1,328)**
Foreign currency translation adjustments for the year	(108)	(1,342)
Net investment hedges	-	-
Reclassifications to profit or loss	-	13
Income tax (expense) benefit	-	-
Equity instruments at fair value through other comprehensive income	**-**	**-**
Net change in fair value	-	-
Income tax (expense) benefit	-	-
Actuarial gains and losses	**2**	**(6)**
Actuarial gains and losses for the year	2	(10)
Income tax (expense) benefit	-	4
Share of other comprehensive income of equity-accounted investees	**(3)**	**(27)**
Cash flow hedges and cash flow hedge reserve – net change in fair value	2	-
Cash flow hedges and cash flow hedge reserve – reclassifications to profit or loss	-	-
Foreign currency translation reserve – adjustments for the year	(5)	(27)
Foreign currency translation reserve – reclassification to profit or loss	-	
Equity instruments at fair value through other comprehensive income – change in fair value	-	-
Actuarial gains and losses – net gain or loss for the year	-	-
Income tax (expense) benefit	-	-
TOTAL	**(82)**	**(1,373)**

(1) The change in the cash flow hedge reserve in 2021 and 2020 was not material.

12.8. Non-controlling interests

The following table provides detailed information on material non-controlling interests.

(€ millions)	GPA[1][2]	Sendas	Other	**Total**
Country	**Brazil**	**Brazil**		
1 January 2020 (restated)	**3,419**		**69**	**3,488**
% of ownership interests held by non-controlling interests[3]	*58.7%*			
% of voting rights held by non-controlling interests[3]	*0.06%*			
Net profit (loss)	223		3	225
Other comprehensive income (loss)[4]	(798)		(8)	(807)
Dividends paid/payable	(75)		(5)	(80)
Other movements	13		16	29
31 December 2020 (restated)	**2,782**		**75**	**2,856**
% of ownership interests held by non-controlling interests[3]	*58.8%*			
% of voting rights held by non-controlling interests[3]	*58.8%*			
Net profit (loss)	(8)	149	(9)	133
Other comprehensive income (loss)[4]	(84)	3	(2)	(83)
Dividends paid/payable	(40)	(28)	(1)	(69)
Other movements[5]	(574)	620	(1)	46
31 DECEMBER 2021	**2,075**	**745**	**62**	**2,883**
% of ownership interests held by non-controlling interests[3]	*59.0%*	*59.0%*		
% of voting rights held by non-controlling interests[3]	*59.0%*	*59.0%*		
Average % of ownership interests held by the Group in 2021	*41.1%*	*41.1%*		
% of ownership interests held by the Group at 31 December 2021	*41.0%*	*41.0%*		

(1) As from 2021, this reflects GPA after the asset spin-off (Note 2) and including Éxito, Uruguay and Argentina (Note 17).

(2) Up to 31 December 2020, it reflects GPA before the asset spin-off (Note 2) and including Éxito, Uruguay and Argentina (Note 17).

(3) The percentages of non-controlling interests set out in this table cover the scope of Casino Group and do not include the Group's own non-controlling interests in sub-groups. At 31 December 2021, Casino holds 41% of the capital and voting rights of GPA and Sendas, which are fully consolidated in the Group's consolidated financial statements. Full consolidation results from the Group's assessment that it has de facto control owing to the fact that (i) the remaining shares of GPA and Sendas are held by widely-dispersed shareholders and (ii) a majority of Casino members have been appointed to the Board of Directors (31 December 2020: 41.2% of capital and voting rights held in GPA).

(4) Other comprehensive income (loss) consists mainly of exchange differences arising on translation of foreign subsidiaries' financial statements.

(5) In 2021, other movements at GPA and Sendas reflect the spin-off transaction described in Note 2.

Summarised financial information on the main subsidiaries with material non-controlling interests

The information presented in the table below is based on the IFRS financial statements, adjusted where applicable to reflect the remeasurement at fair value on the date of acquisition or loss of control, and to align accounting policies with those applied by the Group. The amounts are shown before intragroup eliminations.

	2021		2020
(€ millions)	GPA[1]	Sendas	GPA[2]
Country	**Brazil**		**Brazil**
Net sales	7,879	6,568	14,656
Net profit (loss) from continuing operations	(29)	253	330
Net profit (loss) from discontinued operations	(3)	-	17
Consolidated net profit	**(32)**	**253**	**346**
Attributable to non-controlling interests in continuing operations	*(6)*	*149*	*213*
Attributable to non-controlling interests in discontinued operations	*(2)*	*-*	*10*
Other comprehensive income (loss)	(110)	5	(1,319)
Total comprehensive income (loss) for the year	**(142)**	**258**	**(972)**
Attributable to non-controlling interests	*(92)*	*152*	*(576)*
Non-current assets	5,961	3,002	8,767
Current assets	2,792	1,327	4,100
Non-current liabilities	(2,843)	(1,743)	(4,165)
Current liabilities	(2,673)	(1,317)	(4,258)
Net assets	**3,237**	**1,269**	**4,443**
Attributable to non-controlling interests	*2,075*	*745*	*2,782*
Net cash from operating activities	462	433	803
Net cash used in investing activities	(37)	(452)	(115)
Net cash used in financing activities	(425)	(134)	(44)
Effect of changes in exchange rates on cash and cash equivalents	(52)	3	(496)
Change in cash and cash equivalents	**(52)**	**(150)**	**147**
Dividends paid to the Group[3]	*38*	*10*	*11*
Dividends paid to owners of non-controlling interests during the period[3]	*86*	*14*	*37*

(1) GPA after the asset spin-off (Note 2) and including Éxito, Uruguay and Argentina (Note 17).
(2) GPA before the asset spin-off (Note 2) and including Éxito, Uruguay and Argentina (Note 17).
(3) GPA, Sendas and Éxito have an obligation to pay out 25%, 25% and 50% respectively of annual net profit in dividends.

12.9. Dividends

The Annual General Meeting of 12 May 2021 approved the decision not to pay any dividend in 2021 in respect of 2020.

Decisions on future payouts will be taken in light of the Group's financial position, and will take account of the interests of the Company and compliance with its loan and bond agreements.

The coupon payable on deeply-subordinated perpetual bonds is as follows:

(€ millions)	**2021**	2020
Coupons payable on deeply-subordinated perpetual bonds (impact on equity)	**36**	**34**
of which amount paid during the year	34	33
of which amount payable in the following year	2	1
Adjustments	-	-
Impact on the statement of cash flows for the year	**35**	**36**
of which coupons awarded and paid during the year	34	33
of which interest awarded in the prior year and paid during the year	1	3

12.10. Earnings per share

Accounting principle

Basic earnings per share are calculated based on the weighted average number of shares outstanding during the period, excluding shares issued in payment of dividends and treasury shares. Diluted earnings per share are calculated by the treasury stock method, as follows:

- numerator: earnings for the period are adjusted for dividends on deeply-subordinated perpetual bonds;
- denominator: the basic number of shares is adjusted to include potential shares corresponding to dilutive instruments (equity warrants, stock options and free shares), less the number of shares that could be bought back at market price with the proceeds from the exercise of the dilutive instruments. The market price used for the calculation corresponds to the average share price for the year.

Equity instruments that will or may be settled in Casino, Guichard-Perrachon shares are included in the calculation only when their settlement would have a dilutive impact on earnings per share.

12.10.1. Number of shares

Diluted number of shares used for the calculation		**2021**	2020
Weighted average number of shares outstanding during the period			
Total ordinary shares		108,426,230	108,426,230
Ordinary shares held in treasury		(521,070)	(748,772)
WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES BEFORE DILUTION	**(1)**	**107,905,160**	**107,677,458**
Potential shares represented by:			
Stock options		-	-
Non-dilutive instruments (out of the money or covered by calls)		-	-
Weighted average number of dilutive instruments		**-**	**-**
Theoretical number of shares purchased at market price		-	-
Dilutive effect of stock option plans		-	-
Free share plans		-	-
Total potential dilutive shares		-	-
TOTAL DILUTED NUMBER OF SHARES	**(2)**	**107,905,160**	**107,677,458**

12.10.2. Profit (loss) attributable to ordinary shares

(€ millions)		2021 Continuing operations	2021 Discontinued operations[1]	2021 Total	2020 (restated) Continuing operations	2020 (restated) Discontinued operations[1]	2020 (restated) Total
NET PROFIT (LOSS) ATTRIBUTABLE TO OWNERS OF THE PARENT		**(275)**	**(254)**	**(530)**	**(374)**	**(516)**	**(890)**
Dividend payable on deeply-subordinated perpetual bonds		(36)	-	(36)	(34)	-	(34)
NET PROFIT (LOSS) ATTRIBUTABLE TO HOLDERS OF ORDINARY SHARES	**(3)**	**(312)**	**(254)**	**(566)**	**(408)**	**(516)**	**(924)**
Potential dilutive effect of free share plans		-	-	-	-	-	-
DILUTED NET PROFIT (LOSS) ATTRIBUTABLE TO HOLDERS OF ORDINARY SHARES	**(4)**	**(312)**	**(254)**	**(566)**	**(408)**	**(516)**	**(924)**
BASIC EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT (€)	**(3)/(1)**	**(2.89)**	**(2.36)**	**(5.24)**	**(3.79)**	**(4.79)**	**(8.58)**
DILUTED EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT (€)	**(4)/(1)**	**(2.89)**	**(2.36)**	**(5.24)**	**(3.79)**	**(4.79)**	**(8.58)**

(1) Note 3.5.2.

Note 13 Other provisions

Accounting principle

A provision is recorded when the Group has a present obligation (legal or constructive) as a result of a past event, the amount of the obligation can be reliably estimated and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Provisions are discounted when the related adjustment is material.

In accordance with the above principle, a provision is recorded for the cost of repairing equipment sold with a warranty. The provision represents the estimated cost of repairs to be performed during the warranty period, as estimated on the basis of actual costs incurred in prior years. Each year, part of the provision is reversed to offset the actual repair costs recognised in expenses.

A provision for restructuring expenses is recorded when the Group has a constructive obligation to restructure. This is the case when Management has drawn up a detailed, formal plan and has raised a valid expectation in those affected that it will carry out the restructuring by announcing its main features to them before the period-end.

Other provisions concern specifically identified liabilities and expenses.

Contingent liabilities correspond to possible obligations that arise from past events and whose existence will be confirmed only by the occurrence of one or more uncertain future events not wholly within the Group's control, or present obligations whose settlement is not expected to require an outflow of resources embodying economic benefits. Contingent liabilities are not recognised in the statement of financial position but are disclosed in the notes to the financial statements.

13.1. Breakdown of provisions and movements

(€ millions)	1 January 2021	Additions 2021	Reversals (used) 2021	Reversals (not used) 2021	Changes in scope of consolidation	Effect of movements in exchange rates	Other	31 December 2021
Claims and litigation	409	120	(57)	(94)	1	3	(1)	381
Other risks and expenses	98	39	(24)	(11)	-	-	(2)	100
Restructuring	57	104	(33)	(17)	-	-	1	112
TOTAL PROVISIONS	**563**	**262**	**(113)**	**(122)**	**1**	**3**	**(2)**	**592**
of which non-current	*374*	*99*	*(29)*	*(89)*	-	*3*	*18*	*376*
of which current	*189*	*164*	*(84)*	*(33)*	*1*	-	*(20)*	*216*

Provisions for claims and litigation, and for other risks and expenses are composed of a wide variety of provisions for employee-related disputes (before a labour court), property disputes (concerning construction or refurbishment work, rents, tenant evictions, etc.), tax disputes and business claims (trademark infringement, etc.) or indirect taxation disputes.

Provisions for claims and litigation amount to €381 million and include €345 million for Brazil (Note 13.2). Of this amount, additions to provisions, reversals of utilised provisions and reversals of surplus provisions, respectively amounted to €99 million, €27 million, and €82 million.

13.2. Breakdown of provisions for claims and litigation in Brazil

(€ millions)	PIS/COFINS/ CPMF disputes(1)	Other tax disputes(2)	Employee disputes	Civil litigation	Total
31 DECEMBER 2021	**45**	**197**	**66**	**37**	**345**
of which GPA	*33*	*192*	*55*	*33*	*313*
of which Sendas	*12*	*5*	*11*	*4*	*32*
31 December 2020	48	224	55	25	351

(1) VAT and similar taxes.
(2) Indirect taxes (mainly ICMS tax on sales and services in Brazil).

In the context of the litigation disclosed above and below in Note 13.3, GPA and Sendas are contesting the payment of certain taxes, contributions and payroll obligations. The bonds posted by GPA pending final rulings from the administrative courts on these various disputes are included in "Other non-current assets" (Note 6.9.1). GPA and Sendas have also provided various guarantees in addition to these bonds, reported as off-balance sheet commitments (Note 6.11.1).

	2021						2020		
	Bonds posted(1)		Assets pledged as collateral(2)		Bank guarantees(2)		Bonds posted(1)	Assets pledged as collateral(2)	Bank guarantees(2)
(€ millions)	GPA	Sendas	GPA	Sendas	GPA	Sendas			
Tax disputes	33	10	115	-	1,573	100	29	118	1,618
Employee disputes	79	8	-	-	183	16	74	-	112
Civil and other litigation	4	1	1	-	78	35	5	1	91
TOTAL	**116**	**19**	**116**	**-**	**1,834**	**151**	**109**	**119**	**1,821**

(1) See Note 6.9.1.
(2) See Note 6.11.1.

13.3. Contingent assets and liabilities

In the normal course of its business, the Group is involved in a number of legal or arbitration proceedings with third parties, social security bodies or tax authorities in certain countries (mainly Brazil – see below – and France Retail concerning disputes with the customs authorities and URSSAF representing a risk of €41 million).

As stated in Note 3.3.5, no associates or joint ventures have any significant contingent liabilities.

Proceedings brought by the DGCCRF (French competition authority) against AMC and INCA-A and investigations by the French and European competition authorities

In February 2017, the Minister of the Economy, represented by the Department for Competition Policy, Consumer Affairs and Fraud Control (DGCCRF), brought an action against Casino Group companies before the Paris Commercial Court. The DGCCRF is seeking repayment to 41 suppliers of a total of €22 million relating to a series of credit notes issued in 2013 and 2014, together with a fine of €2 million.

On 27 April 2020, the Paris Commercial Court handed down its decision, dismissing most of the DGCCRF's claims. The Court considered that there was no evidence to support the DGCCRF's claims of unlawful behaviour concerning 34 suppliers. It partly accepted the DGCCRF's claims concerning the other 7 suppliers. AMC was ultimately ordered to refund credit notes issued in 2013 and 2014 by the 7 suppliers for a total of €2 million, and to pay a fine of €1 million.

However, the DGCCRF appealed this decision in January 2021. As no application was made for provisional enforcement, the appeal has suspensive effect.

The proceedings are still in progress. Casino Group maintains that it acted in accordance with applicable regulations in its negotiations with the suppliers concerned. Based on this and on the advice of its legal counsel, the Group considers that the associated risk on its financial statements is limited.

On 11 April 2017, the common purchasing entity INCA Achats, and its parent companies Intermarché and Casino, were prosecuted for economic imbalance and abusive commercial practices that allegedly took place in 2015 against 13 multinational companies in the hygiene and fragrance industry, with a fine of €2 million.

On 31 May 2021, the Paris Commercial Court handed down its decision, ordering Casino to pay a fine of €2 million. On 12 July 2021, the Group appealed the decision before the Paris Court of Appeal, maintaining that it acted in accordance with applicable regulations in its negotiations with the suppliers concerned. However, as a provisional enforcement request was granted, the fine had to be paid in December 2021.

Lastly, in February 2017, representatives of the European Commission raided the premises of Casino, Guichard-Perrachon, Achats Marchandises Casino – AMC (formerly E.M.C. Distribution) and Intermarché-Casino Achats (INCA-A), in connection with an investigation into fast-moving consumer goods supply contracts, contracts for the sale of services to manufacturers of branded products and contracts for the sale of fast-moving consumer goods to consumers.

In addition, in May 2019, representatives of the European Commission conducted additional raids of the premises of the same companies (except for INCA-A, which has since ceased operations and is in the process of being liquidated).

The European Commission has not issued any complaint at this stage.

On 5 October 2020, the General Court of the European Union ruled that the raids conducted by the Commission in February 2017 were partially unlawful. The case is currently being appealed by the plaintiffs before the Court of Justice of the European Union, seeking to have all of the 2017 raids classified as unlawful; proceedings are also currently pending before the General Court of the European Union in respect of the raids carried out in May 2019. The Group is not currently able to predict the outcome of these pending proceedings.

Arbitration between GPA and Península

On 12 September 2017, GPA received a request for arbitration from Fundo de Investimento Imobiliáro Península ("Península") in order to discuss the calculation of rental charges and other operational matters related to leasing agreements concerning stores owned by Península and operated by GPA. The agreements have a duration of 20 years as from 2005 and are renewable for another 20-year period at the sole discretion of GPA. They set out the method for calculating rental charges.

On 7 July 2021, GPA announced that it had reached an out-of-court settlement with Fundo de Investimento Imobiliário Peninsula ("Península"), enabling the various amounts outstanding between the parties to be closed out, while maintaining the long-term leases and amending the terms and conditions of the agreements in order to more closely reflect the current market environment. From an accounting perspective, this out-of-court settlement led to a remeasurement of right-of-use assets under these lease agreements and of the lease liability.

Dispute between Cnova and Via Varejo

On 31 October 2016, ahead of GPA's announcement of its decision to start negotiations for the sale of its stake in Via Varejo, Via Varejo completed its combination with Cnova Brazil, responsible for the Group's e-commerce business in the country. The combination involved the acquisition by Via Varejo of 100% of Cnova Brazil's shares from Cnova N.V. ("Cnova"). The combination agreement included the usual vendor warranty compensation clauses.

In September 2019, Via Varejo notified Cnova of a guarantee call for an undocumented amount of around BRL 65 million (€11 million), concerning litigation with employees and customers. Following this notification, Cnova and Via Varejo exchanged information in order to determine the substance and, where appropriate, the scope of the compensation claim. In light of the extensive analyses currently in progress and the discussions that are likely to result from the analyses, Cnova is unable to determine the extent of its exposure to this risk. On 20 July 2020, Cnova received notification that Via Varejo had commenced arbitration proceedings. On 22 January 2021, Via Varejo submitted its declaration in connection with these proceedings but no additional evidence has been provided. Accordingly, Cnova remains unable to determine the extent of the risk and/or of its liability, if any.

Brazil tax, social and civil contingent liabilities

(€ millions)	**2021**	***Of which GPA***	***Of which Sendas***	2020
INSS (employer's social security contributions)	100	*91*	*9*	78
IRPJ – IRRF and CSLL (corporate income taxes)	195	*119*	*76*	163
PIS, COFINS and CPMF (VAT and similar taxes)	835	*739*	*97*	560
ISS, IPTU and ITBI (service tax, urban property tax and tax on property transactions)	25	*22*	*2*	24
ICMS (state VAT)	974	*795*	*179*	967
Civil litigation	59	*52*	*7*	65
TOTAL	**2,188**	***1,819***	***369***	**1,858**

GPA and Sendas employ consulting firms to advise them in tax disputes, whose fees are contingent on the disputes being settled in the company's favour. At 31 December 2021, the estimated amount totalled €27 million, comprising €25 million for GPA and €2 million for Sendas (31 December 2020: €30 million).

Moreover, Casino has given a specific guarantee to GPA concerning notifications of tax adjustments received from the tax administration, for a total amount of BRL 1,467 million (€232 million) at 31 December 2021 (31 December 2020: BRL 1,432 million), including penalties and interest. Under the terms of the guarantee, Casino has undertaken to indemnify its subsidiary for 50% of any damages incurred, provided those damages are definitive. Based on the commitment given by Casino to its subsidiary, the risk exposure amounts to BRL 734 million (€116 million) (31 December 2020: BRL 716 million, representing €112 million). As the risks of liability are only considered possible, Casino has not recognised a provision in its financial statements for this amount.

Brazil contingent assets

■ Exclusion of ICMS from the PIS/COFINS tax base

Since the adoption of non-cumulative regime to calculate PIS and COFINS tax credits, GPA and Sendas have challenged the right to deduct ICMS taxes from the calculation basis for PIS and COFINS taxes. GPA and Sendas' position was supported by a Brazilian federal supreme court (STF) ruling on 15 March 2017 that the ICMS tax should be excluded from the PIS and COFINS tax base.

On 29 October 2020, GPA was notified of a final favourable ruling on its main claim initially filed in 2003. Based on this court decision, GPA considered that the uncertainty that had previously led it to consider this asset as "contingent" within the meaning of IAS 37 had resolved. Accordingly, it recognised a tax credit in 2020, net of provisions, amounting to BRL 1,608 million (income of €273 million), of which BRL 995 million (€169 million) recognised in net sales (Note 5.1) and BRL 613 million (€104 million) recognised in "Other financial income" (Note 11.3.2). For 2021, GPA reassessed the amount of tax credits recognised in 2020 and reversed the provision that had been set aside in 2020 for BRL 280 million, or €44 million (Notes 5.1 and 11.3.2).

On 16 July 2021, a ruling was handed down in favour of Sendas. In light of this ruling, associated with the ruling of the Brazilian federal supreme court (STF) of May 2021 (see Note 5.1), Sendas considered that the uncertainty that had previously led it to consider this asset as "contingent" within the meaning of IAS 37 had resolved. Accordingly, in 2021 it recognised a tax credit for BRL 216 million (€34 million), of which BRL 175 million (€28 million) in net sales and BRL 41 million (€6 million) in other financial income.

Pursuant to the shareholder agreements between GPA and the Klein family following the creation of Via Varejo, which were still in force at 31 December 2021, GPA has a legal right to obtain from Via Varejo the aforementioned tax credits in respect of its former subsidiary Globex for the 2003-2010 period. As a result of the final ruling obtained by Via Varejo on its proceedings with the tax authorities in May 2020, GPA has an unconditional right to obtain a refund of these tax credits from Via Varejo. In 2020, GPA had recognised a gross amount of BRL 231 million (€39 million) in its income statement in this respect (Note 3.4.2). Pending full legal documentation from Via Varejo for the 2003-2007 period, GPA considers these tax credits as a contingent asset with an estimated value of BRL 277 million (€44 million) at 31 December 2021.

Note 14 Related-party transactions

Related parties are:

- parent companies (mainly Rallye, Foncière Euris, Finatis, Euris and Euris Holding);
- entities that exercise joint control or significant influence over the Company;
- subsidiaries (Note 17);
- associates (primarily Mercialys) (Note 3.3);
- joint ventures (Note 3.3);
- members of the Board of Directors and Management Committee (Note 8.4).

The Company maintains normal relations with all of its subsidiaries in its day-to-day management of the Group.

The Company and its subsidiaries receive strategic advice from Euris, the ultimate holding company, under strategic advice and assistance agreements. The Company also receives other recurring services from Euris and Foncière Euris (provision of staff and premises). The amount expensed over the year in relation to these agreements with Casino and its subsidiaries totalled €4.2 million, of which €3.8 million for strategic advisory services and €0.4 million for the provision of staff and premises.

Related-party transactions with individuals (Directors, corporate officers and members of their families) are not material.

Note 15 Subsequent events

Completion of the sale of FLOA to BNP Paribas

On 31 January 2022, Casino Group and Crédit Mutuel Alliance Fédérale completed the sale of FLOA to BNP Paribas (Note 2).

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

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

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

Disposal of 6.5% of Mercialys equity

On 21 February 2022, Casino Group completed the additional definitive disposal of 6.5% of Mercialys equity through a new TRS. An amount of €59 million was collected as a result of this transaction, which reduces the proportion of Mercialys voting rights owned by the Group to 10.3%.

GreenYellow borrowings

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

- €109 million in 5-year convertible bonds with warrants attached subscribed by an institutional investor, Farallon Capital;
- €87 million via a syndicated credit facility with a pool of top-tier banks with a 1-year initial maturity (31 December 2022).

Note 16 Statutory Auditors' fees

Statutory Auditors' fees for the year ended 31 December 2021 *(€ thousands)*	EY	Deloitte
Statutory audit and review of the parent company and consolidated financial statements	4,871	4,423
Non-audit services	1,644	571
TOTAL	**6,515**	**4,994**

Services other than the statutory audit of the financial statements ("Non-audit services") by the Statutory Auditors to Casino, Guichard-Perrachon, the parent company, and to its subsidiaries, correspond mostly to procedures related to the issuance of statements and reports on agreed-upon procedures regarding data contained in the accounting records, or regarding internal control.

Note 17 Main consolidated companies

At 31 December 2021, the Casino Group comprised 1,324 consolidated companies. The main companies are listed below.

	2021			2020		
Company	% control	% interest	Consolidation method	% control	% interest	Consolidation method
Casino, Guichard-Perrachon SA			**Parent company**			**Parent company**
FRANCE – RETAILING						
Achats Marchandises Casino (AMC)	100	100	FC	100	100	FC
Casino Carburants	100	100	FC	100	100	FC
Casino Services	100	100	FC	100	100	FC
Casino International	100	100	FC	100	100	FC
Distribution Casino France (DCF)	100	100	FC	100	100	FC
Distridyn	49.99	49.99	EM	49.99	49.99	EM
Easydis	100	100	FC	100	100	FC
Floréal	100	100	FC	100	100	FC
Geimex	100	100	FC	100	100	FC
AUXO Achats Alimentaires	30	30	EM	-	-	-
AUXO Achats Non-Alimentaires	70	70	EM	-	-	-
Monoprix group						
Les Galeries de la Croisette	100	100	FC	100	100	FC
Monoprix	100	100	FC	100	100	FC
Monoprix Exploitation	100	100	FC	100	100	FC
Monoprix On Line (formerly Sarenza)	100	100	FC	100	100	FC
Monop'	100	100	FC	100	100	FC
Naturalia France	100	100	FC	100	100	FC
Société Auxiliaire de Manutention Accélérée de Denrées Alimentaires "SAMADA"	100	100	FC	100	100	FC
Société L.R.M.D.	100	100	FC	100	100	FC
Franprix-Leader Price group						
Cofilead	100	100	FC	100	100	FC
Distribution Franprix	100	100	FC	100	100	FC
Distribution Leader Price	100	100	FC	100	100	FC
Franprix Holding	100	100	FC	100	100	FC
Franprix – Leader Price Holding	100	100	FC	100	100	FC
Franprix-Leader Price Finance	100	100	FC	100	100	FC
Holding Ile de France 2	100	100	FC	100	100	FC
Holding Spring Expansion	49	100	EM	49	100	EM
Holdi Mag	100	100	FC	100	100	FC
Pro Distribution	70	70	FC	70	70	FC
Sarjel	100	100	FC	100	100	FC
Sédifrais	100	100	FC	100	100	FC

	2021			2020		
Company	% control	% interest	Consolidation method	% control	% interest	Consolidation method
Codim group						
Codim 2	100	100	FC	100	100	FC
Hyper Rocade 2	100	100	FC	100	100	FC
Pacam 2	100	100	FC	100	100	FC
Poretta 2	100	100	FC	100	100	FC
Prodis 2	100	100	FC	100	100	FC
Property and Energy						
GreenYellow	72.36	72.36	FC	72.51	72.51	FC
L'immobilière Groupe Casino	100	100	FC	100	100	FC
Sudéco	100	100	FC	100	100	FC
Uranie	100	100	FC	100	100	FC
Mercialys group						
Mercialys (listed company)	16.86	16.86	EM	20.27	20.27	EM
Other businesses						
FLOA Bank	50	50	EM	50	50	EM
Casino Finance	100	100	FC	100	100	FC
Perspecteev	49	49	EM	49	49	EM
RelevanC	100	100	FC	100	100	FC
Inlead	100	91.31	FC	-	-	-
Infinity Advertising	50	50	EM	-	-	-
IRTS	100	100	FC	100	100	FC
Global Retail Services	50	50	EM	-	-	-
E-COMMERCE						
Cnova N.V. group (listed company)	**99.48**	**78.87**	**FC**	**99.48**	**78.92**	**FC**
Cdiscount	100	78.94	FC	100	78.99	FC
C-Logistics	100	82.24	FC	100	82.29	FC
Cnova Pay	100	78.87	FC	100	78.92	FC
INTERNATIONAL – POLAND						
Mayland Real Estate	100	100	FC	100	100	FC
INTERNATIONAL – BRAZIL						
Wilkes	100	100	FC	100	100	FC
GPA group (listed company)[3]	**41.04**	**41.04**	**FC**	**41.21**	**41.21**	**FC**
Financeira Itaú CBD SA – Crédito, Financiamento e Investimento ("FIC")[1][2]	25	17.88	EM	50	35.76	EM
GPA Malls & Properties Gestão de Ativos e Serviços. Imobiliários Ltda. (GPA M&P)[1]	100	100	FC	100	100	FC
Novasoc Comercial Ltda. ("Novasoc")[1]	100	100	FC	100	100	FC
Sendas Distribuidora SA ("Sendas") (listed company)[3]	**41.02**	**41.02**	**FC**	**41.21**	**41.21**	**FC**
Financeira Itaú CBD SA – Crédito, Financiamento e Investimento ("FIC")[1][2]	25	17.88	EM	-	-	-

Company	2021 % control	2021 % interest	2021 Consolidation method	2020 % control	2020 % interest	2020 Consolidation method
INTERNATIONAL – COLOMBIA, URUGUAY AND ARGENTINA						
Éxito group (listed company)[7]	**96.57**	**39.64**	**FC**	**96.57**	**39.79**	**FC**
Éxito Industrias SAS[4]	97.95	97.95	FC	97.95	97.95	FC
Trust Viva Malls[4][6]	51	51	FC	51	51	FC
Trust Viva Villavincencio[4]	51	26.01	FC	51	26.01	FC
Trust Barranquilla[4]	90	45.90	FC	90	45.90	FC
Logistica y transporte de Servicios SAS[4]	100	100	FC	100	100	FC
Tuya SA[4]	50	50	EM	50	50	EM
Grupo Disco (Uruguay)[4][5]	75.10	62.49	FC	75.10	62.49	FC
Devoto (Uruguay)[4]	100	100	FC	100	100	FC
Libertad (Argentina)[4]	100	100	FC	100	100	FC
FRENCH AND INTERNATIONAL HOLDING COMPANIES						
Casino Participations France	100	100	FC	100	100	FC
Forézienne de Participations	100	100	FC	100	100	FC
Géant Holding BV	100	100	FC	100	100	FC
Géant International BV	100	100	FC	100	100	FC
Gelase	100	39.62	FC	100	39.79	FC
Helicco	100	100	FC	100	100	FC
Intexa (listed company)	**98.91**	**97.91**	**FC**	**98.91**	**97.91**	**FC**
Quatrim	100	100	FC	100	100	FC
Segisor SA	100	100	FC	100	100	FC
Tevir SA	100	100	FC	100	100	FC
Tonquin BV	100	100	FC	100	100	FC

(1) The percentage interests correspond to the percentages held by GPA and Sendas.

(2) FIC finances purchases made by GPA and Sendas customers. This entity was created through a partnership between Banco Itaú Unibanco SA ("Itaú Unibanco") and GPA and Sendas, and is accounted for by the equity method as GPA and Sendas exercise only significant influence over its operating and financial policies.

(3) On 31 December 2020, GPA spun off its cash and carry business (Assaí) from the rest of its businesses. As a result of this operation, Casino Group, which had a 41.2% stake in GPA, held 41.2% of GPA and an identical stake in the new entity, Sendas Distribuidora SA (Assaí) which was listed on 1 March 2021 (Note 2).

(4) The percentage interests correspond to the percentages held by the Éxito sub-group.

(5) On 27 April 2015, Éxito signed a contractual agreement, initially with a two-year term, granting it more than 75% of the Disco voting rights and exclusive control over the sub-group's strategic decisions. On 29 December 2016, the agreement was extended until 30 June 2019 and was rolled over automatically until 30 June 2021. A new agreement was signed in August 2021, giving Éxito 75% of the voting rights and therefore control over the company (Note 3.1).

(6) The trust's governance is specified in the agreement between the parties. Éxito is the majority partner and FIC has rights with respect to certain Viva Malls business decisions concerning such matters as acquisitions and disposals in excess of a certain amount or the method of setting budgets and business plan targets. The agreement also states that Éxito is the sole provider of property management, administrative and marketing services for Viva Malls and that it is paid an arm's length fee for these services. A review of the substance of FIC's rights under the agreement confirms that their effect is solely to protect FIC's investment and that, consequently, Viva Malls is controlled by Éxito.

(7) Following measures taken at the end of 2019 to streamline the Group's structure in Latin America, 96.57% of Éxito is now held by GPA.

Note 18 Standards, amendments and interpretations published but not yet mandatory

STANDARDS, AMENDMENTS AND INTERPRETATIONS ADOPTED BY THE EUROPEAN UNION AT THE REPORTING DATE BUT NOT YET MANDATORY

The IASB has published the following standards, amendments to existing standards and interpretations, adopted by the European Union but not mandatory at 1 January 2021.

Standard (Group application date)	Description of the standard
Amendments to IFRS 3 Reference to the Conceptual Framework (1 January 2022)	These amendments will be applicable on a prospective basis. They update a reference to the Conceptual Framework but do not change the accounting requirements.
Amendments to IAS 16 Property, Plant and Equipment – Proceeds before Intended Use (1 January 2022)	These amendments will be applicable on a retrospective basis. They cancel the exception to the general rule set out in IAS 16.17e. The amendments prevent entities from deducting from the cost of an item of property, plant and equipment any proceeds produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by Management. Proceeds from the sale of such assets must be recognised in the income statement.
Amendments to IAS 37 Onerous Contracts – Costs of Fulfilling a Contract (1 January 2022)	These amendments will be applicable on a retrospective basis. They specify which costs an entity includes in determining the cost of fulfilling a contract for the purpose of assessing whether the contract is onerous. In particular, they specify that the cost of fulfilling a contract includes both the incremental costs of fulfilling that contract (for example: labor and material costs) and an allocation of other costs that relate directly to fulfilling the contract, such as for example depreciation charged against an item of property, plant and equipment used to fulfil the contract.
IFRS Annual Improvements 2018-2020 Cycle (1 January 2022)	The main standards concerned are: ▪ IFRS 9: these amendments clarify which fees an entity includes when it applies the '10% test' in assessing whether to derecognise a financial liability; ▪ IFRS 16: these amendments modify illustrative example 13 and eliminate the example dealing with payments by the lessor in respect of leasehold improvements; ▪ IFRS 1 and IAS 41 are also concerned by minor amendments. These are not applicable by the Group.

These interpretations and amendments are not expected to have any material impact on the Group's consolidated financial statements.

STANDARDS AND INTERPRETATIONS NOT ADOPTED BY THE EUROPEAN UNION AT THE REPORTING DATE

The IASB has published the following standards, amendments to standards and interpretations applicable to the Group, which have not yet been adopted by the European Union:

Standard (application date for the Group subject to adoption by the EU)	Description of the standard
Amendments to IAS 1 Classification of Liabilities as Current or Non-current (1 January 2023)	These amendments will be applicable on a retrospective basis. They aim to clarify the classification of debt and other liabilities as current or non-current.
Amendments to IAS 1 and the Materiality Practice Statement – Disclosure of Accounting Policies (1 January 2023)	These amendments will be applicable on a prospective basis. They are intended to help companies identify useful information to provide to users of financial statements about accounting policies.
Amendments to IAS 8 Definition of Accounting Estimates (1 January 2023)	These amendments will be applicable on a prospective basis. They are intended to facilitate the distinction between accounting policies and accounting estimates. In the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty".
Amendments to IAS 12 Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction (1 January 2023)	These amendments will be applicable on a limited retrospective basis as from the first comparative period presented. They specify how entities should account for deferred taxes arising on transactions such as leases and decommissioning obligations. In particular, they clarify that the exemption from deferred tax recognition on the initial recognition of assets and liabilities does not apply to such transactions.

These interpretations and amendments are not expected to have any material impact on the Group's consolidated financial statements.

2.7. PARENT COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

Detailed summary of notes to the parent company financial statements

2.7.1. Statutory Auditors' report on the financial statements

Year ended 31 December 2021

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

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

Opinion

In compliance with the engagement entrusted to us by the General Meeting of Shareholders, we have audited the accompanying financial statements of Casino, Guichard-Perrachon for the year ended 31 December 2021.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December 2021 and of the results of its operations for the year then ended in accordance with French accounting principles.

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

Basis for Opinion

Audit Framework

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

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

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics for Statutory Auditors (*Code de déontologie de la profession de commissaire aux comptes*) for the period from 1 January 2021 to the date of our report, and specifically we did not provide any prohibited non audit services referred to in Article 5 (1) of Regulation (EU) No. 537/2014.

Justification of Assessments – Key Audit Matters

Due to the global crisis related to the COVID-19 pandemic, the financial statements for this period have been prepared and audited under special circumstances. Indeed, this crisis and the exceptional measures taken in the context of the health emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties regarding their future prospects. Some of these measures, such as travel restrictions and remote working, have also had an impact on companies' internal organization and on the performance of audits.

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

These matters were addressed in the context of our audit of the financial statements as a whole, approved in the conditions mentioned above, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Valuation of investments in subsidiaries and associates

Risk identified	Our response
See Note "Accounting policies" and Note 6 "Long-term investments" to the financial statements	
As at 31 December 2021, the net carrying amount of investments in subsidiaries and associates, including merger losses recognised under "Other long-term investments" and allocated to equity investments, is recorded on the balance sheet of Casino, Guichard-Perrachon for a total amount of €15,550 million, i.e. approximately 88% of total assets. This amount includes the shares of Distribution Casino France for €3,977 million, including an impairment loss of €1,042 million accounted for in the financial year. Investments in subsidiaries and associates are impaired when their value in use, estimated in accordance with the methods described under "Long-term investments" in the "Accounting policies" note and in Note 6 "Long-term investments" to the financial statements, is lower than their carrying amount. We considered that the valuation of investments in subsidiaries and associates constitutes a key audit matter due to the materiality of these assets in the balance sheet of Casino, Guichard-Perrachon, Management's use of estimates and assumptions on which the determination of value in use is based, and the sensitivity of the valuation to certain assumptions.	We assessed the compliance of the methodology implemented by Management with the accounting standards in force. We also examined the estimates used by Management for the determination of the values in use. To do so, we analysed in particular, on a case-by-case basis: ▪ The documentation used to determine the value in use of the shares; ▪ The methods used to determine the estimated sale price when a subsidiary is being sold; ▪ The assumptions underlying the value in use when it is determined based on discounted future cash flows, in particular: - the consistency of cash flow projections with the medium-term budgets and business plans prepared by Management. We also assessed these projections based on the historical performance of the entity or sub-group concerned and the economic context in which the company or sub-group operates, - the methods and parameters used to determine the discount rates applied to estimated cash flows. With the assistance of our valuation specialists included in our audit team, we recalculated these discount rates, and compared them with the amounts used by main financial analysts and with our internal databases, ▪ The sensitivity scenarios used by Management. Finally, we verified the arithmetical accuracy of the valuations produced by Management and assessed the appropriateness of the information disclosed in the notes to the financial statements.

Compliance with bank ratios

Risk identified	Our response
See Note 1 "Significant events" and Note 13 "Loans and financial liabilities" to the financial statements	
Certain loan and credit line agreements, as stated in Note 13 "Loans and financial liabilities" to the consolidated financial statements, provide for the obligation for the Company and certain subsidiaries to comply with bank ratios with respect to "bank covenants". Any non-compliance with the bank covenants is liable to result in all or part of the debts concerned being immediately payable. We considered compliance with the bank ratios to be a key audit matter, as any failure to comply with these ratios could have impacts on the availability of the group's confirmed credit lines as described in the notes to the financial statements, the presentation of financial liabilities as current/non-current in the financial statements, the liquidity position and, if relevant, the continuation of the company as a going concern.	Within the scope of our audit: ▪ We analysed the Group's bond and bank documentation, including in particular the covenants, in order to understand the definition of the ratios and corroborated our understanding through interviews with Group Management; ▪ We gained an understanding of the internal control procedures relating to the monitoring of the Group's liquidity and net financial debt, including the processes for (i) establishing cash flow forecasts, (ii) monitoring net financial debt and (iii) calculating the ratios and complying with the bank covenants; ▪ We verified the arithmetical accuracy of the calculation of the ratios produced by Management as at 31 December 2021; ▪ We assessed the level of banking ratios calculated with regard to contractual provisions. Finally, we assessed the appropriateness of the information disclosed in the notes to the consolidated financial statements, notably the information on the covenants relating to the financing concerned.

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Board of Directors' management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D. 441-6 of the French Commercial Code (*Code de commerce*).

Report on Corporate Governance

We attest that the Board of Directors' Report on Corporate Governance sets out the information required by Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French Commercial Code (*Code de commerce*).

Concerning the information given in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code (*Code de commerce*) relating to the remuneration and benefits received by, or allocated to the directors and any other commitments made in their favor, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your Company from companies controlled thereby, included in the consolidation scope. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your Company considered likely to have an impact in the event of a takeover bid or exchange offer, provided pursuant to Article L. 22-10-11 of the French Commercial Code (*Code de commerce*), we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this information.

Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of voting rights has been properly disclosed in the management report.

Other Legal and Regulatory Verifications or Information

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

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

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

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

Appointment of the Statutory Auditors

We were appointed as Statutory Auditors of Casino, Guichard-Perrachon by the General Meeting of Shareholders held on 29 April 2010.

As at 31 December 2021, our audit firms were both in their 12th year of uninterrupted engagement. Previously, ERNST & YOUNG Audit had been Statutory Auditor since 1978.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

The financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Objectives and audit approach

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

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

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the financial statements.
- Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

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

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

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

Paris-La Défense, 9 March 2022

The Statutory Auditors

French original signed by

Deloitte & Associés		Ernst & Young et Autres	
Frédéric Moulin	Patrice Choquet	Alexis Hurtrel	Pierre Jouanne

2.7.2. Parent company financial statements

INCOME STATEMENT

(€ millions)	Notes	**2021**	2020
Operating income	1	154	171
Operating expenses	1	(138)	(150)
Operating profit		**17**	**20**
Net financial income (expense)	2	(710)	(146)
Recurring profit (loss) before tax		**(694)**	**(126)**
Net non-recurring income (expense)	3	(51)	(121)
Income tax benefit	4	70	244
NET PROFIT (LOSS)		**(675)**	**(3)**

Statement of financial position

Assets

(€ millions)	Notes	2021	2020
Intangible assets		8	9
Amortisation and impairment		(3)	(4)
	5	**5**	**5**
Property and equipment		45	46
Depreciation and impairment		(32)	(31)
	5	**13**	**15**
Long-term investments[(a)]		20,242	20,462
Impairment		(3,477)	(2,666)
	6	**16,766**	**17,795**
Total non-current assets		**16,784**	**17,816**
Trade and other receivables	7	444	638
Marketable securities	8	14	22
Cash	8	486	489
Total current assets		**944**	**1,149**
Prepayments and other assets[(b)]	**9**	**21**	**31**
TOTAL ASSETS		**17,748**	**18,997**
(a) o/w loans due within one year		*21*	*18*
(b) o/w due in more than one year		*10*	*18*

Equity and liabilities

(€ millions)	Notes	2021	2020
Equity	**10**	**7,812**	**8,487**
Quasi-equity	**11**	**1,350**	**1,350**
Provisions	**12**	**20**	**155**
Loans and other borrowings	13	5,468	5,848
Trade payables		31	43
Tax and employee benefits payable		12	86
Casino Finance current account	13	3,020	2,983
Other liabilities	14	31	34
Total liabilities[(a)]		**8,563**	**8,993**
Deferred income and other liabilities[(a)]	**15**	**2**	**12**
TOTAL EQUITY AND LIABILITIES		**17,748**	**18,997**
(a) o/w: due within one year		*3,897*	*3,648*
due in one to five years		*4,144*	*4,449*
due in more than five years		*525*	*908*

STATEMENT OF CASH FLOWS

(€ millions)	2021	2020
Net profit (loss)	(675)	(3)
Elimination of non-cash items		
▪ Depreciation, amortisation and provisions (other than on current assets)	678	(245)
▪ (Gains) losses on disposals of non-current assets	250	220
▪ Other non-cash items	6	41
Cash from operating activities before change in working capital	**259**	**13**
Change in working capital – operating activities*	94	1,623
Net cash from operating activities (A)	**353**	**1,636**
Purchases of non-current assets	(24)	(60)
Proceeds from disposals of non-current assets	(4)	186
Proceeds from capital reductions by subsidiaries	-	-
Change in loans and advances granted	-	(165)
Net cash used in investing activities (B)	**(28)**	**(38)**
Dividends paid to shareholders	-	-
Share buybacks	-	-
Proceeds from new borrowings	1,951	2,263
Repayments of borrowings	(2,453)	(1,657)
Net cash from (used in) financing activities (C)	**(502)**	**606**
CHANGE IN CASH AND CASH EQUIVALENTS (A + B + C)	**(177)**	**2,204**
Cash and cash equivalents at beginning of year	**(2,650)**	**(4,854)**
Cash and cash equivalents at end of year	**(2,828)**	**(2,650)**
o/w:		
Casino Finance current account	(3,020)	(2,983)
Cash and cash equivalents	500	511
Bank overdrafts	(308)	(179)

* *Change in working capital.*

Change in working capital

(€ millions)	2021	2020
Trade payables	13	14
Trade receivables	(2)	(9)
Current accounts	210	232
Other operating payables	(88)	(51)
Other operating receivables	(17)	1,436
CHANGE IN WORKING CAPITAL	**94**	**1,623**

Notes to the financial statements

Casino, Guichard-Perrachon is a French *société anonyme*, listed in compartment A of Euronext Paris. The Company will hereinafter be referred to as "Casino" or "the Company". The Company's registered office is at 1, cours Antoine Guichard, 42008 Saint-Étienne, France.

1. SIGNIFICANT EVENTS OF THE YEAR

Impact of the Covid-19 global pandemic on the annual financial statements

The impacts of the health crisis continued to be felt throughout 2021 and uncertainties remain as to how the pandemic will evolve going forward. The impacts for the Group in 2021 were similar to those observed in second-half 2020 from both an operating and a financial perspective.

Disposal plan for non-strategic assets

In mid-2018, the Group initiated a plan to dispose of certain non-strategic assets, under which a total of €2.8 billion in assets had been sold at 31 December 2020. The Group continued with its plan in 2021, leading in particular to the sale of FLOA on 27 July 2021 (see "Completion of the sale of FLOA to BNP Paribas" below and Note 22), the recognition of contingent consideration in connection with the sale-and-leaseback transactions carried out in 2019 and the sale of a 3% stake in Mercialys. As a result, the Group has sold a total of €3.2 billion in non-strategic assets out of an announced €4.5 billion disposal plan.

Operations carried out to strengthen the Group's financial structure

In 2021, the Group continued to refinance its debt to extend its maturity and improve its financial terms and conditions.

In the first half of the year, the Group repaid ahead of term its existing €1.225 billion term loan ("Term Loan B") maturing in January 2024 and bearing interest at Euribor 5.5%, through:

- a new €1 billion term loan ("Term Loan B") maturing in August 2025, issued at a price representing 99.75% of the nominal amount. The loan bears interest at Euribor +4.0% and the collateral posted is the same as for the existing term loan;
- a new €525 million unsecured debt issue, maturing in April 2027 and with a 5.25% coupon.

This early repayment was made at 101% of the nominal amount, representing a repayment premium of €12 million.

The repayment was treated as a settlement of a financial liability. The resulting accounting impacts were (i) derecognition of the initial Term Loan B and (ii) recognition of the new Term Loan B. An expense of €21 million is recorded under "Other non-recurring expenses", of which €12 million in respect of the early repayment penalty (Note 3).

The Group also:

- topped up its Term Loan B maturing in August 2025 and contracted under the same conditions for an amount of €425 million, issued at a price representing 99.25% of the nominal amount. The top-up was made in November 2021 and brings the nominal amount of the term loan to €1,425 million; and
- launched two public buyback offers on its unsecured bond issues in November and December 2021 for a total nominal amount of €165 million, of which €51 million on the bonds maturing in January 2023, €53 million on the bonds maturing in March 2024, €13 million on the bonds maturing in February 2025 and €48 million on the bonds maturing in August 2026.

On 19 July 2021, the Group also announced that it had extended the maturity of its syndicated credit facility ("RCF") and improved its financial conditions. The amendment to the loan documentation was effective 22 July 2021, and provides for:

- an extension of the maturity of the facility from October 2023 to July 2026 (May 2025 if the Term Loan B maturing in August 2025 is not repaid or refinanced at that date) for an amount of €1.8 billion;
- a review of the financial covenants, in line with the improvement in the Group's financial position and GreenYellow's growth plan (see below). Consequently, with effect from 30 June 2021, the Group has undertaken to comply, on a quarterly basis, with the following covenants, which supersede the previous covenants, for the France Retail and E-commerce scope (excluding GreenYellow):
  - a ratio of secured gross debt to EBITDA (after lease payments) not in excess of 3.5x;
  - a ratio of EBITDA (after lease payments) to net finance costs not less than 2.5x.

The security interests and collateral initially granted to the lenders remain unchanged. The documentation includes the same dividend restrictions as the financing raised in November 2019.

Lastly, Monoprix's syndicated credit facility which expired in July 2021 was also rolled over. The new €130 million syndicated facility matures in January 2026 and has a yearly margin adjustment clause based on the achievement of CSR targets.

As a result of these last two operations, the amount of the credit lines available at any time in the France Retail segment (excluding GreenYellow) stands at €2.2 billion (of which €0.2 billion for Monoprix). As at 31 December 2021, the undrawn amount of these credit lines stood at €2.1 billion with an average maturity of 4.2 years.

Amounts held in segregated accounts to repay debt totalled €484 million at 31 December 2021, of which €145 million was held in the secured segregated account.

Completion of the sale of FLOA to BNP Paribas

On 27 July 2021, Casino Group and Crédit Mutuel Alliance Fédérale announced (i) the signing of an exclusivity agreement for the sale of FLOA to BNP Paribas and (ii) the setting up of a strategic partnership between BNP Paribas and Casino Group.

The sale was completed on 31 January 2022 following authorisation from France's Competition Authority and the European Central Bank (ECB). The sale price amounts to €200 million, including (i) €150 million relating to the disposal of shares representing 50% of FLOA's capital based on its net equity as estimated at the date of the transaction and (ii) €50 million relating to the sale of technology assets of the "FLOA PAY" split payment solution by Cdiscount and the earn-out contingent on the renewal of commercial agreements between Cdiscount, the Casino banners and FLOA (Cdiscount will continue to operate its split payment solution via card through FLOA and BNP Paribas). The estimated gain on the Company's disposal of the FLOA shares is not expected to be material.

BNP Paribas will become the provider and distributor of consumer credit solutions, including split payment solutions for Casino Group customers through a business partnership set up with the Casino Supermarkets, Géant and Cdiscount banners. The planned partnership will also lead to a collaborative venture between Casino Group and BNP Paribas to develop the FLOA PAY split payment solution. Casino Group will also remain invested in the successful development of the FLOA PAY business through a 30% stake in future value created (by 2025).

Market operations concerning Cdiscount and GreenYellow subsidiaries

On 12 April 2021, the Group announced that it had actively launched a preliminary review of potential additional capital raising for GreenYellow and Cdiscount. The capital raising could take the form of (i) market operations and (ii) secondary placements of shares held by the Group, with Casino nevertheless retaining the control of these strategic subsidiaries.

On 14 May 2021, GreenYellow subsequently announced that it had decided with its shareholders to explore various funding options, including the possibility of an IPO on Euronext Paris, subject to market conditions and regulatory approvals. The transaction would chiefly consist of a capital increase. Casino Group would remain as GreenYellow's majority shareholder.

Given the unfavourable market conditions, Cnova announced on 8 October 2021 that the project would be postponed. Concerning GreenYellow, €200 million was raised in February 2022 (see Note 22) and other financing options continue to be explored to support GreenYellow's accelerated growth.

Disposal of 3% of Mercialys equity

In December 2021, the Group completed the definitive disposal of an additional 3% of Mercialys equity through a total return swap (TRS) maturing in March 2022, leading to the immediate collection of an amount of €24 million at Group level. At 31 December 2021, all of the shares underlying the TRS had been sold and this did not have a material impact on the Company's income statement.

2. Significant accounting policies

General information

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

The accounting policies applied are consistent with those used for the previous year.

The financial statements are presented in millions of euros. The figures in the tables have been rounded to the nearest million euros and include individually rounded data. Consequently, the totals and sub-totals shown may not correspond exactly to the sum of the reported amounts.

Use of estimates and judgements

The preparation of financial statements requires Management to make judgements, estimates and assumptions that may affect the reported amounts of assets and liabilities and income and expenses, as well as the disclosures made in certain notes to the financial statements.

Due to the inherent uncertainty of assumptions, actual results may differ from the estimates. Estimates and assessments are reviewed at regular intervals and adjusted where necessary to take into account past experience and any relevant economic factors.

The judgements, estimates and assumptions are based on the information available when the financial statements are drawn up and mainly concern the measurement of investments in subsidiaries and associates (Note 6).

Intangible assets

Intangible assets are measured at cost or transfer value and primarily correspond to goodwill and software.

Where appropriate, an impairment loss is recognised to bring the carrying amount down to fair value, determined mainly on the basis of profitability criteria.

Software is amortised over a period of five years.

Property and equipment

Property and equipment are recognised at their cost or transfer value in the statement of financial position.

Depreciation is calculated using the straight-line or reducing-balance method, depending on the asset's specific characteristics. Differences between straight-line depreciation and reducing-balance depreciation charged for tax purposes are recorded in provisions for accelerated depreciation.

The main depreciation periods (useful lives) are as follows:

Asset category	Depreciation period
Buildings	50 years
Fixtures, fittings and refurbishments	5 to 25 years
Machinery and equipment	5 to 10 years

The depreciable amount is the cost of property and equipment less residual value (nil).

Property and equipment acquired through mergers or asset transfers are depreciated over the period remaining following the depreciation applied by the company that originally held the assets concerned.

Long-term investments

Investments in subsidiaries and associates are recognised at their cost or transfer value.

They are tested for impairment at each period end, to verify that their carrying amount is not greater than their value in use.

Value in use is estimated based on several criteria including the investee's equity and its adjusted net asset value as estimated by the discounted cash flows method or based on observable inputs, when available (share price, expected sale price in the case of subsidiaries held for sale), or based on analyses performed by internal or external experts. Further information is provided in Note 6.

If an investment's value in use is less than its carrying amount, an impairment loss is recognised for the difference (with the exception of treasury shares recorded under long-term investments and held for cancellation).

Additions to and reversals of impairment of investments in subsidiaries and associates are recognised in financial income and expense. Exceptionally, where impaired investments are sold during the period, any reversals of impairment on those shares are recognised in non-recurring items in order to present the disposal gain or loss net of reversals.

A similar method of determining fair value is also used where appropriate for other long-term investments.

Investment acquisition costs are capitalised and amortised for tax purposes over five years using the accelerated method.

Company accounting policy consists of recognising technical deficits arising from merger transactions on a line-by-line basis in non-current assets. In practice, all such deficits are recognised in long-term investments due to the Company's activity as a holding company.

Marketable securities

Marketable securities are recognised at cost in the statement of financial position.

Where appropriate, an impairment loss is recorded when probable realisable value is lower than cost.

In the case of treasury shares, when the average share price for the last month of the year falls below the carrying amount, an impairment loss is recognised for the difference.

Impairment losses on other categories of investment securities are determined by comparing cost and the average share price of the investee for the last month of the year.

Receivables

Receivables are stated at nominal value. Provisions are booked to cover any default risks.

Foreign currency translation adjustments

Liabilities and receivables denominated in foreign currencies are translated into euros at the closing rate. Gains or losses arising on translation are recorded in the statement of financial position as unrealised foreign currency exchange gains and losses within liabilities and assets, respectively. A provision is recorded for unrealised foreign currency exchange losses for the amount of the unhedged risk.

Provisions

The Company records a provision when it has an obligation toward a third party, the amount of the obligation can be reliably estimated and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

The Company grants its managers and other employees retirement bonuses determined on the basis of their length of service.

The projected benefit obligation representing the full amount of the employee's vested entitlements is recognised as a provision in the statement of financial position. The amount of the provision is determined using the projected unit credit method taking into account social security contributions.

Actuarial gains and losses on retirement benefit obligations are recognised in the income statement using the corridor method. Under this method, the portion of the net cumulative actuarial gain or loss that exceeds 10% of the greater of the defined benefit obligation and the fair value of the plan assets is recognised in earnings over the expected average remaining working lives of the employees participating in the defined benefit plan.

The Company has also set up stock option and share grant plans for executives and employees.

A liability is recognised when it is probable that the Company will grant existing shares to plan beneficiaries based on the probable outflow of resources. The outflow of resources is measured on the basis of the probable cost of purchasing the shares if they are not already held by the Company or their "entry cost" on the date of their allocation to the plan. If the stock options or share grants are contingent upon the employee's presence in the Company for a specific period, the liability is deferred over the vesting period.

No liability is recognised for plans settled in new shares.

No provision is recognised if the Company has not yet decided at the reporting date whether to settle the plans in new or existing shares.

Other provisions concern specifically identified liabilities and expenses.

Financial instruments

Hedging instruments

Hedge accounting principles are applied whenever a hedging relationship is identified by Management. Hedging documentation is then duly prepared in respect of that relationship. Gains and losses on financial instruments used by Casino to hedge and manage its exposure to currency and interest rate risks are recognised in the income statement, symmetrically with gains and losses on the item hedged. The nominal amounts of forward contracts are included in off-balance sheet commitments.

Isolated open positions

Isolated open positions are all transactions that do not qualify for hedge accounting. Gains and losses on transactions that have been unwound are taken to the income statement. Unrealised gains are recognised in the statement of financial position but not in income. Unrealised losses are recognised in the statement of financial position and a provision is booked in this respect.

At 31 December 2021, Casino had no derivatives that did not qualify for hedge accounting (i.e., no isolated open positions).

Net non-recurring income (expense)

Non-recurring income (expense) results from events or transactions that do not correspond to Casino, Guichard-Perrachon's ordinary activities as a holding company in view of their nature, frequency or materiality.

Income tax

Casino, Guichard-Perrachon is head of a tax group that includes most of its subsidiaries in France. At 31 December 2021, the tax group consisted of 592 companies.

Subsidiaries in the tax group pay the portion of the tax group's income tax liability corresponding to the income tax that they would have paid had they been taxable on a stand-alone basis. The Company recognises the additional income tax benefit or expense resulting from the difference between the tax payable by the subsidiaries in the tax group and the tax resulting from the calculation of consolidated profit (loss).

2.7.3. Notes to the financial statements

Note 1 Operating profit

BREAKDOWN

(€ millions)	**2021**	2020
Revenue from services	141	159
Other income	12	11
Reversals of provisions and impairment losses	1	-
Operating income	**154**	**171**
Other purchases and external expenses	(110)	(125)
Taxes and duties	(3)	(4)
Employee benefits expense	(19)	(15)
Depreciation, amortisation, impairment and provisions:		
▪ non-current assets	(3)	(4)
▪ liabilities and expenses	(1)	(2)
Other expenses	(2)	-
Operating expenses	**(138)**	**(150)**
OPERATING PROFIT	**17**	**20**

REVENUE FROM SERVICES

(€ millions)	**2021**	2020
Seconded employees	11	9
Banner royalties	35	39
Other services	95	111
REVENUE FROM SERVICES	**141**	**159**

The Company's net sales mainly correspond to royalties received from subsidiaries for the use of trademarks and brands owned by the Company, as well as services billed to subsidiaries.

In 2021, Casino, Guichard-Perrachon generated 87% of its net sales with companies based in France, versus 88% in 2020.

AVERAGE NUMBER OF EMPLOYEES

(Number of employees)	**2021**	2020
Managers	10	11
Supervisors	-	-
Other employees	-	-
TOTAL	**10**	**11**

Note 2 Net financial income (expense)

(€ millions)	2021	2020
Dividends:		
▪ Monoprix	464	350
▪ Casino Finance	101	-
▪ Geimex	14	7
▪ Other	2	1
Total	**581**	**358**
Other financial income[1]	91	112
Reversals of provisions and impairment losses[2]	35	194
Net gains on disposals of marketable securities	-	-
Financial income	**708**	**664**
Financial expenses:		
▪ Interest on bonds	(128)	(151)
▪ Interest on deeply-subordinated perpetual bonds	(36)	(36)
▪ Interest on Term Loan B	(50)	(56)
▪ Other financial expenses[1]	(132)	(450)
▪ Amortisation and impairment[2]	(1,072)	(117)
▪ Net losses on disposals of marketable securities	-	(1)
Financial expenses	**(1,418)**	**(810)**
NET FINANCIAL INCOME (EXPENSE)	**(710)**	**(146)**

(1) In 2021, other financial income and other financial expenses mainly included interest income and expenses on current accounts and loans, income and expenses on bond exchanges and foreign currency gains and losses.
In 2020, they also reflected:
- the loss on unwinding the Total Return Swap (TRS) on GPA shares for €250 million (see reversals of provisions (2));
- the loss on shares sold in connection with the Total Return Swap (TRS) on Mercialys shares for €45 million (see reversals of provisions (2)).

(2) The main movements in amortisation and impairment in 2021 were as follows:
- amortisation of bond redemption premiums for €18 million;
- impairment losses on the shares of Distribution Casino France in an amount of €1,042 million;
The main movements in amortisation, impairment and provisions in 2020 were as follows:
- amortisation of bond redemption premiums for €26 million;
- impairment losses on the shares of Distribution Casino France in an amount of €59 million;
- reversal of the provision relating to the Total Return Swap (TRS) on GPA and Mercialys shares, representing €179 million and €15 million, respectively.

Note 3 Net non-recurring income (expense)

(€ millions)	2021	2020
Gains (losses) on disposals of intangible assets and property and equipment	-	-
Gains (losses) on disposals of investments in subsidiaries and associates[1]	3	(10)
(Gains) losses on disposals of assets	**3**	**(10)**
Additions to provisions	(1)	(73)
Reversals of provisions[1]	93	3
Other non-recurring expenses	(156)	(74)
Other non-recurring income	10	33
NET NON-RECURRING INCOME (EXPENSE)	**(51)**	**(121)**

(1) On disposal of investments in subsidiaries and associates, any reversals of provisions are presented under "Gains (losses) on disposals of investments in subsidiaries and associates".

In 2021, non-recurring income (expense) mainly comprised:

- costs relating to the Group's ongoing refinancing operations for €24 million (of which €21 million related to the term loan (see Note "Significant events"));
- costs relating to litigation and measures to defend the Group's interests for €9 million;
- restructuring costs for €11 million;
- the sale of Casino Restauration shares with a non-material net effect (the reversal of a provision of €90 million (see Note 12) offsetting the write-off of receivables).

In 2020, non-recurring income (expense) mainly comprised:

- a €10 million loss on the disposal of Vindémia shares, of which €8 million in expenses;
- a €58 million provision for losses covering the negative net worth of Casino Restauration;
- costs relating to litigation and measures to defend the Group's interests for €31 million;
- restructuring costs for €15 million.

Note 4 Income tax benefit

(€ millions)	2021	2020
Recurring profit (loss)	(694)	(126)
Net non-recurring income (expense)	(51)	(121)
Profit (loss) before tax	**(745)**	**(247)**
Income tax benefit arising from the tax group	70	244
Income tax expense	**70**	**244**
NET PROFIT (LOSS)	**(675)**	**(3)**

Casino, Guichard-Perrachon is the head of the French tax group.

Income tax benefit corresponds to the tax saving that results from setting off the tax losses of Casino, Guichard-Perrachon and its loss-making subsidiaries against the taxable profits of the other companies in the tax group.

The tax group reported a tax loss in 2021. Taking into account the prepayments made during the year and the use of tax credits available to the tax group, the Company had no tax liability at 31 December 2021.

The tax group had €1,806 million of tax loss carryforwards at 31 December 2021.

Note 5 Intangible assets and property and equipment

Breakdown

(€ millions)	2021	2020
Goodwill	4	4
Other intangible assets	4	5
Amortisation and impairment	(3)	(4)
Intangible assets	**5**	**5**
Buildings, fixtures and fittings	1	1
Depreciation	-	-
	1	**1**
Other property and equipment	44	44
Depreciation	(32)	(30)
	12	**14**
Property and equipment	**13**	**15**
TOTAL INTANGIBLE ASSETS AND PROPERTY AND EQUIPMENT	**18**	**21**

Movements for the year

(€ millions)	Cost	Amortisation, depreciation and impairment	Net
At 1 January 2020	**56**	**32**	**24**
Increases	-	(4)	(3)
Decreases	(2)	2	-
At 31 December 2020	**55**	**(34)**	**21**
Increases	1	(3)	(2)
Decreases	(2)	2	-
AT 31 DECEMBER 2021	**54**	**(36)**	**18**

Note 6 Long-term investments

BREAKDOWN

(€ millions)	2021	2020
Investments in subsidiaries and associates	19,009	19,228
Impairment[1]	(3,458)	(2,648)
	15,550	**16,580**
Loans	**1,188**	**1,185**
Other long-term investments*	45	48
Impairment[1]	(19)	(19)
	27	**30**
LONG-TERM INVESTMENTS	**16,766**	**17,795**

* O/w technical merger deficits amounting to €29 million.

(1) In accordance with the accounting policies described in the introductory section of the notes to the financial statements, the Company estimated the value in use of its long-term investments at 31 December 2021. The estimates took into account the organisation of direct control over the various operating subsidiaries or indirect control through the Casino Participations France and Tevir (France) and Segisor (international) holding companies.
Where the subsidiaries' adjusted net asset value was estimated using the discounted cash flows method, the projected after-tax cash flows were determined using the rates shown below.

ASSUMPTIONS USED IN 2021 FOR INTERNAL CALCULATIONS OF VALUES IN USE

Region	2021 perpetual growth rate[1]	2021 after-tax discount rate[2]	2020 perpetual growth rate[1]	2020 after-tax discount rate[1]
France (retail)	1.4%	5.5%	1.6%	5.6%
France (other)	1.4% and 1.9%	5.5% and 7.5%	1.6% and 2.1%	5.6% and 8.0%
Argentina – Libertad	4.0%	11.6%	5.0%	19.6%
Brazil – GPA[3]	4.6%	10.0%	4.6%	7.9%
Brazil – Sendas[3]	6.6%	10.4%	4.6%	9.8%
Colombia – Éxito[3]	3.0%	7.4%	3.0%	6.6%
Uruguay	5.8%	8.6%	6.3%	9.4%

(1) The inflation-adjusted perpetual growth rate ranges from 0% to 1.5% (2020: between 0% and 1.3%) depending on the nature of the CGU's business/banner and country.

(2) The discount rate corresponds to the weighted average cost of capital (WACC) for each country. WACC is calculated at least once a year during the annual impairment testing exercise by taking account of the sector's levered beta, a market risk premium and the Group's cost of debt for France and the local cost of debt for subsidiaries outside France.

(3) At 31 December 2021, the market capitalisation of the listed subsidiaries was as follows: GPA €928 million, Sendas €2,766 million, Éxito €1,115 million and Cnova €2,382 million. With the exception of Cnova and Sendas, these market capitalisations were less than the carrying amount of the subsidiaries' net assets. Impairment tests on GPA, Sendas and Éxito goodwill were performed based on their value in use (see below).

The Company performed impairment tests on each of its investments by comparing their net carrying amount to their value in use. These tests led to the recognition of €810 million in net impairment losses against investments in subsidiaries and associates.

Changes impacting the calculation inputs, such as (i) a 100-basis point increase in the discount rate, (ii) a 25-basis point decrease in the perpetual growth rate used to calculate terminal value or (iii) a 50-basis point decrease in the EBITDA margin for cash flow projections used to calculate terminal value could lead to the recognition of additional impairment losses on investments in subsidiaries and associates, as follows:

- for the French businesses, additional losses of €1,266 million, €296 million and €712 million as a result of sensitivity to changes in the above three calculation inputs, respectively, mainly impacting Distribution Casino France shares;
- for the international businesses, non-material additional losses as a result of sensitivity to changes in the above three calculation inputs, based on a 100-basis point increase in the discount rates only.

A list of the Company's subsidiaries and associates is provided at the end of this document.

MOVEMENTS FOR THE YEAR

(€ millions)	Cost	Amortisation, depreciation and impairment	Net
At 1 January 2020	**20,653**	**(2,825)**	**17,829**
Increases	287	(59)	228
Decreases	(479)	217	(262)
At 31 December 2020	**20,462**	**(2,666)**	**17,795**
Increases	27	(1,052)	(1,025)
Decreases	(247)	242	(5)
AT 31 DECEMBER 2021	**20,242**	**(3,458)**	**16,766**

The decrease in the cost of long-term investments mainly corresponds to the sale of Casino Restauration shares for €235 million.

Changes in impairment losses recognised against long-term investments mainly reflect:

- the recognition of impairment losses against the shares of Distribution Casino France in an amount of €1,042 million;
- the reversal of impairment losses recognised against Casino Restauration shares for €235 million.

Note 7 Trade and other receivables

(€ millions)	2021	2020
Trade receivables	**38**	**40**
Other operating receivables	12	17
Other receivables	190	172
Related companies	204	411
Provision for impairment of other receivables	-	(2)
	406	**598**
TRADE AND OTHER RECEIVABLES	**444**	**638**

Other receivables consist mainly of tax credits received in respect of philanthropic spending, for €181 million (31 December 2020: €167 million).

All of the Company's trade and other receivables are due within one year except for tax credits in the amount of €181 million at end-2021 (31 December 2020: €165 million).

Note 8 Casino Finance current account and net cash and cash equivalents

(€ millions)	2021	2020
Casino Finance current account	**(3,020)**	**(2,983)**
Treasury shares	14	22
Mutual fund units (FCP and SICAV)	-	-
Marketable securities	**14**	**22**
Cash	**486**	**489**
Bank overdrafts	-	-
Negotiable euro commercial paper*	(308)	(179)
Bank credit facilities	**(308)**	**(179)**
NET CASH AND CASH EQUIVALENTS	**(2,828)**	**(2,650)**

** Negotiable paper due within one year.*

Wholly-owned subsidiary Casino Finance is the cash pooling entity for the Group's French companies. The current account with respect to this subsidiary pays interest at Eonia plus a spread.

Cash mainly comprises the funds in segregated accounts in connection with the Group's November 2019 refinancing operation, amounting to €484 million at 31 December 2021 (31 December 2020: €487 million) of which €145 million was held in the secure segregated account.

Treasury shares

	2021	2020
NUMBER OF SHARES HELD		
At 1 January	**641,456**	**829,299**
Shares purchased	2,061,374	822,271
Shares sold	(2,293,821)	(1,010,114)
AT 31 DECEMBER	**409,009**	**641,456**
VALUE OF SHARES HELD *(€ MILLIONS)*		
At 1 January	**22**	**28**
Shares purchased	53	24
Shares sold	(61)	(30)
AT 31 DECEMBER	**14**	**22**
Average purchase price per share *(€)*	33.95	33.66
% of share capital	0.38	0.59
Share in equity *(€ millions)*	29	50

In January 2019, the Group signed a liquidity agreement with Rothschild Martin Maurel, effective 1 January of that year, to take account of the changes in regulations governing such agreements, in accordance with AMF decision 2018-01 dated 2 July 2018. On the date of signature of the contract in January 2019, €30 million in cash was held in the liquidity contract and no shares. At 31 December 2021 and 2020, no Casino, Guichard-Perrachon SA shares were held in the liquidity account.

At that date, the Company held 409,009 ordinary shares with a par value of €1.53 each.

These shares are intended to cover the free share plans for Group employees. A provision for €7 million was recognised at 31 December 2021 (see Note 12). These shares had a market value of €9 million at 31 December 2021.

Note 9 Prepayments and other assets

(€ millions)	2021	2020
Bond issue premium	17	30
Prepaid expenses	3	1
Unrealised exchange losses	-	1
PREPAYMENTS AND OTHER ASSETS	**21**	**31**

Bond issue premiums are amortised on a straight-line basis over the life of the bonds.

The change in this item in 2021 reflects (i) a €6 million increase in connection with Term Loan B (see "Significant events of the year") and (ii) the amortisation charge for the year for €18 million.

Note 10 Equity

Breakdown

(€ millions)	2021	2020
Share capital	166	166
Additional paid-in capital	3,847	3,847
Legal reserve	17	17
Available reserve	208	208
Long-term capital gains reserve	56	56
Retained earnings	4,187	4,189
Net profit (loss) for the year	(675)	(3)
Regulated provisions	6	6
EQUITY	**7,812**	**8,487**

Changes in equity

(€ millions)	2021	2020
At 1 January	**8,487**	**8,490**
Net profit (loss) for the year	(675)	(3)
Dividends	-	-
Capital reduction	-	-
Decrease in additional paid-in capital	-	-
AT 31 DECEMBER	**7,812**	**8,487**

Movements in share capital and number of shares

	2021	2020
At 1 January	**108,426,230**	**108,426,230**
Shares issued to minority shareholders in connection with mergers	-	-
Cancellation of shares	-	-
AT 31 DECEMBER	**108,426,230**	**108,426,230**

At 31 December 2021, the Company's share capital was made up of 108,426,230 ordinary shares with a par value of €1.53 each.

VESA EQUITY INVESTMENT

On 20 January 2020, Vesa Equity Investment announced that it had crossed the 5% threshold of Casino, Guichard-Perrachon's share capital to hold 5.64% of the capital. On 31 December 2021, it held 7.07% of the Company's capital.

POTENTIAL DILUTION

	2021	2020
Number of shares at 31 December	108,426,230	108,426,230
Share equivalents:		
▪ exercise of stock options	-	-
▪ share grants - -	-	-
TOTAL NUMBER OF POTENTIAL SHARES	**108,426,230**	**108,426,230**

The Board of Directors has decided to grant existing shares in respect of share grants outstanding at 31 December 2021. Accordingly, share grants are not potentially dilutive (see Note 8).

Note 11 Quasi-equity

In 2005, Casino, Guichard-Perrachon issued €600 million worth of perpetual deeply-subordinated bonds (TSSDI). The bonds are redeemable solely at the Group's discretion and interest is due only if the Group pays a dividend on its ordinary shares in the preceding 12 months. The bonds pay interest at the 10-year constant maturity swap rate plus 100 bps, capped at 9%. In 2021, the average interest rate was 1%.

On 18 October 2013, the Company issued €750 million worth of perpetual hybrid bonds. The bonds are redeemable at the Company's discretion with the first call date falling on 31 January 2019 (unused) and the second set for 31 January 2024. The bonds paid interest at 4.87% until 31 January 2019. Since then, as specified in the prospectus, the interest rate has been 3.992%. This rate will be reset every five years.

These bonds are classified as "quasi-equity" as they:

- are issued for an indefinite term (i.e., no specific redemption date);
- correspond to direct commitments with no collateral and are subordinated to all other liabilities.

Accrued interest on the bonds is reported under "Miscellaneous borrowings".

Note 12 Provisions

BREAKDOWN

(€ millions)	2021	2020
Provision for foreign exchange losses	-	1
Provision for other liabilities	10	144
Provision for expenses	10	10
TOTAL PROVISIONS	**20**	**155**

At 31 December 2020, the provision for other liabilities primarily included a €90 million provision for losses relating to financial assistance granted by Casino, Guichard-Perrachon to its subsidiary Casino Restauration (see Note 3).

MOVEMENTS FOR THE YEAR

(€ millions)	2021	2020
At 1 January	**155**	**245**
Additions	3	106
Reversals[1]	(138)	(197)
At 31 December	**20**	**155**
O/w		
Operating additions (reversals)	1	2
Financial additions (reversals)	(30)	(162)
Non-recurring additions (reversals)	(105)	70
TOTAL	**(135)**	**(91)**

(1) Including reversals of surplus provisions for liabilities and expenses for €3 million in 2021 and €2 million in 2020.

Reversals in 2021 mainly concern the provision for the negative net worth of Casino Restauration amounting to €90 million resulting from the sale of shares (see Note 3).

Additions in 2020 mainly concerned the provision for the negative net worth of Casino Restauration amounting to €58 million.

Reversals related mainly to the unwinding of the Total Return Swap (TRS) during the year (€194 million).

The provision for pension benefit obligations amounted to €2 million at 31 December 2021.

Note 13 Loans and other borrowings

BREAKDOWN

(€ millions)	2021	2020
Bonds (including accrued interest)[1]	2,904	2,685
Bank borrowings[2]	1,436	1,232
Bank overdrafts	-	-
Negotiable European commercial paper	308	179
Bank borrowings	**4,648**	**4,096**
Miscellaneous borrowings[3]	820	1,752
LOANS AND OTHER BORROWINGS	**5,468**	**5,848**

(1) Including €70 million in accrued interest in 2021.
(2) Including €11 million in accrued interest in 2021.
(3) Including the Casino Finance loan for €715 million and accrued interest on borrowings totalling €88 million at 31 December 2021.

MATURITY OF BORROWINGS

(€ millions)	2021	2020
Within one year	799	493
Due in one to five years	4,143	4,447
Due in more than five years	525	908
	5,468	**5,848**

NET DEBT

(€ millions)	2021	2020
Loans and other borrowings	5,468	5,848
Casino Finance current account*	3,020	2,983
Treasury shares*	(14)	(22)
Cash*	(486)	(489)
NET DEBT	**7,988**	**8,319**

* *See Note 8.*

Loans and other borrowings include €169 million in accrued interest on bank loans and overdrafts at 31 December 2021 (end-2020: €175 million).

OUTSTANDING BOND ISSUES

	Interest rate Fixed rate/Variable rate	Effective interest rate	Amount *(€ millions)*	Term	Due
2022 bonds	Fixed rate 1.87%	2.55%	314	5 years	June 2022
2023 bonds	Fixed rate 4.56%	4.47%	220	10 years	January 2023
2024 bonds	Fixed rate 4.50%	4.88%	558	10 years	March 2024
2025 bonds	Fixed rate 3.58%	3.62%	357	10 years and 2 months	February 2025
2026 bonds	Fixed rate 6.63%	7.00%	400	5 years and 1 month	January 2026
2026 bonds	Fixed rate 4.05%	4.09%	460	12 years	August 2026
2027 bonds	Fixed rate 5.25%	5.46%	525	6 years	April 2027
BONDS			**2,834**		
Term Loan B	Variable rate (Euribor* +4%)	4.34%	1,425	4 years, 4 months and 18 days	August 2025
BANK LOANS			**1,425**		

* *Euribor with a zero floor.*

LIQUIDITY RISK

The Group's liquidity policy is to ensure that it has sufficient liquid assets to settle its liabilities as they fall due, in either normal or impaired market conditions.

The liquidity analysis is performed both for the France Retail segment (taking into account the cash pool operated with most French subsidiaries, setting the GreenYellow scope apart from the other entities composed of the France Retail segments (excluding GreenYellow) and E-commerce) and for each of the Group's international subsidiaries.

All subsidiaries of the Casino, Guichard-Perrachon holding company scope submit weekly cash reports to the Group and all new financing facilities require prior approval from the Corporate Finance department.

At 31 December 2021, Casino, Guichard-Perrachon's liquidity position comprised:

- confirmed, undrawn lines of credit for a total of €2,051 million, due in more than one year;
- a balance of €484 million in segregated accounts that can be used at any time to repay debt, including €145 million placed in a secured segregated account.

Casino, Guichard-Perrachon had the following financing facilities at 31 December 2021:

- unsecured bonds for €2,834 million, of which €400 million in high-yield bonds maturing in 2026 and €525 million in high-yield bonds maturing in April 2027;
- Term Loan B for €1,425 million, maturing in August 2025.

Casino, Guichard-Perrachon may also raise financing through the Negotiable European Commercial Paper programme (NEU CP). Amounts outstanding under this programme totalled €308 million at 31 December 2021. These issues are made under a programme capped at €2,000 million, with the availability of funds depending on market conditions and investor appetite. The issues are not subject to any covenants.

The main liquidity risk management methods consist in:

- diversifying sources of financing to include capital markets, private placements, banks (confirmed and unconfirmed facilities), negotiable euro commercial paper (NEU CP) issues and discounting facilities;
- diversifying financing currencies to include the euro, the Group's other functional currencies and the US dollar;
- maintaining a level of confirmed financing facilities significantly in excess of the Group's payment obligations at all times;
- limiting the amount of annual repayments and proactively managing the repayment schedule;
- managing the average maturity of financing facilities and, where appropriate, refinancing them before they fall due.

Management of short-term debt

Access to the European negotiable commercial paper (NEU CP) market is subject to market conditions and investor appetite for Casino debt. Outstanding commercial paper issues represented €308 million at 31 December 2021 versus €179 million at 31 December 2020.

Management of medium- and long-term debt

In 2021, the Group continued to refinance its debt to extend its maturity and improve its financial terms and conditions.

In the first half of the year, the Group repaid ahead of term its existing €1.225 billion term loan ("Term Loan B") maturing in January 2024 and bearing interest at Euribor 5.5%, through:

- a new €1 billion term loan ("Term Loan B") maturing in August 2025, issued at a price representing 99.75% of the nominal amount. The loan bears interest at Euribor 4.0% and the collateral posted is the same as for the existing term loan;
- a new €525 million unsecured debt issue, maturing in April 2027 and with a 5.25% coupon.

This early repayment was made at 101% of the nominal amount, representing a repayment premium of €12 million.

The repayment was treated as a settlement of a financial liability. The resulting accounting impacts were (i) derecognition of the initial Term Loan B and (ii) recognition of the new Term Loan B. An expense of €21 million is recorded under "Other non-recurring expenses", of which €12 million in respect of the early repayment penalty (see Note 3).

The Group also:

- topped up its Term Loan B maturing in August 2025 and contracted under the same conditions for an amount of €425 million, issued at a price representing 99.25% of the nominal amount. The top-up was made in November 2021 and brings the nominal amount of the term loan to €1,425 million; and
- launched two public buyback offers on its unsecured bond issues in November and December 2021 for a total nominal amount of €165 million, of which €51 million on the bonds maturing in January 2023, €53 million on the bonds maturing in March 2024, €13 million on the bonds maturing in February 2025 and €48 million on the bonds maturing in August 2026.

On 19 July 2021, the Group also announced that it had extended the maturity of its syndicated credit facility ("RCF") and improved its financial conditions. The amendment to the loan documentation was effective 22 July 2021, and provides for:

- an extension of the maturity of the facility from October 2023 to July 2026 (May 2025 if the Term Loan B maturing in August 2025 is not repaid or refinanced at that date) for an amount of €1.8 billion;
- a review of the covenants, in line with the improvement in the Group's financial position and GreenYellow's growth plan. Consequently, with effect from 30 June 2021, the Group has undertaken to comply, on a quarterly basis, with the following covenants, which supersede the previous covenants, for the France Retail (excluding GreenYellow) and E-commerce scope:
  - a ratio of secured gross debt to EBITDA (after lease payments) not in excess of 3.5x;
  - a ratio of EBITDA (after lease payments) to net finance costs not less than 2.5x.

The security interests and collateral initially granted to the lenders remain unchanged. The documentation includes the same dividend restrictions as the financing raised in November 2019.

Lastly, Monoprix's syndicated credit facility which expired in July 2021 was also renewed. The new €130 million syndicated facility matures in January 2026 and has a yearly margin adjustment clause based on the achievement of CSR targets.

As a result of these last two operations, the amount of the confirmed credit lines available at any time in the France Retail segment (excluding GreenYellow) stands at €2.2 billion, with an average maturity of 4.2 years at 31 December 2021.

The table below shows Moody's, Standard & Poor's and Scope Ratings ratings for the Group's financial instruments following its refinancing:

Financial instrument rating	Moody's	Standard & Poor's	Scope Ratings
Casino, Guichard-Perrachon	B3/stable outlook (6 August 2020)	B/stable outlook (3 November 2021)	BB-/stable outlook (11 January 2022)
Secured high-yield bonds	B2/stable outlook (6 August 2020)	B+/stable outlook (3 November 2021)	BB (11 January 2022)
Term Loan B	B2/stable outlook (6 August 2020)	B+/stable outlook (3 November 2021)	BB (11 January 2022)
Bonds issued under the EMTN programme	Caa1/stable outlook (6 August 2020)	B/stable outlook (3 November 2021)	S-3 (11 January 2022)
Deeply-subordinated perpetual bonds (TSSDI)	Caa2/stable outlook (6 August 2020)	CCC (28 May 2019)	B- (11 January 2022)

The high-yield bond issue by Quatrim is secured by shares in Immobilière Groupe Casino, a wholly-owned subsidiary of Quatrim which holds property assets (excluding Monoprix and Franprix Leader Price property assets and certain assets whose disposal was pending).

For the €2,051 million revolving credit facility (RCF) and €1,425 million Term Loan B, Casino has granted security rights over shares, the principal bank accounts and intragroup receivables of its main operating subsidiaries and holding companies in France holding shares in the Group's Latin American operations.

Excluding these financing arrangements, debt carried by Casino, Guichard-Perrachon and its subsidiaries (GPA, Sendas, Éxito and Monoprix) is not secured by collateral or assets.

Casino, Guichard-Perrachon debt covenants

Following the July 2021 signature of the amendment to the RCF, applicable since 30 June 2021 in terms of the covenants (see above), Casino, Guichard-Perrachon is required to comply with the following covenants in the France Retail (excluding GreenYellow) and E-commerce scope, calculated each quarter (from the consolidated financial statements on a rolling 12-month basis):

Type of covenant (France and E-commerce)	Main types of debt subject to covenant	Frequency of tests	Ratio at 31 December 2020
Secured gross debt[(1)]/ EBITDA[(2)] ≤ 3.5x.	RCF for €2,051 million	Quarterly	2.70
EBITDA[(2)]/net finance costs[(3)] ≥ 2.5x.			2.69

(1) Gross debt as defined in the loan documentation only concerns loans and borrowings for which collateral has been posted for the France Retail (excluding GreenYellow) and E-commerce segments as presented in Note 11.2.1 to the consolidated financial statements, and certain GPA and Sendas holding companies reported in the Latam Retail segment (notably Segisor). At 31 December 2021, the debt concerned was mainly (i) the Term Loan B for €1,425 million, (ii) high-yield bonds for €800 million, and (iii) the drawn portion of the RCF facility (entirely undrawn at end-2021).

(2) EBITDA as defined in the loan agreements reflects trading profit/loss for the France Retail (excluding GreenYellow) and E-commerce segments, adjusted for (i) net depreciation, amortisation and provision expense, (ii) repayments of lease liabilities, and (iii) interest expense on lease liabilities for the France Retail (excluding GreenYellow) and E-commerce scope.

(3) Net finance costs as defined in the loan agreement represent net finance costs for the France Retail (excluding GreenYellow) and E-commerce scope.

OTHER CLAUSES AND RESTRICTIONS

Documentation for the RCF, Term Loan B and high-yield bond issue put in place since 2019 include the usual restrictions for high-yield borrowings applicable to the Group as a whole (excluding the Latam segment and companies less than 50%-owned, but including certain holding companies reported in the Latam segment, notably Segisor). These restrictions concern Casino, Guichard-Perrachon dividend payments, sales of assets as defined in the documentation, additional borrowings, and additional security interests and collateral.

The Term Loan B and high-yield bond also include incurrence covenants which only apply upon the occurrence of certain specific events or to enable certain transactions to proceed, in particular:

- an incurrence covenant will apply in the event special dividends are paid in addition to ordinary dividends[1], as follows: gross debt/EBITDA (France Retail + E-commerce): < 3.5x;
- leverage and secured debt leverage covenants or a fixed charge coverage ratio (FCCR) as defined in the documentation may be applied on an independent or additional basis, depending on the transactions planned:
  - FCCR: EBITDA[2]/Fixed charges[2]: > 2,
  - Secured debt leverage: Consolidated leverage[2]/EBITDA[2]: < 2.

The Group's loan and bond agreements include the usual clauses for such contracts, notably *pari passu*, negative pledge and cross-default clauses.

Change-of-control clauses are included in all of Casino's bond financing documentation relating to the debt remaining after its November 2019 refinancing transactions, except in the documentation for the €600 million in deeply-subordinated perpetual bonds (TSSDI) issued in 2005. Change of control is established when two criteria are met:

- a third party, other than Rallye and its affiliates, acting alone or in concert, acquires shares conferring more than 50% of Casino's voting rights; and
- this change of control directly triggers a downgrade of Casino's long-term credit rating (by at least one notch in the event that Casino's rating is not investment grade).

The impact on the Group's bond issues are as follows:

- for bonds issued under the EMTN programme, representing a cumulative nominal amount of €1,909 million at 31 December 2021, each bond investor would be entitled to request from Casino the early redemption of all its bonds at par, at its individual discretion;
- for €750 million worth of TSSDI issued in 2013, the interest would be raised by an additional spread of 5% per annum and Casino would be entitled to buy back all of the bonds at par.

The documentation for the refinancing transactions put in place since 2019 also includes change-of-control clauses for three entities:

- Casino, Guichard-Perrachon (RCF/Term Loan B/Quatrim high-yield borrowings): an entity other than Rallye or one of its affiliated entities holds more than 50% of Casino's share capital or if substantially all of the Group's assets are sold/transferred;
- Casino Finance (RCF): a third party (other than Rallye or its affiliates) takes control of Casino Finance;
- Monoprix (RCF): Monoprix is no longer controlled by Casino and/or its subsidiaries or if the percentage of ownership interest or voting rights held (by Casino and/or its subsidiaries) is lower than 40%.

A change of control would offer the lenders the possibility of cancelling their commitments at their individual discretion (limited to one-third of the nominal amount of the RCF in the event of a change of control of Monoprix). In the case of the high-yield bond issue, Quatrim, the wholly-owned subsidiary of Casino, Guichard-Perrachon that issued the bonds, would launch a tender offer (at a specified price) in which investors could participate.

(1) 50% of net profit attributable to owners to the parent, with a minimum of €100 million per year from 2021 and an additional €100 million that may be used for one or several distributions during the life of the debt.
(2) As defined in the loan agreements.

Note 14 Other liabilities

(€ millions)	2021	2020
Related companies	15	11
Sundry liabilities	16	24
OTHER LIABILITIES	**31**	**34**
▪ due within one year	31	34
▪ due in more than one year	-	-

Other liabilities include €5 million in accrued expenses at 31 December 2021 (2020: €5 million).

Note 15 Deferred income and other liabilities

(€ millions)	2021	2020
Deferred income	2	4
Unrealised exchange gains	-	8
DEFERRED INCOME AND OTHER LIABILITIES	**2**	**12**

Note 16 Transactions and balances with related companies

No agreements for material amounts have been entered into with related parties, within the meaning of Article R. 123-198 of the French Commercial Code, that were not concluded in the ordinary course of business on arm's length terms.

Note 17 Off-balance sheet commitments

Commitments entered into in the ordinary course of business

(€ millions)	2021	2020
Undrawn confirmed lines of credit(1)	2,051	2,218
TOTAL COMMITMENTS RECEIVED	**2,051**	**2,218**
Bonds and guarantees given(2)	3,417	3,311
Deficits allocated to tax group subsidiaries(3)	1,174	1,263
TOTAL COMMITMENTS GIVEN	**4,591**	**4,574**

(1) Including €2,051 million that can can be used by Casino, Guichard-Perrachon, Monoprix and Casino Finance (see Note 13).

(2) Including €2,875 million to related companies and €61 million to the Distridyn joint venture at 31 December 2021. The amount of €3,417 million does not include the security rights given in connection with the new RCF and Term Loan B.

(3) The tax consolidation agreement (see Note 4) specifies that tax savings arising from tax losses transferred to the tax group will not be repaid to the subsidiary in cash or through a current account. Tax group subsidiaries are only entitled to tax loss allocations in the event that they become profitable again and only for the amount of tax they would have paid at the tax rate in force at 31 December 2021 in the absence of a tax consolidation agreement.

OTHER COMMITMENTS

(€ millions)	2021	2020
Seller's warranties given in connection with:		
▪ GPA tax disputes[(1)]	116	112
TOTAL COMMITMENTS GIVEN	**116**	**112**
Written put options in Uruguay[(2)]	113	99
TOTAL RECIPROCAL COMMITMENTS	**113**	**99**

(1) Casino has given a specific guarantee to GPA concerning notifications of tax adjustments received from the tax administration, for a total amount of BRL 1,467 million (€232 million) at 31 December 2021 (31 December 2020: BRL 1,432 million), including penalties and interest. Under the terms of the guarantee, Casino has undertaken to indemnify GPA for 50% of any damages incurred, provided those damages are definitive. Based on the commitment given by Casino to its subsidiary, the risk exposure amounts to BRL 734 million (€116 million) (31 December 2020: BRL 716 million, representing €112 million). As the risks of liability are only considered possible, Casino has not recognised a provision in its financial statements for this amount.

(2) Uruguay: Casino has granted a put option on the percentage of share capital held by the family shareholders. This option is exercisable at any time until 30 June 2025. Its price is based on Disco Uruguay's consolidated operating profit, with a floor of USD 41 million plus interest at 5% per year. A mutual mechanism is in place between Casino and Éxito in the event that the option is exercised: Casino has granted a put option to Éxito and Casino holds a call option from Éxito.

Note 18 Currency risk

	2021		2020	
(€ millions)	USD	BRL	USD	BRL
Assets	7		7	-
Liabilities*	(142)		(202)	-
Net balance sheet position	**(135)**		**(195)**	**-**
Off-balance sheet positions	(128)	(734)	(122)	(716)
TOTAL NET POSITION	**(263)**	**(734)**	**(317)**	**(716)**

* *Including USD 135 million in negotiable European commercial paper (NEU CP) hedged by currency swaps.*

Note 19 Equity risk

The Company is not exposed to a material equity risk.

Note 20 Gross compensation and benefits of Directors and officers

(€ millions)	2021	2020
Compensation paid	2	2
Loans and advances	-	-

Note 21 Consolidation

Casino, Guichard-Perrachon is consolidated by Rallye SA, whose registered office is located at 83, rue du Faubourg Saint-Honoré - 75008 Paris, France (Siren no.: 054 500 574).

Note 22 Subsequent events

Completion of the sale of FLOA to BNP Paribas

On 31 January 2022, Casino Group and Crédit Mutuel Alliance Fédérale completed the sale of FLOA to BNP Paribas (see "Significant events of the year").

Disposal of 6.5% of Mercialys equity

On 21 February 2022, Casino Group completed the additional definitive disposal of 6.5% of Mercialys equity through a new TRS. An amount of €59 million was collected at Group level as a result of this transaction, which reduces the proportion of Mercialys voting rights owned by the Group to 10.3%.

GreenYellow borrowings

On 21 February 2022, GreenYellow announced that it had raised nearly €200 million in financing (see "Significant events of the year"), including:

- €109 million in 5-year convertible bonds with warrants attached subscribed by an institutional investor, Farallon Capital;
- €87 million via a syndicated credit facility with a pool of top-tier banks with a 1-year initial maturity (31 December 2022).

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2.7.4. Five-year financial summary

	2021	2020	2019	2018	2017
FINANCIAL POSITION AT THE REPORTING DATE					
Share capital *(€ millions)*	166	166	166	168	170
Number of outstanding voting shares	108,426,230	108,426,230	108,426,230	109,729,416	110,996,996
RESULTS OF OPERATIONS *(€ MILLIONS)*					
Net sales (excluding taxes)	141	159	166	168	163
Profit (loss) before tax, employee profit-sharing, depreciation, amortisation and provisions	(50)	(466)	1,081	1,374	297
Income tax expense	(70)	(244)	(355)	(405)	(301)
Employee profit-sharing for the period	-	-	-	-	-
Net profit (loss) after tax, employee profit-sharing, depreciation, amortisation and provisions	(675)	(3)	(321)	1,538	394
Total profit paid as dividends[(1)]	-	-	-	342	346
PER SHARE DATA *(€)*					
Weighted average number of shares outstanding during the period[(2)]	107,905,160	107,677,458	107,924,134	108,388,996	110,734,374
Earnings (loss) per share after tax and employee profit-sharing but before depreciation, amortisation and provisions	0.19	(2.06)	13.31	16.50	5.40
Earnings (loss) per share after tax, employee profit-sharing, depreciation, amortisation and provisions	(6.25)	(0.02)	(2.98)	14.19	3.56
Dividend paid per share[(1)]	-	-	-	3.12	3.12
EMPLOYEE DATA					
Number of employees (full-time equivalent)	10	11	12	13	14
Employee remuneration expenses[(3)] *(€ millions)*	16	12	9	15	9
Total benefits *(€ millions)*	3	4	3	4	4

(1) For 2021, subject to approval by the Annual General Meeting.
(2) Excluding treasury shares.
(3) Excluding discretionary profit-sharing.

2.7.5. Subsidiaries and associates *(€ millions)*

Company	Share capital	Equity	% ownership	Number of shares held	Carrying amount Gross	Carrying amount Net	Loans and advances granted by the Company	Guarantees given by the Company	2021 net sales (excluding taxes)	2021 net profit (loss)	Dividends received by the Company in the prior year
A – Data on investments whose carrying amount exceeds 1% of the share capital											
1. Subsidiaries (at least 50%-owned)											
Distribution Casino France 1, cours Antoine Guichard 42008 Saint-Étienne, France	107	1,031	100.00	106,801,329	7,207	3,762	236	920	7,460	(817)	-
Casino Participations France 1, cours Antoine Guichard, 42008 Saint-Étienne, France	2,274	2,140	100.00	2,274,025,819	2,274	2,274	-	-	-	(30)	-
Monoprix 14-16, rue Marc Bloch 92116 Clichy, France	79	1,257	100.00	9,906,016	2,531	2,531	295	180	201	157	464
Tévir 1, cours Antoine Guichard 42008 Saint-Étienne, France	640	3,270	100.00	640,041,110	3,182	3,182	-	-	-	(45)	-
Easydis 1, Cours Antoine Guichard 42008 Saint-Étienne, France	63	48	100.00	3,953,968	106	106	-	14	490	3	-
Intexa 1, cours Antoine Guichard 42008 Saint-Étienne, France	2	4	97.91	990,845	7	4	-	-	-	-	-
Casino Finance 1, cours Antoine Guichard 42008 Saint-Étienne, France	240	930	100.00	239,864,436	900	900	413	100	-	(55)	101
Geimex 15, rue du Louvre 75001 Paris, France	-	20	99.96	9,996	108	108	-	-	220	9	14
Casino Services 1, cours Antoine Guichard 42008 Saint-Étienne, France	-	12	100.00	100,000	19	19	-	-	84	-	-
Segisor 1, cours Antoine Guichard 42008 Saint-Étienne, France	204	1,558	100.00	1,774,479,286	2,026	2,026	56	188	-	67	-

Company	Share capital	Equity	% ownership	Number of shares held	Carrying amount Gross	Carrying amount Net	Loans and advances granted by the Company	Guarantees given by the Company	2021 net sales (excluding taxes)	2021 net profit (loss)	Dividends received by the Company in the prior year
International											
Cnova N.V. 1, Beemdstraadt NL 5653 MA Eindhoven, Netherlands	17	361	64.84	223,798,061	452	452		35	-	(13)	-
2. Associates (10%- to 50%-owned)											
FLOA 6, avenue de Provence 75009 Paris, France	47	225	50.00	234,212	154	148	-	-	223	15	-
Uranie 1, cours Antoine Guichard 42008 Saint-Étienne, France	45	99	25.95	11,711,600	31	30	-	-	1	2	-
Casino Carburant 1, cours Antoine Guichard 42008 Saint-Étienne, France	5	10	32.04	1,627,904	4	4	-	-	347	4	1
B – Aggregated data for all other subsidiaries or associates											
1. Subsidiaries (not included in Section A above)											
Various companies					3	3					1
2. Associates (not included in Section A above)											
Other companies					4	2					
Total investments in subsidiaries and associates					**19,008**	**15,550**					
o/w consolidated companies					19,008	15,550					
▪ French companies					18,774	16,126					
▪ Foreign companies					454	454					
o/w non-consolidated companies					0	0					
▪ French companies					-	-					
▪ Foreign companies					-	-					

All key information on foreign subsidiaries in a given country is provided in Note 6.

As a result of the judgement applied when measuring the fair value of investments in foreign entities, provisions to cover the negative difference between the Company's share in the equity of subsidiaries of a given country and the value of the corresponding investment are not systematically recognised (see Note 6).

2.7.6. Statutory auditors' special report on related party agreements

Shareholders' Meeting held to approve the financial statements for the year ended 31 December 2021

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Shareholders' Meeting of Casino, Guichard-Perrachon,

In our capacity as statutory auditors of your Company, we hereby present to you our report on related party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code (*Code de commerce*), to assess the relevance of these agreements prior to their approval.

We are also required, where applicable, to inform you in accordance with Article R. 225-31 of the French Commercial Code (*Code de commerce*) of the continuation of the implementation, during the year, of the agreements previously approved by the Shareholders' Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this type of engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

Agreements submitted for approval to the Shareholders' Meeting

Agreements authorized and concluded during the year

We hereby inform you that we have not been notified of any agreements authorized and concluded during the year to be submitted to the Shareholders' Meeting for approval in accordance with Article L. 225-38 of the French Commercial Code (*Code de commerce*).

Agreements previously approved by the Shareholders' Meeting

Agreements approved in prior years

- **a) with continuing effect during the year**

We hereby inform you that we have not been notified of any agreements which were approved by the Shareholders' Meeting in prior years and had continuing effect during the year.

- **b) without continuing effect during the year**

In addition, we have been notified that the following agreements, which were approved by the Shareholders' Meeting in prior years had no continuing effect during the year.

- ***Entered into with Mercialys: Trademark license agreement***

Persons concerned:

Mr. Jacques Dumas and Mr. Michel Savart (members of the Board of Directors of Mercialys).

Nature, purpose and terms and conditions:

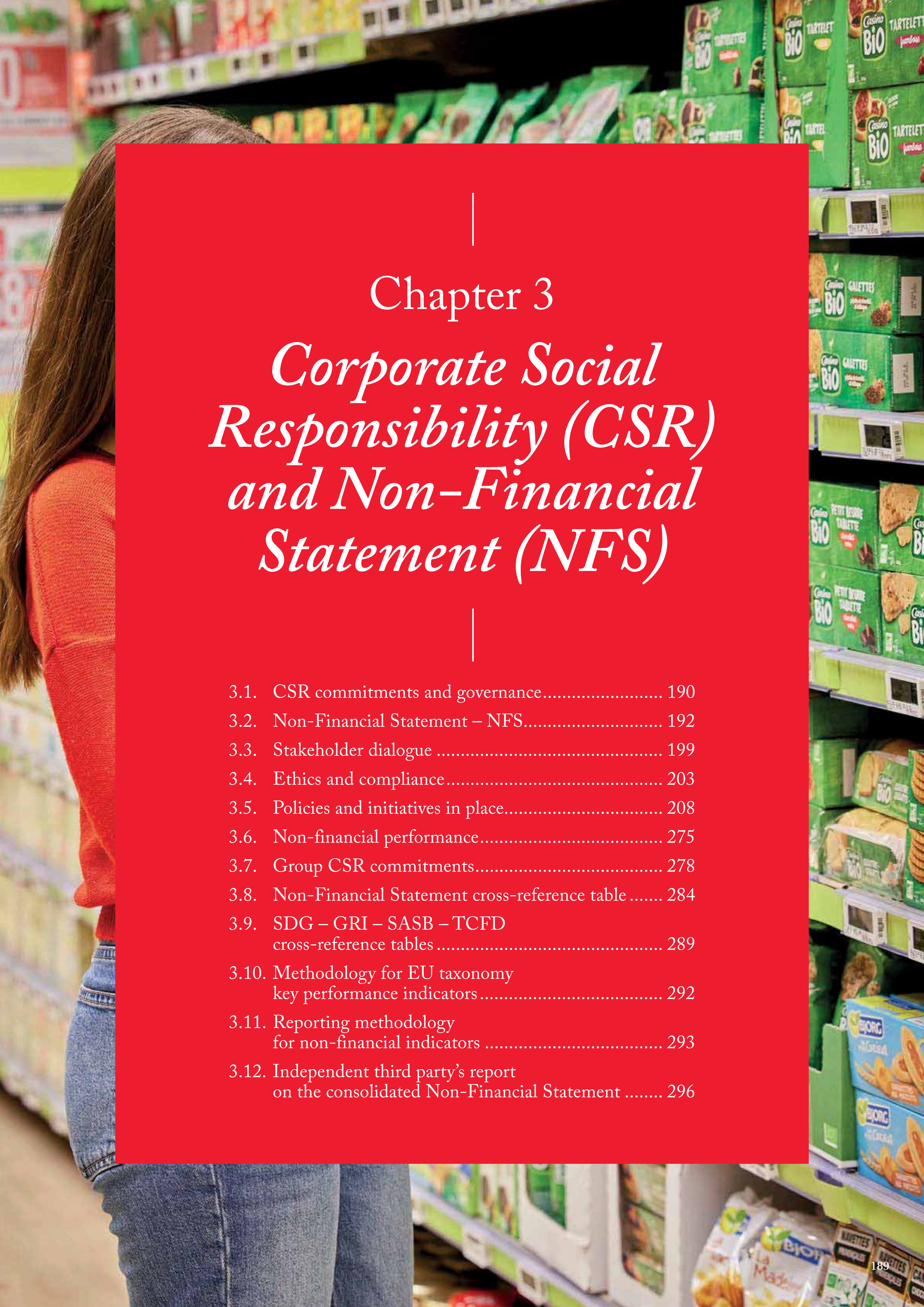
Under this agreement entered into on 24 May 2007 and approved by your Shareholders' Meeting of 29 May 2008, your Company grants Mercialys, for no consideration, a non-exclusive right to use, in France only, the "Nacarat" wordmark and figurative trademark, the "Beaulieu" wordmark and the "Beaulieu… pour une promenade" semi-figurative trademark.

Mercialys has a priority purchase right over these trademarks should your Company intend to sell them.

Paris-La Défense, 9 March 2022

The Statutory Auditors
French original signed by

Deloitte & Associés		Ernst & Young et Autres	
Frédéric Moulin	Patrice Choquet	Alexis Hurtrel	Pierre Jouanne



Chapter 3

Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS)

3.1. CSR COMMITMENTS AND GOVERNANCE

The CSR policy is drawn up in line with Casino Group's ethical principles and its commitment to respect and promote the principles affirmed by:

- the Universal Declaration of Human Rights;
- the ILO fundamental conventions, including Convention 29 on forced or compulsory labour, Convention 87 on freedom of association and protection of the right to organise, Convention 98 on the application of the principles of the right to organise and collective bargaining, Convention 100 on equal pay for men and women workers for work of equal value, Convention 105 on the abolition of forced labour, Convention 111 on discrimination in employment and occupation, Convention 138 on the minimum age for admission to employment, and Convention 182 on the prohibition of the worst forms of child labour and immediate action for their elimination;
- the United Nations Global Compact, which the Group signed in 2009;
- the Women's Empowerment Principles, which the Group endorsed in 2016;
- the 17 Sustainable Development Goals (SDG) adopted by UN member states;
- the Paris Climate Agreement and the Montreal Protocol;
- the Global Reporting Initiative (GRI) guidelines;
- the recommendations from the Task Force on Climate-related Financial Disclosures (TCFD).

Casino Group is working towards 17 SDGs, implementing policies to address the highest-priority issues (see section 3.7 "Group CSR commitments", pages 278-283).

The Group's CSR policy aims to pave the way for responsible consumer habits and improve the sustainability of its business model by fostering stakeholder trust through ongoing dialogue.

The implementation of the CSR programme is a growth driver for the Group as it helps to:

- boost employee motivation and engagement;
- attract top talent;
- enhance the Group's competitiveness by reducing its environmental impact, particularly in terms of energy use and waste;
- increase sales of responsible, innovative high-growth products, such as organic foods;
- foster long-term, trust-based relationships with customers, suppliers, shareholders, public authorities and other stakeholders.

Casino Group's CSR policy covers 15 priorities defined using materiality and impact analyses and an analysis of the Group's main risks. It is available on the corporate website: https://www.groupe-casino.fr/en/commitments/policy-and-csr-procedure/.

Commitments and associated actions are carried out while respecting each host country's culture and local practices.

Committed employer
- Promote diversity
- Help young people enter the workforce
- Provide growth opportunities for employees
- Take action to protect employee health and well-being

Responsible retailer
- Take action to protect consumer health
- Encourage consumption that is respectful of the environment and biodiversity
- Combat food waste

Trusted partner
- Strengthen ethical social compliance
- Support local production channels
- Promote the CSR initiatives of suppliers

Local corporate citizen
- Develop foundation programmes
- Develop solidarity partnerships

Environmentally proactive Group
- Reduce greenhouse gas emissions
- Increase energy efficiency
- Reduce and recover waste

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Casino Group's commitment to sustainable development, affirmed beginning in 2002, is backed by organisation and governance involving managers at all levels of the Group and at the highest level of the organisation.

At Group level

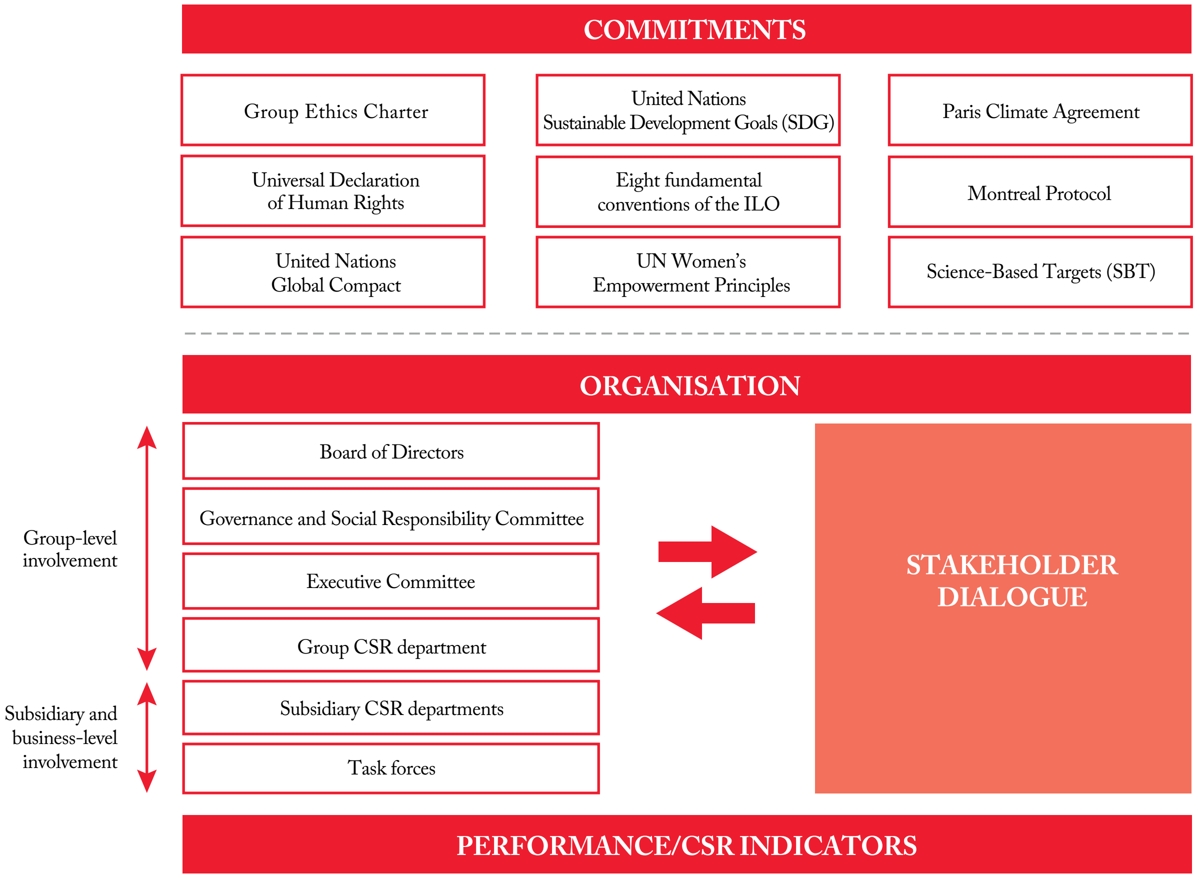
The Board of Directors has entrusted the assessment and monitoring of corporate social responsibility issues to the Governance and Social Responsibility Committee, broadening its responsibilities. The Committee is tasked with examining, in connection with the Group's strategy, its ethical, socially responsible, environmental and societal commitments and policies, their implementation and their results, and providing opinions or making recommendations to the Board of Directors.

Within this framework, the Committee must ensure, alongside the Audit Committee, that systems for identifying and managing the main risks relating to these areas of responsibility are in place, and that they comply with legal and regulatory provisions. The Committee also examines the Group's policy on gender equality and its overall approach to diversity (previously assigned to the Appointments and Compensation Committee). It also contributes, alongside the Appointments and Compensation Committee, to discussions on the implementation of CSR criteria in the Chairman and Chief Executive Officer's compensation. The Committee's powers are set out in its Charter and the Board of Directors' Internal Rules (see Chapters 5 and 8).

At 9 March 2022, the Governance and Social Responsibility Committee was made up of four Directors, three of whom were independent according to the criteria of the Afep-Medef Code. It is chaired by the Lead Independent Director, who is also a member of the Audit Committee. Reports on the work of the Board of Directors, the Governance and Social Responsibility Committee and the Audit Committee in 2021 are presented in Chapter 5 of this document. At the Annual General Meeting, the Group's CSR policy is presented to shareholders to respond to any questions about its direction and objectives.

The Group's CSR department is rolling out "CSR Spirit", its continuous improvement programme approved by the Group Executive Committee, in France and abroad in coordination with the various subsidiary CSR departments. It works under the General Secretary of the Executive Committee and reports to that committee.

The Executive Committee implements Group strategy, as defined by the Board of Directors and the Chief Executive Officer (see section 5.3.4) and monitors the Group's non-financial performance and overall action plans. The Committee meets once a month.



In the subsidiaries and business lines

Casino Group has created CSR departments in its main subsidiaries in France and abroad, coordinated by the Group CSR department. The following committees also assist in deploying the CSR policy:

- the Human Resources Steering Committee;
- the Scientific Committee on Nutrition and Health;
- the Quality Committee for France;
- the CSR Committees in place locally.

The Group's six targets for 2025 have been drawn up and validated by Group management, in line with the CSR progress approach and the business model.

3.2. NON-FINANCIAL STATEMENT – NFS

Pursuant to Article L. 225-102-1 of the French Commercial Code, the Company is required to prepare a consolidated Non-Financial Statement for 2021 complying with legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied in relation to those risks and the outcomes of those policies, including key performance indicators. The Non-Financial Statement must include, in accordance with the provisions of Article L. 225-102-1 of the French Commercial Code, information on how the Company takes into account the human resources, environmental and societal consequences of its operations. Chapter 3, Chapter 1 and section 4.3 of Chapter 4 together comprise the Non-Financial Statement. For readers, a cross-reference table on pages 284-288 identifies the relevant information.

3.2.1. Business model

For a presentation of the Group's activities and business model, see Chapter 1 Presentation of Casino Group – section 1.4 "Business model".

3.2.2. Description of the main non-financial risks and challenges, and identification methodology used

Casino Group's main CSR risks and opportunities are identified and assessed through risk mapping and materiality analyses.

(i) Identification of the main CSR challenges via Group risk mapping and the risk assessment process

The identification of the main CSR risks related to the Group's direct and indirect activities is carried out by the Group Risks and Compliance department and the Group CSR department (see Chapter 4).

From 2019, the two departments have defined a common method for rolling out a CSR risk management process throughout the Group that takes into account stakeholder impacts.

As part of this process and in line with international industry standards, a specific CSR category was integrated into the Group's pre-existing risk catalogue. The material issues were reviewed using the Food Retailers & Distributors industry benchmark from the Sustainability Accounting Standards Board (SASB). The category includes issues relating to duty of care, anti-corruption and fraud legislation, as well as food waste. A cross-reference table of SASB standards is included at the end of this section.

A further specific CSR risk identification campaign was carried out in 2021 across all Group entities, by asking them to identify and evaluate their five main CSR risks based on their impact on the company and on stakeholders. For each risk, the entities indicated the control activities already in place and action plans to be implemented to reduce the level of residual risk. The results were presented to the Governance and CSR Committee in March 2022. For the major risks identified as part of this latest campaign, Group entities identified whether they considered the risks to be emerging risks or new risks that they expect will have a long-term impact on their business activities. These risks are listed in Chapter 4 of this Universal Registration Document.

To help them identify major risks, entities are provided with methodological support and tools jointly prepared by the Group Risks and Compliance department and the Group CSR department. These include a risk catalogue containing a description of each risk, the stakeholders involved, the main impacts on said stakeholders, and the criteria and rules for determining the probability and impact of both the gross risk (before taking into account existing internal controls) and the net risk.

The management committee of each entity is required to validate the results emanating from the identification process carried out jointly by the entity's CSR and Risks experts. Each entity's management committee validates the results of the risk identification and evaluation work carried out jointly by the entity's CSR and Risks experts.

In addition, a working group – comprising the Chairman of the Risk Prevention Committee, the Group Insurance Director, the Group CSR Director, the Risks and Compliance Director, the Group Ethics Officer and the Group Internal Control Director – carry out specific reviews to identify major CSR risks at the parent company level, the list of which was updated in 2021.

In keeping with the recommendations from the Task Force on Climate-related Financial Disclosures (TCFD), in 2020 the Group specifically assessed physical and transition risks, as well as climate-related opportunities across all Group entities. In its risk catalogue, the Group has applied the same categories of climate-related risks as those used by the TCFD. This climate risk identification process is integrated into the Group risk identification process carried out annually by the Risks and Compliance department, which also takes action to foster a risk culture throughout the Group.

The main risks identified in this way are presented in paragraph (iii) below.

More details are provided in Chapter 4 of this Universal Registration Document.

In addition, the analysis of corruption risks and influence peddling risks is conducted as part of a specific risk mapping process described in more detail in section 3.4.3 of this chapter.

(ii) Identification of the main CSR opportunities via materiality analyses

The Group conducts regular materiality analyses to identify and respond to its major human resources, societal and environmental challenges, and to advocate responsible economic growth and business development.

In order to assess and update the Group CSR Policy for 2030, the most strategic challenges faced at the Group level were analysed across all its geographies in 2021. Commissioned from an external third party, the analysis assessed double materiality, as it is currently defined; CSR issues, i.e., the Group's impact on major human resources, societal and environmental challenges; and the impact of these issues on the Group's economic success.

Based on a document review (industry benchmarks, trend analysis), 32 challenges were identified and submitted for quantitative analysis through a stakeholder survey. More than 210 internal and external stakeholders completed the survey, including suppliers, NGO representatives, public authorities, academics and employees.

The resulting data were enhanced by:

- materiality analyses conducted within the Group's subsidiaries in Brazil, Colombia and Argentina;
- detailed analysis of CSR challenges prioritised by international standards and guidelines (e.g., SASB, GRI) as well as by non-financial ratings agencies (including MCSI, S&P CSA);
- a study conducted in 2021 of the expectations of Casino Group's main investors in terms of the environmental, social and governance (ESG) policy; and
- results and implications of the Group's above-mentioned risk map (section i).

The results from this analysis will be addressed by the Executive Committee and Governance and Social Responsibility Committee in 2022.

(iii) Main CSR risks and opportunities identified

The main CSR risks and opportunities identified in this way are presented for each of the four categories of information (social and environmental consequences, respect for human rights and the fight against corruption), in accordance with Article L. 225-102-1 of the French Commercial Code. The policies applied and the due diligence procedures implemented to prevent, identify and mitigate the occurrence of these risks are described in this chapter on the pages mentioned below, as are the outcomes of these policies, including key monitoring and/or performance indicators.

Main CSR risks	Description of the risks	Potential impacts	Policies, due diligence and outcomes
Societal			
Food safety	Risk of a health crisis due to: ▪ a product quality, compliance or safety issue; ▪ failure to implement product recall procedures.	Impact on consumer health (food poisoning and indigestion). Impact on the company (image, reputation and financial impact).	**Responsible retailer approach** *See section 3.5.3.1.* Product quality: quality management system (dedicated organisation and experts, IFS standard, regular audits, quality analyses, procedures and tools for traceability, recall and crisis management). **Group performance indicators** *See section 3.6.*
Climate change	Physical risks in the event of extreme weather conditions. Chronic physical risks with regard to climate change, rising average temperatures and sea levels, and concerning the supply chain. Transition risks related to reputation and changes in the legal and tax environment.	Impact on the Group's economic activities: business disruption, higher raw material prices, higher energy prices, increase in insurance premiums. Impact on employees: working conditions, health, safety and productivity. Impact on the products sold in stores, with changes to customers' purchasing behaviours. Impact on access to financing. Impact on the company (image, reputation and financial impact).	**Environmentally committed, climate aware approach** *See sections 3.5.4.2 and 3.5.4.2.1.* Fighting climate change via a low-carbon strategy based notably on reducing refrigerant-related emissions through: preventive maintenance, increased use of refrigerants with low global warming potential, and the gradual replacement of existing refrigeration equipment. *For more information about the Group's management of climate change risk, see section 4.3.3.* **Group performance indicators** *See section 3.6.*

Main CSR risks	Description of the risks	Potential impacts	Policies, due diligence and outcomes
Environmental impacts of the supply chain	Risk of non-compliance by suppliers with regulations and Group commitments on water and soil pollution, greenhouse gas emissions, deforestation, sustainable resource management and waste management.	Impact on workers (health, safety, etc.) in the supply chain. Sanctions for non-compliance with the French duty of care (*devoir de vigilance*) law of 27 March 2017. Impact on the company (image, reputation and financial impact).	**Responsible retailer approach** *See sections 3.5.3.3 and 3.5.3.4.* Monitoring and improving the social and environmental impacts of the supply chain: evaluation of the social and environmental risks of its suppliers and sectors, auditing and improvement of the suppliers of private-label products based in countries at risk, in particular with regard to the duty of care. Duty of care plan provided for in I of Article L. 225-102-4 of the French Commercial Code. **Monitoring indicators** *See section 3.5.3.4.* **Group performance indicators** *See section 3.6.*
Social impacts of the supply chain	Risk of non-compliance by suppliers with the regulations and Group commitments on human rights and fundamental freedoms: child labour, forced labour, discrimination, freedom of association, minimum wage, health and safety, working conditions, etc.		
Fighting discrimination and promoting diversity	Risk of non-compliance with the regulations and/or the commitments made by the company in relation to combating discrimination and promoting diversity.	Impact on the level of employee engagement and the company's attractiveness as an employer. Implications relating to the employer's liability for non-compliance with laws and regulations. Impact on the company's business performance. Impact on the company (image, reputation and financial impact).	**Committed employer approach** *See section 3.5.1.1.* Promoting diversity and professional equality: initiatives designed to combat discrimination and stereotypes, foster the integration and retention of disabled workers, and promote generational diversity. **Group performance indicators** *See section 3.6.*

Main CSR risks	Description of the risks	Potential impacts	Policies, due diligence and outcomes
Corruption and business ethics	Risk of non-compliance with anti-corruption laws and regulations, including Sapin II.	Impact on the level of employee engagement. Sanctions for non-compliance with the Sapin II law. Impact on the relationship with stakeholders (trust, quality of the relationship, etc.). Impact on the company (image, reputation and financial impact).	**Respect for ethics and compliance** *See section 3.4.* Commitment to combating corruption: Group Ethics Committee, Code of Ethics and Conduct, corruption risk mapping, network of ethics officers, training and awareness of the Group's ethics and anti-corruption policy. **Group performance indicators** *See section 3.6.*

For more information, see section 4.3.3 "Main risk factors", "Corporate social responsibility (CSR) risks".

For more information about non-financial performance, see section 3.6 on pages 275-277.

Casino Group also takes into account the other CSR issues that relate to its business model (see Chapter 1).

In addition to the main CSR risks mentioned above, it accordingly also carries out actions contributing to:

- social dialogue/collective agreements and their impacts on company performance and working conditions (see section 3.5.1.3 of this chapter);
- the development of a line-up of responsible products (see sections 3.5.3.2 and 3.5.4.6);
- the development of healthy products (see section 3.5.3.2);
- respect for animal welfare (see section 3.5.3.5 of this chapter);
- the fight against food waste (see section 3.5.4.5 of this chapter);
- supporting the circular economy (see section 3.5.4.4 of this chapter);
- customer satisfaction (see section 3.3.2);
- the fight against food insecurity (see section 3.5.2.1 of this chapter);
- local roots (see section 3.5.4.2.4 (ii)).

Tax evasion risk was included in the CSR risk analysis and was deemed to be non-material.

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3.2.3. Description of the Group's sustainable businesses under the EU Green Taxonomy and performance indicators

This document is in line with Article 8 of Regulation (EU) 2020/852 on the Green Taxonomy and the Delegated Act published on 6 July 2021 regarding published information, which apply to companies required to publish a non-financial statement.

3.2.3.1. The EU Green Taxonomy

The Green Taxonomy regulation is a key instrument of the European Commission's action plan on sustainable finance. This legislation sets out a classification system to define environmentally sustainable economic activities. These activities must contribute to one of the six environmental objectives set out in Article 9 of Regulation (EU) 2020/852: climate change mitigation, climate change adaptation, sustainable use and protection of water and marine resources, transition to a circular economy, pollution prevention and control, and protection and restoration of biodiversity and ecosystems.

As a company required to publish a non-financial statement under Article 29a of Directive 2013/34/EU, Casino Group must comply with Article 8 of the EU Green Taxonomy regulation. The Group must therefore report which of its economic activities qualify as environmentally sustainable (according to the Taxonomy's alignment criteria[(1)]).

The activities reported for the 2021 financial year relate to the first two environmental objectives for which technical screening criteria have been set out in the Climate Delegated Act[(2)].

For the 2021 reporting period, Article 8 of the Delegated Act requires companies to disclose the proportion of economic activities eligible[(3)] for the Taxonomy and those not eligible[(4)] for the Taxonomy out of total Group turnover (net sales), capital expenditure (CapEx) and selected operating expenses (OpEx) ("indicators").

The indicators to be disclosed are set in line with Appendix I of Article 8 of the Delegated Act.

Casino Group determined the Taxonomy-eligible indicators in accordance with legal requirements.

3.2.3.2. Activities

All of Casino Group's economic activities eligible for the Taxonomy – by virtue of their contribution to the first two environmental objectives in accordance with Article 8 of the Delegated Act – were subject to review.

This in-depth review, which involved all of the Group's functions concerned, identified two types of Taxonomy-eligible activities: (2.1) main economic activity that generates net sales and (2.2) individually eligible activities that result in capital expenditure (CapEx) and operating expenditure (OpEx).

3.2.3.2.1. Main activity

The main economic activity which contributes to the two climate objectives and is eligible for the Taxonomy focuses on improving energy efficiency and generating renewable electricity. It is presented on page ten of this document.

This activity covers the following categories:

- **4.1** "Electricity generation using solar photovoltaic technology", particularly through the roll-out of photovoltaic systems on the rooftops and in the car parks of hypermarkets and supermarkets: 2.5 million sq.m. of solar panels have been installed through this activity;
- **7.3** "Installation, maintenance and repair of energy efficiency equipment", particularly by deploying Energy Performance Contracts: 3,112 contracts have been rolled out;
- **7.4** "Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)". Through a partnership, GreenYellow is implementing a network of ultra-fast electric vehicle charging stations in France;
- **7.6** "Installation, maintenance and repair of renewable energy technologies", through the operation of renewable energy power generation units: 523 photovoltaic power systems installed or being installed, excluding joint ventures, in 2021.

(1) A taxonomy-aligned economic activity is an economic activity that meets the environmentally sustainable criteria set forth in Article 3 of Regulation (EU) 2020/852.
(2) Delegated Regulation (EU) 2021/2178 of the Commission supplementing Regulation (EU) 2020/852 by specifying the content and presentation of information to be disclosed by undertakings subject to Articles 19a or 29a of Directive 2013/34/EU concerning environmentally sustainable economic activities, and specifying the methodology to comply with that disclosure obligation.
(3) Activity described in the delegated acts adopted pursuant to Articles 10, 11(3) and 12 to 15(2) of Regulation (EU) 2020/852, irrespective of whether that activity meets any or all of the technical screening criteria laid down in those delegated acts.
(4) Activity not described in the delegated acts adopted pursuant to Articles 10, 11(3) and 12 to 15(2) of Regulation (EU) 2020/852.

3.2.3.2.2. Individually eligible activities that result in capital expenditure (CapEx) and operating expenditure (OpEx)

The Group identified activities resulting in capital or operating expenditure that can be considered individually eligible by virtue of their contribution to climate change mitigation:

- **3.6** "Manufacture of other low carbon technologies", particularly investment in eco-designed packaging equipment;
- **4.1** "Electricity generation using solar photovoltaic technology", particularly investments made (excluding GreenYellow) by Group business units to install solar panels on buildings;
- **5.2** "Renewal of water collection, treatment and supply systems", particularly maintenance work on water systems carried out by some entities;
- **6.6** "Freight transport services by road": transport of goods by road;
- **7.1** "Construction of new buildings": eligible because of the property development businesses operating in France, Colombia and Brazil;
- **7.2** "Renovation of existing buildings": measures to renovate existing buildings;
- **7.3** "Installation, maintenance and repair of energy efficiency equipment": CapEx resulting from the installation and maintenance of equipment to improve energy efficiency, for example to replace lighting with more energy efficient systems;
- **7.4** "Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)";
- **7.6** "Installation, maintenance and repair of renewable energy technologies";
- **7.7** "Acquisition and ownership of buildings": CapEx resulting from the acquisition of buildings (legal ownership or economic ownership as a tenant with right of use);
- **9.3** "Professional services related to energy performance of buildings": Energy audits and building energy consulting services.

3.2.3.3. Key performance indicators

The indicators are turnover (net sales), CapEx and OpEx[1]. For the 2021 reporting period, indicators must be published on economic activities that are eligible and on economic activities that are not eligible for the Taxonomy (Article 10(2) of Article 8 of the Delegated Act).

	Total as defined by the Taxonomy regulation *(€ m)*	Proportion of economic activities eligible for the Taxonomy *(%)*	Proportion of economic activities not eligible for the Taxonomy *(%)*
Net sales	30,549	0.21%	99.79%
CapEx[1]	2,209	54.10%	45.90%
OpEx[2]	450	34.92%	65.08%

(1) See definition of the CapEx indicator in the Taxonomy regulation on page 292.
(2) See definition of the OpEx indicator in the Taxonomy regulation on page 292.

The proportion of eligible economic activities included in Casino Group's net sales stood at 0.21% at 31 December 2021.

The proportion of capital expenditure eligible for the Taxonomy was 54.10%, and the proportion of operating expenditure eligible for the Taxonomy was 34.92%. This capital expenditure (CapEx) and operating expenditure (OpEx) include expenses:

- resulting from economic activities eligible for the Taxonomy with capital expenditure and operating expenditure resulting from eligible activities;
- resulting from individual measures that enable some target activities (our non-eligible activities) to lower their carbon footprint or reduce greenhouse gas emissions.

3.2.3.4. Activities resulting in additional OpEx

In addition to required Taxonomy reporting, Casino Group voluntarily presents activities resulting in additional OpEx, which do not currently fall under the Taxonomy framework but contribute to at least one of the climate objectives. They include:

- **4.1** "Electricity generation using solar photovoltaic technology";
- **5.1** "Construction, extension and operation of water collection, treatment and distribution systems";
- **5.8** "Composting of bio-waste";
- **7.3** "Installation, maintenance and repair of energy efficiency equipment";
- **6.4** "Operation of personal mobility devices, cycle logistics";
- **6.8** "Inland freight water transport";
- **8.2** "Data-driven solutions for GHG emissions reductions": Support services for implementing measures that have a positive impact on the climate.

(1) See section 3.10 "Methodology for EU taxonomy key performance indicators" for the definition of these indicators, on page 292.

3.3. STAKEHOLDER DIALOGUE

For many years now, the Group has maintained regular, constructive dialogue with local and national stakeholders in all its host countries. Open, meaningful discussions are encouraged for the purpose of developing and jointly creating projects and innovative partnerships. Dialogue takes place through various means depending on the stakeholders, at both entity and Group level.

3.3.1. Employees and their representatives

Human resources and CSR policies are built on regular dialogue with employees and their representatives. The Group conducts many initiatives in favour of social dialogue, and works to establish tools for listening to and exchanging with employees. Many agreements are signed each year with representative trade union organisations. These programmes and tools are described in section 3.5.1.3.

Embracing this concept, Management and the representative trade unions decided to implement a Casino CSR agreement in France in 2014. A third agreement was negotiated in 2020 and signed for the 2021-2023 period. In Brazil, GPA conducts many initiatives in favour of social dialogue and maintains good relations with various trade unions. In Colombia, Éxito has implemented four collective agreements and a collective pact for the 2019-2022 period.

Employee engagement and opinion surveys are also carried out regularly by the subsidiaries to gauge employees' expectations. For example, Monoprix renewed its engagement survey in 2021, with a participation rate of 76% and a quality of life at work indicator of 65%. Launched in 2020, the "Casino Acting for the Planet" (*Casino Agissons pour la Planète*, CAP) programme allowed employees of Casino stores (hypermarkets and supermarkets) to express their CSR expectations and communicate on the initiatives in place. This programme continued in 2021, and a first assessment was carried out on its three pillars, "CAP-able of acting for the climate", "CAP-able of eating better" and "CAP-able of standing together" and the ten commitments. Indicators were defined to monitor programme implementation, and the results were shared on social media.

In South America, Éxito conducted an employee work environment survey in 2021, with a participation rate of 96%. In Brazil, an engagement survey of GPA employees was conducted in 2021. It showed an engagement rate of 76%, based on the eNPS (Employee Net Promoter Score), which measures employee satisfaction.

3.3.2. Customers

Aimed at being in tune with customers and their expectations, the Group's policy for improving customer service promotes quality dialogue based on the following tools, broken down by banner:

- A dedicated organisation: each Group banner has a customer service centre open 24/7 by telephone (at a toll-free number), post or the Internet, where customers can obtain information on stores and products, and have their questions answered. At Casino, a "Customer Culture" department was set up in 2020 to build a stronger relationship with banner customers. In Brazil, GPA's Innovation and Marketing department centralises customer requests through its customer satisfaction service. Assaí created its own customer service with a dedicated programme, a multi-channel service and the implementation of a virtual assistant to handle customer requests by telephone.
- Regular training programmes in customer satisfaction and listening to customers.
- Social networks: Casino Group and its banners have accounts on the various social networks to allow them to interact with their customers and answer their questions in real time.
- Satisfaction surveys and questionnaires in all the Group's banners. In France, all of the banners carry out customer surveys and organise store visits by specialised service providers. The questionnaires address a wide variety of issues that affect customer satisfaction, including store cleanliness, store traffic, service quality (staff friendliness, check-out times) and the range of products on offer (including fruit and vegetables). Measured in all Group entities, customer satisfaction is monitored and analysed. For example, the new Customer Culture department measures customer satisfaction at Casino banners via three channels: the Cmax mobile app, post-purchase emails sent to regular customers, and in-store displays for occasional customers. The customer experience is measured using the Net Promoter Score (NPS). In Colombia, Éxito also uses NPS to measure customer satisfaction along with other indicators such as the Customer Effort Score (CES) and the Net Satisfaction Index (INS). The Colombian banner carries out customer surveys in stores, in addition to online surveys. In Brazil, GPA uses quantitative (e.g., NPS) and qualitative tools, and takes measures to positively impact the customer experience. GPA regularly wins awards for the quality of its customer relations. In 2021, it won the "CONAREC" in the online retail category.

- Reports are prepared and forwarded to the relevant departments (purchasing, marketing, stores, etc.) so that corrective and preventive initiatives can be implemented. For Casino banners, any possible irritants are compiled and communicated to the store in question.
- Loyalty programmes: the Group's main banners have established loyalty programmes to improve customers' satisfaction and monitor their needs. They are a key tool in meeting expectations, giving loyal customers access to preferential offers tailored to their shopping habits. Casino banners launched the Cmax loyalty programme. And in Colombia, the Éxito programme had more than 6 million members in 2021.

  The system as a whole serves to monitor and measure customer satisfaction.

  To meet consumer expectations in terms of responsible consumption, the Group adapts its store concepts and product ranges. The Group continued during the year to develop its banners in France dedicated to organic products. These include Naturalia, which now operates more than 200 stores, including several all-vegan stores, and Casino#Bio, which was inaugurated in 2019. It develops organic product ranges and takes into account consumer expectations to adjust its offering. For example, the Casino brand is continuing its initiatives to improve the nutritional value of product recipes: significant reduction in fats, saturated fats, salt, sugar, etc. And in 2021, nearly 60% of Casino products were assigned a Nutri-Score of A, B or C. Monoprix launched a new "Santé au Quotidien" space in some of its stores to promote the benefits of self-care. The concept features a space where customers can come for advice and expertise, a selection of products and services, and a remote consultation booth. Qualified pharmacists and specialised advisors are available to support customers and answer their questions. In Colombia, Grupo Éxito is continuing to roll out its Carulla Fresh Market concept, with 21 stores in 2021 dedicated to responsible consumption, featuring an expanded selection of local, organically grown products. Gluten-free products, low-sodium and/or low-sugar products, as well as vegetarian and vegan products are also available to meet the requirements of all customers. Spaces are specifically designed to promote the responsible food and non-food offering in stores.
- Policies relating to ethics, animal welfare and the environmental impact of products are also of interest to consumers, mirroring the policies developed by the Group (see section 3.5.3).

3.3.3. Suppliers

Since its inception, Casino Group has maintained close relationships with its suppliers.

It engages in regular and constructive dialogue:

(i) With its suppliers of private-label products, including SMEs:

In France, Casino Group has appointed a correspondent for SMEs to streamline their dealings with the central purchasing unit (*Achats Marchandises Casino* – AMC). This person also acts as a first point of contact in commercial disputes with all types of manufacturers and organises contact with the Group mediator. The SME correspondent works with the *Fédération des Entreprises et Entrepreneurs de France* (FEEF) and the *Association Nationale des Industries Alimentaires* (ANIA). He or she also organises biannual internal meetings within the SME forum to take into account the expectations and challenges of SMEs in their markets. A charter facilitating business relations between FEEF-affiliated SMEs and the Group's banners has been renewed for three years (2020-2022).

In 2020, given the public health situation, meetings were held online to maintain connections (trade shows and conferences were cancelled). New channels were identified in stores to support manufacturers, in particular SMEs, whose volumes fell due to the closure of restaurants. For example, several webinars were held with small business members of the FEEF to assist them in developing their digital capabilities and export business.

To support French suppliers in their CSR initiatives:

- Casino Group also encourages suppliers to self-assess their CSR practices using the Valorise portal set up with trade organisations ANIA, FEEF, COOP de France and the *Fédération du commerce et de la distribution* (FCD), of which the Group is a member. The portal (www.valo-rise.com) is designed to make it easier for suppliers, from very small enterprises (VSEs) to large international corporations, to self-assess their CSR performance thanks to a single form that can be used for several retail banners.

  This platform enables suppliers to:
  - self-assess their CSR performance with a single online questionnaire, based on the ISO 26000 standard and organised into six subject areas: governance, environment, local communities/development, consumers, fair practice and human resources/human rights,
  - facilitate management of CSR initiatives,
  - promote engagement in CSR by stakeholders across the supply chain, and
  - ascertain suppliers' maturity levels.

1 2 3 4 5 6 7 8

In 2021, 173 Casino Group suppliers self-assessed their CSR policies (313 in 2020), covering 344 production sites:

- the banners also support the "Engaged Entrepreneurs" SME+ label developed by the FEEF to promote SMEs to consumers by providing reassurance as to a product's origin and production and helping people to shop more meaningfully. Promotions were also organised in Group banners in 2021; in 2021, further initiatives were introduced to encourage stores to feature items purchased directly from local producers (in particular, Monoprix),
- the Group's central purchasing units, in partnership with suppliers, develop innovative products that meet the expectations of consumers who are increasingly concerned about their health and the impact of their consumption behaviours on the environment,
- the Group's Quality department organises a webinar to explain the CSR commitments included in the private-label specifications.

(ii) With its main national brand suppliers in order to share CSR objectives and priorities, and/or set up collaborative projects: for example, the Group conducts operations jointly with its suppliers for the benefit of the French Federation of Food Banks and non-profit Handi'chiens, etc. In 2020, the Casino Group launched the "Carbon Forum" with the aim of mobilising its main suppliers to reduce the greenhouse gas emissions of the products sold in its stores (see section 3.5.4.2). Meetings and target-setting continued in 2021 using digital formats.

(iii) With production chains: the Group has forged more than 160 long-term partnerships with farm cooperatives and farm produce production chains. It has notably created a "Charolaise Label Rouge" production chain for beef and an organic chicken production chain with farmers in Mayenne covering a five-year period, with guaranteed production volumes. The Group has also continued to develop a specific supply chain for eggs laid by free-range hens raised in France on feed that is 100% made in France and free from GMOs and antibiotics, to be sold under private-label brands. Since 2020, the Group was the first French retailer to only sell cage-free eggs across all its private-label and national brands. It also signed a charter entitled "Closer to you and your tastes" ("*Plus près de chez vous et de vos goûts*") with the French Ministry of Agriculture to promote local, agricultural products in its stores.

(iv) With food-tech start-ups by continuing to roll out its SFE (Services for Equity) initiative: this programme provides them with targeted support to work towards market launch in Casino banners in exchange for a minority stake in their share capital. Six start-ups have been brought on board so far, and the selection process continues with all banners.

In South America, Éxito supports local producers by forging partnerships with well-known NGOs and non-profits and by purchasing directly from local Colombian producers. Accordingly, nearly 90% of fruit and vegetables sold by Éxito are from Colombia, and over 80% of purchases are made directly from around 700 local producers. Producers are offered a programme of technical assistance, productivity improvements, delivery management and other support, along with a pledge to buy their products at the best possible price, which helps to drive local social and economic development. For more than 20 years, GPA has been supporting the "Caras do Brasil" programme to promote the purchasing of products from small producers. Since its launch, more than 100 small businesses have participated in the programme. In 2021, products from the programme began to be sold on the brand's e-commerce site.

3.3.4. Local authorities

With an extensive network of stores throughout France, in cities and rural areas, the Group contributes to the development of the communities where it operates. The banners' business development teams, store and network managers and the External Relations department maintain ongoing dialogue with local authorities. The Group has formats to suit the specific needs of all communities (Casino Shop, Spar, Vival, Monoprix, etc.) and of local authorities (in-store postal service, parcel pick-up and Amazon Lockers, newsstands, collection of recyclables, laundromats, etc.). Working closely with local authorities, Casino is helping rethink the balance between city centre and suburban retailing. The Group is taking part in the nationwide "Action Cœur de Ville" programme and is a preferred partner in connecting public and private sector actors with the aim of reinvigorating city centres. The Group engages in dialogue with local stakeholders when opening, developing or closing stores.

3.3.5. Local communities

The Group interacts with local communities through the work of its foundations in the areas of community outreach, education and workforce integration (see section 3.5.2), as well as through initiatives conducted locally by its stores.

- The stores in France organise several collections each year for local non-profits. Monoprix, for example, supports the Protection Civile teams in Paris through an annual collection of around 4,000 hygiene kits, which are donated to the teams each year. The banner also supports local associations through the spare change donation programme. Cdiscount supports French regions and participates in the local economy through its Made In France offer, its collaboration with start-ups, and its special arrangement designed for small and medium-sized businesses.
- In South America, GPA and its "Instituto GPA" Foundation support local communities in the vicinity of its stores by rolling out programmes to foster employment and encourage entrepreneurship among disadvantaged people. The NATA programme, in partnership with Rio de Janeiro State's departments of education and agriculture, offers baking and confectionery training courses in the communities surrounding its stores to young people from Rio de Janeiro's favelas. In 2021, due to the Covid-19 pandemic, class activities were suspended and the programme shifted to remote learning, with teaching materials made available to students. In-person activities resumed in October 2021. In Colombia, Éxito supports local communities through its foundation in the fight against childhood malnutrition by sourcing local products from local communities. The Colombian banner also developed community training programmes on childcare in local neighbourhoods around its stores.

The Group is committed to supporting food bank networks in France and abroad, and contributes by organising collections in its stores and supporting national collection initiatives (see section 3.5.2.1).

3.3.6. Partner organisations (NGOs and associations)

Casino Group takes part in the work of the Initiative for Compliance and Sustainability (ICS), the Businesses for Human Rights non-profit (*Entreprises pour les Droits de l'Homme* – EDH), the Beef Commodity Working Group of the Forest Positive Coalition backed by the Consumer Goods Forum, the International Accord for Heath and Safety in the Textile and Garment Industry, the Palm Oil Transparency Coalition, the Soy Transparency Coalition, and the Cerrado Manifesto Statement of Support. It is a partner of the Earthworm Foundation, an NGO whose goal is to transform supply chains to make them more sustainable and to fight deforestation.

In France, the Group is a member of various specialist non-profits such as the Global Compact France, Duralim, Open Agri Food, the working parents observatory (*Observatoire de la Parentalité*), the equal opportunity education network (*Réseau National des Entreprises au Service de l'Égalité des Chances dans l'Éducation*), the Saint-Étienne-based eco-design and lifecycle management unit (*Pôle Éco-Conception et Management du Cycle de Vie*), retail association Perifem (*Association technique du Commerce et de la Distribution*), and other environmental bodies. In 2017, it entered into a partnership with three animal protection organisations – LFDA, CIWF and OABA – to contribute to the development of national labelling on animal welfare standards in the poultry sector (see section 3.5.3.5). This partnership has helped to draw a baseline setting minimum welfare standards throughout animals' lives. The Group also supports several multi-stakeholder initiatives, enabling multilateral dialogue with associations, including the Plastic Pact, the French Soy Manifesto and the French Sustainable Cocoa Initiative. It interacts with many other organisations and associations, such as UN Women.

In South America, banners also foster dialogue with stakeholders. In Brazil, GPA is a member of the Ethos Institute, an industry CSR association, the AKATU institute which organises awareness and mobilisation actions around sustainable consumption, textile association ABVTEX which works towards sustainability and decent working conditions across the textile supply chain, the National Pact to Eradicate Slave Labour (InPACTO) and Global Compact. GPA engages with GTFI, the working group dedicated to tracking indirect suppliers in Brazil's beef industry, and joined the multi-sector movement Brazil Coalition Climate, Forests and Agriculture to promote a new economic development model based on zero-carbon principles. In Colombia, Éxito interacts with various national stakeholders including the National Learning Service (SENA) and international bodies such as TFA 2030, WWF, the Global Compact, the New York Declaration on Forests, and the Consumer Goods Forum, which it joined in 2007.

In 2021, the Group responded to various requests and questionnaires from recognised NGOs, particularly on the issues of climate change, animal welfare, aquaculture, pesticides and deforestation.

3.3.7. Financial and non-financial community

The Group maintains regular dialogue with socially responsible investment (SRI) players, including ratings agencies and investment funds, by taking part in interviews and providing information when requested. Every year, the Group responds to several requests and questionnaires relating to climate and nutrition issues, animal welfare, the living wage, and corporate governance.

The Group gives priority to requests from the following non-financial ratings and similar agencies: Moody's ESG Solutions, FTSE, S&P CSA, Sustainalytics, MSCI, and the CDP ESG questionnaires – Climate & Forest, BBFAW, FAIRR.

3.4. ETHICS AND COMPLIANCE

Casino Group believes that acting with integrity, fairness and honesty is crucial to sustainable performance. The Group reaffirms its ethical principles with stakeholders in the Group Ethics Charter and in the Supplier Ethics Charter.

Through its membership of the UN Global Compact since 2009, Casino Group affirms its commitment to preventing and combating corruption and complying with principles of transparency, good governance and more broadly with national and international laws.

The implementation of the compliance and anti-corruption programme is the responsibility of Senior Management. Each of the Group's entities implements the Code of Ethics and Conduct and rolls out its compliance programme in accordance with the specific features of its activities and/or geographical location, as well as applicable regulations, while reporting to the Group's Ethics Committee.

3.4.1. Group Ethics Committee

The Group Ethics Committee was created by Casino Group Senior Management to promote and communicate the anti-corruption policy at the management level and in daily practices across Casino Group. It reviews the foundational texts, validates and drives their implementation by business units and corporate departments in all Casino Group's areas of activity.

The Committee is made up of the Group General Secretary, the Group Risk and Compliance Director, the Group CSR Director, the Group Internal Audit Director, the Group Employment Law Director, the Group Internal Control Director and the Secretary of the Casino, Guichard-Perrachon Board of Directors, who acts as the Committee Chairman.

As part of their responsibilities, the Group Ethics Committee and the Group Ethics Officer ensure the implementation and proper functioning of an anti-corruption system in accordance with legal requirements. They rely on the work of the Risks and Compliance department and the Internal Audit department. The Group Ethics Officer reports to the Governance and Social Responsibility Committee and the Group Audit Committee every six months on the policies and action plans implemented.

3.4.2. Code of Ethics and Conduct

In addition to the Group Ethics Charter, a Code of Ethics and Conduct, applied within Casino Group, lays down the rules of conduct, principles and ethical obligations by which all members of personnel must abide at all times in their daily work.

Each employee is expected to act in strict compliance with laws and regulations, to be fair and honest, and to behave with exemplary professional ethics.

The Code of Ethics and Conduct sets out Casino Group's policy on business ethics and individual behaviour. It is applicable to all employees, managers and Directors of Casino Group companies. It describes the values that are central to Casino Group's culture: legal and regulatory compliance, integrity, loyalty, transparency, honesty and respect for others.

The Code, which illustrates these values using practical examples, covers the following topics: conflicts of interest, anti-corruption (including rules relating to gifts and invitations), relations with public officials (including the prohibition of contributions on behalf of Casino Group to election candidates, political parties, organisations or other political entities), use of intermediaries, free competition, confidentiality of information (including protection of confidential or sensitive information and prevention of insider trading), protection of personal data, protection of the Group's assets, accuracy and reliability of financial information.

Casino Group condemns corruption in all its forms and works steadfastly to ensure that its employees are committed to upholding this principle. It has made a firm commitment to comply strictly with anti-corruption regulations in France and its host countries, to pursue a process of continuous improvement in the identification and prevention of corruption risks and to sanction improper or non-compliant practices.

The values and rules are communicated to the Group's partners as part of its operations (service providers, suppliers, customers, public authorities, temporary workers, etc.).

3.4.3. Network of ethics officers – prevention and whistleblowing

In 2017, Casino Group appointed a Risks and Compliance Director, who also acts as Group Ethics Officer and is a member of the Group Ethics Committee. He is tasked with applying Casino Group's ethics framework, leading the network of ethics officers established in each entity in France, and interacting with international subsidiaries.

The network of ethics officers ensures that employees understand Casino Group's principles and values, responds to questions, receives alerts, analyses and processes them, ensures confidentiality and, depending on their materiality, informs the Group Ethics Officer and the Group Ethics Committee, respecting the anonymity of the whistleblowers and the people being reported, in accordance with the requirements of the Sapin II law.

Group employees may contact the network of ethics officers by means of confidential and secure whistleblowing lines if they have anything to report.

In Brazil, Colombia and Argentina, whistleblowing systems for employees and external stakeholders are accessible 24/7. Promoted via internal or external communication media, they allow employees, customers, suppliers, shareholders and third parties with business or contractual relationships with the entity to report confidentially by email or phone any acts that may be in violation of principles of integrity, transparency, dignity or equality. Alerts submitted via these channels are transcribed into reports, which are in turn reviewed by the Ethics Committees of each of the entities concerned.

Statistics on the number of alerts received and processed, classified by type, are presented to the Governance and Social Responsibility Committee and the Group Audit Committee every six months.

3.4.4. Mapping corruption risks

To comply with the provisions of the Sapin II law, the Group drew up the first map of its main corruption and influence peddling risks at Group level in June 2017. The mapping was presented to the Group Ethics Committee and the Audit Committee, and then updated in June 2018 based on monitoring of the implementation of action plans drafted and adopted at central level and/or entity level in order to remedy certain areas of weakness identified through the risk mapping process. In the second half of 2018, Casino Group developed and rolled out a new bottom-up methodology for mapping corruption and influence peddling risks. This methodology has since been rolled out to all Group units under the supervision of the Risks and Compliance department.

1 2 3 4 5 6 7 8

3.4.5. Training and awareness

To develop a culture of ethics and transparency, Casino Group deployed training and awareness-raising mechanisms at all its subsidiaries.

In France, initiatives included:

- an in-person training session for each subsidiary's Executive Committee and Management Committee led by the Group Ethics Officer, in the presence of the subsidiary ethics officer;
- an in-person training session on the Preventing and Fighting Corruption programme for employees among the populations considered most vulnerable to the risk of corruption, led by the Risks and Compliance department, including the Group Ethics Officer;
- participation by the Ethics Officer in the Management and Executive Committee meetings of his or her entity;
- awareness-raising for all employees by displaying information on all administrative sites setting out the principles of the Code of Ethics and Conduct, sending out an explanatory brochure individually, and distributing messages via intranets;
- online tutorials on the following topics:
  - procedure for reporting alerts,
  - third-party referencing,
  - prevention of corruption (update of the version published in 2016);
- the reinforcement of measures taken during the referencing process of suppliers and the training of buyers in the reinforced control expected of them;
- the presentation of results of Sapin II audits and corruption risk mapping to the Executive and Management Committees of the entities in question, in the presence of the corresponding Ethics Officers.

The usual programme of in-person sessions could not be held in 2021 due to the pandemic. In response, the Group stepped up the development of its digital training programme, urging employees to take two modules in particular – "Preventing and Fighting Corruption" and "Procedure for Reporting Alerts". More than 6,300 employees have participated in each of these training sessions.

Internationally, the following initiatives have been implemented:

- In Colombia, the "Transparencia" programme is the subject of an annual poster campaign covering specific aspects of its ethics programme. New hires also follow an e-learning course covering the topics in Éxito's transparency policy. In 2021, a communications campaign for Éxito employees was organised to mark national anti-corruption day. The banner joined the Integrity Laboratory 100, the business ethics accelerator initiative launched by the Anti-corruption Institute.
- In Brazil, GPA and Assaí are organising training sessions as part of their anti-corruption system. The training is designed for managers considered to be at risk (especially in the Purchasing department), all newly hired employees, suppliers and service providers.
- In Argentina, a training programme has been rolled out to support the circulation of the Libertad Ethical Charter in order to raise employees' awareness about the fight against corruption.
- In Uruguay, a training programme has been rolled out to support the operational launch of the whistleblowing line.

The assessment of the effectiveness of these mechanisms is recorded in the internal audit plan depending on the entity.

3.4.6. Other initiatives in the compliance programme

Two new projects were launched in France in 2021:

- the centralisation and automation of the third-party due diligence procedure;
- a single platform for reporting conflicts of interest, gifts and invitations.

To prepare for the operational launch of these projects in 2022, Casino Group updated its existing procedures based on feedback and new recommendations from the French Anti-Corruption Agency (*Agence Française Anticorruption* – AFA). Casino Group also created two new digital learning modules that will be launched simultaneously with the platform.

3.4.7. Responsible lobbying

Casino Group, through the External Relations department, lobbies in order to consult, discuss with and inform elected officials involved in drafting legislation, and participates in the work of the various bodies that represent its sectors. It nurtures regular and open dialogue, which helps to build public policy.

It responds to requests for information from the ministries concerned by its activities and for testimony in parliamentary hearings as required. The Group acts in accordance with the OECD Principles for Transparency and Integrity in Lobbying, and in line with the commitments set out in its Ethics Charter. As such, it ensures compliance with national and international standards, laws and principles, including the fight against corruption.

In accordance with legal requirements, the Group reports to the French High Authority for the Transparency of Public Life (HATVP) on its activities with national public officials and the sums set aside for representing its interests. It declares its activities as an interest representative on the European Commission's Transparency Register. It is a member or partner of professional associations in its various business segments (retailing, logistics, distance selling, solar power generation, etc.), as well as associations of local elected officials, with whom it interacts on topics of general interest (the revitalisation of town centres in particular).

The External Relations department provides advice to store managers and developers of the Group's banners on their relations with elected officials, notably to remind them of the ethical rules governing relations with local authorities and decentralised public services.

The External Relations department assists employees in the various Group departments and entities in their interactions with public authorities.

3.4.8. Tax transparency

Casino Group's tax policy is implemented by a dedicated team with access to all resources, in terms of both training and documentation, necessary to (i) take into account changes to the law and (ii) support operating teams in France and abroad.

This policy is based on the following focuses and commitments:

- complying with all national tax legislation and paying all taxes due in all host countries in a timely manner;
- avoiding aggressive tax schemes aimed at evading taxes or transferring profits to countries with preferential tax regimes;
- cooperating in full transparency with the tax authorities. Casino Group maintains open, constructive relationships with the various administrative authorities, legislative bodies and courts in charge of performing tax audits, updating standards and settling disputes.

With regard to tax transparency, the Group complies with the recommendations of the Organisation for Economic Cooperation and Development (OECD), notably with regard to intragroup transactions, and does not use structures located in "non-cooperative" tax jurisdictions as defined by regulations. The Group also complies with the OECD recommendations aimed at combating base erosion and profit shifting.

The Group's tax policy has been made public and is available on its corporate website (www.groupe-casino.fr/en).

3.4.9. Personal data protection

In the normal course of business, Casino's banners process the personal data of their customers, employees, partners and suppliers. Protecting their data and upholding personal data rights are key challenges for the Group.

Accordingly, the Group banners in question comply with applicable regulations governing personal data protection, namely the General Data Protection Regulation (GDPR) in Europe and the Data Protection Law in France.

The Group's main compliance initiatives involve:

- appointing Data Protection Officers (DPOs) at the banners concerned as well as data protection correspondents or dedicated support functions;
- monitoring initiatives and data protection matters through a Data Committee made up of Group management representatives;
- creating and maintaining a record of processing activities by the data controller and data processor;
- establishing a training programme and awareness campaigns for employees;
- promoting personal data management policies and procedures as applicable to customers, employees and suppliers;
- reviewing contractual commitments and guarantees on security measures implemented with or by the Group's partners;
- conducting Data Protection Impact Assessments (DPIA);
- implementing organisational and technical security measures to ensure a level of security appropriate to the risk;
- ensuring the technical and legal security of personal data transfers outside of the European Union;
- interacting with relevant data protection authorities and/or with the persons concerned, particularly in the event of data subject rights requests or the need to send notifications concerning data breaches;
- organising internal controls and compliance audits of personal data processing systems in place.

For more information, see Chapters 4 and 5.

3.4.10. Information systems security

Casino Group ensures strict compliance with regulations concerning information systems security. Particular attention is paid to protecting personal data, as required by the GDPR in particular, and the organisational and technical security measures needed for processing such data.

The Group manages a large scope of data concerning its customers, suppliers and the employees of its various banners. Through its subsidiary relevanC, it also monetises information related to personal data processing. Managing the data securely is therefore essential.

The risk related to cybersecurity incidents is identified as a major risk by the Group and is monitored by a governance system designed to address the relevant challenges:

- an Information Systems Security department serving the entire Group manages security matters. This department optimises synergies in solutions and services and ensures homogeneous management and centralised reporting;
- Information systems security is monitored by Senior Management, giving rise to two annual presentations to the Executive Committee and one to the Audit Committee;
- a Data Committee, which meets twice per quarter, is in charge of following all matters related to personal data.

The Group applies the related policies based on the principle of continuous improvement. Recurring analyses on penetration tests and automatic reports from tools covering the entire scope are used to define and implement action plans.

In addition, the Group has an insurance policy covering cybersecurity risks.

The purchase of this policy implies that the Group can justify the implementation of several essential services:

- "Threat Intelligence" to monitor the web and the dark net;
- Security Operations Centers (SOC) to detect malicious activity within the Group's infrastructures;
- Computer Emergency Response Teams (CERT) deployed to run expert analyses and take remedial action in the event of incidents.

The Group draws on the expertise of market leaders in cybersecurity for these services, as well as for any other highly sensitive issues, to guarantee the highest cybersecurity standards.

For more information, see Chapters 4 and 5.

3.5. POLICIES AND INITIATIVES IN PLACE

3.5.1. Casino Group, a committed employer

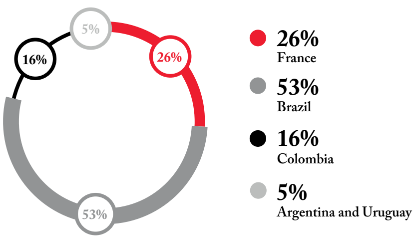
In every host country, Casino Group develops and implements innovative human resources and management policies that are sensitive to local cultures. These policies are designed to:

- combat discrimination and support equal opportunity;
- promote gender equality;
- foster constructive and innovative social dialogue;
- protect employee health, safety and well-being at work;
- support employees' professional development by encouraging caring management practices and nurturing talent;
- implement a fair and progressive compensation and benefits policy.

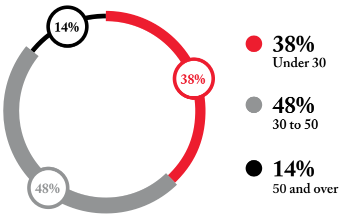
Each unit's human resources department is responsible for defining its policies in line with the core principles laid down by Group Human Resources, which are based on i) developing a shared culture of business, social and environmental performance; ii) creating synergies and deploying tools to improve human resources management; and iii) respecting the unique identity and culture of every subsidiary. The Group is a major employer in most of its host countries, particularly in France, Brazil and Colombia.

Casino Group has 208,733 employees, 52% of whom are women. 26% of employees are based in France and 74% in South America.

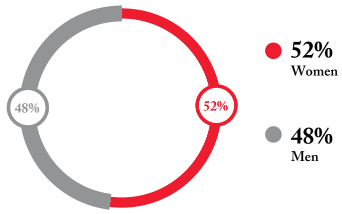
Workforce by country



Workforce by age



Workforce by gender



The vast majority (94%) of Casino Group employees have been hired under permanent contracts. Fixed-term contracts are used primarily to replace staff on leave or to support in-store teams during peak seasonal periods. 85% of employees work full time.

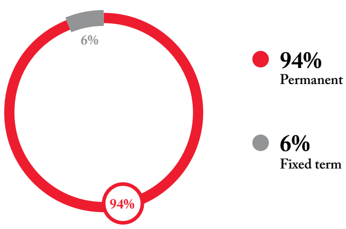
Trends in the Group's business enabled more than 83,668 people to be hired on permanent or fixed-term contracts in 2021, of which more than 55% on permanent contracts. Separations due to corporate reorganisations are the subject of extensive negotiations with employee representatives and are accompanied by a wide range of placement and support measures.

The Group's turnover rate was 25% in 2021, with significant differences between entities reflecting specific local contexts.

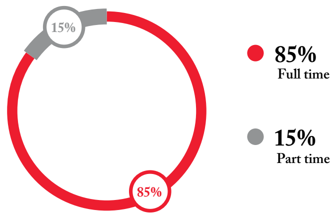
Organisation of working hours

Casino is committed to respecting each employee's working hours, rest periods and regular holidays. Measures have been taken to address issues arising from atypical working hours (weekends, on-call) or specific needs (people with disabilities, for example) and to meet employee expectations for a more satisfying work-life balance.

Permanent/fixed-term workforce



Full-time/part-time workforce



Employee working hours comply with the local host-country legislation applicable to each unit. In addition, initiatives have been deployed concerning:

- part-time working: although most employees hold full-time contracts, the Group has undertaken in France to give priority to part-time employees when filling a new full-time position. Since 2012, a voluntary system has enabled more than 3,400 people to switch from a part-time to a full-time contract;
- the issues involved in atypical working hours, such as night work, weekend work, inter-shift breaks (maximum number allowed), on-call or stand-by hours, etc. In France, Sunday work is governed by agreements negotiated with employee representatives, which reaffirm the Group's commitment to ensuring that employees working regular Sunday hours do so on a voluntary basis and are paid at an overtime rate. In addition, these agreements exceed the standards set in the industry-wide labour agreements for daily working hours, inter-shift breaks and minimum part-time working hours.

  Internationally, through internal policies or collective agreements, the subsidiaries also manage the organisation of working hours, the associated rules and the systems designed to compensate atypical hours with measures including payment for transport and meals, and rotating employee shifts on a voluntary basis.

  Systems are in place to track and verify working hours. For example, every Éxito warehouse has been equipped with a biometric time clock, accessible to employee representatives and union delegates, and entities have a dedicated system that employees can use to report problems with working hours or workload issues;
- the issues arising from specific needs, particularly those of employees with disabilities. In 2011, the Group introduced an initiative to support and assist employees acting as caregivers to a frail or highly dependent family member or loved one and in 2012, it implemented family caregiver leave that allows employees, under certain conditions, to take up to 12 working days of paid leave per year to care for a loved one with a disability or long-term illness. Since the beginning, more than 4,806 days of leave have been donated to the programme, enabling 469 family caregivers to take time off. In 2021, as in 2020, for France's National Day for Caregivers, donations to community funds of one working day to help caregivers were matched by a further one and a half days by the company;
- the work-life balance expectations of employees, particularly consideration for their service to the community and measures to develop support for employees that are parents. These measures are described in section 3.5.1.3.6.

3.5.1.1. Promoting diversity and equal opportunity

Casino Group has been committed to combating all forms of discrimination since 1993. Convinced that diversity is a driver of business performance, it is pursuing an assertive commitment to hiring people from diverse backgrounds, promoting equal opportunity at every level and in all business processes.

3.5.1.1.1. Combating discrimination and stereotypes

This commitment is based on several action principles, including fighting stereotypes, building policies jointly with employee representatives, addressing all areas of discrimination and measuring the effectiveness of initiatives.

In 2009, Casino Group was the first retailer to earn France's Diversity Label, awarded by Afnor Certification to the Casino banners. The goal of the award is to prevent discrimination and honour companies that are leading the way in promoting diversity. Since the initial award, Casino's Diversity Label has been renewed every four years based on the findings of follow-up audits. In France, the Casino banners and central services received dual recognition in 2019 when their Diversity Label and Workplace Equality Label were both renewed, following another audit by the *Association française de normalisation* (Afnor). The allocation of these labels was also extended to Monoprix banners and central services.

Led by the Group Human Resources department, these policies are deployed in every unit across the Group.

Commitment

The Group has pledged above all to fight discrimination based on national or ethnic origin, social background, gender, disability, age, sexual orientation, religious affiliation, union membership or physical appearance. It actively fights discrimination on the 25 criteria defined by French law and has been combating discrimination and promoting diversity at Group level for more than 27 years.

Each entity across the Group has defined its own diversity policy, informed by the Group's core commitments.

- In France, the Group is a signatory of the Diversity Charter. Casino and Monoprix hold the Diversity and Equality Label awarded by Afnor, demonstrating their commitment and the quality of their actions. The units also express their commitment through agreements negotiated with employee representatives. In 2017, for example, Monoprix signed a three-year diversity and quality of worklife agreement which was renewed in 2020.

- In South America, Éxito has signed the Diversity Principles declaration and formalised a diversity and integration policy and related objectives approved by Senior Management and monitored by a diversity committee. In Brazil, through its diversity charter and diversity policy, GPA has undertaken since 2015 the roll-out of initiatives in all subsidiaries in five priority areas: disability, generational diversity, racial equality, gender equality in the workplace and respect for LGBTQIA+ rights. GPA published its new Diversity, Inclusion and Human Rights Policy in early 2020, followed by Assaí in 2021. GPA is continuing to uphold its commitments to the Business Coalition for Racial and Gender Equality, the Business Coalition to End Violence against Women and Girls, the Women's Movement 360 (MM360), the Unstereotype Alliance, the Women's Empowerment Principles (WEP), the Air Movement and the Business Initiative for Racial Equity. In 2021, GPA became signatory and co-founder of the Movement for Racial Equity (MOVER), launched that same year, which seeks to foster more inclusive, representative workplace environments. GPA received a number of awards during the year recognising its commitment to diversity, including first prize in the Business Initiative for Racial Equity's Index of Corporate Racial Equity at the International Corporate Racial Forum.

In France, Casino Group has also signed the LGBT+ Commitment Charter issued by *L'Autre Cercle*, a French non-profit that promotes and inclusive workplace for LGBT+ professionals. In Brazil, GPA has signed the "10 Corporate Commitments for LGBTI+ Rights" to ensure equal rights and treatment for all employees regardless of their sexual orientation.

Organisation

Each subsidiary's human resources department is responsible for promoting diversity in all its forms, calling on internal and external experts.

- In France, the diversity process is supported notably by a Diversity Promotion department and a network of some 70 Diversity Outreach Correspondents and experts. Policy implementation is led by the Group Diversity and Solidarity Director, who reports to the Group's Secretary General, and is overseen by the Group Diversity Committee, which is made up of seven employee representatives and seven senior executives.
- In Colombia, the policy's implementation is driven by two dedicated committees. One committee, which comprises the Senior Management sponsors, defines strategy and sets budgets, while the other committee is responsible for operational deployment. This second committee is also tasked with ensuring gender equality and fairness, in compliance with "Equipares" equity certification standards.
- In Brazil, GPA's Human Resources department implements various action plans and control procedures in collaboration with each banner's management team. It also receives support from committees, notably the LGBTQIA+ Pride Committee and the Madiba Committee, which fights racial discrimination. These committees are made up of employees and interact with human resources departments to draft action plans.

Action plans

Awareness and training

The banners are committed to (i) raising awareness and training managers and employees to uphold and promote the application of the principle of non-discrimination in all its forms and at every stage of the human resources management process, particularly hiring, training, promotion and career development, (ii) reflect all of society's cultural diversity across the entire workforce, (iii) inform every employee of this commitment to non-discrimination and diversity, and (iv) inform them of its outcomes.

In France, several handbooks have been published for employees, including:

- "Managing Religious Diversity in the Workplace";
- "Changing our Perception of Young People";
- "Physical Appearance: Deconstructing Stereotypes, Overcoming Prejudice";
- "Sexual Orientation and Gender Identity: Best Practices in the Workplace";
- "Gender Equality in the Workplace: Combating Everyday Sexism";
- "Disabilities in the Workplace: Fighting Stereotypes, Supporting Jobs for People with Disabilities";
- "Understanding and Promoting Generational Diversity in the Workplace".

In 2021, a new handbook covering all of the Group's diversity-related commitments was published with the goal of strengthening employee commitment to promoting diversity and combating all forms of discrimination. Similarly, a gender equality in the workplace handbook was published in 2020. This handbook reviews the Group's commitments, the related challenges and the initiatives undertaken to address them.

Diversity awareness campaigns are organised within the Group's entities. To this end:

- Since 2018, Cdiscount has organised an annual awareness and information week for its employees on diversity-related topics. Training modules relating to diversity and non-discrimination have also been rolled out annually since then.

- GPA organises an annual Diversity Week featuring a wide variety of training sessions, conferences, debates, surveys and other events addressing such issues as disability, generational diversity, racial equality, gender equality in the workplace and respect for the rights of LGBTQIA+ people. The 2021 event addressed new topics related to religion and body-image stereotypes and was fully digitalised, with more than 6,000 employees taking part.
- Grupo Éxito is rolling out the "Diversity that Unites Us" programme to train employees to comply with Colombia's anti-discrimination legislation. In October 2021, Éxito also celebrated Diversity Month, with a focus on unconscious bias.

Responsible hiring

Non-discriminatory hiring methods and systems have been widely deployed across the Group.

- A non-discriminatory hiring course has been deployed in France for human resources teams, store managers and other people likely to be involved in the hiring process, with the aim of training all people concerned. Internationally, training is also offered to people involved in hiring.
- New, non-discriminatory recruitment methods are also used by Group banners, such as the simulation (role-play) recruitment method (SRM) used by Casino when opening new stores. These methods facilitate hiring based on the applicant's aptitudes, regardless of their educational background, by putting them in real-life situations (public speaking, debates, business games, etc.). Franprix and Monoprix, for example, have introduced gamified assessments in the hiring process for certain jobs. In Latin America, GPA has been using anonymous CVs in recent years to avoid any unconscious bias that could influence the choice of applicants.
- The Group's recruitment teams also use highly diversified sourcing channels and have participated in more than 40 job forums (including the "Hello Handicap" forum) and meetings with staffing agencies such as local employment offices and Second Chance Schools.

Commitment control

Proper implementation of commitments undertaken in the Casino banners, Monoprix banners and their corporate services is verified during the interim and follow-up audits for the Diversity Label and Workplace Equality Label awarded as part of the Afnor certification process.

Tools for monitoring the proper application of the policies defined are also in place, such as testing on ethnic origin, carried out with a third-party organisation in 2016, and the survey of perceptions of equal opportunities and diversity, in place since 2017 at Casino and Monoprix and conducted by a specialised external firm (Kantar TNS-Sofres). The inaugural survey revealed a very good perception of the Group's commitment to diversity (87% of respondents) and a high score for the equal opportunities climate (6/10, versus a nationwide average of 3.9/10). It also confirmed that diversity is a factor in hiring within Casino Group (90% of employees surveyed agree that there is no discrimination in hiring). The survey was repeated among 9,970 employees in 2020, with a response rate of 21%. The results confirmed the very good perception of the Group's commitment to diversity, with a high score for the equal opportunity climate index (nine out of ten employees feel they work in an equal opportunity climate). Age is still perceived as the main possible criterion of discrimination for 35% of respondents; corrective action continues in that area, including guidelines and e-learning modules.

Lastly, a number of the Group's entities have discrimination counselling and advice units offering the possibility for all employees to blow the whistle, on a confidential basis, whenever they experience or witness actual or perceived discrimination. In Brazil, for example, GPA and Assaí have provided a mediation channel to employees, suppliers, contractors, customers, institutions and partners to report any suspected cases of non-compliance with the diversity, inclusion and human rights principles promoted by the banners.

3.5.1.1.2. Acting for the integration and retention of people with disabilities

Commitment

Casino Group has been assertively engaged in hiring and retaining people with disabilities since 1995, and reaffirmed its commitment in October 2015 by signing the International Labour Organization's Global Business and Disability Network Charter. In France, Casino Group has also signed a manifesto for the inclusion of people with disabilities in the workplace with the French Secretary of State in charge of People with Disabilities. In South America, GPA has been a signatory since 2016 of the Pact for the Inclusion of People with Disabilities (Corporate Network for Social Inclusion) and has undertaken to adhere to the five commitments to promote the rights of people with disabilities.

The Group defines commitments, action plans and performance targets in this area, in particular in a number of agreements with trade unions. In France, the eighth such agreement, signed with employee representatives and covering the 2020-2022 period, provides for the hiring of 130 people with disabilities, the ramp-up of work/study programmes and a contingent of 120 interns. In 2019, Monoprix negotiated its sixth agreement covering the 2020-2022 period, which includes undertakings to (i) pursue an active hiring policy designed to bring in 210 new employees and 60 interns over the three-year period; (ii) fund measures to retain employees who become disabled during their careers; and (iii) conduct disability-related training.

The inclusion of people with disabilities is one of the Group objectives set for 2021 and is also a factor in determining a GPA manager's bonus.

Casino Group aims for people with disabilties to account for 4.5% of its headcount by 2025.

Action plans

Action plans have been deployed across the Group by the human resources departments, with three underlying objectives:

Hire people with disabilities

To meet their targets for hiring people with disabilities, the banners are facilitating the recruitment process by partnering with dedicated organisations.

- In France, the Group's banners work with a network of specialised partners (*Cap Emploi*, AGEFIPH, *Centre de Réadaptation Professionnel,* etc.) and take part in specialised face-to-face or virtual forums (*Forum Emploi Handicap*, *HandiAgora*, *Talents Handicap*, *Hello Handicap*, etc.). The banners also rely on their partnerships with France's leading business schools to attract talented people for internships and/or work-study programmes.
- In South America, Éxito is pursuing its commitment to supporting people with disabilities, in particular with the use of sign language interpreters for the hearing impaired during training programmes and corporate events. A special programme has also been developed to greet and assist hearing-impaired shoppers. GPA has put in place a wide variety of initiatives to facilitate the hiring of people with disabilities, including a programme and a dedicated team to track and analyse the difficulties faced by employees in the onboarding process and in their jobs. As part of its Disability Inclusion Programme, Assaí is working with a specialised consultancy to deploy initiatives for employees with autism spectrum disorders (ASDs).

  The Group's entities are also developing partnerships with companies in the protected sector employing people with disabilities.

Educate and raise awareness

In 2018, Casino Group produced a specific handbook and circulated it among employees.

- In France, a number of employee awareness-raising and training initiatives have been established throughout the Group, particularly to mark the European Disability Employment Week, with activities, workshops and questionnaires to help raise awareness of all forms of disability. Handbooks have been issued to Group managers and employees to help them integrate people with disabilities. Training modules are in place for recruitment teams and other stakeholders. They include "Overcoming Disability" and two online courses deployed by Casino and Franprix: "Non-Discriminatory Hiring", which covers disabilities, and "Making Every Shopper Feel Welcome", which facilitates store access and improves the shopping experience for people with motor, sight, hearing, mental or psychological impairments. For the past three years, the Group has also been participating in DuoDay, which in 2021 allowed 31 duos combining people with disabilities and volunteer professionals at Casino, Monoprix and Cdiscount to be trained.
- In South America, Éxito and GPA are conducting diversity sensitivity training courses that address issues involved in the inclusion and development of people with disabilities.

Allow people with disabilities to stay in employment throughout their working lives

The Group is committed to retaining employees who suffer illness during their careers by deploying technical, organisational or technological solutions to realign their jobs or workstations, conducting ergonomic studies, performing career assessments and offering training.

Lastly, cause-related marketing campaigns are organised to enhance shopper awareness. In France, Casino has been conducting campaigns for several years to support the non-profit organisation *Handi'chiens*.

Performance

The Group measures the performance of its policies in favour of people with disabilities by monitoring the share of the workforce concerned. It has 8,770 disabled employees working under permanent or fixed-term contracts, representing 4.2% of the headcount, compared with 4.1% in 2020 and 3% in 2015.

See Group performance indicators on pages 276-277.

3.5.1.1.3. Acting to improve age diversity and support intergenerational management

In the 2018 Equal Opportunity and Diversity Perception Survey, age discrimination emerged as employees' number one concern. This finding prompted the implantation of an action plan with the support of *Entreprises pour la Cité*.

Commitment and action plans

As part of its commitment to breaking down the barriers to entry into the job market for young people, the Group has undertaken to:

- ***Develop work/study programmes and offer young people initial job experience***

Programmes to facilitate the hiring and integration of work/study trainees have been introduced in every unit.

- In France, Casino organised a Work/Study Celebration Day for the tenth consecutive year. Each year, the event brings together mentors and work/study trainees, ranging from vocational trade certificates (CAP) to Master's degree.
- In South America, Éxito, Libertad and GPA partner with national apprenticeship organisations (schools, universities, SENAC, CIEE, Isbet, Via de Acesso and SENAC in Brazil, SENA in Colombia) and participate in a wide range of job fairs. GPA is rolling out the "*Jovem Aprendiz*" programme to facilitate the professional integration of young apprentices, with a team devoted to their recruitment.

- ***Facilitate student guidance and integration***

The Group works very closely with schools and educational organisations to promote its jobs and diversify its sources of new hiring. Casino Group's recruitment teams took part in around 40 initiatives in favour of the integration and hiring of young people in 2021, including information sessions on different jobs, store visits and help in preparing resumes and cover letters, as well as visiting around a dozen schools and universities.

- ***Combat stereotypes***

Two handbooks, "Changing our Perception of Young People"; and "Understanding and Promoting Generational Diversity in the Workplace" are available to all Casino employees to help them understand preconceptions about young people and encourage intergenerational dialogue. They aim to break down stereotypes and set out the proper managerial attitudes and behaviour.

- ***Undertake specific initiatives to help young people who are poorly qualified or from underprivileged backgrounds***

Casino Group has pledged to recruit within a store's immediate employment area and to promote local employment. In 1993, it signed a national partnership agreement with the French Ministry for Urban Development (renewed in 2013), an agreement with local employment agencies and the Businesses and Neighbourhoods Charter sponsored by the Ministry for Urban Development.

In France, Casino, Monoprix and Cdiscount are implementing agreements designed to deploy intergenerational initiatives, such as training, mentoring and special support, for young adults (under 26) and older employees. The Casino transmission of knowledge agreement sets a minimum percentage for the hiring of young people and older employees, the retention of a given percentage of young adults and a dedicated orientation programme called "C Duo Génération", which assigns a mentor to facilitate the integration of young employees, as well as housing assistance for work/study trainees.

Performance

38% of the Group's employees are aged under 30 and 14% over 50; 7,116 work/study trainees and apprentices, and 813 people were recruited, on either fixed-term or permanent contracts, from disadvantaged neighbourhoods in France (see Group performance indicators on pages 276-277).

3.5.1.2. Fostering gender equality in the workplace

Gender equality is one of the Group's flagship commitments. The increase in the number of women managers within the Group is one of the two CSR criteria taken into account in the variable compensation of executives in France.

Since 2002, the Group has sought to enhance the gender diversity of its teams at every level of the organisation through an assertive policy on gender equality across job categories, career management, human resources processes (compensation, access to training, hiring and promotion) and parenthood. Casino Group was once again awarded the Afnor Workplace Equality Label in 2019, for the Casino and Monoprix banners.

The Board of Directors' diversity policy is presented in Chapter 5 of the Board of Directors' report on corporate governance (pages 314 and 344).

Commitment

The Group has made a number of commitments to external and internal stakeholders.

Casino Group has:

- pledged in 2016 to uphold the Women's Empowerment Principles developed by UN Women, thereby strengthening its resolve and its initiatives aimed at combating discrimination and promoting gender equality in the workplace in France and Latin America;
- signed the Gender Equality and Anti-Sexism Manifesto issued by the Group's La Fabrique women managers network, created in 2011. In so doing, the members of the Executive Committee and all the Management Committees of the France units reaffirmed the Group's determination to lead the way in driving progress towards equal opportunity and gender equality. The Manifesto is organised around five priority objectives, supported by effective real-world initiatives: Combat gender discrimination and sexism – Guarantee equal opportunity for everyone throughout their careers – Hire women – Support parenthood – Encourage gender equality in the world.

In France, gender equality in the workplace is supported by a number of agreements with employee representatives. A new Group collective agreement was signed on 7 September 2021 (part of the Group's social dialogue process). In particular, it provides for (i) the creation of a training module to help break the glass ceilings restricting career development opportunities for women; and (ii) the deployment of sexism sensitivity training for work-study and other interns in partnership with the "Balance Ton Stage" MeToo initiative. In 2021, Franprix and Cdiscount also committed to specific gender equality in the workplace agreements, including commitments in the areas of hiring, equal access to training, compensation, anti-sexism, hiring more women for certain jobs, and parental leave.

In South America, the professional equality policy is coordinated by an Inclusion and Gender Diversity Sponsorship Committee. Éxito has earned the "Equipares" label, introduced by the Colombian Ministry of Labour with the support of the United Nations Development Programme (UNDP) in recognition of the commitments made and the initiatives carried out to promote gender equality in the workplace. Éxito continued to engage in these hiring and training initiatives in 2021. GPA's gender equality policies are led by the Diversity Committee, which in 2020 issued a new "Diversity, Inclusion and Human Rights" policy setting out GPA's guidelines in this area. In 2018, male members of the executive team signed the Manifesto for Equal Opportunities and the Women's Empowerment Principles with UN Women Brazil. In 2021, GPA was presented with the "WEPs Award - Companies Empowering Women" in the silver category. Promoted by UN Women Brazil, the award recognises companies leading women's empowerment initiatives in Brazil, with a focus on promoting gender equality and social inclusion.

To steadily increase the proportion of women in managerial positions, each subsidiary's human resources department tracks six strategic indicators, whose performance outcomes are presented to the Governance and CSR Committee every six months.

Casino Group is aiming for women to account for 45% of total management by 2025 (41% in 2021) and 34% of senior executives by 2022 and 36% by the end of 2023 (target met in 2021).

Action plans

The Group's policy primarily aims to combat gender stereotypes and promote gender diversity across the organisation by:

- measuring progress to ensure effective action. The Group Human Resources department has developed a Diversity Scorecard to identify improvement avenues and priority areas;
- raising awareness among managers and all employees through training and communication initiatives. These initiatives are relayed in each banner in France by a network of Diversity and Equality correspondents;
- increasing the proportion of women in the organisation by encouraging female applicants and identifying talented women for internal promotion and during "people reviews";
- fostering a healthy work-life balance. The Group has been implementing action plans to support employees with children for the past ten years.

The main initiatives undertaken in this area in 2021 included:

Measuring progress to ensure effective action

A review is carried out twice a year, both in France and internationally, based on the six performance indicators defined in the Diversity Scorecard. During these reviews, trends are analysed and best practices are identified through benchmarking in order to update the banners' action plans. The Group also analyses the scores obtained by companies with more than 50 employees in the workplace gender equality index introduced by the French government. In 2021, the Group's weighted average index was 91/100, 16 points higher than the legal minimum of 75/100. 15 of the 31 indexes disclosed by the Group stood at 90/100 or higher, with Monoprix earning a score of 99/100. Based on the pay analyses carried out to calculate the index, Casino pledged, during the 2021 annual negotiation process, to dedicate a financial package to improving its index and in particular to rectifying situations where the gender pay gap is greater than 2%. In addition, Casino Group ranked 33rd in the updated ranking released in October 2021, up 20 places compared to the prior year. The ranking is based on the percentage of women on the Executive Committees and in the top management of SBF 120 companies, the Workplace Equality index score, the policies in place and the existence of a women's advocacy network. In 2021, Cdiscount received an LSA Diversity Award and was honoured in the Diversity Leaders 2021 ranking.

Increasing the proportion of women employees and managers

The Human Resources department identifies and develops high-potential women employees to speed up their career advancement within the Group. Particular attention is paid during "people reviews" to ensure gender parity in the Group's talent pools and development programmes.

Various training programmes have been introduced specifically for women:

- In 2021, the Women's Talent Committees continued to identify profiles for management positions in France: nine committee meetings were held in autumn 2021, and 329 suitable profiles (versus 320 in 2020) were identified and brought to the attention of Senior Management.
- These Women's Talent Committees in turn gave rise to targeted training and development plans for each talent, including three programmes conducted with an outside expert to help strengthen the leadership and managerial skills of women managers. In 2021, around 20 participants were selected for ad hoc training programmes and a dozen coaching sessions were conducted based on the recommendations of the Women's Talent Committees.

- Gender parity is a criterion in choosing participants for all the development programmes on offer. The "Ça Pitch!" programme, for example, enabled 20 Group talents (8 men and 12 women) to pitch innovative projects to the Group Executive Committee.
- The Group's La Fabrique gender diversity network, which is open to all Group managers, aims to encourage gender equality and diversity in the workplace, with the ultimate goal of achieving balanced representation at every level of the organisation. The network organises personal development workshops, networking events, mentoring programmes and conferences on various topics, while leveraging its LinkedIn space to enhance its role as an influencer. In 2021, it chose to celebrate such role models as Nathalie Mesny and Nicole Guedj, through webinars attended by nearly 150 people, and to promote its "Gender Equality and Anti-Sexism Manifesto" in a series of social media photo campaigns. La Fabrique participants, including Executive Committee members, were paired up in male-female teams to embody the Group's commitments.
- Particular attention is paid to identifying and developing high-potential women in Latin America. In Brazil, GPA renewed the "Women in Leadership" development programme in 2021, which aims to improve the representation of women in leadership positions. They benefit from an e-learning course offered by the University of Retail GPA digital platform. Primarily intended for women managers, the programme has been extended to middle management and has led to many of its participants being promoted. In Colombia, the "Mujeres Lideres de la Operacion" programme, which is designed to increase the proportion of women in operational management, was renewed in 2021. Éxito made a commitment to the Colombian government by signing the "IPG" (*Iniciativa de Paridad de Genero*), which is built on three pillars: increasing the share of women in the active population, increasing the share of women in top management positions, and ensuring gender pay equality. After obtaining the Equipares "silver" certification in early 2020 (and "bronze" in 2019), Éxito aims to reach the highest level ("gold") in 2022.

Raising awareness among managers and all employees

The Group implements targeted communication and action plans to combat sexism, in particular by:

(i) Conducting information campaigns

Communication plans are designed to combat stereotypes and support initiatives that promote diversity. In France, for example, the Group issued a new handbook in 2021, intended for both employees and the general public, that sets out its workplace gender equality commitments and five priority fields of action. In Colombia, Éxito once again turned March into the "Mes de la Equidad" to celebrate gender diversity in the company. This year, the communication campaign focused on the importance of shared family responsibilities.

(ii) Combating sexism

As part of its campaign to promote diversity and combat all forms of discrimination, the Group distributes handbooks on various topics to its managers and recruiting teams. In France, the Group has taken specific action to combat sexism and sexual harassment in the workplace in all its banners, via an e-learning module designed for managers. Inspired by the handbook on everyday sexism published in 2016, the e-learning module provides a detailed description of the legal framework and presents real-world examples. A network of sexual harassment correspondents has been set up in France, together with a training plan for its members across all banners. In addition to this Group action plan, similar initiatives are also implemented by the banners. In Colombia, Éxito introduced an inclusive language and gender equality training programme.

(iii) Combating domestic violence

In November 2021, the Group renewed its action plan to combat domestic violence, in parallel with the nationwide campaign initiated by the French government in 2020 and the national emergency hotline (3919). During the year, the Group also issued its first domestic violence awareness handbook, which includes testimonials, contacts and practical information to provide guidance for anyone who has witnessed or been a victim of domestic violence, and to encourage them to speak out and get help. It is intended for managers, Human Resources managers and both men and women employees.

In Brazil, as a member of the Business Coalition to End Violence against Women and Girls, GPA continues to support the Avon Institute by participating in awareness campaigns. It has also set up a whistleblower hotline for women employees, with the possibility of being assisted by a social worker if necessary. Assaí also joined the initiative in late 2021. In Colombia, Éxito introduced an employee survey to detect cases of domestic violence.

(iv) Partnering with UN Women

The Group's commitment to UN Women, which dates back to 2016, continued with the implementation of Diversity Scorecard action plans structured around the seven Women's Empowerment Principles. The seven principles provide a basis for analysing gender equality indicators and monitoring the quantitative and qualitative impact of the actions taken in each country. The Group continues to support UN Women France's "Orange Day" campaign to combat violence against women across all banners in France. The campaign's aim is to raise awareness among our customers and employees and to promote the 3919 emergency number for victims of violence against women. Cause-related marketing and "*Arrondi en Caisse*" (round-up donations) campaigns are carried out in the Group's various banners in France to support UN Women.

Three years ago, Casino created an emergency internal mobility system to enable victims of violence to relocate to a different workplace within a few days. The system has already been used several times since its creation.

● ***Fostering a healthy work-life balance***

The Group takes an assertive approach to supporting parents. It was one of the first signatories of the Parenthood Charter in 2008 and has been a partner of the Quality of Life at Work Observatory (*Observatoire de la Qualité de Vie au Travail* – OQVT) since then. In 2021, the Group reaffirmed its commitment to families by signing the New Parenthood Charter.

In France, the Group:

- provides the "Campus Parentalité" platform for Casino, Monoprix, Franprix and Cdiscount employees. The digital platform gives employees' children access to grade-specific lessons and exercises on school subjects and foreign languages;
- is pursuing its collaboration with the OQVT and promoting its handbook for working parents;
- offers dedicated work-from-home solutions to support employees during pregnancy and breastfeeding;
- supports paid paternity leave. Employees taking paternity leave now receive top-up salary to match their normal pay for up to 25 days off, as opposed to the legally mandated 11 days. Nursery places are available on the Group's administrative sites in France.

In South America, GPA has implemented a wide array of initiatives for employees who are mothers, with the possibility of taking up to six months' maternity leave, a support plan for returning to work after maternity leave, a dedicated handbook, and the "Mom's Card," which offers employees within a certain salary range a monthly credit to purchase food and hygiene products for children under five. In Colombia, parents are eligible for the "Vínculos de amor" programme, and can also receive financial support.

■ **Performance**

The percentage of women in management rose to 41% in 2021, up from 2020 and in line with the Group's objective of reaching 45% by 2025.

See Group performance indicators on pages 276-277.

3.5.1.3. Providing an environment conducive to employee fulfilment

3.5.1.3.1. Encouraging social dialogue

The Group is deeply committed to social dialogue, the right to organise and the collective bargaining process.

Working closely with employee representatives and nurturing constructive, ongoing social dialogue across the Group is effectively helping to enhance employee cohesion and therefore the organisation's overall efficiency in a fast-changing competitive environment. This cohesion and efficiency are underpinned by the shared belief that employee relations must be based on the common values of dialogue, trust and transparency.

■ **Commitment**

The Group fosters social dialogue and ensures that fundamental principles and rights are fully protected in the workplace. The sixth commitment in the Group Ethics Charter, issued in 2011, is to "support effective social dialogue" across the enterprise. As a signatory of the United Nations Global Compact, the Group and its subsidiaries acknowledge their commitment to upholding freedom of association and the right to collective bargaining. The Supplier Ethics Charter specifies the Group's expectations regarding freedom of association, which must be respected across the supply chain.

■ **Action plans**

These commitments, which are led by the Group's human resources departments, are as follows:

● ***(i) Participation in collective bargaining with employee representatives and implementation of the resulting agreements***

Every unit across the Group has signed collective bargaining agreements with its representative unions, covering issues such as working hours and compensation. Specific agreements are also signed and monitored regularly.

Casino maintains regular dialogue with the trade unions.

In France, more than 100 agreements and action plans are in place, addressing such issues as:

- hiring and retaining people with disabilities;
- gender equality;
- equal opportunity, diversity and combating discrimination;
- workplace health and safety;
- employee benefits;
- compensation (discretionary and non-discretionary profit-sharing);
- working from home;
- corporate social responsibility (Casino), reaffirming the parties' commitment to incorporating these issues into the Group's business and labour relations model.

The implementation of these agreements is regularly monitored and their outcomes are presented to the representative trade unions every year.

Numerous agreements and amendments were signed at Group level in 2021. At a time of significant change and transformation, several agreements were drawn up to reflect and support the changes being made. In France, for example, the gender equality in the workplace agreement was renewed during the year.

Measures in favour of employees are negotiated each year as part of annual negotiations with the trade unions on wage increases and improvements in benefits and working conditions. Measures have also been implemented to make daily life easier, such as (i) a dedicated online social support portal, "Mon conseiller social en ligne", for Casino banner and support service employees; and (ii) a digital educational support platform, "Campus Parentalité," that helps employee parents by providing them with fun, educational resources for their children. The continuity of social dialogue was ensured in 2021, despite the health crisis.

In South America, Éxito has made social dialogue one of the strategic pillars of its human resources commitment, and has reaffirmed its compliance with national and international standards in agreements signed with its representative trade unions. These agreements cover the wage conditions of Éxito employees, bonuses and other financial benefits, guarantees granted to employee representatives (union recognition, freedom of association, training, etc.) and organisational rules applied to the company (working hours, special leave, etc.). In 2021, GPA continued to maintain regular dialogue with the trade unions, particularly concerning adjustments to be made in response to the pandemic. All GPA employees are represented by a trade union and covered by a collective agreement.

All Group entities strived to strengthen social dialogue during the health crisis. Telecommuting was promoted, and still is. Social dialogue was maintained, with the frequency of meetings of employee representative bodies increased to ensure the implementation of measures to protect employees.

- ***(ii) The allocation of facilities and equipment and the recognition of union involvement***

Under the social dialogue agreement signed in France, resources are allocated to trade unions enabling them to perform their duties and represent employee interests effectively. These resources include offices, equipment (mobile phones, computers, printers, internet access, etc.), and a contribution to operating costs in the form of a further 22,000 paid hours for representation purposes in addition to the allowance provided by law. The agreement also calls for skills and vocational training for employee representatives with an outside organisation, the introduction of a validation of acquired experience (VAE) programme, and the publication of an educational booklet reviewing the principles of trade union legislation and social dialogue for managers.

In South America, Éxito is actively committed to guaranteeing and supporting respect for union rights and social dialogue, with such policies as employer-paid transport and housing costs, protection of unionised employees, a confidential whistleblowing system and training for union representatives.

3.5.1.3.2. Measuring the employee relations climate and establishing tools to foster dialogue

Group entities conduct engagement studies with their employees.

- In France, Monoprix carried out an engagement survey in 2021, with a participation rate of 76% and a quality of life at work indicator of 65%. The survey findings were also used to identify priority measures to be taken. Monoprix and the Casino banners were recognised as Top Employers by the Top Employers Institute in 2022, attesting to the quality of the company's human resources policy and the excellence of its HR practices, particularly the quality of its practices in terms of employee engagement, skills development, employee well-being and digitisation as a means of revisiting traditional HR practices. Lastly, Cdiscount was certified as a Great Place to Work in October 2021.
- Internationally, Éxito is rolling out a programme designed to measure and monitor the climate in the workplace in particular by conducting online surveys using the Korn Ferry evaluation methodology. The survey carried out at Éxito in 2021 revealed an engagement score of 89%, up from 80% in 2016. In Brazil, GPA conducted a new engagement survey of all its employees in 2021, yielding an average score of 7.6/10.

3.5.1.3.3. Incentivising compensation to drive individual, collective and CSR performance

The principles of Group executive compensation are presented in Chapter 6 (starting on page 405).

The Group's compensation policy takes into account each employee's:

a. skills;

b. level of responsibility; and

c. experience.

The Group complies with legal minimum wage obligations, and is committed to offering fair and competitive compensation in line with market practices observed for each job and tailored to the specific local characteristics of each host country. Surveys are carried out regularly in France and other host countries to assess the competitiveness of the Group's compensation compared with its peers. These surveys mainly concern management positions and jobs that are difficult to fill.

To encourage individual and collective performance, most managers, supervisors and employees are eligible for variable compensation (bonuses) based on the fulfilment of quantitative and/or qualitative objectives.

Management bonuses are determined on the basis of:

a. Group financial objectives;

b. Group quantitative non-financial (CSR) objectives (see below);

c. individual quantitative and qualitative objectives; and

d. an assessment of Managerial Attitudes and Behaviours (MAB) for the population based in France, aimed at strengthening a management culture that upholds Group values. The MAB score accounts for 25% of the variable compensation.

Group quantitative non-financial (CSR) objectives

The Group's CSR commitment is an integral factor in the assessment and variable compensation systems in place for all of its management teams, in France and internationally.

- As such, 10% of the target amount of the variable compensation of Casino Group's Chairman and Chief Executive Officer is based on the average rating given to Casino, Guichard-Perrachon by rating agencies FTSE Russell, Moody's ESG Solutions and S&P CSA (DJSI). The vesting conditions are challenging, with a target level corresponding to the average of the scores obtained by Casino, Guichard-Perrachon in 2021 raised by one point, i.e., 75/100, an over-performance criterion set at 76/100 and above, and the same minimum threshold as in 2020, i.e., 73/100. The proportionate variable compensation fluctuates on a straight-line basis between these minimum, target and over-performance thresholds, with any over-performance enabling the award of 150% of the target variable compensation.
- 5% of executive variable compensation in France (excluding Monoprix) is assessed based on a quantifiable Group CSR objective, consisting of two metrics:
  - the "percentage of women managers in the Group" to measure gender equality;
  - the "Group's Scope 1 and 2 GHG emissions" to cover the environmental policy.

  The members of Casino Group's Executive Committee, excluding the Chairman and Chief Executive Officer, for whom the quantifiable CSR criterion is described above, are also covered by this system.

  This decision reaffirms Casino Group's tangible commitment to making CSR central to its business and social model.
- In Brazil and Colombia, a portion of executives' variable compensation is similarly subject to the achievement of quantitative CSR targets measured with both environmental and social responsibility indicators. In Colombia, for instance, Éxito has three CSR objectives, including one based on the reduction of its carbon footprint. In Brazil, since 2017, GPA has been apportioning this variable compensation component by means of a sustainability and diversity index. The 2021 index covered the reduction in Scope 1 and 2 CO_2 emissions and the percentage of women in management positions.

3.5.1.3.4. Providing benefits to employees and their families

Casino Group proposes employee benefits, which may include medical cover, death and disability insurance and other benefits compliant with the legislation and practices of each country, which top up the compulsory plans. This coverage is partially financed by the employer.

- In France, discretionary and statutory profit-sharing agreements and savings schemes are also in place, in particular for Casino, Monoprix and Cdiscount employees. Most employees also get discounts on their in-store purchases, as well as financial assistance for housing and recreation, notably thanks to the subsidies paid by these companies to their Social and Economic Committees (formerly works councils).
- Internationally, Éxito employees have access to the *Presente* fund, whose benefits include medical cover, an insurance programme and access to holiday parks at preferential rates.

3.5.1.3.5. Offering employee savings schemes

Statutory profit sharing

In France, the initial statutory profit-sharing agreement signed by Casino in 1969 has been frequently updated, while similar agreements are in place at Monoprix, Franprix and Cdiscount.

1 2 3 4 5 6 7 8

Incentive

The Group's first discretionary profit-sharing plan was signed in 1986 in France for employees of the Casino banner. The agreement signed on 29 March 2019 provides for a "solidarity" profit-share for stores and restaurants that enables the employees of these sites to benefit from the performance of their entire business segment, in addition to the profit-share based on the performance of each site. The agreement also defines a new criterion for support function employees, which takes their contribution to operating performance more directly into account. Other Group companies (including Monoprix, Cdiscount, Codim, and certain Franprix entities) have also set up discretionary profit-sharing schemes for their employees.

In this way, some 65,000 people in France are covered by a statutory and/or discretionary profit-sharing plan, which led to the payment of a total €25.0 million in respect of 2020 (€7.1 million in statutory profit-shares and €17.9 million in discretionary profit-shares).

Savings plan

In France, Group employees are offered the opportunity to invest in a savings plan in a number of ways, including the payment of their profit-shares into the plan, voluntary monthly or occasional payments, or the transfer of paid leave from their time savings account. Certain Group companies contribute to these savings by matching the investments made by their employees under various terms and conditions.

At 31 December 2021, around 91,400 current and former Group employees in France were invested in a PEE/PEG and/or PER COL individual and/or collective employee savings plan, representing total assets of €190.6 million or approximately €2,085 per investor. In 2021, the Group's French companies paid around €2.4 million in matching contributions into employee savings plans.

3.5.1.3.6. Ensuring a living wage

The Group and its subsidiaries regularly conduct surveys on compensation in their main host countries in order to ensure that their compensation policies are attractive, in line with local practices and changes in purchasing power. The Group ensures that compensation is at least equal to the legal minimum wage and offers compensation conditions which are generally supplemented by incentive schemes, social security and additional employee benefits.

In 2020 and 2021, Casino Group's CSR Department conducted internal reviews to analyse employee compensation levels at its subsidiaries in South America, with regard to the living wage determined by the WageIndicator Foundation, which calculates and publishes living wages by country. The review compared the minimum wage paid to a single employee by Group subsidiaries in France and South America with the benchmark living wage determined by this index for the countries concerned. The findings were presented to the Governance and CSR Committee in December 2021.

Regarding suppliers, Casino Group states in its Supplier Ethics Charter that it "treat[s] the minimum legal wage not as an end in itself [...], the ultimate goal being to increase this remuneration above the minimum required to cover employees' basic needs". In response, policies have been rolled out to monitor working conditions, and in particular the compensation of employees, in production plants that manufacture private-label products. This involves conducting social audits in accordance with Initiative for Compliance and Sustainability (ICS) standards. In 2022, the ICS social audit reports will indicate the local living wage, in order to compare it with the minimum wage paid by the audited plant and thereby raise supplier awareness of the improvement process. Casino Group also supports the French Sustainable Cocoa Initiative undertaken by the French chocolate manufacturers association and implemented as part of France's National Strategy against Imported Deforestation (SNDI). One of the initiative's three objectives is to improve the income of cocoa farmers and their families to enable them to achieve a decent living (in the sense of the "Living Income Community of Practice") by 2030, in collaboration with producer countries. Lastly, Casino Group offers customers a wide range of private-label products certified in accordance with standards that address the issue of a living wage for raw materials producers, such as FairTrade/Max Haavelar, Rainforest Alliance/UTZ and FSC.

3.5.1.3.7. Fostering health, safety and well-being at work

Commitment

The Group is actively engaged in improving the safety and physical and mental health of its employees.

The related policies are being applied by each subsidiary's human resources department with the support of:

- management, which is responsible for implementing occupational risk prevention plans and taking the necessary steps to eradicate situations at risk;
- employees, who are made aware of the issues so that they can be actors in their own safety and play a role in improving their working conditions;
- external personnel, who are required to comply with safety rules in the Group's stores.

Action plans

In France, the workplace health and safety process is governed by multi-year health, safety and quality of worklife agreements and action plans negotiated with employee representatives, which all provide for the implementation of initiatives and the tracking of their outcomes and indicators. A collaborative project with the Health, Safety and Quality of Worklife Correspondents network defined the new set of core health, safety and quality of worklife commitments in the divisions and subsidiaries.

The Group's process is based on three principles:

(i) Rolling out preventive measures to improve on-site safety and mitigate occupational risks

To improve its health and safety performance, the Group deployed an occupational risk prevention process several years ago. This process was defined in France with the trade unions and governed by agreements specifying the objectives, methods and expected outcomes concerning the prevention of psychosocial risks, workplace health and safety, and the prevention of difficult working conditions. Occupational risk assessment campaigns are conducted annually in every Group unit, with a focus on the prevention of musculoskeletal disorders and psychosocial risks. At the same time, the Group leads or takes part in working groups in connection with the recommendations issued by national reference bodies, in order to identify and prevent risks in jobs specific to the Group's business activities, such as logistics or shelf-stacking (process/working methods, lifting equipment, PPE, etc.), logistics or societal risks, such as those related to road safety. In January 2018, the Group joined the companies that have signed France's "7 Commitments for Safer Roads" charter. Awareness-building initiatives and information campaigns are regularly conducted for both company vehicle users (handbook) and other employees (emails, posters, e-learning modules, etc.). To further mitigate occupational risks, a large number of training courses are offered in proper gestures and posture, safety rules, fire prevention, road safety and more. Since 2020, Casino has developed and rolled out an e-learning module on occupational risk prevention.

In South America, Éxito continued its programme to identify and control occupational risks, and GPA continued its PPRA (Environmental Risk Prevention Programme) and PCMSO (Medical Control and Occupational Health Programme) prevention programmes to assess potential environmental, medical, and accident risks, and adopt prevention plans. Over the last 10 years, GPA has also carried out in-store awareness-raising campaigns during Workplace Safety Awareness Week, and also performs studies on workstation ergonomics every other year.

(ii) Improving the quality of life at work and the well-being of employees

To improve the quality of worklife and employee well-being, action programmes have been rolled out in every Group unit, in particular to:

Increase motivation, reduce workplace stress and support employees in difficulty

In a demanding business environment and constantly changing world, Casino Group has chosen to invest in developing motivation, to enhance employee well-being and drive corporate performance, by encouraging the caring exercise of managerial responsibilities.

In France, the Human Resources department initiated an outreach and training programme on caring management practices in 2014, with the support of the Executive Committee and the assistance of a doctor specialising in workplace well-being. The programme is designed to increase employee motivation by reducing workplace stress. These initiatives helped to raise the awareness of more than 7,340 managers (including members of the Group Executive Committee, unit management committees, etc.) through presentations by external consultants (over 100 conferences organised to date, including 8 for managers in 2021, despite the pandemic, bringing together more than 600 participants) and the rollout of an e-learning platform where any manager can extend the learning experience and access practical, useful content (videos, quizzes, etc.). A network of more than 1,000 "caretakers" has been deployed to identify employees who may be in difficulty, befriend them and steer them in the right direction, to the occupational physician, for example, or to managers, the HR department, or a support and assistance platform. The caretakers receive dedicated training to assist them in their duties. To ensure the system's genuine appropriation, a caretakers charter was drawn up and circulated in 2020, along with a new e-learning training module. The eight levers of caring management have been integrated into the managerial training curricula and the new hires induction programme. A "Caring Management Practices" module has been added to the "Trade and Retail" masters' programme at Jean Monnet University in Saint-Étienne, and more than 60 employees have completed it since its creation.

To combat and prevent the antisocial behaviour that may be experienced in the workplace, employees are offered training and in-store sensitivity campaigns are conducted to raise customer awareness. In addition, an initiative has been in place since 2017 at French banners to support employees who have been victims of potentially traumatic events with counselling by a clinical psychologist.

To provide the best possible support to employees facing personal or professional difficulties, in 2019 Casino Group set up the "My online social advisor" system in partnership with Malakoff Humanis, which is accessible via a single call number. Several services are available depending on the difficulties experienced: social support, legal assistance, medical help and psychological support.

To extend the Group's commitment to combating violence against women, in 2021 an action plan was prepared for employees who are victims of domestic violence. An internal handbook was drafted with testimonials and best practices to support these employees.

Adjusting working conditions and fostering an appropriate work-life balance

To support a more satisfying balance between work and private life, an important vector of employee well-being, a number of initiatives have been deployed across the Group:

- Adjustments to working hours (part-time options, family caregiver leave, see pages 208-209). To improve work-life balance, for example, GPA has rolled out two flextime programmes since 2018 that define the rules and procedures applicable to employees, particularly when a child is born.
- Working from home: agreements have been signed with unions in France regarding telecommuting. For example, for Casino, managers and employees benefit from support adapted to the changes in professional practices, in particular through the provision of dedicated e-learning training. People with disabilities can have their workstation adapted to their needs, to make it the same as the one they have in the office. Telecommuting employees receive a flat rate allowance to cover the costs of working from home.
- The right to disconnect: the Group is raising employee and manager awareness by reminding them of best practices for using email and organising meetings.
- Personal life: the Group recognises and encourages its employees in France to get involved in volunteer activities. In particular, Casino drew up a handbook outlining the procedures for implementing volunteer projects and informed employees about the possibilities for training and for certifying the skills acquired during their volunteer work. Éxito is continuing its "*tiempo para ti*" (time for you) employee programme, which is designed to facilitate a healthy work-life balance with flexible hours and days off for personal or family activities or for graduations. More than 24,604 days were used in 2021 to support Éxito employees.

(iii) Conducting awareness and screening campaigns on major public health issues

The Group organises information and prevention days to raise employee awareness about major public health issues.

Over the past few years, Casino has held health risk prevention days that offer head office, store and warehouse employees an opportunity to meet with healthcare professionals (occupational physicians, nurses, nutritionists, and health and well-being specialists, etc.) and to participate in dedicated workshops (smoking prevention, nutrition, cardiac rehabilitation, hearing and sight screenings, workplace ergonomics to prevent musculoskeletal disorders, sophrology in the office, etc.). Due to the public health situation, very few of these events were organised in 2021, with most of them being postponed until 2022.

Furthermore, in 2017, the Group joined with France's National Cancer Institute to sign the Charter of 11 "Cancer and Work" Commitments, reaffirming its pledge to effectively improve support for employees who have developed cancer, by maintaining them on payroll and preparing for their return after remission. An e-learning course on "providing support for people experiencing health-related vulnerability" has been developed. In recent years, cancer awareness and prevention initiatives have been carried out in partnership with the Ligue Contre le Cancer association.

Internationally, Éxito also conducts anti-cancer and cardiovascular health awareness campaigns among its employees. In Brazil, in 2021, GPA offered employees a number of conferences dealing with well-being and physical and mental health and provided psychosocial assistance via an employee hotline. During the year, Assaí's internal training platform, Assaí University, introduced an emotional management programme based on a course of self-care and self-knowledge, led by a specialist doctor.

In France and other host countries, the banners are helping to support their employees' physical and psychological health and well-being by facilitating sports activities through an offer of specially negotiated fitness club fees.

Performance

The Group measures the performance of its health, safety and well-being at work policies by monitoring indicators showing the frequency and severity rates of work-related accidents and the absenteeism rate attributable to work-related accidents and occupational diseases.

The frequency rate stood at 12.7 in 2021,

while the severity rate declined to 0.59 for the year.

The absenteeism rate due to accidents and illness was 4.8% in 2021.

See Group performance indicators on pages 276-277.

3.5.1.3.8. Managing talent and supporting career development

Since the beginning, Casino has been committed to providing career growth opportunities for its employees, who are the driving force behind its operating performance. The diversity of the Group's job families, its global footprint and its multi-format retailing model offer employees a myriad of opportunities for mobility and professional growth. Internal mobility is a priority for the Group, and one of the keystones of its human resources policy. Casino, for example, is committed to filling 50% of management positions by promoting from within.

The mobility policy has two major objectives:

- facilitate employee career development within the Group to develop and retain talent;
- ensure that the Group has adequate resources to meet its current and future needs. To this end, the Group is increasing the number of opportunities for employees to transfer to jobs seen as harder to fill.

Several systems are in place within the Group:

- performance appraisals and/or professional interviews;
- career and mobility committees tasked with identifying needs and facilitating internal mobility.

  The agreement on anticipating and supporting changes and transformations within Casino Group signed in 2018 reinforced the Group's commitment to developing and facilitating internal and external mobility by improving connections between Group companies in France. It provides for the creation of a service shared by all French banners, dedicated to internal mobility;
- the "C'ma Carrière" team, dedicated to mobility within the Group;
- succession plans and, in France, the career development, employability and skills agreement, which facilitates the implementation of individualised training paths;
- high-potential talent programmes, such as the Group-level "Young International Talents" initiative designed to nurture the potential of future international managers, enhance the international culture of the Group's teams, develop synergies, facilitate the sharing of best practices among the units and retain talent by offering compelling career opportunities. Another example is the "Talent Pool" in France, which comprises three programmes for employees with three to ten years' experience, identified internally by human resources teams through individual reviews or by the Development Committee/ Career Committees. These programmes are all focused on helping participants to build their career plans and measure their potential, while providing carefully crafted support to enhance their performance. These types of programmes are also in place in local Group subsidiaries.

3.5.1.3.9. Developing employability with training

Training is one of the key pillars of employee growth and sustained employability.

In line with Group targets, each subsidiary's human resources department offers training plans to support growth and career development and to guarantee the smooth integration of new hires. These plans are carefully aligned with changing jobs and skills requirements, with employee expectations, as expressed in their annual performance reviews, and with changes in the organisation and in legal and regulatory obligations.

In every unit, training focuses on four main subjects:

- health, safety and quality rules and practices, in compliance with the Group's occupational health and safety policies and applicable legislation;
- technical training in the Group's jobs, which plays a key role in successfully deploying the Group's strategy of enhancing professionalism and maintaining its leadership in all food counters (butcher, seafood, pastry, deli, cheese and fruit and vegetables);
- training in customer-facing services, a strategic focus for the Group, with the certification of more than 900 cashiers in their new role as customer advisors. In 2021, Éxito continued to train its employees in best customer service practices;
- training in management, leadership and the new management practices needed to support successful transformations.

Training in the Group is delivered by dedicated teams:

- in France, with "Campus Casino" and Monoprix's "Cézanne" training centre;
- in South America, "Assaí University" in Brazil offers classes taught by retail industry professionals in five key areas – cash & carry, leadership, trading, operations and development. In 2021, Éxito redesigned its employee training catalogue and is now using virtual platforms delivering specialised content and more than 500 certified courses.

The French banners are:

- expanding the number of trade certification programmes, such as those delivering professional qualification certificates (CQP). These certificates are recognised nationwide in the French retailing industry, in the same way as professional skills certificates issued by the Chambers of Commerce and Industry and certificates awarded by universities and business schools. In 2020 and 2021, more than 900 customer advisors earned the "Improving the quality of customer service" certificate;

- stepping up schemes for unskilled employees like the Cléa certificate attesting to proficiency in basic knowledge and vocational skills, which is aimed at people with a lack of trade certifications. Since 2018, more than 220 Group employees have earned Cléa certification;
- supporting employees in validating their acquired experience under France's VAE programme, which allows them to earn a diploma based on their job experience. Since 2017, 70 managers have obtained a Master's degree in Retailing and Distribution through a combination of training and validated job experience;
- supporting employees in preparing their government-managed Personal Training Account, which enables them to earn certification.

Performance

Each employee received an average of more than 23 hours of training in 2021, up six hours compared with the prior year.

See Group performance indicators on pages 276-277.

3.5.2. Casino Group, a local corporate citizen

As a local retailer with strong roots in city centre, suburban and rural communities, Casino Group contributes to local economic development, community outreach and support, social cohesion and the fight against poverty and exclusion. It encourages its banners to get more involved in community support partnerships with food banks and other leading non-profit associations, to develop local in-store community initiatives and to support the actions of its foundations. The Group is dedicated to meeting the diverse needs of associations present in its host communities.

Through its foundations and outreach partnerships, the Group is engaged in four main types of programme: food aid for the most vulnerable, support for children in difficulty, initiatives to break down the barriers to entry into the job market for underprivileged youth and the fight against social exclusion in all its forms.

In response to the Covid-19 pandemic, Casino Group and its banners continued to mobilise to support students and other people in vulnerable situations affected by the crisis.

3.5.2.1. Supporting food aid

Many people in the Group's host countries live below the poverty line and rely on food aid for sustenance. The Group actively supports food bank associations in these countries, and contributes to them by (i) organising daily in-store recovery of produce and still edible products nearing their sell-by date and (ii) participating in national collection drives.

In 2021, the Group's collection and recovery initiatives resulted in the donation of the equivalent of more than 65.6 million meals to food banks or similar social welfare organisations. More than 6,770 tonnes were collected during the nationwide campaign and 26,040 tonnes were donated by the Group's stores and warehouses, for a total of more than 32,800 tonnes of products.

In France, the Group is helping the most deprived members of society by encouraging its stores and customers to support the French food bank network (FFBA). It first partnered with FFBA in 2009, and renewed its association for a further three years in 2019. Under this agreement, through its banners, the Group acts by donating products with a short best-before date and takes part in the nationwide food bank collection day at the end of November each year, with the participation of volunteers. These donations go not only to local food banks, but also to a number of French charitable associations, such as the French Red Cross, *Secours Populaire* and *Restos du Cœur*.

In South America, GPA has implemented a similar approach and is continuing to donate to partner institutions through Instituto GPA. In 2021, the launch of a "Desafio do Bem" collection campaign resulted in the donation of more than 3,900 tonnes of food to more than 150 charities. Assaí is also actively involved through the distribution of food which benefited more than 100,000 families in Brazil in 2021. In Argentina, Libertad has been supporting the *Red Bancos de Alimentos* food bank network since 2013, and in Colombia, Grupo Éxito is continuing the partnership put in place several years ago with local food banks and donated around 1,430 tonnes of goods in 2021.

3.5.2.2. Supporting children in need

In France, Brazil and Colombia, Casino Group is committed to helping children through a variety of programmes deployed by its four foundations to provide educational opportunities and combat child malnutrition.

3.5.2.2.1. Education through theatre and music

In 2020, the Casino Foundation celebrated the "10 years of education through theatre" that have enabled over 22,000 children to gain access to oral expression and culture, and to discover others and their own talents through acting.

It has developed two major programmes:

- "Artistes à l'École", established in partnership with France's Ministry of National Education and the Odéon-Théâtre de l'Europe and giving around 1,000 children the opportunity to attend a two-year comprehensive artistic and cultural education course covering an introduction to theatre and the theatrical professions, drama and playwriting workshops and stage productions. Projects are selected by an artistic committee comprising members of the Foundation's Board of Directors, as well as artistic and educational experts. The Foundation supports and funds initiatives covering 12 theatre projects in schools, and gives the winning troupe the chance to present their show on the Odéon stage at the end of the two years. The health crisis reduced the 2020-2021 class to eight projects over just a one-year period. Nevertheless, almost 500 students were able to stage their shows as soon as cultural venues reopened, and a group of 35 Parisian students were invited to perform at the Odéon theatre in June.
- "Tous en scène," which gets Group volunteer employees involved in helping more than 2,500 children and teenagers to discover the theatre and perform plays outside of a school setting as part of initiatives led by associations supported by the Foundation. "Tous en scène avec nos enseignes" is an annual national outreach programme organised by the Casino Foundation with the support of the Group's Casino, Franprix and Cdiscount banners. The 2021 event raised more than €100,000 for the Foundation's two partner associations, "Apprentis d'Auteuil" and "L'Envol," to develop theatre activities for the children they support.

  The Foundation also provides funding for innovative initiatives led by associations or cultural organisations that use theatre as a means of promoting social integration and access to culture during school holidays. Since 2020, the Foundation has been supporting four long-term projects: "les vacances apprenantes" of Ateliers Amasco, "Terrains de jeux" of Comédie de Saint-Étienne, "La Troupe éphémère" of the TNP de Villeurbanne Foundation and "Ados en scène" of La Source.

  At year-end 2020, the Foundation phased out the annual outreach campaign conducted with Group banners to support the association "Lire et faire lire", which over the preceding three years had collected more than €100,000 to help pass on the joy of reading to young children.

In South America, Instituto GPA in Brazil is also committed to fostering social inclusion through education and offers educational programmes for young people from disadvantaged neighbourhoods in the cities of São Paulo, Osasco and Santos, including a musical education programme known as "Musica & Orquestra Instituto GPA" to allow young talents to bloom. The programme, which celebrated its 20th anniversary in 2020, has trained more than 15,000 disadvantaged young people between the ages of 10 and 18 to play the Brazilian guitar, violin, cello and double bass from the very first note, without the need for any prior musical training. It offers about two years of free music theory and practice classes for young people from underprivileged backgrounds. In response to the pandemic, instruments were loaned to all the students in 2021, enabling them to pursue these activities via online videoconferencing. The orchestra performs in stores as well as in theatres and at festivals in Brazil and abroad. In 2021, the Instituto GPA Orchestra gave 14 concerts, of which eight online and six in person with a limited audience. Assaí also supports musical education by providing funding for local cultural associations.

3.5.2.2.2. Fighting childhood malnutrition

As a major pillar of its action for children, *Fundación Éxito* in Colombia has developed national expertise widely recognised by stakeholders in the fight against childhood malnutrition. It takes action through its "Cero desnutrición" programme, which aims to ensure that no Colombian child under five suffers from malnutrition by 2030. Through its numerous partnerships formed with major Colombian public authorities, *Fundación Éxito* provides financial support to ensure healthy, balanced diets for children and pregnant women from disadvantaged backgrounds, while raising awareness about better nutrition. In 2021, more than €3.8 million was invested in programmes reaching more than 65,000 children.

Fundación Éxito organises a growing number of initiatives aimed at raising awareness about childhood malnutrition. Such initiatives include the "Lactatón", an event held for a sixth consecutive year in 2021 and bringing together over 40,000 women in support of breastfeeding.

3.5.2.3. Helping young people enter the workforce

The Group has deployed a number of programmes to support local community associations that are helping young people from underprivileged backgrounds to enter the world of work. It continued its partnerships during the year with the Civic Service Agency, the Civic Engagement Institute and the Business Network for Equal Opportunity in Education.

The Group has also been working alongside public authorities since 1993 to help young people enter employment, and supports the inclusion policy of the French Ministry for Urban Development, the Ministry for Gender Equality, Diversity and Equal Opportunity and the Ministry of Labour.

To support the professional integration of young people, Casino Group:

- has been heavily involved with community service since 2011, when it signed the Charter for the Promotion of Community Service in Business, under which companies commit to recognising experience gained during service and to promote the system among their recruitment teams. Created in 2010, the French government's Civic Service programme enables young people aged 16 to 25 to volunteer for public interest projects for periods ranging from 6 to 12 months in one of the nine priority areas recognised by the government. Within this framework, the various Group entities take part in events to promote the skills acquired during Civic Service;
- supports associations that help young people enter the workforce and gain experience in the professional world. In 2019, the Group organised the sixth "*Cap sur le Groupe Casino*" campaign, which offers middle school students from disadvantaged backgrounds vocational guidance. Around 200 middle school students came to learn about the Group's businesses during a half-day spent in one of the eight sites involved in the event. In partnership with *Le Réseau*, an association created in 2007 by large companies and France's Ministry of National Education, this unifying event attests to the Group's commitment to the professional integration of young people and to equal opportunities. Due to the restrictions imposed in response to Covid-19, the event had to be cancelled in 2020 and 2021. Monoprix works closely with Second Chance Schools, *Unis-Cité*, local initiatives, and Épide (an organisation helping young people enter the job market) to offer coaching, internships for school-leavers who lack basic skills and paper qualifications, recruitment sessions, CV-writing workshops, tours of stores and other opportunities. Franprix continues to engage in its initiatives to help disadvantaged young people to enter the workforce. For example, the banner organised practical internships for the reintegration of young people in difficulty, coupled with soft skills training. Several initiatives have been developed to reach "young dropouts", including store visits, information workshops, internships and hirings in partnership with various drop-out support organisations;
- partnered with the City of Paris, in 2016, as part of the Local Employment Development Charter and supports the "1,000 Sponsors for 1,000 Jobs" programme. It has continued its mobilisation and has been committed since 2018 to the PAQTE (Pact with the neighbourhoods for all companies).

In South America, GPA is working through Instituto GPA to continue its training initiatives among disadvantaged young people and, in partnership with the government of Rio de Janeiro, also supports the NATA professional training centre where 330 students from low-income families trained for jobs in the baking, pastry and dairy sectors. The institute also finances the education of high-potential young people, in renowned high schools in Brazil. In 2021, 44 students were sponsored through its "Prosperar" programme. In Colombia, Éxito is reaching out to young professionals by participating in job fairs and issuing calls for applications from students. The subsidiary has also partnered with universities and formed an alliance with the Colombian Family Well-Being Institute to assist young people at risk as they enter the job market.

3.5.2.4. Fighting social exclusion

Casino Group engages in a wide range of local initiatives to support people suffering from exclusion. The Group addresses these highly diverse community needs not only through its foundations, but also through the actions undertaken by its banners, stores and offices.

In 2011 in France, Casino Group initiated a partnership with microDon, a social economy enterprise, to launch and roll out the "Arrondi en caisse" programme at Franprix stores and then at Monoprix and Naturalia stores. Since 2014, more than €4 million has been raised for numerous associations, including Institut Curie, Toutes à l'école, the Foundation for Medical Research and Emmaüs France. The scheme has been extended to encompass the "Arrondi sur salaire" programme to allow Monoprix employees to donate from their salary to the Fondation pour la Nature et l'Homme, Emmaüs and Institut Curie.

To mark its tenth year of initiatives, in 2019, the Monoprix Foundation decided to refocus its programmes on eliminating isolation in society, particularly for homeless people. The foundation continues the work it began in 2009 with its partners, and in 2021, funded 29 projects aimed at combating isolation in cities and providing access to basic necessities, raising a total of more than €384,000.

Cdiscount continues to partner with *Un Rien C'est Tout* to reaffirm its support for community life through practical social cohesion projects. The e-retailer's customers can make donations starting at 1 euro with just one click when paying for their shopping basket, for various associations and four main causes: the right to dignity, childhood and education, health and the environment. Lastly, Cdiscount supports the *Quartiers Numériques* programme run by *Bordeaux Mécènes Solidaires* to combat the digital divide.

Franprix has entered into a partnership with *Emmaüs Défi* to help people in extremely precarious situations to find a sustainable way out. Since the end of 2018, some 30 employees have been given permanent contracts at Franprix stores, helping them to escape exclusion for the long term. In February 2020, Franprix was awarded the "Human Resources" prize for this partnership at the ESSEC Grand Prix du Commerce Responsable.

Casino Group and its banners are supporting the Gustave Roussy institute and its teams in the fight against childhood cancer. In September 2021, a number of donation campaigns were organised in the Group's stores in France to help accelerate paediatric cancer research. The initiative was also supported by Cdiscount.

3.5.2.5. Encouraging the civic engagement of employees

The Group encourages employees to make a difference in the civic life of their communities, considering that this type of engagement fosters personal and professional growth.

After an internal engagement survey confirmed that employees were interested in volunteering with charitable associations, the Casino Foundation implemented the "Citizen Engagement" skills-sharing volunteer programme. Today, the scheme is supported by a dedicated online catalogue of volunteer opportunities to work with associations partnering with Casino Group or its Foundation. More than 150 employees have completed volunteer work through this online platform since it was launched in 2017. The scheme also includes a "Citizen Engagement Handbook" for employees. Lastly, the Casino Foundation joined with the Institut de l'Engagement to create the Citizen Engagement Award, which honours employees who have volunteered to work with an association. The third Citizen Engagement Award will be presented in 2022.

The Foundation grants financial support and presents the "Foundation's Choice" award to local associations involved in using theatre to educate children and teenagers, which is both the cause it supports and a volunteer activity for many engaged employees. It also encourages meetings between employees and the young people who are participating in its initiatives, in particular during performances by young people or school-company workshops.

In another form of engagement, in December 2017, Casino Group signed an agreement with the French Ministry of the Armed Forces to support the nation's military reserve policy. In line with its citizens' commitments, the Group's objective is to facilitate the exercise of reserve periods by salaried operational reservists. Reservists among the Group's operational employees can now benefit from a more favourable and more protective contractual regime than the previous system, which it is hoped will encourage more volunteering. Lastly, to make this system an innovative, collective, shared commitment, the Group has established an "operational reserve leave fund" based on the donation of leave days by supportive non-reservist employees, with matching contributions from the employer. This enables the fund to finance the additional days of leave granted to reservist employees. Actions have also been taken in favour of the engagement of employees as volunteer fire fighters, who now receive a day's paid leave, and parent delegates in schools, who can benefit from an adjustment of their working time.

3.5.3. Casino Group, a responsible retailer

Food and nutrition are leading public health issues and major concerns in today's society. In response, Casino Group is pursuing a product policy combining safety, flavour, healthfulness, nutritional balance, environmental stewardship and sensitivity to production conditions. The Group's corporate by-line, "nourish a world of diversity", expresses this commitment to offering everyone affordable, top-quality products so that its customers can shop more responsibly.

The Group is driving progress towards these goals by improving its own private-label brands, encouraging national brands to align their practices with its CSR continuous improvement process, keeping consumers better informed about products and responsible shopping, and supporting its suppliers.

The Group is committed to improving the social and environmental conditions of its supply chain. It has also undertaken to (i) strengthen the social compliance initiative and audit plans for private-label production plants located in countries at risk; (ii) encourage suppliers and SMEs to deploy CSR programmes; and (iii) support local production chains.

3.5.3.1. Ensuring product quality, safety and compliance

Product quality, safety and compliance are top priorities for the Group, across every private-label product range. From product specifications to store operations, an end-to-end system ensures that the Group sells safe, healthy products of the highest quality.

The quality management system deployed within the Group is based on:

- a dedicated organisation and the expertise of teams:
  - the France Group Quality department shares best practices and procedures with the French subsidiary Quality departments in such areas as product quality and safety policies, traceability, supplier audits, crisis management, and product withdrawal and recall,
  - the international subsidiary Quality departments guarantee the quality standards applied to the private-label products and ensure that every product sold is safe for the consumer;

- International Featured Standards (IFS) and the work of the Global Food Safety Initiative (GFSI) for the French subsidiaries: Casino Group is a member of the Consumer Goods Forum's GFSI and is on the board of directors of the IFS. The GFSI is a global benchmark for product safety standards throughout the supply chain;
- regular audits of the Group's production sites, with particular emphasis on health and safety risk management. In France, audits are carried out in compliance with the Hazard Analysis Critical Control Point (HACCP) principles. Supplier facilities that have not been IFS-certified are regularly inspected to ensure that they comply both with applicable legislation and with Casino Group's specific standards. The Group aims to have all sites involved in the production of private-label products audited, either to an international standard (IFS) or, where applicable, to the Group's own internal standard. In Colombia, checks are carried out regularly;
- warehouse audits by Casino banners in France, to verify that best practice procedures and guidelines are being properly followed. all Casino banner warehouses in France are now "IFS Logistics" certified. In Brazil (GPA), warehouses also undergo an internal and/or external audit;
- in-store audits: hypermarkets and supermarkets under the Casino, Monoprix and Franprix banners in France, which are inspected once or twice a year in accordance with the Food Store Quality Standard. In Brazil (GPA), stores undergo an internal audit;
- specifications shared with suppliers: demanding specifications are established for each private-label product. These specifications ensure that the supplier delivers a product that complies both with applicable legislation and the quality level expected by the banners in terms of ingredients, packaging, taste and the origin and traceability of the raw materials. These specifications, which are contractually binding on both the Group and the supplier, consist of descriptive technical data, compliance statements and analysis reports. They provide a clear, shared definition of the product upstream of its marketing;
- collaborative management tools shared with food manufacturers to convert specifications and effective product tracking to electronic format;
- traceability, withdrawal, recall and crisis management procedures and tools, implemented as needed;
- product quality controls conducted throughout the year:
  - in-store product control plans: in France, virtually all private-label products are analysed at least once a year by an independent laboratory. As part of this process, the Quality Departments of French subsidiaries, impelled in particular by the Group Quality Department, conduct microbiology and physiochemical tests to manage health risks and comply with both regulations and banner specifications,
  - monitoring sensory quality using sensory analyses conducted with consumers. Operations in France have their own sensory evaluation laboratories,
  - grading of fresh fruit, vegetables, butcher meats and seafood in Casino, Monoprix and Franprix warehouses in France and in Brazil,
  - each breach of compliance detected undergoes a risk analysis and is addressed with an action plan whenever necessary, in France as well as in Brazil;
- a packaging optimisation programme to meet the commitments defined in the packaging quality policy (reducing the amount of plastic packaging, eliminating sorting disruptors, using recycled materials, etc.) and in France's National Pact on Plastic Packaging, of which the Group is a signatory;
- a set of core commitments for the Group's private-label products in France defining ingredients, additives and controversial substances to be avoided, reduced or eliminated, along with commitments to sustainable raw materials sourcing;
- customer complaints, which are monitored by subsidiary heads of Quality, who work closely with the manufacturers as part of a continuous improvement process;
- a regulatory monitoring system, which includes participation in various working groups of the French *Fédération du Commerce et de la Distribution*. In addition, risk foresight is coordinated by a risk management committee, led by the Group Quality Department with the support of a third party expert. Every two years, emerging risks, alternating between food and non-food products, which have been identified in scientific and media reviews and based on the expectations of civil society are mapped out. The Latin American subsidiaries also monitor regulations.

The subsidiaries have also deployed their own programmes.

GPA, for example, raises the standards of the following programmes every year:

- "Quality from the Source", which is improving the quality and traceability of fruit and vegetables by inspecting production conditions early in the process (such as water use, soil management, waste management and the use of agrochemicals), product transport and storage conditions, and the use of pesticides. Depending on the supplier's risk assessment, GPA controls and tracks, as required, the proper implementation of the defined corrective action plans and, if necessary, excludes suppliers that fail to comply with programme standards. Since 2017, more than a hundred crops have been included and controlled under the programme;
- the "Programa Evolutivo de Qualidade" (PEQ) programme, which has been assisting suppliers of private-label products in terms of quality and food safety since 2013, It encourages suppliers to obtain internationally recognised certification from an independent body through annual assessments, 117 suppliers are already GFSI-certified.

In Colombia, Grupo Éxito supports its suppliers in implementing food safety processes in programmes such as Food Defense and Food Fraud.

Performance

The Group conducted a total of more than 27,800 microbiology tests and 31,800 physiochemical tests to control food, household and health/beauty private-label products.

	2021
Total product recalls during the year*	489
Percentage of private-label product recalls*	24%
% of integrated stores covered by a quality audit	100%
% of certified or audited private-label production facilities**	97%
of which % of IFS- or BRC-certified sites	91%
of which sites audited by the Group	6%

* *New indicator – NFIS – Scope: France.*

** *New indicator – Scope: production facilities of Casino and Monoprix private-label food products. Use of the International Featured Standards (IFS) or British Retail Consortium (BRC) standards.*

3.5.3.2. Supporting consumer health

The Group's health and nutrition programme, initiated in 2005, capitalises on the experience and expertise it has acquired since 1901, when the first Casino private-label product was created. It has since been strengthened:

- in 2008, with the signing of a charter of voluntary nutritional progress commitments with the French Ministry of Health, under the National Health and Nutrition Plan (PNNS). Applying the charter in France led to improvements in more than 2,000 recipes and the inclusion of selected nutritional criteria in private-label food product specifications;
- in 2010, with the establishment of a Health Committee that meets four times a year to analyse data, the latest scientific trends and consumer expectations in the field of health. The Committee issues recommendations on controversial ingredients such as aspartame, endocrine disruptors, bisphenol and pesticides, and supports the Group in developing special private-label product lines in France, such as poultry raised without antibiotics and frozen vegetables that are guaranteed to be free of quantified pesticide residues.

Today, the Group is assertively supporting its private labels by:

- improving the nutritional profile of its products;
- eliminating controversial substances;
- developing product ranges for specific nutritional requirements, such as baby food, gluten intolerance and sugar-free products;
- promoting and expanding the organic product lines;
- promoting more legible nutrition labelling to better inform consumers;
- encouraging the eating of protein alternatives to meat and dairy products, more plant-based foods for a more balanced diet;
- raising employee awareness of nutritional issues.

3.5.3.2.1. Improving the nutritional profile and ingredients of private-label products

For many years, the Group has defined strict criteria in its private-label specifications both for food products (GMO-free, limited additives, no irradiated ingredients, etc.) and for household and health/beauty products (no parabens, triclosan, etc.).

Improving nutritional value

Since 2008, the Casino brand has made a considerable effort to reduce the salt, sugar and fat content in the recipes of more than 2,000 items, in accordance with *Programme National Nutrition Santé* (PNNS) recommendations. The new content standards have been incorporated into the product specifications. As part of the deployment of the Nutri-Score programme, 800 actions were taken to improve the nutritional value of recipes. Monoprix has expressed its commitments in a Sustainable Nutrition Charter, which covers nutritional standards, the banning of controversial ingredients, the traceability of raw materials, and raw materials quality standards.

Internationally, Éxito is pursuing the action plans to optimise its food products that were defined as part of the nutritional assessment conducted in 2015. In 2021, the nutritional profiles of more than 5,000 products were analysed and reviewed to comply with Food Standard Agency requirements, with a focus on continuing to enhance the healthcare product lines developed as part of the banner's Vida Sana programme.

Since 2020, Casino Group has been reducing the salt content in its private-label products to work towards targets to reduce salt intake set by the World Health Organisation and the National Health and Nutrition Plan. In 2021, it created the *Club R&D sel industriels* with partner manufacturers from the product categories that contribute the highest salt intake, to share best R&D reduction practices with experts. In 2021, salt content was optimised for more than 300 items in France.

- **Eliminating controversial substances**

To actively contribute to the public debate on the connection between food and health and respond to stakeholder expectations, the Group has identified the controversial substances present in its private-label brands in France and undertaken to eliminate them as soon as possible. This process addresses the need to fight against cardiovascular disease, obesity and other chronic disorders, and to attenuate the risks related to endocrine disruptors, antibiotic resistance and allergens.

In France, the Group has defined a set of core commitments that apply collectively across its banners' private labels concerning additives, ingredients and other controversial substances. a total of 81 ingredients, additives or controversial substances to avoid, reduce or eliminate in the production of private-label food products. In 2019, for example, titanium dioxide was removed from the private-label food products, well before it was legally banned. BHA and BHT, two synthetic antioxidants used as food preservatives, have also been eliminated, as have fructose-glucose syrup and ionized ingredients.

- **Genetically modified organisms**

Since 1997, the Group has guaranteed that the ingredients, additives and flavourings used in its private-label products sold in Casino, Monoprix and Franprix stores in France are entirely GMO-free. Outside France, the subsidiaries' private-label products comply with applicable legislation and labelling rules. In Brazil, for example, products are inspected, and indicate the presence of GMO ingredients in excess of 1%.

3.5.3.2.2. Offering organic products, guaranteed to be free of pesticide residues

The Group's banners are developing and championing innovative farming initiatives that are beneficial for the environment, farmers and consumer health.

All the banners offer a wide range of certified organic products under the Monoprix Bio, Franprix Bio and Casino Bio private labels, as well as through the Naturalia and Casino #Bio stores, representing around 2,900 organic food products in France.

In addition, the Group offers a large range of fruit and vegetables that are guaranteed to be free of pesticide residues. Launched in 2016, the Casino AgriPlus programme enables Casino stores to offer frozen and fresh fruit and vegetables guaranteed to be free of pesticide residues. This innovation stems from an engaged process of improving agroecological practices and quality, in order to address the leading concern of consumers by eliminating all traces of pesticides in food. The pesticide-free guarantee is backed by the precautions taken at each stage of the farm production cycle by Casino partners, who apply sustainable farming practices (carefully selected crop land and seeds, crop protection plan, etc.). The absence of quantified residual insecticides, fungicides, herbicides or other pesticides is verified by an accredited independent laboratory. All of the Casino brand fruit and vegetables are either organically grown or guaranteed to be free of quantified pesticide residues. In 2021, the programme was extended to fruit juice.

3.5.3.2.3. Offering products from animals raised without antibiotics

In order to combat the risks associated with antibiotic resistance, Casino Group has developed a range of products from animals raised without antibiotics, including chicken, pork and salmon ranges. Antibiotic resistance is a public health issue and the use of antibiotics in livestock farming is a significant concern for French consumers.

In addition, the Casino brand has been working for several years with livestock breeder associations to develop chicken and pork production chains that are antibiotic-free across the animal lifecycle. This process is helping to combat antibiotic resistance, in line with the French Ministry for Agriculture's 2017 "Écoantibio plan" to reduce the use of antibiotics in farming by 25% over five years. All Casino private-label chickens (Casino Terre & Saveurs, Casino Bio and Casino) and Terre & Saveurs-label salmon are raised without antibiotics. The Monoprix banner also offers a range of products from animals raised without antibiotics, including salmon, sea bass, sea bream and trout in the seafood section, Monoprix and Monoprix Bio Origines chicken, and cooked ham.

In addition, all of the banners carry organic products (see section 3.5.4.6) that guarantee the use of best production practices.

3.5.3.2.4. Developing specific product ranges

In addition to requiring suppliers to comply with nutritional and health criteria for private-label products, Casino Group markets several product ranges aligned with the nutritional needs of certain consumers who require gluten-free, sugar-free, lactose-free and other special diets. Casino, for example, offers sugar-free and gluten-free products developed in association with the French Diabetes Federation (FFD) and the French Association of People Living Gluten-Free (AFDIAG). Naturalia stores also carry a line of organic, AFDIAG-certified gluten-free products, as well as enhanced assortments of salt-free and lactose-free products. Taeq, the Group's private label marketed in Colombia and Brazil, also includes products suitable for gluten-free, low-sugar or sugar-free, low-sodium, and lactose-intolerant diets.

3.5.3.2.5. Informing consumers about product nutritional profiles and encouraging balanced eating habits

The Group believes in providing consumers with better information about the nutritional qualities and health impact of its products.

- In France, private-label food products, in compliance with local legislation, feature nutritional labels stating their energy value and the amount of protein, carbohydrates, sugar, fats, saturated fats, dietary fibre and salt they contain. At its own initiative, Group banners also display these labels on their private-label products that are not subject to regulations. Regulations also require the presence of allergens to be clearly displayed in the list of ingredients, and the origin of milk and meat. The Casino brand pledged to display Nutri-Scores on all its private-label products. In 2021 nearly 60% of Casino products were assigned a Nutri-Score of A, B or C. Recipes were also re-worked to enhance products' nutritional value (see section 3.5.3.2.1). The colour-coded logo ranks products in five categories, ranging from the most nutritional (Green/A) to the least (Red/E), based on favourable nutrient and food content (fibre, protein, fruit and vegetables) and unfavourable nutrient content (calories, saturated fatty acids, sugars and sodium). Franprix is deploying the same programme. In 2021, more than 1,900 Casino and Franprix private-label products displayed Nutri-Scores of A or B. Casino is also the first retailer to use Allergobox.com, a French website for people with allergies or food sensitivities: Its database now includes 3,300 Casino-brand food products that consumers can look up to see if they are compatible with their dietary restrictions.
- Internationally, Éxito continued to roll out its voluntary nutritional labelling system on all its products, based on the Nutrient Profiling Technical Guidance developed by the Food Standards Agency (FSA). The guidelines apply a scoring system that awards positive (protein and fibre) and negative (saturated fat, sugar and sodium) points to nutrients. Healthy products are therefore those with a higher positive than negative nutrient score. In Brazil, GPA further improved its nutritional labelling system on its Taeq private-label products, indicating the levels of saturated fats, fibre, sodium and vitamins, and continues to highlight the presence of any allergens or additives in the list of ingredients. To encourage more responsible consumption habits, Pão de Açúcar continued to broadcast the "Lugar de Escuta" podcast in 2021 to raise awareness to the need for healthier, more sustainable products. The banner also continues to offer trade discounts on all organic products on Wednesdays and Thursdays.

3.5.3.3. Monitoring and improving the social and environmental impacts of the supply chain

One of the primary goals of CSR policy is to monitor and improve the social and environmental impacts of the supply chain by:

- deploying a process to assess social, human and environmental risks at suppliers and across the production chains, particularly in compliance with requirements;
- strengthening monitoring and improvement procedures for suppliers of private-label products based in countries at risk, particularly with respect to duty of care obligations;
- supporting local production chains;
- facilitating suppliers' CSR initiatives.

Commitment

Through the nine commitments in its Ethics Charter, the Group has reaffirmed its respect for the values, principles and human rights defined in:

- the Universal Declaration of Human Rights;
- the International Covenant on Civil and Political Rights;
- the International Covenant on Economic, Social and Cultural Rights;

- the eight Fundamental Conventions of the International Labour Organization (ILO) on freedom of association and the effective recognition of the right to collective bargaining (Convention 87: Freedom of Association and Protection of the Right to Organise and Convention 98: Right to Organise and Collective Bargaining); the elimination of all forms of forced or compulsory labour (Convention 29: Forced Labour and Convention 105: Abolition of Forced Labour); the effective abolition of child labour (Convention 138: Minimum Age and Convention 182: Worst Forms of Child Labour); the elimination of discrimination in respect of employment and occupation (Convention 100: Equal Remuneration and Convention 111: Discrimination).

It has also pledged to uphold:

- the 10 Principles of the United Nations Global Compact since 2009. The Group's commitments are reflected in these principles, particularly Principle 2: Businesses should make sure that they are not complicit in human rights abuses; Principle 4: Businesses should uphold the elimination of all forms of forced and compulsory labour; Principle 5: Businesses should uphold the effective abolition of child labour; Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery;
- the Women's Empowerment Principles developed by UN Women, since 2016 (Principle 2: Treat all women and men fairly at work – respect and support human rights and non-discrimination).

The Group supports the 17 UN Sustainable Development Goals, particularly SDG 5 on gender equality; SDG 8 on decent work and economic growth; and SDG 12 on responsible consumption and production.

As a founding member of the Businesses for Human Rights (EDH) association, Casino Group supports cross-industry initiatives to identify and prevent risks in the areas of human rights violations, employee health and safety and serious damage to the environment.

The Group supports and takes part in multi-stakeholder initiatives, namely:

- the Consumer Goods Forum (CGF), by supporting its resolution calling for the eradication of forced labour;
- the Initiative for Compliance and Sustainability (ICS), of which it has been a member since 2000 and whose audit protocol it uses to monitor and improve working and environmental conditions in the production facilities;
- the Business Social Compliance Initiative (amfori BSCI), of which Casino Global Sourcing, the Group's sourcing subsidiary, has been a member since 2017, to strengthen its audit plans;
- the International Accord for Health and Safety in the Textile and Garment Industry, with its subsidiary Monoprix. In September 2021, this agreement replaced the Accord on Fire and Building Safety, which the Group signed in 2013 to support the multi-stakeholder efforts to improve safety conditions in factories in Bangladesh, in alignment with local practices;
- the *Associação Brasileira do Varejo Têxtil* (ABVTex) in Brazil, which brings together mass and speciality retailers to monitor and improve production conditions in local garment factories;
- the Cerrado Manifesto Statement of Support to protect Brazil's Cerrado from deforestation;
- Valorise, the web-based CSR self-assessment portal for suppliers, based on ISO 26000 and designed in collaboration with four French trade federations (ANIA, COOP de France, FCD and FEEF). The platform was launched in 2017 in partnership with seven other French-based retailers to identify and describe their suppliers' CSR programmes and to support them in deploying their CSR policies.

These commitments are promoted among:

- employees, through the Group Ethics Charter and the Code of Ethics and Conduct issued in 2017 to reaffirm, in particular, the Group's commitment to combating corruption (see section 3.4.2);
- stakeholders, through the Group's support for global and industry initiatives (see the above paragraph) and its CSR strategy, deployed since 2011;
- suppliers, particularly through the Supplier Ethics Charter.

Lastly, Casino Group fosters open, constructive dialogue with stakeholders (see section 3.3). In 2014, for example, it signed an initial CSR agreement with the four representative trade unions, which was renewed first in 2017, and then again in 2020 for further three-year periods. Through the agreement, the parties acknowledge the importance of:

- encouraging suppliers to address CSR issues in their own supply chain and to promote their responsible products;
- their duty of care;
- continuing to train buyers in the standards defined in the Supplier Ethics Charter and to take working conditions and environmental criteria into account when selecting suppliers;
- auditing supplier production facilities in countries deemed at risk and assisting them, to the extent possible or necessary, in deploying corrective action plans.

The Group's main initiatives in this area are described in section 3.5.3.4.

3.5.3.4. Duty of care plan

3.5.3.4.1. Principles for action

Casino Group's duty of care plan is built on the undertakings it has made to stakeholders and the initiatives it has been involved in since the early 2000s (see paragraph above).

Duty of Care Committee

In 2017, Casino Group set up a Duty of Care Committee, whose members include the Secretary of the Board of Directors, the Group General Secretary, the Director of Production, Innovation, Quality and Mediation at the AMC purchasing unit, the Group Risk and Compliance Director, the Group CSR Director, the Group Insurance Director, the Group Internal Control Director and the Group Employment Law Director.

Its role is to:

- ensure implementation of French law No. 2017-399 of 27 March 2017 on the Duty of Care of Parent Companies and Ordering Parties, which is designed to identify risks and prevent serious violations of human rights and fundamental freedoms, serious harm to the health and safety of persons, and serious damage to the environment resulting from the operations of (i) the company; (ii) the companies it controls; or (iii) subcontractors or suppliers with which the company has an ongoing business relationship, when such operations are part of said relationship;
- define the risk mapping methodology and effectively map the risks involved in the operations of the Group and its suppliers;
- analyse the findings of the risk mapping exercise;
- ensure that action plans are in place to mitigate risks and prevent serious violations or harm, that these plans are implemented and that their effectiveness is assessed;
- ensure that an alert mechanism is in place to report potential violations.

The risk mapping exercise is tracked and reviewed annually, to reflect the Group's action plans and input from stakeholders.

The Committee met three times in 2021.

Risk mapping and regular assessment procedures

To analyse in more detail the risks involved in the Group's business operations (see section 4.3 "Main risk factors"), in 2017, the Duty of Care Committee defined the methodology for mapping the specific risks of causing serious violations of human rights and fundamental freedoms, serious harm to employee health and safety, or serious damage to the environment:

- due to the direct operations of the Group, in light of the procedures in place. Existing procedures intended to prevent these risks were assessed in light of the human resources, quality, purchasing, CSR and environmental policies in place;
- due to the operations of suppliers. The risk map identifies the risks related to the purchase of national-brand and private-label goods for resale and of goods and services for general and administrative purposes.

Given the Group's business operations, 12 major risks were addressed

Human rights and fundamental freedoms
1. Forced or child labour
2. Respect for labour rights (unreported work, discrimination, freedom of association, working hours, etc.)
3. Respect for fundamental rights (women's rights, harassment, etc.)
4. Armed conflicts (conflict zones or resources, border disputes, etc.)

Personal health and safety
1. Respect for employee health and safety
2. Employee handling of hazardous products
3. Consumer risks

Environment
1. Water and soil pollution (pesticides, chemicals, etc.)
2. Greenhouse gas emissions (polluting processes, energy-intensive processes)
3. Deforestation
4. Harm to biodiversity
5. Sustainable management of resources and waste

Each risk was weighted to reflect the relative seriousness of each one in relation to the Group's business operations.

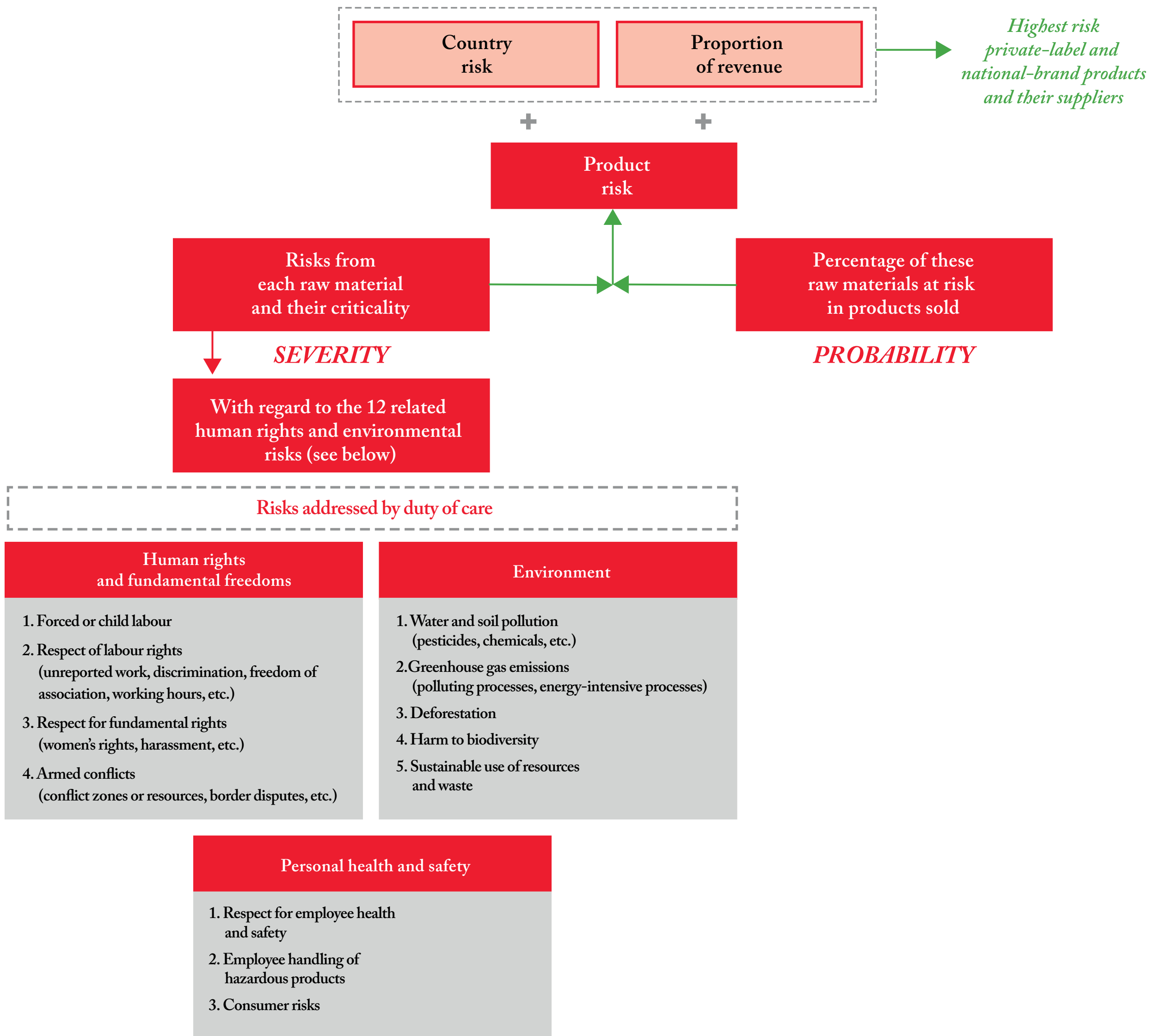
Supplier risk map

Supplier risks were mapped using the following methodology:

- Assess the risks related to products sold: for each substance contained in a marketed product, the level of risk in the 12 categories defined above was systematically analysed using documentary sources (international studies, NGO reports, surveys, media reports) and in-house assessments. In this way, 200 substances at risk were identified, assessed and classified according to their level of criticality in each of the 12 risk categories (risk severity). Then, the level of risk in products sold was defined based on the amount of the substances in question in each one (risk probability).
- Assess the risks related to the country of supply or production of the product and any assessed substance content: in recent years, the Group has analysed risks in the countries where its private-label products are manufactured, enabling it to assess and address, for each product, the risks stemming from its country of manufacture or known origin. This country risk analysis measures and combines a number of indicators, such as:
  - the number of fundamental ILO conventions ratified by the country;
  - the Human Development Index (HDI) of the United Nations Development Programme (UNDP);
  - the percentage of child labour in the country, according to UNICEF;
  - the prevalence of forced labour, as measured by the ILO;
  - the Worldwide Governance Indicators (WGI) issued by the World Bank;
  - the Environmental Performance Index (EPI) developed by Yale University and Columbia University.

  This analysis was reviewed and compared with the country risk analysis developed by the ICS in 2019, which draws on all the indicators included in the country risk analysis led by Casino Group, in addition to the following indicators:
  - the SDG Index of the United Nations Sustainable Development Solutions Network;
  - the Global Rights Index of the International Trade Union Confederation (ITUC);
  - the Freedom in the World Index of the US NGO Freedom House;
  - the Trafficking in Persons Report of the US Department of State;
  - the results of ICS social audits performed in each country.
- Determine product purchasing volumes: the likelihood that the Group will incur the risk increases with volume.
- Identify the number of vendors per product category: a larger number of small suppliers makes auditing the upstream production chains a more complex process.

To assess the overall sourced product risk from the standpoint of duty of care, the risk criteria described above were weighted according to the following criteria, in descending order of importance: product criticality based on its content, country of supply, purchase volumes and number of potential vendors.



These analyses reflect a certain number of issues specific to Casino Group.

The Group carries a multitude of products, which means that it works with a very large number of suppliers from a wide variety of backgrounds, including:

- suppliers of leading or national brands, which represent a significant share of consolidated revenue. Often, these companies must also comply with French duty of care legislation;
- suppliers of private-label products, manufactured in accordance with specifications defined by the Group's purchasing organisations. While these suppliers may be based in our host countries, the product is often made in another country, including some that have been deemed at risk by the Group. They are a priority focus of the duty of care plan's mitigation initiatives (see below) and are subject to the Group's Supplier Compliance Programme (SCOP);

- a very large number of suppliers, most of whom are SME/VSEs, cooperatives and farmers who supply the Group's stores locally, especially with fruit, vegetables, meat and other fresh products. In Colombia, for example, Grupo Éxito sources more than 80% of its fruit and vegetables locally;
- suppliers of goods and services for general and administrative purposes and other purchases not for resale, including service providers (security, cleaning, etc.) that may involve specific risks, such as discrimination in hiring. Most of these goods and services are purchased locally.

The Group's initiatives made it possible to map the purchasing risks and rank them by criticality, thereby revealing the product categories whose content presented the highest risk profiles, according to the 12 identified risks. These included:

- private-label apparel made in countries at risk, most notably Bangladesh;
- private-label food products containing palm oil, an ingredient found in some of the Group's own-brand items;
- products sourced from cattle ranches and sold in our stores in Brazil.
- In 2018, GPA performed a supplementary review with the support of a consultancy, which confirmed the Group's risk map while identifying specific risks related to products sold in Brazil.

Suppliers of these products are the focus of priority duty of care action plans.

In 2017, deployment of the supplier risk map was presented to TFT Earth – Earthworm Foundation, a specialist in the impact of supply chains and raw materials on the environment and deforestation.

Procedures for regularly assessing suppliers as part of the risk mapping exercise are described in section 3.5.3.4.3 (annual social audit campaign).

Continuous risk analysis and updating the supplier risk map

A new analysis of the level of risk of the 200 substances already taken into account in the previous supplier risk map was carried out in 2019, based on an identical methodology. This resulted in an increased level of risk for most of the substances studied, mainly due to an increase in the environmental risks associated with these substances. However, between the two analyses, there was little change in the list of different substances assessed as having the highest risk.

In 2020, the CSR department initiated an updated review of NGO reports on food and non-food compounds and raw materials that may be present in products carried on Group shelves, in a commitment to identifying any new or emerging risks. The risk weighting of each compound was diligently analysed by the Purchasing Department using its proprietary "Responsible Together" application.

Casino Group remains constantly alert to identifying and preventing the serious risks of human rights violations or damage to the environment faced by the retail industry. As part of this commitment, it carefully tracks reports from local and international NGOs concerning retailing industry suppliers, the responses submitted by these suppliers, and any significant events reported by recognised media. This information is factored into the assessments of potential risk arising from direct suppliers.

In 2020, several significant retail industry events were analysed to identify serious new risks of human rights violations or environmental damage involving direct suppliers, including:

- Amnesty International's allegations that a leading Brazilian beef supplier may have committed human rights abuses;
- claims by several NGOs and other organisations that Brazilian cattle ranches working for three major national brand agri-foods suppliers were allegedly complicit in stripping local forests.

These events and allegations prompted Casino Group to address the related risks and to strengthen existing measures as necessary.

In 2021, the CSR department updated its weighting system applied to the 12 risk criteria taken into account in its map, and finished updating the analysis of each compound based on information available in its "Responsible Together" application. The updated map determines gross and net risk for the main compounds, in line with action plans implemented with suppliers. The list of compounds/products with the highest risk was shared with the Group's main subsidiaries in Latin America so that they could better adapt their risk analysis to their respective markets and add more specific local risks. This updated map was presented to the Duty of Care Committee at the end of 2021.

As in 2020, with a view to keeping its risk analysis up to date, Casino Group continued to survey press articles and reports from organisations and experts on risks of human rights and environmental violations involving products sold in its stores and the suppliers associated with them. Lastly, purchasing department employees learnt about the importance of reporting any instance or information that could implicate its suppliers.

Mapping subsidiary risks

Risks in the subsidiaries were mapped in 2018 using the following methodology: after validation by the Duty of Care Committee, a questionnaire covering the 12 risks mentioned above and two issues related more specifically to the management system and to purchasing and supplier management practices was sent to each of the international subsidiaries so that they could self-assess their risks. Each of the 118 questions was rated low-, medium- or high-risk, so that the answers could be used to determine a level of overall risk for each subsidiary. When necessary, additional information was requested to enable a more precise determination. The analysis was performed by the Group CSR department.

The following issues were addressed:

- Social issues:
  - Child labour and young workers;
  - Forced labour;
  - Discrimination;
  - Violation of freedom of association;
  - Violation of working hours;
  - Non-payment of wages, violation of minimum wage and benefits legislation;
  - Health and safety;
  - Respecting local communities;
  - Product safety;
  - Right to information.
- Environmental issues:
  - Environmental policy;
  - Combating climate change;
  - Sustainable use of resources;
  - Circular economy;
  - Protection of ecosystems (natural habitats);
  - Chemicals/hazardous substances.
- Management system issues:
  - Management system;
  - Training;
  - Incentives for buyers;
  - Internal dissemination of the ethics policy;
  - Supplier accreditation;
  - Termination of a business relationship;
  - Data management and security.
- Purchasing practices and supplier management issues:
  - Sourcing;
  - Traceability;
  - Subcontracting;
  - Direct purchasing;
  - Business intermediaries for suppliers;
  - Franchisees;
  - Business partners (projects);
  - Service providers.

The assessment identified the following major risks:

- discrimination and harassment in three Group subsidiaries, where it was decided to strengthen existing prevention systems. The risk is now considered low in light of the monitoring initiatives put in place. The preventive measures will remain in effect throughout the Group and its subsidiaries;
- risks of non-compliance with supplier management procedures (accreditation rules and authorised subcontracting guidelines, etc.). In particular, given the type and complexity of the procedures in place and the number of people involved in their implementation, there was a risk of non-compliance with all of the requested measures in three subsidiaries.

Continuous risk analysis and updating the subsidiary risk map

In the same way as for supplier risks, the Group tracks retail industry reports and significant events to measure the potential risk arising from its subsidiaries.

In 2020 and 2021, several retail industry events were analysed to identify emerging risks of seriously abusing human rights or fundamental freedoms, endangering people's health and safety or causing environmental damage. These included:

- the Covid-19 pandemic: Casino Group, through its subsidiaries in France and South America and its suppliers, was directly impacted by this crisis, which posed a potential risk to the health and safety of its employees. Throughout the year, the Group's over-riding priority was to safeguard employees and customers, based on prevailing scientific knowledge, WHO recommendations, and government guidelines;
- the death of a customer at the hands of a security guard in a competitor's store in Brazil in 2020 underscored the risk of serious human rights violations and discrimination. In addition, several high-profile cases of discrimination and racism based on skin colour were condemned in the retail and hospitality sector in Brazil and many other countries;
- cases of risk of deforestation caused by raw materials produced in different countries, as identified in several reports, notably in the beef supply chain in Brazil.

These events led Casino Group to strengthen existing measures as necessary.

In 2021, the CSR department asked the Group's main subsidiaries to update the monitoring of defined action plans and update the risks related to its subsidiaries' activities.

Stakeholder dialogue

Casino Group and its subsidiaries regularly engage with stakeholders, including non-governmental organisations and public authorities, to continue improving the identification of serious risks of human rights and environmental violations in the supply chain. It also participates in several collaborative platforms on environmental and human rights issues. This dialogue takes the form of bilateral or multilateral exchange within working groups made up of multiple stakeholders. The Group also answers questionnaires sent by associations.

In 2021, Casino Group and its subsidiaries concerned have interacted with several associations, namely on issues involving:

- raw materials in the supply chain. The Group engages in dialogue with its peers and associations by participating in working groups on soy, charcoal, tuna, shrimp and pesticides led by its partner the Earthworm Foundation, and by joining the French Soy Manifesto, the French Sustainable Cocoa Initiative, the Soy Transparency Coalition and the Palm Oil Transparency Coalition. For example, it responded to the WWF questionnaire on palm oil and the Changing Markets Foundation questionnaire on aquaculture,
- cattle farming in Brazil with Imaflora, Proforest and the National Wildlife Federation (NWF), the Beef Working Group under the Forest Positive Coalition of Action backed by the Consumer Goods Forum, as well as in 2020 and early 2021 with Amnesty International regarding its report on a leading Brazilian beef supplier,
- human rights issues through the Initiative for Compliance and Sustainability (ICS), Businesses for Human Rights (EDH), Accord on Fire and Building Safety in Bangladesh and, for living wage issues, the Platform Living Wage Financials,
- plastics as a signatory to the National Pact on Plastic Packaging.

Casino Group's 2020 duty of care plan was presented to the Group's union delegates in April 2021. This presentation provided an opportunity to explain and discuss its implementation and the action plans deployed. In addition, as part of the Group CSR Agreement, signed in 2014 and renewed every three years since, the Group presented the duty of care plan at the annual meeting of the agreement monitoring committee, held in December 2021. At this meeting, the Group CSR department was able to present further details on the plan to the Group's union delegates.

Group subsidiaries engage in this type of dialogue with local associations in the countries where they operate.

Alert and report compilation mechanisms

After consultations with employee representatives, Casino Group simultaneously set up two alert mechanisms, one for reporting Sapin II law violations and the other for reporting and compiling accusations of alleged or actual risk of causing the serious violations, harm or damage described in French law No. 2017-399 of 27 March 2017.

The second mechanism is open to any employee, or any other person, who wishes to report, anonymously and in any language, possible infringements of the above-mentioned law, simply by writing to contact75vgl@deontologue.com. The address may also be accessed on the CSR Commitments/Produce better/Improving the supply chain page of the Group's corporate website (www.groupe-casino.fr).

Reports are received and processed by the Group Compliance Officer. Anonymised reports are also discussed during Duty of Care Committee meetings.

In responding to alerts and reports, the Compliance Officer is expected to consistently demonstrate independence, objectivity and impartiality. He/she must keep all such reports strictly confidential and inform anyone involved in the investigation and verification procedures initiated following an alert that such confidentiality extends to them as well.

The Group Compliance Officer must take care that the identity of the whistle-blower remains confidential at all times.

Strict confidentiality is also ensured via the following procedures:

- a secure email address is used;
- a special electronic file is created on a secure server protected by a regularly changed password.

Casino Group has deployed a full range of systems and procedures to protect the whistle-blower's personal data.

In 2021, three messages were received at the above address, as opposed to 10 in 2020. These 13 identically worded messages called the Group to take action in response to the proceedings brought by NGOs against it for alleged deforestation in Brazil. Each of these messages received a response.

This system, referred to in the Supplier Ethics Charter following its update in 2019, expands on the internal alert mechanism already available to employees (see section 3.4.4).

Alert mechanisms and processes have also been deployed in the local operations. In South America, for example, whistle-blowing channels are in place at GPA and Assaí in Brazil and Éxito in Colombia, which can be accessed by both employees and third parties. All of these alerts are treated confidentially, with procedures to protect the whistleblower's identity.

In Brazil, the line is open from Monday to Saturday from 8:00 am to 8:00 pm local time:

- GPA: 08000 55 57 11 – ouvidoria@gpabr.com
- Assaí: 0800 777 3377 – ouvidoria@assai.com.br

In Colombia, employees can access three reporting channels, managed by an independent outside company:

- Telephone hotline: 018000-522526
- Email: etica@grupo-exito.com
- Online form: https://lineatransparencia.com/exito/reportesembedded?form#/

These channels are also accessible on www.gpabr.com/pt/ouvidoria and www.grupoexito.com.co.

3.5.3.4.2. Regular risk assessment procedures, risk mitigation programmes and initiatives to prevent Group business activities from causing any serious violations, harm or damage, and implementation outcomes

Through its CSR policy, Casino Group has for many years been implementing the prevention plans and risk mitigation programmes mandated by the French duty of care law. These plans and programmes are presented in Chapter 3 of this Universal Registration Document ("Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS)").

Among the prevention programmes introduced and strengthened over this period to address the identified internal risks arising from the Group's operations, many are designed to avoid the risk of abusing human rights, harming employee health and safety or seriously damaging the environment.

The programmes and the outcomes of the various initiatives in 2021 and other years are described in the sections of this chapter dealing with:

- the Group's human resources policies, social dialogue and workplace health and safety, and the Group's diversity and gender equality policies (see section 3.5.1);
- community outreach, procurement and quality policies (see sections 3.5.2 and 3.5.3);
- environmental policies (see section 3.5.4).

(i) Harassment risk

In order to address the risk related to harassment identified in the subsidiary risk mapping exercise, procedures to be followed in the event of reports of sexual harassment or sexist behaviour have been defined and communicated. In France, anti-sexual harassment "watchdogs" have been appointed. They have a dedicated email address at which employees who are victims or witnesses of sexual harassment can alert them. These correspondents were trained in 2020, some through a e-learning course, and others face-to-face, to understand what to do in response to a report. These procedures, as well as the network of correspondents put in place, were presented to the Duty of Care Committee in December 2019 by Casino Group's Director of Employee Relations and Innovation.

In Latin America, a policy, procedures and a dedicated organisational structure have also been set up to receive, follow up on and handle reports and complaints of workplace and sexual harassment. GPA and Grupo Éxito employees received training on these matters.

(ii) Risk of non-compliance with supplier approval procedures

In the questionnaire used for the 2018 risk mapping exercise, the subsidiaries were asked to verify the proper application of all the management guidelines defined in the Group's Supplier Compliance Programme (SCOP) Manual. Analysis of the questionnaires highlighted the need to strengthen procedures in certain areas and to plan additional initiatives for the international subsidiaries, in particular concerning supplier management: more resources have to be allocated to combating unreported subcontracting and accreditation procedures need to be improved, notably (i) by including additional requirements in certain subsidiaries' supplier contracts and marketing agreements, and (ii) by expanding training for buyers, accreditation employees and other people in contact with suppliers.

As a result, in October 2018, a report summarising the main areas of improvement identified was sent to all of the international subsidiaries, so that they could undertake any required remedial action and perform additional risk audits of their processes.

The findings of these subsidiary audits were reported to the Group CSR department along with the related corrective action plans, the rollout of which was monitored in 2019. Lastly, digital training courses have been introduced, particularly in the purchasing unit in France, to ensure that the Group's social and environmental supplier compliance programme is properly distributed and understood.

In 2021, Casino Group updated its Supplier Ethics Charter to enforce stricter requirements on its suppliers concerning human rights and the environment. The updated version will be circulated in 2022 with a reminder of procedures.

(iii) Employee Health and Safety risk in view of the Covid-19 pandemic

To prevent the risk of serious harm to the health and safety of employees in view of the Covid-19 pandemic, Casino Group and its banners implemented an evolving action plan to protect their employees and customers in 2020 and 2021. Implemented by each Human Resources department, the plan was based primarily on government recommendations and applicable measures, as well as the recommendations of the World Health Organisation.

Casino Group's banners and entities played a pivotal role in ensuring the continuity of the supply chain and the supply of food to all people, as well as in protecting employees and customers in the face of a pandemic whose modes of transmission and severity were unknown.

The Group's actions consisted in particular in:

- providing employees with masks, gloves and hand sanitiser;
- promoting and enforcing the adoption of protective measures;
- putting up signs to enforce social distancing in stores;
- installing plexiglass partitions to protect cashiers;

- implementing telecommuting on a large scale for staff at administrative sites.

Depending on local recommendations and the period of the pandemic, other measures were implemented, including:

- taking the temperature of staff and implementing rapid tests in Brazil;
- limiting the number of customers in stores;
- cleaning of the store or relevant areas if an employee tested positive for Covid-19.

Each Human Resources department now routinely monitors the number of employees testing positive for Covid-19 in order to verify the effectiveness of measures, without forgetting that contamination may occur at other times and places.

The banners obtained several certifications to attest to the effectiveness of these measures, namely Monoprix, which received Health Risk Management certification in 2020. This policy helps to guarantee that health risks will be managed appropriately over a sustained period by ensuring that all the banner's stakeholders – customers, suppliers, buyers, delivery staff and of course all Monoprix employees – comply with best practices. Casino banners obtained the label "COVID-19 Hygiene Measures verified by AFNOR Group", a certification based on good practices available to prevent the risk of spreading the virus. In South America, Éxito implemented numerous measures to continue protecting its employees and customers. All of these actions were recognised by the independent institute *Monitor Empresarial de Reputación Corporativa*, which placed Éxito among the three most responsible companies in managing the Covid 19 crisis. In its Annual Report, GPA presents all the measures taken to protect customers and employees.

(iv) Risk of human rights violations related to store security in Brazil

A specific questionnaire was drawn up in 2020 by the Group's CSR department to provide a more precise analysis of the risk of human rights violations by its security service providers. It enables each subsidiary to conduct a self-assessment, to obtain a diagnosis of its exposure to the risks generated by the use of security service providers and to implement appropriate corrective action plans.

The questionnaire is based on recommendations contained in international references in terms of private security, namely the:

- International Code of Conduct for Private Security Service Providers (ICoC);
- Sarajevo Client Guidelines for the Procurement of Private Security Companies (SEESAC, 2006);
- Voluntary Principles on Security and Human Rights: Implementation Guidance Tools (ICMM, ICRC, IFC, IPIECA: 2011).

The questionnaire, consisting of 61 questions, evaluates procedures concerning:

1. Risk and impact assessment;
2. Calls for tender;
3. Contracts;
4. Work standards;
5. Background checks;
6. Training;
7. Security equipment and use of force;
8. Control and accountability;
9. Human rights violations;
10. Relations between public and private security.

Rolled out as a priority in Brazil and Colombia, the analysis of the responses to the questionnaire identified areas for improvement.

In addition, to address the growing risk of the use of force by security guards and store personnel to combat theft in stores in Brazil (see paragraph Continuous risk analysis and updating the subsidiary risk map), GPA has adopted an action plan for these personnel, which was presented to the GPA Governance and CSR Committee in 2020. It consists of:

- reviewing the procedures and guidelines for people in charge of tracking thefts in stores, and the alert system in case of customer complaints;
- re-evaluating the procedure for selecting security service providers, including ensuring that officers are registered with the federal police;
- organising an annual workshop with all service providers and online training in procedures for cashiers, managers and other staff, as well as training to combat unconscious stereotypes and respect human rights;
- carrying out several initiatives to raise employee awareness, such as the introduction of diversity ambassadors in shops and the promotion of good practices to ensure the safety of everyone in a benevolent manner.

In 2021, the action plan continued to be deployed in order to:

- review procedures for in-store security, selection and accreditation of security service providers;
- deploy training/awareness workshops for security guards and store personnel on respect for human rights and the fight against discrimination and stereotypes.

For example, in 2021, GPA updated the contracts it signs with its security service providers to include stricter clauses in the event of discrimination committed in-store by a security guard. GPA is also working with its security service providers to employ more women security guards in its stores. Also, as part of its fifth Diversity Week, GPA partnered with an outside expert to design a training programme for its security service providers, security guards and staff from various GPA departments (Security and Loss Prevention, Report Collection, Compliance, Diversity and Inclusion). In Colombia, Éxito conducted a human rights risk analysis with the support of a consultancy firm. It involved interviewing security service providers to assess their crisis management protocols in handling human rights violations.

Finally, the whistleblowing system for reporting potential discrimination has been enhanced and expanded.

Entity	Number of service providers	Number of security guards	Number of service providers that participated in company-led training activities
GPA – Multivarejo	10	1,973	10
Assaí	20	1,883	20
Compre Bem	2	97	2
Éxito	5	1,974	5

3.5.3.4.3. Regular risk assessment procedures, risk mitigation programmes and initiatives to prevent suppliers from causing any serious violations, harm or damage, and implementation outcomes

● *(i) Suppliers of private-label products made in countries at risk*

Regular risk assessment procedures, risk mitigation programmes and initiatives to prevent serious violations, harm or damage

Casino Group has had risk prevention and mitigation plans in place for several years within its supply chain, notably among private-label suppliers, and particularly apparel. These initiatives have been regularly reviewed and upgraded since 2015.

Supplier Ethics Charter

The Supplier Ethics Charter, which is applicable across the entire supply chain, reaffirms the Group's commitment to promoting responsible retailing and, more specifically, to:

- banning all illegal practices in business relations and requiring compliance with applicable laws, principles, international and national standards and regulations in force, as well as the Group's anti-corruption policies;
- upholding human rights (prohibiting child and forced labour, combating discrimination and abuse, respecting freedom of association, offering at least the legal minimum wage, etc.), and occupational health and safety;
- taking constant care to protect the environment, particularly by optimising the use of natural resources, diligently managing waste and abating pollution;

The distribution and signing of the Supplier Ethics Charter is a key step in the process of approving the production facilities that manufacture the Group's private-label products. By signing the Charter, suppliers recognise the primacy of the principles contained in the following documents:

- the Universal Declaration of Human Rights;
- international conventions on fundamental human rights;
- fundamental international labour standards, as defined by the ILO Declaration;
- other applicable international labour standards (ILO conventions).

By endorsing the Charter, suppliers embrace the Group's commitments and may not subcontract without the Group's formal agreement. Suppliers also agree to undergo audits to make sure that they comply with their commitments in accordance with the conditions set out in Casino's Supplier Compliance Programme Manual (SCOP). The manual was updated and expanded in 2019 to incorporate recent changes in the Compliance Programme, in particular concerning the monitoring of corrective action plans and the implementation of ICS environmental audits.

Production plant approval policies in countries at risk

Since 2002, Casino Group has deployed a social ethics initiative with its apparel and other private-label suppliers in an effort to monitor and help to improve the working and environmental conditions in which these products sold by Group entities are manufactured. Managed by the Corporate CSR department in liaison with the purchasing departments, the initiative has been rolled out in the business units with the support of specially appointed social ethics representatives.

It is based on a strict supplier selection and approval procedure, covering endorsement of the Supplier Ethics Charter, outside inspections performed by independent audit firms, and, when necessary, the implementation of corrective action plans.

The CSR department updates the country risk analysis (see the paragraph on risk mapping) and the production facility selection and approval guidelines, in line with the degree of risk for the relevant country and industry. The country risk analysis defines the list of countries where sourcing is authorised, prohibited or subject to tighter audit procedures, such as Bangladesh, India and China. As part of the update to Casino Group's country risk analysis carried out in 2019, the ranking of each country was compared to the ranking system developed by the ICS in order to identify the countries for which there was a difference in the assessment of the risk level. Following the comparison, and an analysis of the results of the ICS social audits performed in the manufacturing sites located in each country, a proposal was put forward to the Duty of Care Committee to change the sourcing status for certain countries. This resulted in new countries being placed on the list of countries where control procedures have been strengthened, due to an increase in their country risk level. In 2019, the Group's CSR department performed a risk analysis for Eastern European companies following on-site visits and social audits at plants located there.

The inspection and audit procedure, as well as the undertakings to be upheld by the supplier and the manufacturing facilities, are specified in the Group's SCOP Manual, given to every accredited supplier.

Annual social audit campaign

The Group supports compliance with consistent, strict standards at both the national and international levels. Involved since 2000 in the Initiative for Compliance and Sustainability (ICS), it joined the Business Social Compliance Initiative (amfori BSCI) in 2017. It also supports the resolution to eradicate forced labour internationally led by the Consumer Goods Forum (CGF). In Brazil, GPA is a member of the national apparel retailers association, Associação Brasileira do Varejo Têxtil (ABVTEX), which certifies national suppliers and subcontractors based on 18 criteria for ethical conduct, including the prohibition of child labour and forced labour. Lastly, the Group endorsed the Accord on Fire and Building Safety in 2013 in a commitment to supporting the drive to improve safety conditions in factories in Bangladesh.

Every year, an audit campaign is conducted with a priority focus on (i) plants based in countries most likely at risk of violating human rights (child labour, forced labour, employee health and safety abuses) and working standards; and (ii) the highest risk product categories based on the duty of care risk map. Recurring audits are performed in China, India and Bangladesh.

These audits, which may be semi-announced or unannounced, are carried out by specialised independent firms in accordance with ICS standards. Based on the resulting audit score, the Group may decide to terminate its relationship with a production facility.

The audit process comprises:

- a preliminary analysis of the plant: the Casino Global Sourcing teams or the subsidiary Ethics Coordinators use an internal grid to assess the risk that the facility will fail to comply with the Group's standards and therefore the probability that the findings of the ICS audit will not be satisfactory. To measure the risks of approving a given facility, the teams conduct on-site visits and/or desktop reviews of the certifications, social, technical or quality audit reports and other documents provided by the plant, agent or importer;
- an initial audit: an independent audit firm, selected by the Group from among the nine that have been accredited by ICS, performs a semi-announced or unannounced ICS social audit over a period of at least three weeks. If the audit conclusion is sufficient, the plant may be approved. When the audit is completed, a corrective action plan is systematically submitted to the plant as well as to the agent or importer working with the plant, so that they can assist the facility in correcting the notified cases of non-compliance within a time frame depending on their criticality. If the audit report contains an ICS critical alert, such as a risk of forced or child labour, disproportionate discipline, attempted bribery or forgery, the plant may not work with the Group under any circumstances;
- follow-up audits: depending on the number and criticality of the remedial actions that the facility has to implement, the Group may commission unannounced or semi-announced follow-up audits from independent ICS-accredited audit firms. Their frequency depends on the criticality of the instances of non-compliance reported during the previous audits. In the event that a factory does not implement the requested corrective action plans, the Group will initiate proceedings to terminate the business relationship;
- special audits: special audits may be performed by the Group, in particular to inspect building structures and verify compliance with fire safety rules (by organising employee fire drills, for example).

Audit findings are inputted into the ICS database, which enables the Group and other member companies to share all of the findings and track the corrective action plans of audits performed in plants they use in common. Pooling the findings helps to reduce the number of audits conducted in the plants, attenuates audit fatigue and facilitates the on-site implementation of corrective action plans. In the same spirit, social audits performed in line with the amfori BSCI standard may be accepted instead of ICS audits, via an equivalency procedure and under certain conditions defined by the Group.

The Group's goal is for all of the facilities producing private-label products in countries at risk to be covered by a valid ICS social audit performed within the previous two years.

Support for suppliers

Audit reports are issued following audits of production facilities and, when necessary, corrective action plans are prepared that the non-compliant plants undertake to implement within a given time frame.

The Group's local offices and subsidiary Ethics Coordinators play an essential role in helping suppliers and their factories to properly understand the Group's expectations and the implementation of any corrective action plans.

Internal and external follow-up audits are performed to ensure that the plan's remedial actions are effectively implemented.

The main cases of non-compliance concern working hours, remuneration and employee health and safety. Given the Group's relatively small contribution to the revenue stream of its partner production facilities, it support ICS initiatives involving joint remedial actions in plants shared with other ICS members.

To improve their ability to report the outcomes of these remedial actions, in 2018 the Group and other ICS members requested that accredited audit firms be able to monitor the action plans directly in the ICS database using an automated, consolidated system. This process enables participants to track, on a real-time, Group-wide, consolidated basis, the number of remedial actions remaining to be implemented in each plant, the number already under way and the number whose effective implementation must be verified during the next follow-up audit or a further full audit. This centralised tracking, carried out by each team concerned under the supervision of the Group Social Ethics Officer, enables enhanced monitoring of the corrective action plans required of the plants and thereby improves the working conditions of their employees. Progress can therefore be made as the corrective action plans are being implemented, before the follow-up audit is performed.

Educating and training buyers

The CSR department regularly organises awareness-building initiatives for purchasing teams and local offices to ensure that the Group's social and environmental supplier compliance programme is properly understood and implemented.

Implementation outcomes

All of the prevention measures described above have been deployed since 2018. The name and location of each private-label production facility are systematically identified. When the facility was located in a country at risk, an ICS audit was commissioned according to the procedure described above, so as to prevent the risk of serious human rights violations, particularly in the areas of child labour, forced labour and excessive working hours. Corrective action plans were tracked to support the plants in deploying best practices and attenuating the risks.

The following indicators are used to report the outcomes of the remedial actions, which are tracked and coordinated by the Group CSR department in liaison with the audit plan leaders in the subsidiaries concerned.

As part of the reporting process, the CSR department tracks:

- the number and location of active plants based in countries at risk and producing private-label products for one of the Group's banners;
- the social audits performed in these facilities (number, country where performed, type of product, type of audit, etc.);
- the alerts reported after the audits (type, number, severity, etc.);
- the corrective action plans (number of actions, implementation, etc.);
- the plants' degree of compliance and changes over time.

Since 2019, the Group's goal has been for all of its plants to be covered by an ICS audit performed within the previous two years. The following indicators show the outcomes from the actions undertaken.

Of the 107 countries where sourcing is authorised by the Group, 66 are subject to stricter procedures, of which 37 that were home to plants working for the Group in 2021. 94% of the private-label production facilities are located in 10 countries.

More than 90% of the buyers concerned were trained over the 2018-2021 period. Digital training courses have been introduced in France both for current employees, as needed, and for all new hires.

Plants in countries at risk and outcomes of the social audit campaigns

	2017	2018	2019	2020	2021
Number of active plants* based in countries at risk and producing private-label products for the Group	**1,578**	**1,510**	**1,566**	**1,289**	**1,150**
of which in China	1,009	946	957	773	688
of which in India	150	174	189	164	139
of which in Turkey	77	64	67	55	49
of which in Bangladesh	35	44	57	52	32
of which in other countries at risk	307	282	296	245	242
Number of social audits carried out in plants involved in the production of private-label products for the Group	**1,245**	**1,460**	**1,126**	**1,188**	**1,187****
of which directly commissioned by the Group	885	1,042	837	895	876
of which converted from an eligible amfori – BSCI audit	11	39	53	81	106
of which commissioned by another ICS member	360	418	236	212	205
of which initial audits	62%	52%	47%	58%	58%
of which follow-up audits	16%	21%	18%	8%	9%
of which re-audits	22%	27%	35%	34%	33%
Breakdown by purchasing category of ICS social audits performed in plants involved in the production of private-label products for the Group					
Food	20%	22%	21%	32%	25%
Apparel	41%	46%	42%	36%	41%
Other non-food	39%	32%	37%	32%	34%
Breakdown by country of plants audited by the Group in countries at risk					
China	61%	59%	63%	58%	62%
India	14%	11%	12%	13%	11%
Turkey	5%	5%	3%	4%	4%
Bangladesh	7%	5%	6%	6%	4%
Other high-risk countries	13%	20%	16%	19%	19%

* *Active plants work either for Group suppliers, agents or importers or else for Casino Global Sourcing, the Group sourcing subsidiary.*

** *87 of the 1,187 social audits carried out in factories involved in the production of private-label products for the Group were commissioned by GPA in accordance with ICS standards in factories located in Brazil, and 332 were commissioned by Grupo Éxito and carried out according to its internal social audit standard in Colombian production sites.*

Outcomes of the alerts notified during ICS social audits

ICS alerts help to prevent the risk of serious violations, damage or harm by proactively identifying potential risks, which are addressed with carefully tracked remedial actions.

	2018	2019	2020	2021
Number of ICS social audits commissioned by the Group in plants located in countries at risk and flagged with at least one alert*	**207**	**148**	**111**	**71**
% of alerts notified during plant audits in China	61%	61%	52%	58%
% of alerts notified during plant audits in India	11%	14%	8%	5%
% of alerts notified during plant audits in Turkey	4%	1%	10%	10%
% of alerts notified during plant audits in Bangladesh	2%	5%	7%	7%
% of alerts notified during plant audits in another country at risk	22%	19%	23%	20%

* *An alert notification is raised when an audit finds potentially very critical non-compliances, which are addressed and tracked in post-audit corrective action plans.*

Breakdown of alerts by ICS chapter (as a % of total alerts notified during ICS social audits commissioned by the Group)	2018	2019	2020	2021
Management system	17%	16%	16%	14%
Child labour	2%	3%	1%	1%
Forced labour	1%	2%	2%	0%
Discrimination and disciplinary practices	6%	4%	5%	5%
Working hours and overtime	3%	4%	6%	4%
Remuneration, benefits and working conditions	35%	35%	30%	27%
Health and safety	36%	36%	40%	49%

For example, an alert notification of a risk of child labour may be raised when the auditor finds documentary evidence or hears employee testimony that plant management does not verify employee ages when hiring or does not keep a copy of the employees' identity papers, making it impossible to confirm that the plant only hires people at or above the legal working age.

Tracking and support mechanism for plants

Based on the findings of the ICS audits, each plant is assigned a rating that reflects its level of risk and supports the deployment of remedial actions. Corrective action plans are tracked to ensure that the appropriate measures have been taken and that the risks are being effectively addressed.

In 2018, to improve its ability to track proper implementation of the corrective action plans, Casino Group supported the deployment of an automated action plan monitoring system using the ICS database. Since 2019, action plans have been prepared directly on the ICS platform, which makes it easier to track and properly report the corrective actions undertaken. The 1,150 audited factories are displayed on a map and the corporate and subsidiary Ethics Officers have real-time access to all of their data (location, facilities information, audit reports, corrective action plans, photos, etc.).

The following table shows the effectiveness of the actions undertaken.

% of audited active plants located in a country at risk that are rated:	2017	2018	2019	2020	2021
Acceptable*	61%	68%	63%**	65%	70%
Acceptable with issues (level 1)*	17%	20%	31%	30%	25%
Acceptable with issues (level 2)*	18%	10%	5%	5%	4%
Probationary*	4%	2%	1%	0%	1%
Number of plants removed from the supplier list for ethical reasons	40	70	37	24	9
% of plants removed from the supplier list for ethical reasons	3.2%	4.8%	3.3%	2.0%	0.8%

* *A plant's rating is assigned by the Ethics Coordinator of the subsidiary working with the plant, according to the procedures described in the SCOP and depending on the plant's latest ICS social audit score.*

** *It is important to mention that the ICS social audit questionnaire underwent a major change in 2018 with respect to its rating system. The decision was taken to adjust and tighten the ICS rating scale for working hours. As a plant's rating is assigned largely according to its latest ICS audit score, many plants that were previously given an "Acceptable" status have been downgraded to a score of "Acceptable with issues (level 1)" following their ICS social re-audit due to the change in the rating scale.*

Preventive measures are primarily undertaken in factories rated "Probationary" and "Acceptable with issues". However, given the Group's relatively small contribution to a plant's order book (less than 3% on average for apparel-makers), the requested remedial actions can only be deployed through joint initiatives undertaken in collaboration with other plant customers. This is why the Group cooperates with other companies as part of the ICS. When a plant fails to implement the requested actions, it is removed from the Group's list of approved suppliers.

In addition to monitoring working conditions through ICS social audits, the Group has also paid particular attention to training and support for plants, in particular by encouraging them to take part in the training programmes offered throughout the year by ICS, such as those offered in China and Vietnam on health and safety in the workplace in partnership with the ILO, as part of their SCORE (Sustaining COmpetitive and Responsible Enterprises) programme.

Focus on ready-made garment factories

Given the level of risk of the apparel suppliers identified in the duty of care risk map, private-label garment factories are subject to particularly strict oversight, notably when they are in Bangladesh. These factories are covered by the working and environmental conditions monitoring programme described above.

Specific measures have been put in place for factories located in:

Bangladesh

No ready-made garment factory may be approved as a Group supplier unless it has been disclosed to the Accord on Fire and Building Safety. Accordingly, Group subsidiaries Distribution Casino France, Casino Global Sourcing and Monoprix have disclosed the factories in Bangladesh to the Accord, which the Group pledged to uphold in July 2013 to support the ongoing collective and collaborative process and improve safety conditions in local factories: all of the disclosed factories have been audited by the Accord. For the Accord to continue its operations in Bangladesh, Casino Group supported the project led in 2019 and 2020 by the Accord Steering Committee and the Bangladesh Garment Manufacturers and Exporters Association (BGMEA) to replace the Accord on Fire and Building Safety with a new entity, the Ready-made Garment Sustainability Council (RSC). In 2021, the Group took part in the various meetings organised by the Accord. Its Monoprix subsidiary, which is mainly concerned with sourcing in Bangladesh, signed up to the International Accord for Health and Safety in the Textile and Garment Industry in October 2021.

All new local factories working for the Group's private-label apparel brands were systematically inspected with unannounced ICS audits prior to accreditation.

Brazil

Private-label garment factories in Brazil are covered by an inspection and certification programme conducted with the Brazilian Garment Retailers Association (ABVTex), which was founded in 1999. Based on the findings of independent audits, this initiative certifies the Brazilian garment factories, so as to ensure decent working conditions for their employees and the spread of best labour practices across the supply chain.

Apparel tracking indicators

	2017	2018	2019	2020	2021
Number of active garment factories producing private-label apparel for the Group in countries at risk	652	631	662	535	424
% of active garment factories producing private-label apparel in countries at risk covered by a valid ICS social audit	69%	94%	92%	89%	87%
Bangladesh					
Number of active RMG factories producing private-label apparel for the Group in Bangladesh	31	36	52	50	30
% of active RMG factories monitored by the International Accord for Health and Safety in the Textile and Garment Industry	100%	100%	100%	100%	100%
Number of employees working in RMG factories supplying the Group and tracked by the Accord	N/A	63,828	115,887	132,618	71,024
Average compliance rate in the RMG factories supplying the Group and disclosed to the Accord (based on Accord standards)	80%	94%	93%	95%	93%

Specific control measures concerning environmental risks

In 2018, the Group supported the introduction of:

- a new ICS audit protocol for environmental issues, so that it could continue to share the findings of audits performed in plants used by several members and to pool the remedial action plans. This supplementary environmental audit campaign is being rolled out in tier 1 or 2 facilities whose processes pose the highest environmental risk in the manufacture of household linens, denim apparel and leather goods;
- a handbook of best practices for its suppliers in the most widely used denim processing techniques. For each one, it describes the main risks involved and, on the facing page, the recommended safety guidelines and personal protective equipment. It also specifies best chemicals management practices, as well as the environmental issues to be addressed in managing the effluent and waste generated by denim wet processing. The handbook has been shared with the ICS so that it can be used by all of the member banners, their suppliers and the factories manufacturing denim products.

In order to support its plants in improving their environmental practices, the Group encourages them to take part in the training programmes offered throughout the year by the ICS in partnership with an external company, particularly on the topics of raising awareness about environmental issues, chemical product management, wastewater management and effluent treatment plants.

Environmental tracking indicators

	2018	2019	2020	2021
Number of ICS environmental audits carried out in plants involved in the production of private-label products for the Group	**23**	**27**	**29**	**76**
of which directly commissioned by the Group	11	17	20	28
of which commissioned by another ICS member	12	10	9	48
Breakdown by purchasing category of ICS environmental audits performed in plants involved in the production of private-label products for the Group				
Apparel	100%	93%	72%	33%
Other non-food and food	0%	7%	28%	67%
Breakdown by tier of environmental audits performed in plants involved in the production of private-label products for the Group				
Tier 1 plants	57%	89%	79%	87%
Tier 2 or higher plants	43%	11%	21%	13%

Specific control measures

Lastly, in order to tighten controls within the supply chain, 49 ICS social audits were performed in 2021 in factories located in countries where sourcing is allowed without tighter controls. These audits help to improve knowledge about the level of social and environmental compliance of factories located in countries not considered to be at risk, thus contributing to Casino Group's analysis of country risks, which in turn helps to make the Group's risk mapping and duty of care plan more robust.

Since 2019, the Group has supported the partnership between the ITC (International Trade Centre) and the ICS in the Sustainability Map project supported by the European Commission, and the free online Sustainability Map platform (https://www.sustainabilitymap.org/home), which improves transparency of supply chains. This tool, which is currently being rolled out, can be used to ensure that the plants declared as suppliers (tier 2) to the Group's tier 1 plants have not been delisted for ethical reasons, are not located in sourcing regions banned by the Group, or are not accused of human rights violations (forced labour, child labour, discrimination, etc.) or environmental violations. This platform increases transparency and traceability within the supply chains of ICS members and, as a result, enables the Group to more effectively monitor its plants involved in the production of private-label products.

For more information on the Sustainability Mapproject: https://ics-asso.org/download/5034 and https://ics-asso.org/download/5114.

Regarding the risks associated with Covid-19 for employees at production sites

In view of the pandemic-related risks for employees at production sites, Casino Group initiated the implementation of a specific questionnaire within the framework of the ICS in order to question plants on the respect of measures to protect employees from the risk of Covid-19 contamination in their workplace. For several weeks, auditors were unable to visit plants to monitor working conditions. The implementation of this questionnaire, sent to around 3,400 plants listed in the ICS database, had the dual prevention objective of reminding people of the measures to be observed and their importance, but also of facilitating self-assessment checks. The plants surveyed were asked to answer the questionnaire's 50 questions, broken down into eight chapters, but also to provide visual or documentary evidence of the measures implemented on their production sites.

Casino Group sent the questionnaire to 689 plants in the countries most affected by the pandemic, and 289 of them shared the results of their self-assessments with the Group. That represents a response rate of 42%, nine points above the average response rate obtained by ICS members. The Group also benefited from the sharing of 61 additional self-assessments commissioned by other ICS members in some of its plants. Overall, the self-assessments showed that the plants had grasped the importance of implementing protective measures to limit the spread of Covid-19 and preserve the health of their employees. The physical separation of workspaces and the provision of Personal Protective Equipment (mainly masks) were among the measures most routinely applied by the responding plants.

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In addition to these questionnaires, the ICS sought to set up a pilot project consisting of remote surveys of more than 21,000 employees in 159 plants, carried out directly on mobile phones (via voice calls, mobile apps or websites) using technology developed by two service providers. Given the difficulties in sending auditors to some plants at the height of the pandemic, these surveys chiefly served to ask employees directly about their working conditions and the health measures their employers had implemented to limit the spread of Covid-19, through 20 questions.

A total of 2,384 employees from 18 plants selected by Casino Group responded to the surveys as part of the pilot. The findings generally confirmed the lessons learned from the self-assessments completed by plants, namely that measures to control the spread of Covid-19 were indeed being implemented in the production sites surveyed.

In 2021, the correct application of sanitary measures to control the spread of Covid-19 was included in the list of points checked by auditors under Chapter 8 "Health and Safety" of the ICS social audits.

- ***(ii) Suppliers of private-label products containing palm oil***

Regular risk assessment procedures, risk mitigation programmes and initiatives to prevent serious violations, harm or damage

Several private-label products contain palm oil as an ingredient, which raises risks of deforestation, particularly in Indonesia and Malaysia, and of soil erosion, water pollution, the impact of single-species farming on biodiversity, and poor working conditions on palm oil plantations (risk of child labour, forced labour and workplace health and safety).

As palm oil is purchased from refiners or importers by the Group's direct suppliers, the Group requires them to guarantee that it complies with the No Deforestation, No Exploitation commitments defined by the Group's partner, the Earthworm Foundation (formerly TFT). This means sourcing palm oil from plantations whose practices safeguard high conservation value[1] and carbon-rich forests, and whose methods support the development of small producers and respect local communities and workers' rights.

In order to reduce these risks, Casino Group has curbed the use of palm oil in its food products since 2010, removing it from a large number of its organic and other private-label products. In 2011, it addressed a variety of stakeholder concerns by joining the Roundtable on Sustainable Palm Oil (RSPO), while in France it pledged to use only RSPO-certified palm oil by 2020, prioritising crops certified to Segregated or Identity Preserved standards, which offers the added advantage of being able to trace the palm oil to its source. The absence of forced labour and child labour are among the items checked by external auditors during the RSPO certification audit of a plantation.

In addition to the RSPO, suppliers were informed of the Group's palm oil policy by letter from 2015 on, and working seminars have been organised in Brazil to raise their awareness of the policy. The Group asks its suppliers to trace the palm oil used in its private-label products by identifying and declaring the refiner or initial marketer, in order to obtain visibility throughout the supply chain.

The Group believes that close collaboration among stakeholders across the production chain – NGOs, refiners, growers and manufacturers – is the only way to achieve the common goal of using only palm oil produced without causing deforestation or exploitation. This is why it joined the Palm Oil Transparency Coalition (POTC) in 2019. The POTC conducts an assessment of refiners' policies and actions with regard to their zero deforestation commitments, which allows us to assess the level of risk and engage in constructive dialogue with our suppliers to encourage the refiners from which they purchase palm oil to tighten their controls and improve their supply chain.

Implementation outcomes

In France, the Group calculates the palm oil footprint of its private-label food and non-food products and gathers information such as names and addresses to trace the palm oil content back to the initial importer and/or refiner. The method consists in sending a questionnaire to each direct supplier whose products contain palm oil. The questionnaire is designed to trace the palm oil content, so as to identify all of the stakeholders across the supply chain to the first importer from the producing countries. Palm oil volumes have been reported annually to the RSPO since 2012. Reports are available at: https://rspo.org/. The list of palm oil mills is compiled using the Global Forest Watch application: https//data.globalforestwatch.org.

The "zero deforestation" commitments of initial importers were analysed in cooperation with the Earthworm Foundation, of which Casino Group is a member, between 2016 and 2018. The analysis focused on four fundamental criteria: the company's palm oil policy and underlying commitments; the company's reputation in connection with its palm oil operations; the transparency of its supply chain; and the initiatives undertaken to apply its policies or improve its sourcing.

(1) *High conservation value areas are areas of high biological, social and cultural value that are important to conserve, and that contain rare species and habitats.*

Since 2019, this analysis has been carried out by the Palm Oil Transparency Coalition (POTC) as part of collective action with other retailers committed to the same approach. The POTC sends annual assessment questionnaires to palm oil importers to get a precise picture of their level of commitment to sustainable palm oil. The findings are shared in the form of a report with all POTC members. Casino Group informs its own direct suppliers of the findings so that they can take them into account in their purchasing policies. The report is also available on the POTC website.

Since 2020, Casino Group has reported the POTC analysis to its private label suppliers in France to continue to raise awareness about the risks associated with palm oil according to importers.

In France, 100% of the palm oil used in private-label food and non-food products is RSPO certified, and 100% to the "Segregated" or "Identity preserved" level, carrying the highest guarantees. The Segregated level is the second strictest RSPO certification. It means that certified palm oil is kept separate from conventional palm oil throughout the supply chain, from the palm plantation to the finished product of any processor and distributor. The Identity Preserved level is the strictest certification because the palm oil from a certified palm plantation must be isolated throughout the supply chain (as with the Segregated level), and its origin must also be traceable. The list of private-label products containing certified sustainable palm oil is available at the following link: https://rspo.org/members/trademark/trademark-products-gallery

Table showing the level of identification, certification and evaluation of Casino Group's palm oil supply chain in France

Rank in the supply chain	Number	% identification	% RSPO certified IP or SG	% assessed by POTC
0 - Private-label **products** containing palm oil	160	100%	100%*	n/a
1 - Suppliers of private-label finished products containing palm oil	31	100%	97%	n/a
2 - Importers of palm oil	19	81%	100%	64%
3 - Mills processing palm oil	118	100%**	100%	n/a

* *The palm oil in the product is RSPO-certified IP or SG.*
** *Generic list of all RSPO-certified IP or SG mills.*

Casino Group scored 15.75/24 in the WWF's 2021 Palm Oil Buyers Scorecard, ranking it second among French retailers.

In South America, GPA/Assaí and Éxito favour palm oil of local origin, both to promote local consumption and to reduce the social and environmental risks linked to palm oil cultivation. This reduces the risk of deforestation compared with the palm oil used in France, which is sourced from Asia.

In Colombia, Grupo Éxito is supporting Tropical Forest Alliance (TFA) 2030, a multi-stakeholder initiative, whose objective is to reduce tropical deforestation related to palm oil, soy and cattle breeding. Having also signed the TFA's Palm Oil National Agreement, which supports joint stakeholder efforts to eliminate deforestation in the palm oil supply chain, Éxito favours Colombian RSPO palm oil for cooking. Éxito is also working on the identification and traceability of suppliers of private-label products containing palm oil.

In Brazil, GPA has published a purchasing policy for palm oil products, with which suppliers must comply to supply its private labels. The policy reiterates their obligation to know the origin of the palm oil and whether it is locally sourced or imported. If the palm oil is imported, it must be RSPO certified. In addition, it must identify the country of origin and trace the palm oil back to the importer. This policy is available on the GPA website: http://www.gpari.com.br/wp-content/uploads/sites/108/2020/12/Social-and-Environmental-Policy-for-Purchasing-Palm-Oil-Products.pdf

● *(iii) Beef suppliers in Brazil*

Regular risk assessment procedures, risk mitigation programmes and initiatives to prevent serious violations, harm or damage

Private-label beef accounts for about 15% of all the beef sold by GPA. The remaining 85% is sold under national brands or on fresh-food counters, by major Brazilian agri-food companies. GPA does not buy directly from ranches, unless necessary for private labels.

The review of the social and environmental risks in GPA's supply chain, conducted in 2014 by GPA's Risk Management department in conjunction with the CSR department, identified beef suppliers in Brazil as a possible source of serious human rights abuses (risks of child labour, forced labour and workplace health and safety abuses) and of serious harm to the environment (particularly the risk of deforestation in the Amazon). This finding was confirmed during the risk mapping exercise performed in compliance with the duty of care law.

The responsible beef sourcing policy, which was introduced in March 2016 in partnership with The Forest Trust (TFT) Brazil (now the Earthworm Foundation), leverages traceability across the supply chain to ensure that the cattle sourced directly by our suppliers are not from ranches practising illegal deforestation, involved in forced labour or any illegal encroachment on indigenous lands.

Initially applied to purchases by Multivarejo, the policy has been extended to the Assaí banner, the first cash-and-carry retailer in Brazil to take a stand on this issue.

There are two principles behind GPA's beef sourcing policy, implemented to mitigate the risks of deforestation and human rights abuses across the supply chain:

(i) Traceability and transparency: all GPA beef suppliers are required to declare information on the slaughterhouses (rank 1) and ranches (rank 2) they work with, and register this information in the GPA traceability system.

(ii) Geo-monitoring: GPA is not in direct contact with the ranches. Suppliers use a satellite geo-monitoring system to verify that these ranches meet the zero-deforestation policy criteria, as listed below. If this verification process finds non-compliance, then the ranch in question is blacklisted and not allowed to sell products through GPA.

The policy is based on the social and environmental criteria specified in 2009 for cattle sourcing throughout the Brazilian territory.

Specifically, suppliers are required not to proceed with sourcing from any ranch that:

1. encroaches on indigenous land;
2. encroaches on conservation areas;
3. has been implicated for practices resembling forced labour or child labour;
4. has been embargoed by the Ministry of the Environment because of an environmental offence.

With regard to ranches in the Amazon region, Brazilian suppliers are also required to refrain from sourcing from any ranch that:

5. has been involved in deforestation after August 2008/ October 2009, as set out in the GPA policy;
6. does not have a CAR rural identification number or environmental licence if applicable.

To implement its policy, GPA has:

- mapped the various links in the supply chain to identify the different types of industry suppliers;
- rolled-out dedicated action plans to address the risks identified in each indirect supply chain;
- trained suppliers so that they can deploy, in their own operations, the solutions needed to verify that ranches comply with the defined purchasing criteria;
- provided suppliers with a manual presenting GPA policies and procedures;
- identified the exact coordinates of the ranches that directly deliver cattle to GPA suppliers;
- collaborated with market stakeholders, public organisations and NGOs combating deforestation to converge best practices and work on developing systemic solutions.

Suppliers not subscribing to GPA's responsible beef sourcing policy had their contracts suspended pending proof of compliance and effective policy implementation.

Aware of the growing risk of deforestation in Brazil, and intent on further improving the efficacy of its policy, in 2019 and 2020 GPA took part in joint work by the Imaflora NGO, the Brazilian Federal Prosecution Service and other civil society organisations on the Beefontrack.org project, supported by GPA(1).

On this platform, an industry-wide protocol on control of cattle farming in Brazil was drawn up and approved by the Federal Prosecution Service on 12 May 2020, which came into force on 1 July 2020(2). The protocol was included in the update to GPA's Social and Environmental Beef Purchasing Policy, drawn up with input from a 2018-2019 diagnostic by Proforest, an NGO specialising in responsible procurement of natural resources(3). This update to the 2016 policy was submitted to the GPA Governance and Social Responsibility Committee on 29 July 2020 and published on 5 September 2020.

In line with the Imaflora protocol, the updated GPA policy specifies the control criteria that supplier ranches are required to meet. It applies to all GPA beef suppliers as from 5 September 2020. It explicitly states that compliance is *"mandatory for all beef suppliers, and a prerequisite for supplying goods to GPA and for the continuation of long-term relationships with GPA business units. GPA may discontinue business relationships with any supplier failing to apply these guidelines or to take any corrective measures required*(4).

(1) *https://www.beefontrack.org/who-is-who.*
(2) *https://61b37262-1c70-4b1c-9bd4-d52a78d31afb.filesusr.com/ugd/c73ac5_1f727af24f4e4f2a8806e00ed7bccb3d.pdf.*
(3) *https://proforest.net/en.*
(4) *https://www.gpabr.com/wp-content/uploads/2021/03/Social-and-Environmental-Beef-Purchasing-Policy.pdf (page 3 of the PDF).*

GPA thus requires its direct suppliers to:

- take up its new policy (point 5.2.1 in the GPA policy);
- comply with the GPA Code of Ethics (point 5.2.2 in the GPA policy);
- implement the Imaflora beef sourcing protocol in the Amazon region, to inspect the ranches they work with (point 5.2.3 in the GPA policy): "*Suppliers having one or more meat packaging facilities in the Amazonian biome or sourcing cattle from the Amazonian biome are required to apply the protocols of the Beef On Track project* […]" and guarantee that the ranches they work with meet the 12 criteria specified in the sourcing process. GPA also requires that these suppliers take up a non-deforestation commitment in the Amazonian biome, in line with the GPA policy. GPA gives good-practice recognition to the signing of an environmental conduct adjustment agreement with the Federal Prosecution Service in the Brazilian states where the facilities are located(1). Under the Imaflora protocol, suppliers are required to audit the Brazilian cattle ranches (rank 2 in the GPA supply chain) according to the 12 socio-environmental criteria on points including illegal deforestation, environmental embargoes, indigenous land and forced labour. With regard to the Amazonian biome in particular, suppliers are also required to refuse any cattle coming from ranches involved in deforestation after the cut-off date of October 2009 specified by the protocol;
- indicate direct origin and beef shipment data in the GPA traceability system (point 5.2.4 in the GPA policy);
- subscribe to a geo-monitoring system for ensuring that all cattle purchased complies with the socio-environmental criteria (point 5.2.5 in GPA policy). Suppliers are required to refuse all cattle from any ranch found not to comply.

Under its new policy, GPA:

- audits its suppliers to ensure they comply with its policy, by cross-checking the data reported by suppliers on the ranches they work with using satellite geo-monitoring systems different from that used by most suppliers(2);
- continues to train its internal teams and support its suppliers. All GPA group employees involved in the beef sourcing process are trained accordingly. For each new supplier, GPA provides and runs training to ensure effective take-up of GPA guidelines.

All potential suppliers are required to comply fully with the policy before they can begin or continue supplying GPA. Suppliers that refuse to meet these implementation or audit requirements are blacklisted and not allowed to supply any GPA group business entity. Suppliers off-listed for non-compliance with policy then wishing to re-apply for inclusion must provide full proof of compliance. Meat suppliers that have blacklisted ranches for non-compliance are encouraged to give clear explanations for the removal along with advice on the adaptations needed for meeting the reinstatement requirements(3).

Concerning indirect supplier ranches (rank 3 in the supply chain), Given the difficulties suppliers have in monitoring these large ranches, and the illegal "cattle laundering" practices used by certain ranch owners, GPA supports and participates in the development of sustainable rank-3 monitoring solutions operable at wide scale and shared by all players. Specifically, it is a member of the Indirect Supplier Working Group (GTFI), alongside organisations such as the National Wildlife Federation (NWF), Earthworm and *Amigos da Terra*, and takes part in pilot projects with suppliers to improve the monitoring of indirect supplier ranches and thereby the sustainability of beef production(4). GPA supports and is directly involved in the VISIPEC project(5) (www.visipec.com/), which involves working back through the supply chain to indirect supplier ranches where applicable, and strengthening the monitoring process accordingly. This system enables GPA suppliers to monitor indirect supplier ranches by cross-checking CAR land registry information with GTA documentation on transport from departure to arrival ranches. GPA is the first retailer to be involved in this project, currently at the experimentation phase with the National Wildlife Federation.

Full information of the GPA policy is available here: https://www.gpabr.com/en/sustainability/transforming-the-value-chain/.

Given the scale of the challenges at hand, Casino Group, along with most stakeholders in Brazil, considers that effective action requires shared rules determined through constructive debate among all concerned, from suppliers and retailers through to civil society in general. For this reason, GPA supports initiatives on improving monitoring of the cattle supply chain in Brazil, and takes part in:

- the Indirect Supplier Working Group (GTFI), a platform for examining the challenges set by the indirect cattle farming chain;

(1) *https://www.gpabr.com/wp-content/uploads/2021/03/Social-and-Environmental-Beef-Purchasing-Policy.pdf (page 29 of the PDF).*
(2) *https://www.gpabr.com/wp-content/uploads/2021/03/Social-and-Environmental-Beef-Purchasing-Policy.pdf (pages 20 and 21 of the PDF).*
(3) *https://www.gpabr.com/wp-content/uploads/2021/03/Social-and-Environmental-Beef-Purchasing-Policy.pdf (page 19 of the PDF).*
(4) *https://www.gpabr.com/wp-content/uploads/2021/03/Social-and-Environmental-Beef-Purchasing-Policy.pdf (pages 35 and 36 of the PDF).*
(5) *https://www.visipec.com/.*

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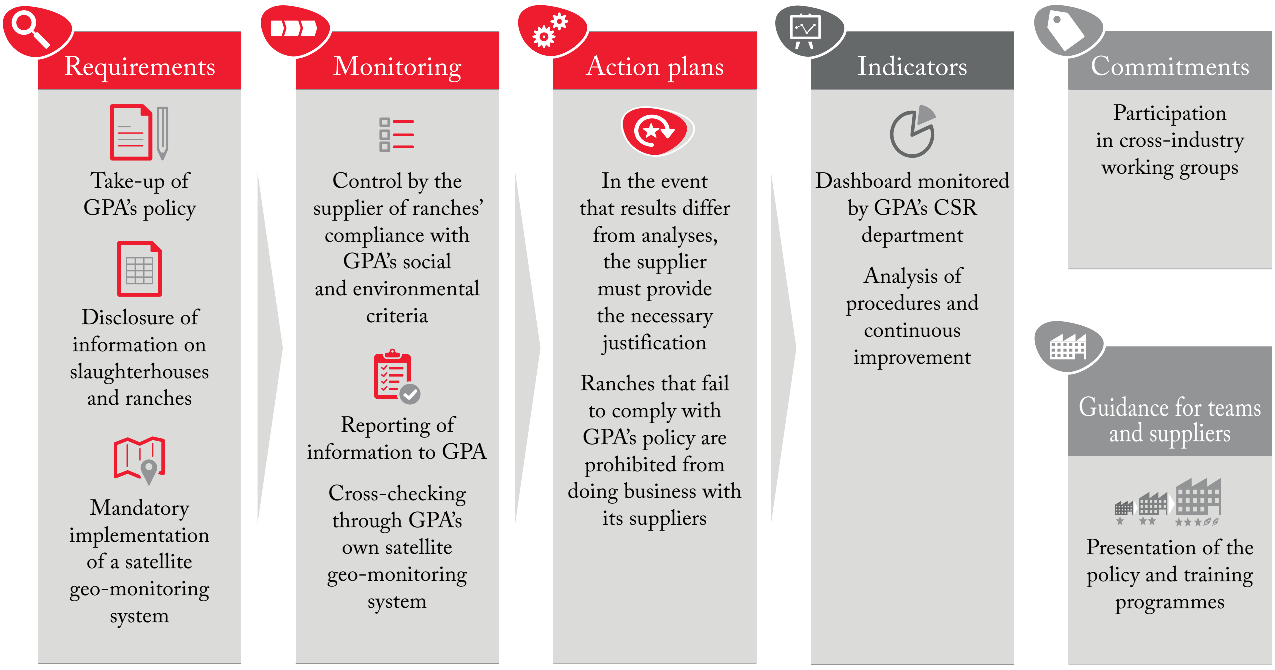
- the annual process to monitor enforcement of the commitments of the National Pact to Eradicate Slave Labour (InPACTO), which GPA has upheld since 2005;
- the Brazilian Roundtable on Sustainable Livestock (GTPS) on sustainable cattle farming;
- the Brazilian Coalition on Climate, Forests and Agriculture, a multi-sector movement to promote a new economic development model based on low-carbon principles;
- the Beef Working Group of the Forest Positive Coalition of Action backed by the Consumer Goods Forum.



Implementation outcomes in 2019

The main outcomes of the new policy are as follows:

- all of the suppliers have pledged to support GPA's policy and development programme. In 2019, four suppliers completed their action plan to achieve full compliance with the GPA policy. Since the policy launch in 2016, GPA has blacklisted 23 suppliers that refused to abide by the policy or run the action plan;
- a total of 19 slaughterhouses (100%) have a geo-monitoring system in place. 99.6% of the meat produced by these suppliers was of controlled origin in 2019. The remaining 0.4% corresponds to suppliers who either implemented the system this year, or were suspended for refusing to implement the action plan (2019);
- 22,150 direct ranches have been identified. These ranches provided cattle to GPA suppliers and have been inspected by our suppliers;
- more than 30 meetings have been organised to present the policy to the suppliers since its publication, and to assist in the implementation of specific action plans in 2019.

Implementation outcomes in 2020

In 2020, the new policy was issued to all GPA suppliers, and 38 of these signed up. Each supplier checks ranch compliance with regard to the 12 criteria of the Imaflora protocol. 100% of direct supplier ranches are monitored for compliance using a satellite geo-monitoring system.

To ensure proper application of ranch monitoring procedures by its direct suppliers, GPA cross-checks the information received on ranches declared as compliant, using a geo-monitoring system different from that used by most suppliers. Suppliers are required to explain any differences between the GPA analysis and their own. If the GPA analysis is confirmed, then the ranch is blacklisted.

GPA has also:

- systematically questioned the suppliers identified in NGO reports in 2020, analysed the ranches concerned, and examined their responses with a view to taking whatever measures are deemed necessary;
- participated in multi-stakeholder initiatives addressing the social and environmental issues posed by cattle farming in Brazil. In this way, it can help to deploy collaborative solutions, which Casino Group and GPA feel are the most effective, given the complexity of the issues and the number of stakeholders. Casino Group co-chairs the working group on cattle farming set up by the Forest Positive Coalition of the Consumer Goods Forum, which seeks to mobilise all purchasers of meat in Brazil on collective improvements to systems and operations on oversight of Brazilian beef producers. As mentioned above, GPA teams took part in Imaflora's work on the Beef On Track project, GTFI, GTPS and the VISIPEC project;
- audited ten of its private-label (*Rubia Gallega*) direct suppliers' slaughterhouses according to the ICS social audit standard, to verify working conditions.

Actions taken by Éxito in Colombia are detailed in the section Combat deforestation caused by the production of commodities (page 272).

Implementation outcomes in 2021

Casino Group continued to implement its actions to reduce the risk related to the social and environmental impacts of suppliers of beef sold under national brands and private labels in Brazil.

Actions involving suppliers

The Brazilian suppliers whose fresh and frozen beef is sold in the Group stores in Brazil have adhered to the beef policy since it was updated in September 2020. This is a prerequisite to working with the banners as a supplier. Having been kept informed of the policy in place, GPA/Assaí's management and sales teams[1] have had several discussions with the main beef suppliers in Brazil to ensure that GPA/Assaí's policy is properly understood and implemented. The operations teams also engage regularly with suppliers following the second ranch inspection performed using the GPA/Assaí geo-monitoring system to define potential corrective actions and continue improving inspection procedures. GPA/Assaí's operations teams contacted suppliers as soon as they were informed of a report implicating ranches that could be involved in deforestation. The objective was to understand the supplier's position, whether there was any truth to the accusations, any actions taken, and to check that these ranches are not connected with products sold in stores.

Monitoring of supplier ranches

Group banners in Brazil are not in direct contact with ranches in Brazil and therefore have no established relationship, except for certain private-label products, which account for approximately 10% of sales volumes. As a result, meat suppliers check that the ranches they source from meet the 12 criteria of Imaflora's Beef on Track protocol using a geo-monitoring system. These criteria are integrated into the GPA/Assaí policy. This information is reported to the Group's banners in Brazil and is again checked monthly by GPA/Assaí via a geo-monitoring system. If any discrepancies are detected, GPA/Assaí staff inform the supplier, which must provide evidence that the ranches meet the required criteria. Otherwise, the supplier must discontinue working with the ranches until the information is submitted and approved.

GPA/Assaí urges its suppliers to inform ranches of the rules applicable to them and identify indirect supplier ranches (acting as suppliers to direct ranches), which represent rank 3 in the supply chain. GPA/Assaí continued to support the Visipec project. This tool developed by NWF compares cadastral data from direct ranches (CAR) with animal transport documents between the indirect and direct ranches (GTA) to measure the risk of indirect supplier ranches. GPA/Assaí supports the policy of the three major Brazilian meat suppliers to identify, by 2025, all indirect supplier ranches that work with direct ranches and to support them in their efforts.

Participation in initiatives to define a common framework for monitoring ranches in Brazil

To improve monitoring practices and get all stakeholders involved, all suppliers in Brazil must apply the same ranch monitoring rules and use efficient tools. As such, Casino Group and its subsidiaries GPA/Assaí are working on several multi-stakeholder initiatives to define common rules for all actors in Brazil to monitor ranches, identify new approaches and technologies, and transform market practices. In 2021, GPA/Assaí continued to participate in the following initiatives:

- *Tropical Forest Alliance:* GPA/Assaí is participating in the discussion forum to advance the use of pragmatic solutions to improve traceability and tracking in cattle farming;
- Indirect Supplier Working Group (GTFI): GPA/Assaí is a member of the GTFI, the main platform for monitoring indirect suppliers in the cattle farming chain in Brazil;
- Brazilian Roundtable on Sustainable Livestock (GTPS): GPA/Assaí is also a member of the multi-sector organisation that works towards sustainable cattle farming;

(1) Assaí was spun off from GPA in 2020 and now operates as a separate business unit (see section 3.10. Methodology).

- Brazilian Coalition on Climate, Forests and Agriculture: This multi-sector coalition addresses climate change issues with a view to developing a new, low-carbon economy through concrete solutions to end deforestation and illegal logging, by promoting competitive and sustainable production;
- Visipec: in partnership with NWF and a supplier, GPA/Assaí participated in a pilot project to test the social and environmental monitoring of the indirect supplier chain, using the VISIPEC traceability tool, which connects direct and indirect suppliers and provides a broader view of the supply chain of Brazilian slaughterhouses.

GPA/Assaí was also actively involved in 2021 in improving standards in Brazil through:

- the Beef Working Group of the Forest Positive Coalition of Action backed up by the Consumer Goods Forum: Casino Group co-chairs this working group, which is supported by the association Proforest to develop a common set of guidelines that beef suppliers in Brazil can apply for all international customers to guarantee deforestation-free meat from Brazil. Casino Group participated in and jointly led more than ten meetings in 2021. As presented in the annual report of the Forest Positive Coalition of Action, the working group assessed the best practices of 20 Brazilian meatpacking companies, which together operate and source from more than 100 meatpacking plants in the Brazilian Amazon and Cerrado biomes. Its aim is to publish guidance by early 2022 for Brazilian beef suppliers to assure them that the ranches they work with are deforestation-free. These guidelines were defined after a broad consultation with external stakeholders (suppliers, NGOs, public authorities, etc.), which were given the opportunity to comment on the report in 2021. A Learning Journey webinar series was created in 2021 to to raise awareness among Coalition members and meatpackers on key issues and solutions to improve ranch monitoring processes and support them in implementing better practices. The Learning Journey was developed in partnership with the Global Environment Facility (GEF)-funded Beef Toolkit programme;
- Imaflora's Beef on Track (*Boi na Linha*) protocol: GPA/Assaí actively participated in creating the "Guide for Retailers: Developing an Effective Beef Procurement Policy"[(1)] published by Imaflora. This guide is part of the "Boi na Linha" programme, which GPA and Assaí also co-developed. It presents good practices for implementing a monitoring protocol for the beef supply chain, and to fight against sourcing from ranches connected with deforestation in the Amazon biome. GPA also participated in the webinar, organised by Proforest and Imaflora, on defining a voluntary monitoring protocol for livestock suppliers in the Cerrado. This action aims to improve social and environmental monitoring practices for beef purchases from the Cerrado biome.

Monitoring indicators	2020	2021
Percentage of fresh and frozen beef sold under national brands and private labels in GPA/Assaí stores in Brazil		
% national brands	85%	90%
% private labels	15%	10%
Number of beef suppliers in Brazil at 31 December 2021	**38**	**40**
Number of national-brand suppliers	38	40
Number of private-label suppliers	2*[(1)]	2[(1)]
Indicators on beef suppliers with slaughterhouses buying directly from ranches		
% of suppliers subscribing to the policy updated in September 2020*	100%	100%
% of suppliers using satellite geo-monitoring system*	100%	100%
Number of declared ranches supplying GPA/Assaí direct suppliers	17,740	17,924
% of these ranches analysed and monitored by the supplier satellite geo-monitoring system	100%	100%
% of these ranches analysed and monitored by the supplier satellite geo-monitoring system, followed by cross-checks using the GPA/Assaí geo-monitoring system	100%	100%

* *NFIS indicators.*
(1) These two suppliers are also national-brand suppliers.

(1) *https://www.beefontrack.org/public/media/arquivos/1634218585-002_-_14.10.2021_-_guide_for_retailers_-_developing_an_effective_beef_procurement_policy_-_beef_on_track_-_imaflora_-_alt9.pdf*

Note on the claim and proceedings filed by an NGO collective under duty of care legislation

In 2020, Brazilian ranches working for major Brazilian beef companies were alleged to be implicated in deforestation in Brazil. Though Casino Group's Brazilian subsidiary, GPA, was never incriminated by representatives of Brazilian indigenous communities or communities on the ranches of these major suppliers, in June 2020, a French organisation published a report claiming "double standards" practised by Casino Group. Casino Group issued a detailed response addressing the many inaccuracies, incorrect extrapolations and errors contained in this report. In September 2020, Casino Group received formal notice on the claim by this organisation and a collective of other NGOs that the Group's duty of care plan failed to comply with the French duty of care law of 27 March 2017. Casino Group refuted this accusation, and provided a detailed response to this formal notice. Compliant with the provisions of this legislation, Casino Group publishes and implements the duty of care plan as outlined in this document, as from entry in force of the legislation in question.

In 2021, Casino Group was summoned to appear before the Saint-Étienne court without any attempt from the associations concerned to engage in dialogue following the response provided and before the Group's 2021 duty of care plan was published.

3.5.3.5. Ensuring animal welfare

Commitment

For many years now, Casino Group has been working closely with suppliers, local production chains and animal rights organisations in a commitment to offering products that are more respectful of animal welfare.

To drive a cycle of continuous improvement, the Group cultivates dialogue with a wide range of stakeholders, including NGOs, veterinarians, suppliers, production chains, consumers and employees. It hopes that these initiatives will improve and broaden the array of animal-welfare friendly products on its store shelves and enable customers to enjoy better quality products made from more ethically treated animals.

The chosen approach consists of both monitoring conditions in the breeding, transport and slaughtering process and supporting the production chains as they transition to better, more welfare-friendly practices. The Group's assertive commitment was recognised by the Business Benchmark on Animal Farm Welfare (BBFAW), which in 2020 rated its performance as Tier 3 (of six tiers), among the leading French retailers on this issue.

Consumer awareness plays a critical role in improving the treatment of farm animals. To inform shoppers about the animal welfare aspects of the products they buy, the Group has developed a labelling system in collaboration with three recognised animal rights organisations. The aim is to contribute to the development of standardised animal welfare labelling in France. The labels were initially prepared for broiler chickens, with the first labelled products appearing in stores in December 2018. At the beginning of 2020, the programme was extended to other distributors and producers. Additional details about the programme may be found at http://www.etiquettebienetreanimal.fr. In this way, the Group hopes to encourage consumers to choose the most welfare-friendly products.

The Group's approach to animal welfare is part of an inclusive dynamic of innovation and progress, involving all of the stakeholders concerned:

- upstream: the Group is committed to fostering constructive dialogue with cattle ranchers, cooperatives and slaughterhouses, with the aim of continuously improving their practices;
- animal rights stakeholders: the Group is supported by such partner NGOs as *La Fondation Droit Animal* (LFDA), Compassion in World Farming France (CIWF France) and *Œuvre d'Assistance aux Bêtes d'Abattoirs* (OABA);
- veterinarians and animal welfare scientists: the Group also relies on experts to guide it in addressing animal welfare issues more effectively across the supply chain;
- consumers: the Group is totally dedicated to product quality, one of whose core components is the ethical treatment of animals. It therefore strives to keep shoppers better informed about animal welfare issues, in particular through the animal welfare labels that have been displayed in stores since December 2018;
- stores: all of the banners participate in showcasing products sourced from more animal-friendly production chains;
- employees: special attention is paid to raising employee awareness of animal welfare issues. An e-learning module to raise awareness on animal welfare issues has been available to employees since 2020.

In deploying its animal welfare policies, Casino Group upholds the five fundamental freedoms established by the Farm Animal Welfare Council and accepted as the baseline in this area.

In the case of its private-label products in France, Casino Group has pledged to:

- define the minimum animal welfare standards applicable to its private-label products during the husbandry, transport and slaughtering phases of the meat, eggs, milk and fish production chains;

- define action plans for the meat, eggs, milk and fish production chain to gradually improve animal welfare in each;
- increase the number of animal-welfare friendly products available in stores;
- improve the supplier audit procedure concerning animal welfare, starting with the inspection of slaughtering conditions in the meat production chain;
- improve consumer information by developing and supporting animal-welfare labelling in the stores and by helping to roll out a standardised national animal welfare labelling system in France.

The use of antibiotics to promote growth is prohibited, in accordance with the regulations in force.

Casino Group's policy to promote animal welfare has been updated and published under the Commitments – Produce better – Casino Group policy for animal welfare section of its website, at www.groupe-casino.fr/en. The commitments listed in the animal welfare policy are an integral part of supplier specifications. An ad hoc procedure is applied for private-label products for cases of non-compliance (see 3.5.3.1).

Casino Group won several awards, notably for the Animal Welfare label project, including an LSA "La conso s'engage" CSR award, the ESSEC Daniel Tixier Prize and the CIWF Animal Welfare Award. As part of the ESSEC Grand Prix du Commerce Responsable, at the beginning of February 2020, Casino Group received the "Services and Information for the Benefit of the Consumer" prize for its animal welfare labelling. Franprix recently won CIWF's Good Dairy Commendation and 2019 Good Egg Award for its commitments, while Monoprix (in 2019) and Franprix (2020) received Good Chicken Awards from CIWF for their pledge to meet the Better Chicken Commitment criteria.

Organisation

Animal welfare policies and their management, as well as the issues related to animal welfare labelling, have been presented to the Executive Committee since 2018.

In France, a multidisciplinary team involving all of the stakeholders concerned oversees animal welfare policy:

- Corporate social responsibility (CSR);
- Quality – including an animal welfare officer;
- Purchasing;
- Marketing.

This multidisciplinary team is responsible for:

- coordinating operational deployment of the policies;
- monitoring developments and benchmarking performance;
- defining key animal welfare performance indicators;
- regularly tracking progress;
- capitalising on observed best practices;
- defining improvement action plans.

Action plans

Egg sourcing

The Group is committed to improving husbandry conditions for laying hens.

It was the first retailer in France and Brazil to announce that it would stop selling eggs from caged hens, making some of the industry's most ambitious commitments. In line with its commitment, since January 2020, none of the eggs sold in the stores in France have come from caged hens.

- In France, Monoprix discontinued the sale of eggs from caged hens under its private label in 2013 and by national brands in 2016. In 2017, Casino Group and all of its banners in France made a similar commitment and, as of 1 January 2020, stopped selling eggs from caged hens. The Group supports its breeders and suppliers in the transition to an alternative breeding method, leveraging multi-year contracts to better assist them in their investment efforts. For its private-label eggs, the Group has set up an open-air breeding chain free of antibiotics during the laying period, with hens raised on GMO-free feed (<0.9%). This led to the launch of two new products in April 2019. Casino Group has already committed to going a step further by pledging to eliminate egg products from caged hens in all its private-label products by 2025. In 2021, 49% of private-label egg products contained eggs from cage-free hens (26% in 2020).
- In South America in 2017, Group subsidiary GPA launched a line of eggs from cage-free hens that has extended its organic and free-range egg products. GPA has committed to selling only eggs from cage-free hens under its own brands by 2025, in line with the public health standards and regulations defined by the Brazilian Ministry of Agriculture. In 2021, approximately 40% of private-label egg products sold were from cage-free hens. GPA also extended its commitment with the announcement that it would be discontinuing sale of national-brand eggs from caged hens at its Extra and Pão de Açucar outlets by 2028. Specific identity and information material were brought in at Multivarejo stores to inform consumers on different egg categories. In Colombia, all private-label eggs sold by Grupo Éxito are from cage-free hens. Since 2019, Grupo Éxito has been working with the Colombian National Poultry Farming Federation (FENAVI) on developing a sustainability compliance label.

Milk sourcing

All of the banners market private-label organic milk, as well as other milk offering better guarantees under their private labels:

- All Monoprix UHT milk complies with "Who's the Boss?!" specifications, which guarantee that the cows have had four to six months of grazing, that feed is GMO-free (<0.9%), and that farming conditions meet specific criteria on animal welfare. This is a significant undertaking by the banner to improve welfare standards for dairy cows.
- Franprix won the CIWF Good Dairy Commendation in 2019 for its commitment to maximally virtuous dairy cattle farming by the end of 2024. The criteria here include access to free grazing for at least 150 days per year, the absence of contention, and the monitoring of farmed animal welfare indicators.
- The Casino Bio, Monoprix Bio and Franprix Bio brands guarantee permanent access to grazing land, whenever weather conditions make this possible.

Broiler chicken sourcing

In the same way as for eggs and milk, Casino Group is sensitive to the welfare of the broiler chickens sourced for its private labels, and:

- signed up to the Better Chicken Commitment, which aims to significantly improve the rearing and slaughtering conditions for all broilers (lower densities, slower-growing strains, enhancing the environment with perches, natural light in livestock buildings, more humane slaughtering methods, etc.). The Casino and Franprix banners are committed to ensuring that, by 2026, all of the chickens marketed under their Casino private labels will be labelled level "C – Satisfactory" or better, under the animal welfare labelling system set up by Casino Group and three animal protection NGOs – LFDA, CIWF and OABA. Since 2020, Terre & Saveurs brand chickens have all been rated "Good" or "Superior" in terms of animal welfare. This label was rolled out to Casino Bio products in 2020 and in 2021 to Monoprix Gourmet and Monoprix Bio Origines brand chickens (60% of private-label raw poultry products);
- offers a range of chickens farmed organically under better animal welfare conditions;
- is extending its commitments, as with Monoprix's October 2018 decision to discontinue sale of fast-growing broilers under its private label, with stores now carrying only medium- or slow-growing breeds. In addition, all of the rotisserie chickens comply with organic standards, with access to open air areas, low stocking densities and a minimum slaughter age of 81 days. They are also raised without antibiotics and fed GMO-free feed.

Taking action in the pork industry

In France since 2020, Casino Group has been taking part in the work of the French association for animal welfare labelling (AEBEA) on developing animal welfare labelling for pork products.

In Brazil, GPA is committed to take the following action by the end of 2028:

- ensure that 100% of suppliers of pork products sold in Extra and Pão de Açúcar stores comply with its animal welfare policy;
- support the transition to group housing for pregnant sows;
- reduce mutilation by:
  - discontinuing the use of ear tags to identify animals,
  - discontinuing castration in favour of alternatives such as immunocastration,
  - limiting teeth grinding to absolutely necessary situations such as aggressive behaviour;
- prohibiting the use of antibiotics to promote growth for private-label products.

Improving slaughtering conditions

The Group has deployed a slaughterhouse inspection programme in France. In 2014, Casino defined a dedicated audit procedure to ensure that slaughtering operations meet ethical animal protection standards and keep suffering to a minimum in such key phases as transport, stunning and slaughtering. These preliminary audits have been carried out by veterinarians since 2015. More than 70 slaughterhouse inspection points are examined. To date, 46 slaughterhouses have been audited for compliance with animal welfare standards. These facilities mainly slaughter cattle and pigs, as well as lambs and more recently, poultry. Each audit helps to raise the awareness of the Group's suppliers and encourage them to improve their practices, with remedial actions requested as needed. Audit standards are informed by advice from animal welfare experts.

Improving consumer information

To help create a standardised animal welfare label in France, Casino Group worked with its partners LFDA, CIWF France and OABA to develop a labelling system. Assessment standards were defined, with nearly 230 criteria covering every stage in an animal's life, from birthing and raising to transport and slaughtering. Compliance with each of the criteria is assessed though annual external audits performed by independent firms. The first labelled products, sourced from broiler farms, appeared in stores in 2018. The labelling system has been extended to other brands and products. In 2021, the label appeared on Casino Terre & Saveurs, Casino Bio, Monoprix Bio Origines and Monoprix Gourmet products. Additional details about the programme may be found at www.etiquettebienetreanimal.fr.

3.5.4. Casino Group, actively committed to protecting the environment and climate

3.5.4.1. Environmental policy

Commitment

Casino Group has established an environmental policy addressing the risks, challenges and opportunities identified as relating to its operations in France and abroad.

In view of the direct and indirect impacts identified, Casino Group's environmental policy takes three focuses:

(i) low-carbon strategy, to reduce the Group's greenhouse gas emissions and combat climate change (see section 3.5.4.2);

(ii) preservation and conservation of resources, to support the circular economy and the fight against food waste;

(iii) preservation of biodiversity.

It is supported and implemented by the Group based on:

- the objectives of the 2015 United Nations Climate Change Conference (COP 21);
- the UN Sustainable Development Goals;
- the objectives of the Montreal Protocol;
- the Science Based Target Initiative, for which Casino Group has joined the We Mean Business coalition;
- the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), for which Casino Group became a "TCFD supporter" on February 2021;
- National regulations such as the 2030-2050 roadmap from the French Agency for Environment and Energy Management (ADEME);
- the recommendations of the Consumer Goods Forum.

The Group has also pledged to support a number of voluntary national initiatives, including:

In France,

- the Paris Climate Action Charter and the Charter for Sustainable Urban Logistics issued by the City of Paris;
- France's National Pact on Plastic Packaging;
- the National Pact on Sell-by Dates, to combat food waste;
- the French Business Climate Pledge.

In South America,

- the Tropical Forest Alliance 2030, dedicated to removing deforestation from supply chains in Colombia;
- the Colombian Zero-Deforestation Agreement in the beef and dairy sectors, which aims to achieve net zero deforestation in the country's natural forests by 2030;
- the New York Declaration on Forests.

Casino Group's climate, biodiversity and environmental policies may be found in the CSR Commitments pages at www.groupe-casino.fr/en.

Task Force on Climate-related Financial Disclosures (TCFD)

Casino Group is committed to following the TCFD recommendations in the following fields:

(i) Governance

One of the remits of the Governance and Social Responsibility Committee of the Board of Directors is to review and discuss climate and other social responsibility issues (see section 5.5.2).

In 2021, the Committee specifically reviewed the analysis of climate risks and opportunities and, more generally, compliance with TCFD recommendations, the measurement and management of Scope 3 emissions and implementation of the EU green taxonomy. To support Committee members in their duty to address climate issues for the Group, a dedicated training session was organised in January 2022.

Climate issues and the related action plans and performance metrics are also reviewed by the Group Executive Committee in accordance with its remit (see section 5.3.4).

(ii) Strategy

As part of the process of identifying and measuring climate risks and opportunities, the Group has defined short, medium and long-term timeframes and scales of impact for the company and its stakeholders.

The assessments were carried out by each of the Group's business units to ensure that the findings reflected local circumstances and practices. These findings were as follows:

- in France, the Group is exposed to physical risks in the event of extreme weather events and transition risks related to reputation and the emergence of a more restrictive political and legal environment. It also faces a market risk stemming from high investor expectations for ESG performance. The identified opportunities relate to resource efficiency and the development of new products and services;

- in South America, the major concerns are physical risks from extreme weather events, chronic physical risks from rising average temperatures and sea levels, and transition risks from changes in the legal and tax environment, in particular with regard to refrigerants, waste and carbon emissions. The identified opportunities relate to resource efficiency, the development of new products and services, including new sources of competitively priced energy, and improvements in the organisation's climate resilience.

An in-depth study is currently being conducted of all the Group's activities and its value chain to quantify the environmental, financial and social impacts today, in 2030 and in 2050 according to the IPCC's RCP4.5 and RCP8.5 scenarios.

(iii) Risk management: the process for identifying and assessing climate-related risks is described in section 3.2.2. It is integrated into the Group's comprehensive risk management system and covers all the physical and transition risks and opportunities identified as part of the TCFD exercise.

(iv) Indicators and objectives: the Group publishes monitoring indicators, such as Scope 1, Scope 2 and Scope 3 emissions, and consumption of resources and materials (energy, water, waste).

More details on how the TFCD recommendations are being applied may be found in the TCFD cross-reference table on page 291.

Organisation

The Group's environment and climate policy is organised and led by the CSR department, which is responsible for coordinating environmental priorities, sharing best practices and monitoring action plans. The Group CSR department liaises with the Group Risks and Compliance department on management of environment and climate risks, and with subsidiaries' CSR Committees. It also reports on these challenges to the Governance and CSR Committee (see section 5.5.2, pages 390-392), as well as to the Executive Committee.

Employees are also educated in climate issues through a variety of training courses and, in France, through the "C L'Empreinte" employee climate advocacy network organised in 2021.

Each Group unit is responsible for locally implementing the organisation and action plans required to meet the predefined objectives, in alignment with local circumstances and practices.

The subsidiaries are responsible for:

- pursuing the Group's environmental and climate priorities;
- deploying an environmental management system supported by the environmental indicators needed to manage the action plans for the defined priorities. Each business unit undergoes an annual review by the CSR department.

3.5.4.2. The low-carbon strategy to fight against climate change

Commitment

As signatory to the Science Based Target initiative, Casino Group takes up the following commitments in line with international objectives:

- reduce Scope 1 and Scope 2 greenhouse gas emissions by 18%[3] in 2025 and 38% in 2030, compared with 2015;
- reduce Scope 3 emissions by 10%[1] in 2025 compared with 2018, in the "purchased goods and services" and "use of sold products" categories, which account for more than 65% of indirect emissions.

The Group's low-carbon scenarios were submitted and approved in line with the Science Based Targets in 2019, including for Scope 3 emissions.

Each business unit sets reduction objectives consistent with Group targets.

For example:

- Grupo Éxito has committed to a 35% reduction in Scope 1, Scope 2 and goods transport emissions by 2023 compared with 2015;
- GPA has committed to a 30% reduction in Scope 1 and Scope 2 emissions by 2025 compared with 2015;
- Monoprix has committed to a 50% reduction in Scope 1 and Scope 2 emissions by 2030 compared with 2020, on the way to carbon neutrality by 2040.

(1) *Target approved by the SBTi.*

The main sources of the Group's greenhouse gas emissions are:

- direct fugitive emissions from refrigeration systems (83% of Scope 1 emissions);
- indirect emissions from purchased electricity (99% of Scope 2 emissions);
- emissions from the purchase of merchandise for resale, the purchase of services, the sale of fuel in service stations, the transport of goods and people, and waste treatment processes (Scope 3 emissions).

Casino Group is attentive to the impacts of the growth in online shopping and related services. In 2020, Cdiscount joined the Planet Tech Care initiative, whose goals include more precise measurement of the environmental impacts of digital technology. It is also a signatory to the charter of the *Institut du Numérique Responsable* (Digital Responsibility Institute). An action plan is under way, in particular to optimise the online store, so as to declutter the server base, shrink the network footprint, and minimise the impact on site visitors.

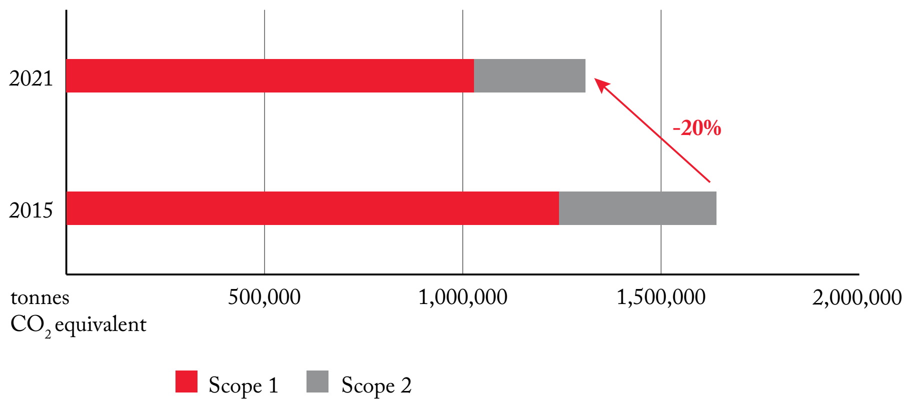
Action plans

The 2030 Scope 1 and 2 greenhouse gas reduction targets have been defined in alignment with the 2°C pathway proposed by the Paris Agreement and the WB-2°C scenario, with progress being driven in four ways:

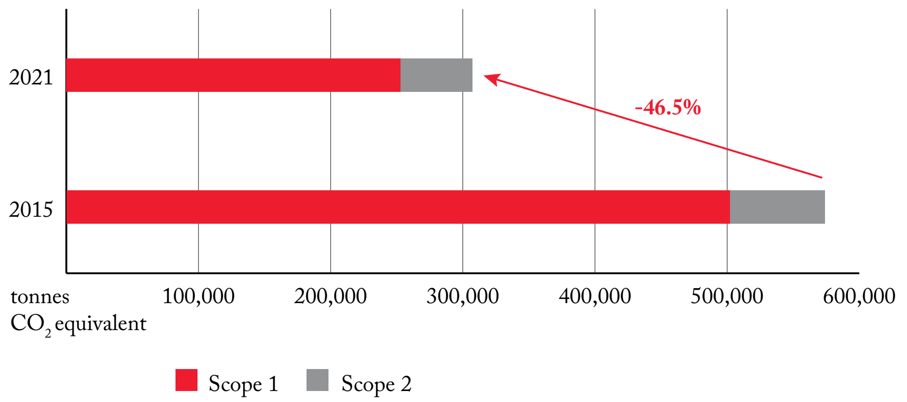
- reduce emissions from refrigerated display cases;
- reduce emissions from energy consumption;
- reduce emissions from goods transport, and bring in more sustainable mobility;
- shrink the carbon footprint of store merchandise.

Performance

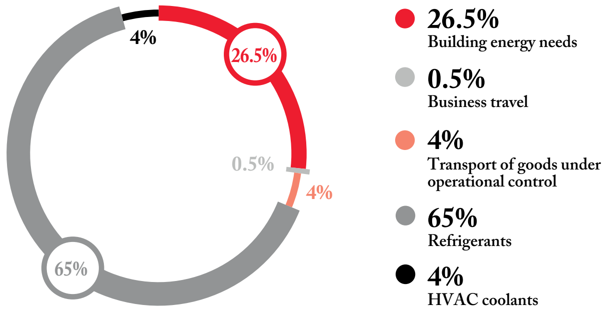
Group



France



Breakdown of Scope 1 and 2 greenhouse gas emissions



The Group has measured the carbon footprint of its operations since 2009:

- Scope 1 emissions, corresponding to direct emissions from fuel combustion (including during the transport of goods between warehouses and stores using controlled resources) and refrigerants, amounted to 1,028,000 tonnes of CO_2 equivalent in 2021;
- Scope 2 emissions, corresponding to indirect emissions from the consumption of purchased electricity, amounted to 281,000 tonnes of CO_2 equivalent in 2021 (location-based method).

Allowing for consumption of energy guaranteed as renewable, Scope 2 emissions totalled 274,000 tonnes of CO_2 equivalent in 2021 (market-based method).

This performance was in line with the Group's SBT Scopes 1 and 2 commitments and its targeted 38% reduction by 2030 compared with 2015.

The Group also tracks changes in ratios per square metre of retail space for greenhouse gas emissions from electricity use and refrigeration systems. These intensity ratios are presented in the Group performance indicators on pages 276-277.

An initial measurement of indirect (i.e., Scope 3) emissions arising from the Group's operations was carried out in 2012, with support from a specialist consultancy. Since then, the Group measures all these emissions from internal data and related emission factors. In 2021, Scope 3 emissions were estimated at around 20 million tonnes of CO_2 equivalent a year. The two main sources were purchased goods and services, which accounted for more than 65% of the Scope 3 footprint, and the use of sold products, particularly fuel, which accounted for approximately 13%.

3.5.4.2.1. Reducing fugitive emissions from refrigeration systems

To reduce its direct Scope 1 emissions by 18% in 2025 compared to 2015, the Group has undertaken initiatives to reduce fugitive emissions from refrigeration systems.

The main measures introduced are designed to:

- reinforce leak containment systems in existing piping by scheduling preventive maintenance based on constantly monitored refrigerant levels;
- increase the proportion of refrigerants with low global warming potential and eventually migrate refrigerated display cases to carbon-neutral systems.

In France, in compliance with the European F-gas regulation, and in Brazil and Colombia, the banners are phasing in fluids with global warming potential of less than 1,500 and commissioning hybrid refrigeration systems (at 255 sites in 2020 and nearly 300 in 2021) that produce negative cold with climate-neutral natural coolants, and systems running on 100% natural coolants (at 47 sites in 2020 and 69 in 2021).

3.5.4.2.2. Reducing emissions related to energy

Reductions in emissions from energy consumption are sought in four ways:

- through changes in behaviours and usages, to reduce consumption;
- through improved energy efficiency;
- through the use of energy from renewable sources;
- through the production and consumption of energy from renewable sources.

These methods, which are described in section 3.5.4.3.1, are helping the Group to meet the SBT target for Scope 2 emissions, which almost entirely concern energy consumption.

3.5.4.2.3. Reducing transport-related emissions

Casino Group measures the emissions resulting from the transport of its merchandise, and is committed to reducing them.

- ***Upstream and inter-site (warehouse and shops) goods transport***

All of the French business units (Casino, Monoprix, Franprix and Cdiscount) are supporting the FRET21 initiative, with emissions reduction targets defined and action plans undertaken to meet them. The initiative is being coordinated by the French Agency for Environment and Energy Management (ADEME) and freight trade organisations, with support from the French Ecological Transition and Transport ministries.

For the French operations, an overall target has been set to reduce Scope 1 emissions from transport using controlled resources by 25% over the 2019-2023 period.

Casino Group is committed to the following measures on reducing the emissions generated by the transport of goods from warehouses to stores:

- reducing journey mileages, by optimising delivery schedules and fill rates;
- increasing loads carried per delivery, by using double-deck trailers, increasing the proportion of 40ft units in the container fleet, and installing 3D printers at Cdiscount to make custom-fit packaging and eliminate empty space;

- using railways and inland waterways as alternatives to road transport: Franprix, for example, has prioritised using the Seine river to restock its stores (300 stores concerned) since 2012;
- using rail, waterway and maritime shipping for import containers. Today, 20% of Casino containers are carried to warehouses by barge or rail;
- upgrading the vehicle fleet and using biofuels and alternative fuels (B100, NGV, bioNGV, electricity) to continue moving Casino Group towards 100% green transport. By the end of 2021, the Group was using more than 480 low-carbon lorries in France;
- training in eco-driving.

- ***Goods transport from shops to customers***

Casino Group is committed to reducing the emissions generated by the transport of goods from shops to customers, with an emphasis on home deliveries on foot, by bicycle or electric cargo tricycle. Today, for example, such carbon-free deliveries account for 100% of Monoprix store deliveries in Paris proper and 60% nationwide.

- ***Customer and employee transport***

Neighbourhood access to the thousands of Casino Group convenience stores makes for minimum use of cars and facilitates home deliveries using eco-friendly transport modes, thereby minimising the impact of shopping transport. Casino Group plans further extensions to its network of convenience stores. To lower emissions from customer and employee travel, the Group is also assertively encouraging electric mobility by purchasing EVs for its corporate fleet and installing charging stations in its store and office car parks. For example, Grupo Éxito is committed to having electric vehicle charging stations at all its carparks by 2035.

In addition, the GreenYellow subsidiary has been active in electric mobility for more than two years through a number of partnerships. In France, it co-founded GreenToWheel, which is deploying and operating EV charging infrastructure in retailer car parks. It ultimately plans to manage an installed base of around 360 ultra-fast charging stations.

Employees are also offered training in eco-driving techniques.

- ***Transport related to online shopping***

With the growth in its e-commerce operations, the Group is increasingly using fully electric or biogas-powered vehicles for customer deliveries in France and other host countries.

In France, to support its sustainable logistics commitments, Cdiscount signed the French government's Charter of Commitments to Reduce the Environmental Impact of Online Retailing in July 2021. The voluntary initiative is built around guidelines for managing packaging, delivery and warehouses, as well as for keeping shoppers informed of the environmental impact of their online purchases.

Cdiscount is developing many innovations for reducing the environmental impact of goods transport and advancing toward carbon-neutral delivery services:

- reducing empty space in packages and optimising lorry load factors. Cdiscount has equipped its warehouses with 3D printers that output just the right-sized packaging for every shipment, enabling a 30% reduction in empty space and the use of consumables. It is also using bulk loading for certain shipments. Together, these two measures have driven a 30% reduction in the number of lorries required across all package deliveries;
- increasing the use of alternative transport modes for last-kilometre delivery (EVs, cargo bikes, bioNGV-powered vans, etc.), in association with its haulier partners and via its dedicated shipping subsidiary.

Residual emissions are offset by means of an environmental sponsorship that is funding reforestation projects in sustainably managed forests in France.

3.5.4.2.4. Reducing the emissions in connection with the products sold in stores

In accordance with the aims of the Paris Climate Agreement, Casino Group has undertaken to reduce the greenhouse gas emissions linked to its food products, which represent its main indirect impact (Scope 3). To support this transition toward low-carbon consumption, the Group is taking action on several levels.

- ***(i) Supporting the transition to a more plant-based diet***

To implement a low-carbon strategy, the Group needs to support the shift in production and consumption practices towards low-carbon products and especially a better balance between animal and vegetable protein in a store's product offering. Lastly, to reduce the impact of what we eat on the climate and the environment, several studies have demonstrated the need to change the carbon footprint of the average French person's diet by eating less animal protein and more fruit, vegetables and legumes.

To support this transition, retailers need to offer more vegetable protein options in a variety of product categories and encourage shoppers to buy less, but better quality, animal protein, in accordance with PNNS recommendations.

Three of the ways in which the Group is responding are by developing bulk offerings for legumes, broadening the range of private-label meat and dairy alternatives and providing consumers with more detailed animal welfare information.

In so doing, Casino Group:

- is developing several lines of vegetarian and vegetable-based products that resonate with new consumer expectations: Casino, for example, has launched the "Veggie" line of vegetarian ready meals and organic vegetable drinks, while Monoprix markets the "Le Végétal" range of primarily vegetable-based dishes. Casino Group was also the first retailer in France to sell products from American start-up Beyond Meat® under the Monoprix, Franprix, Géant and Casino Supermarkets banners; In 2021, the Casino banners deployed "100% Veggie" shop-in-shops offering more than 400 SKUs;
- is developing 100% vegan concepts. Naturalia is developing its 100% vegan organic produce stores, stocked with 2,000 staple foods that are entirely vegetable-based;
- is promoting new bulk concepts, offering customers a variety of innovative bulk solutions. Since 2020, for example, new concepts for selling national brand products have been tested for use alongside existing systems for pulses, cereals, etc.;
- encourages more detailed information for consumers on the degree of animal welfare related to products, enabling them to consume higher quality products and to change their habits when it comes to purchasing animal protein. In early 2022, Monoprix participated in the Veganuary challenge to showcase its plant-based line-up.

(ii) Promoting local products

Working with local producers, the Group's banners are developing and promoting product lines that are local in origin.

One of the Group's objectives is to make local products more visible to its shoppers.

In France, Casino's "CAP" CSR approach reasserted its commitment to promoting local products. Since 2011, Casino has proposed its Le Meilleur d'Ici label for local products made within a radius of about 50km around Casino outlets, or 200km for regional products. Today, the label promotes close to 1,500 local and regional suppliers in Casino stores. Monoprix carries a range of local products produced within 100km of each store, which represented close to 4,100 grocery, beverage, produce and frozen SKUs in 2021. Since June 2021, the banner has deployed a locavore programme with locally sourced foodstuffs in each store and dedicated signage. In addition, it has partnered with Agriculture urbaine, Le Paysan urbain and Agricool to market fruit and vegetables grown locally in each city. In all, close to 29,700 locavore products are on offer in France, sourced from nearly 2,100 local producers.

In South America in 2021, 90% of the fruit and vegetables marketed under Grupo Éxito banners were grown in Colombia, of which more than 80% were sourced locally and directly from small farmers. Éxito continues its training programme for suppliers, in partnership with EAFIT University, and runs workshops on product reformulation (fats and oils). In addition, Éxito periodically brings together its fruit and vegetable producers to encourage and help them to meet Global Good Agricultural Practice standards, with the goal of improving performance across the entire fruit and vegetable supply chain. In Brazil, GPA's "Caras do Brasil" programme promotes sustainable family farming in five regions (North, South, South-East, Centre-West and North-East), offering more than 100 responsible smallholders, cooperatives and associations an opportunity to sell their products in Pão de Açúcar stores.

(iii) Informing shoppers about the environmental impact of products to shift them to low-carbon consumption

Since 2007, to enable customers to shift their purchases to lower-carbon products, Casino Group has supported the display of standardised environmental labels on food products. Following on from the Carbon Index label for its private-label products in 2008 and the Environmental Index in 2011, the Environmental Impact label was introduced in 2016, supported by a public database, a national standards manual and lifecycle assessments of the labelled product's carbon emissions and water pollution. In July 2017, Casino provided its processed food suppliers with a free collaborative application, known as "Mieux Produire", that they can use to collect data and calculate the environmental impact of their products.

In 2020, the Group participated in the national trials undertaken as part of France's new Anti-waste and Circular Economy Act (AGEC) by sharing data from its "Responsible Together" app concerning issues in its various supply chains. In 2021, the Naturalia, Franprix and Monoprix banners pledged to display the Planet-Score calculated by the Technical Institute of Organic Agriculture (ITAB), which improves product lifecycle assessments with criteria addressing climate, pesticides and biodiversity issues. More than one hundred private-label products will be assessed and the scores displayed on the Franprix and Monoprix websites.

In addition, the Group regularly runs campaigns to raise customer and employee awareness of climate issues. For example, the CAP *(avec Casino Agissons pour le Planète)* sustainability campaign deployed for Casino banners, employees and customers in 2020 and 2021 reaffirmed the Group's CSR commitments and prompted a number of results-oriented initiatives. In France, employees may attend e-learning courses on the environmental impact of their shopping.

- ***(iv) Mobilising suppliers***

Casino Group is committed to reducing indirect emissions from purchased goods and services by 10% from 2018 to 2025, an objective validated by the SBTi and aligned with the Paris Agreement.

To reach this goal, it set up the Carbon Forum, a group of 30 major suppliers committed to the climate cause.

The Carbon Forum has these main objectives:

- encourage all members to take up SBTs on reducing their carbon emissions;
- track and support progress toward these targets, by sharing best practices;
- run collaborative workshops on climate impact topics.

The Carbon Forum is committed to having SBTs taken up by 50% of its members by 2022.

During the three Forum meetings in 2021, members organised around ten workshops on climate metrics and commitments, and agreed to deploy initiatives to reduce emissions from energy consumption, transport, sourcing and suppliers' farming practices.

3.5.4.2.5. Adapting to climate change

Casino Group's low-carbon strategy is helping to combat climate change, while preparing the Group for the necessary adjustments by identifying the physical and transition risks liable to impact its operations (see Climate change risks, page 194).

The main climate change risk that could potentially impact operations is the increase in extreme weather events, such as the risk of flooding in France (the 100-year flood in Paris) and the risks of flooding and droughts in Latin America. Were these types of events to become more frequent, they would not only have direct consequences for the Group's operations (business interruption, loss of assets), but also an indirect impact in that they would lead to higher raw material prices, fewer seasonal product sales and higher energy prices. For example, the drought experienced in Brazil in recent years, particularly in the state of São Paulo, has led to a significant rise in the price of electricity, since most of it is produced at hydropower plants.

These risks can be managed by (i) complying with local regulations, which specify the equipment to use to manage rainwater and overflow; (ii) strategically stockpiling basic commodities in partnership with suppliers; and (iii) improving the energy self-sufficiency of the stores by reducing energy use and developing alternative and renewable sources. At a time of growing scarcity, GPA and Assaí in Brazil are responding by scaling back their needs and turning to alternative sources. GPA is increasing the use of non-hydroelectric renewable energy by installing photovoltaic arrays generating electricity for self-consumption (see section 3.5.4.3.1). In 2021, Assaí conducted a granular water audit across the store base and used the findings to deploy an action plan to (i) install dedicated equipment to reduce consumption, detect leaks and report telemetric data; and (ii) prepare contingency plans, including, for example, the rental of water tanker lorries as needed.

In the event of extreme weather events, the business units all have their own business continuity plans.

Major risks are covered by dedicated contingency plans – see section 4.3 "Main risk factors" (page 316 *et seq.*)

3.5.4.3. Preserving and reducing the use of natural resources

3.5.4.3.1. Reducing energy consumption and encouraging the use of renewable energies

Commitment

Casino Group is committed to reducing its consumption and ensuing pollution in line with the SBT target of reducing its Scope 2 greenhouse gas emissions by 18% in 2025 compared with 2015.

Reductions are sought in three ways:

(i) through the wide-scale implementation of energy efficiency management systems, shifts in usages, and training in eco-friendly practices;

(ii) by increasing the proportion of renewable energy in overall energy consumption;

(iii) by increasing the production and consumption of energy from renewable sources.

Action plans

A pioneer in the energy transition, Casino Group set up GreenYellow in 2007, a subsidiary focused on improving energy efficiency and generating renewable energy. GreenYellow provides support to the Group's business units in three areas:

(i) Reducing energy use through a continuous improvement process based on tracking consumption, performing on-site energy audits, and upgrading the least energy-efficient installations. Because electricity is primarily used by commercial refrigeration and air conditioning systems, followed by lighting, initiatives undertaken to reduce consumption include:

- fitting doors on refrigerators containing chilled products,
- installing low-energy lighting and air conditioning systems,
- raising store employee awareness of power-saving practices, with the "Eco-Gestures" guide and an e-learning course.

In partnership with its GreenYellow subsidiary, the Group is deploying energy performance contracts in its stores, which guarantee at least a 20% reduction in their baseline consumption. Energy performance contracts are currently in force at 1,600 Casino Group sites in France and abroad.

In France, energy management processes at 100% of the hypermarkets, 90% of Casino supermarkets, 60% of Monoprix stores and in the Group's office facilities are certified to the ISO 50001 energy management standards. In all, more than 490 sites were certified in 2021.

In South America, Grupo Éxito is continuing to upgrade warehouse and in-store installations. Campaigns to build awareness and train employees in energy saving practices have been deployed in every Group unit, with in-store displays, meetings with store and technical managers, an e-learning module and the "Eco Gestures" guide.

(ii) Increasing the share of renewable energy in overall consumption, by sourcing from suppliers or markets offering guarantee of origin certificates.

In Latin America, GPA already gets nearly 80% of its electricity from a mix of hydroelectric, biomass, wind, solar and other renewable sources, with the goal of reaching 94% by 2024. Moreover, in 2021, GPA purchased an International Renewable Energy Certificate (i-REC) contract to cover the electricity used in all its Compre Bem stores. This same contract is supplying 90% of Assaí's power, with the goal of reaching 100% in the short term.

The Group has also brought in its first long-term energy provision contracts, in the form of Corporate Power Purchase Agreements (CPPAs). A first CPPA financing a solar power plant will be implemented in early 2022 by Exito in partnership with GreenYellow. In 2019, Libertad signed a similar PPA for 116,500 to 142,500 MWh over the period 2019-2024 period in Argentina.

(iii) Generating and self-consuming energy from renewable sources.

The Group is actively engaged in deploying renewable energies, with for example the installation of solar power units on store roofs and car park canopies. More than 510,000 sq.m of solar panels have been installed on Group assets. In 2021, 153 photovoltaic installations were in operation. Self-consumption is also being developed. In France, after opening the country's first energy-positive hypermarket, the Géant Vals-Près-le-Puy, in 2016, the Group commissioned its first ground-mounted, self-consumption solar power plant in 2017. Built by the GreenYellow subsidiary, the new unit has a rated output of 250kW, which covers 22% of the power needs of the Galerie Cap Costières shopping mall. This type of facility can be installed on previously unused land to supply tenants with renewable energy. In Brazil, Assaí had six solar power plants generating electricity for its own consumption in 2021. In Rio de Janeiro City, the Ayrton Senna store's solar array comprises more than 3,000 rooftop panels, covering approximately 6,000 sq.m. To date, it has generated more than 13,000 MWh of power. In 2021, Éxito and GreenYellow commissioned a solar plant that will power the cooling systems in 27 of their warehouses. Two Casino Group innovations also make positive contributions to self-consumption: the Reservoir Sun joint venture founded in 2018 to develop solar power self-consumption for businesses and municipalities in France, and the ScaleMax cloud computing joint venture that installs and operates new-generation data centres at which the heat generated by the servers is used to heat the buildings concerned.

Performance

The Group's performance in executing its energy efficiency strategy is managed by measuring the amount of electricity used per square metre of retail space, and the proportion of renewable energy produced and consumed.

In 2021, average electricity used per square metre of retail space was down by more than 11% compared with 2015 and by 2% year-on-year. The share of energy from certified renewable sources rose to 37% in 2021, from 26% in 2020 and 20% in 2019. Facilities operating in 2021 enabled the Group to generate almost 70 GWh of green electricity, avoiding the release of 4,400 tonnes of CO_2 equivalent.

See Group performance indicators on pages 276-277.

By year-end 2021, the GreenYellow subsidiary had installed more than 400 photovoltaic arrays, with a total installed capacity of almost 450 MWp (including ReservoirSun). These facilities generated more than 650 GWh in 2021 for the Group and other customers, avoiding the release of nearly 200,000 tonnes of CO_2 equivalent.

3.5.4.3.2. Managing water consumption

Commitment and action plans

The Group operates in regions that run a relatively low risk of water scarcity, according to latest data published in 2019 by the World Resource Institute. Nevertheless, certain periods of drought caused by climate change in Latin America could occasionally disrupt the supply of drinking water or the generation of electricity from hydropower stations.

Steps taken to reduce direct water use include (i) phasing out open-loop, water-cooled refrigeration systems and replacing them with closed-loop systems; (ii) installing rainwater recovery systems to meet grounds watering or potable water needs in stores or warehouses; (iii) installing pressure-reducing valves on taps to restrict flow; and (iv) regularly monitoring consumption to detect pipe leaks. Wastewater is appropriately treated in compliance with local legislation before being released into the public networks.

In response to conditions in Brazil, where water shortages are becoming more serious, GPA and Assaí have introduced a telemetry system to track water use in real time and detect leaks. Moreover, in August 2020, GPA commissioned a service provider to improve water efficiency at 154 sites, with equipment upgrades, employee training and customer awareness campaigns. The process was pursued in 2021, resulting in the saving of 229,000 cu.m of water compared with each site's baseline year. A pilot project is also under way to recover and reuse rainwater, a system that is already up and running at the subsidiary's head office. In 2021, Assaí conducted a granular water audit across the store base and used the findings to deploy an action plan to (i) install dedicated equipment to reduce consumption, detect leaks and report telemetric data; and (ii) prepare contingency plans. In addition, a campaign to raise store employee awareness of efficient water use was conducted in May 2021 to support the take-up of best practices.

Performance

The Group's water use declined year-on-year in 2021, to an estimated 5.7 million cu.m for 76% of its retail space.

Performance is also measured in terms of the ratio of water consumption per sq.m of retail space, which stood at 1,358 litres per sq.m for the year, down 12% on 2020.

See Group performance indicators on pages 276-277.

3.5.4.4. PROMOTING A CIRCULAR ECONOMY

3.5.4.4.1. Reducing, sorting and reusing product waste

Commitment

Casino Group is committed to reducing, sorting, recovering and reusing all types of operational waste from its stores and warehouses, with the ultimate goal of eliminating landfilling by recovering and reusing everything.

Action plans

(i) Managing operational waste

Store waste primarily includes packaging cardboard, plastic, paper and wooden pallets used to transport and handle merchandise, damaged goods and unsold compostable produce.

The Group installs and uses waste sorting systems to reduce the amount of unsorted, landfilled waste and supports the development of local recycling businesses. It is also deploying waste recovery and reuse solutions. In all, 93% of the waste from Casino hypermarkets and supermarkets was recovered in 2021 and reused as materials or burned as fuel. The methane produced by the recovered 7,500 tonnes of organic waste enabled the generation of around 2,627 MWh of electricity during the year. In South America, GPA pursued its programme to recover recyclables and organic waste from its stores. Known as "REUSE", the initiative includes a solid waste management plan comprising procedures and reporting systems for waste sorting, storage, transport and disposal. It also ensures that waste storage facilities, containers and other infrastructure are all fit for purpose and provides for in-store employee training. So far, the programme has been implemented in 248 stores, driving a 25% increase in their sorting rate. Assaí is also rolling out an in-store waste reduction and management programme that includes recycling and recovery systems. In particular, organic waste composting facilities were installed in 25 stores in 2021, resulting in an 18.5% increase in composted tonnages. In Colombia, Éxito is running an ambitious waste management policy with environmental officers in charge of training store staff and raising awareness among customers and employees. As a result, Éxito has recovered and reused more than 29,000 tonnes of store waste. Managed by the Éxito Foundation, the resale of recyclable materials provides around 30% of its funding.

● *(ii) Reducing the use of plastic bags*

To encourage more responsible shopping and reduce household waste, since 2003 Casino Group has reduced the number of disposable bags available in its stores, offering instead a line of reusable bags.

- Since 2016, the banners in France no longer provide disposable plastic bags, in compliance with local legislation.
- In South America, subsidiaries are deploying an increasing variety of actions to encourage a preference for reusable bags (in store displays, loyalty programme incentives, etc.) and reduce the use of disposable plastic bags. In Colombia, Grupo Éxito is incentivising the use of reusable plastic bags, in particular by enabling customers who use or buy reusable bags to earn loyalty programme rewards. Since October 2021, plastic bags have been removed at checkout stations two days a week, requiring shoppers to use only reusable bags.

● *(iii) Collecting customers' used products*

Banners in France and other host countries have installed in-store recycling bins and are encouraging customers to use them. In Latin America, for example, Éxito is rolling out the "SOY RE" programme, which provides customers with collection points for plastic, glass, cardboard, cans, cartons and other recyclables and rewards participants with loyalty points. In all, 700 tonnes of waste products were collected for recycling in 2021.

In Brazil, in addition to in-store battery and light bulb collection points, GPA and Assaí provide customers with recycling stations to collect paper, glass, metal and plastic. Since 2001, stations have been installed in 94 Pão de Açúcar outlets, in partnership with Unilever, and in 38 Assaí stores, which are supporting the system by converting the donated end-of-life equipment into vouchers that can be used to pay the customer's electricity bill.

■ Performance

In 2021, Group sorted more than 225,300 tonnes of waste, including cardboard, paper, plastic, organic waste, glass, wood and scrap metal. By constantly seeking to reuse and upcycle all its waste (in particular to generate biomethane), Casino Group achieved a waste recovery rate of 78% in France.

In 2021, around 300 Casino hypermarkets and supermarkets recovered and reused 100% of their waste.

Customers returned more than 6,300 tonnes of waste to store collection boxes. Of the total, 16% was paper and cardboard and 23% was waste electrical and electronic equipment (WEEE), which was transferred to accredited service providers for recycling.

See Group performance indicators on pages 276-277.

3.5.4.4.2. Reducing the impact of packaging

■ Commitment

The Group is deploying an ambitious packaging policy built on five commitments: eliminate any packaging that is not required to use or preserve the product, reduce packaging weight and size, use recycled materials, prefer recyclable packaging, encourage new shopping habits (bulk, re-use).

Under this policy, Casino Group signed France's National Pact on Plastic Packaging in February 2019, supported by the French Ministry for Ecological and Social Transition, and makes the following commitments for its own-brand products:

- phasing-out problematic and unnecessary packaging, prioritising packaging containing PVC (polyvinyl chloride) and expanded polystyrene;
- eco-designing packaging, with the aim of making it 100% recyclable or reusable by 2025;
- ensuring that packaging contains on average 30% recycled plastic by 2025;
- increasing bulk sales and the use of reusable containers.

Casino Group is therefore assertively reducing the use of plastic and other packaging for its private-label products, while maintaining the highest standards of sanitary quality and food safety. The Group supports its suppliers in meeting these goals with training and the deployment of projects promoting the circular economy.

In South America, Éxito is participating in the Consumer Goods Forum's Coalition of Action on Plastic Waste and undertaking a wide range of initiatives to reduce packaging, incorporate recycled materials and enhance packaging recyclability. Polystyrene, for example, has been discontinued for fruit and vegetable packaging, and the plastic film binding certain products has been replaced by biodegradable film. Éxito has also discontinued sale of plastic straws and stirrers, and introduced the Soy Re programme of providing in-store collection points for plastics, aluminium and cartons.

■ Action plans

● *(i) France's National Pact on Plastic Packaging*

The main measures introduced under the National Pact on Plastic Packaging concern:

- assessment of own-brand products to identify all areas for optimisation, under the "5 R's" method (refuse, reduce, reuse, recycle and rot). More than 380 SKUs were optimised in 2021;
- improved recyclability, for example by replacing materials not covered by existing recycling processes. In 2021, more than 120 items were redesigned in France.
- the incorporation of recyclable material in plastics: more than 120 SKUs have been revised;
- the development of new bulk and repurposing concepts (see below).

1 2 3 4 5 6 7 8

Lastly, Casino Group helped to develop a tracking and reporting system for the tonnages of materials used, the average percentage of recycled content and the percentage of recyclable materials in a product portfolio. The system is now being gradually deployed.

The indicators and real-world achievements of the Pact's member companies may be found at https://pacte-national-emballages-plastiques.fr/.

(ii) Eco-designing products

The Group supports product eco-design by reducing packaging and using certified and recycled materials.

In France, Cdiscount is deploying assertive policies to attenuate the environmental impact of packaging. Since 2021, for example, it has offered customers packaging designed by the Hipli start-up that can be reused up to 100 times, It has also implemented a programme to eliminate product over-packaging by shipping products without an overbox if a logistics audit finds that they do not run any risk of breakage or fraud. When packaging is essential, Cdiscount reduces cardboard consumption by using 3D printers to size shipping boxes as closely as possible to the product, thereby cutting out empty space and using fewer consumables. Cdiscount also emphasises sustainable materials, with more than 90% of its shipping boxes made from FSC or PEFC-certified recycled cardboard. In addition, vegetable-based inks are now used instead of hydrocarbon-based inks and plastic bubble wrap has long been replaced by kraft paper as filler. Lastly, orders of products sold by Cdiscount and by sellers using its fulfilment service are shipped together whenever possible to reduce the number of parcels shipped. This holistic approach to packaging has been honoured with a large number of awards (Essec Prize, LSA La Conso S'engage, La Good Economie, etc.).

Casino Group is a member of the *Pôle Éco-conception* association in Saint-Étienne, where it is helping to raise awareness on eco-design techniques among SMEs and facilitating implementation of their projects. Through the intermediary of this skills centre, teams in charge of packaging are advised on eco-challenges and helped in the task of running eco-design initiatives for own-brand products.

In Latin America GPA began a review of packaging design in 2019, developing a strategy on reducing the use of materials that are difficult or impossible to recycle. For example, polystyrene packaging for fruit and vegetables was replaced by containers made of biodegradable material.

(iii) Developing bulk sales and reusable containers

Group banners are actively developing new scoop-and-weigh concepts for both national and private label products.

In France, to reduce the amount of packaging, Casino, Franprix, Monoprix and Naturalia are deploying bulk sale systems for dried fruits and vegetables, cereals, coffee, pasta and cleaning products, including a certified organic line. Franprix, for example, sells 60 or so dried produce SKUs by bulk and more than 180 of its stores are already equipped with cardboard hopper bulk sale units, which are more hygienic and improve traceability. In 2021, the banner trialled a scoop-and-weigh system for national brand products. Several Monoprix stores sell products with such a system. In all, more than 150 organic products are available to buy in bulk, in different types of container (kraft paper bags, glass jars, cotton bags). To encourage consumers to opt for bulk product purchases, Naturalia doubles the loyalty points on non-packaged organic produce.

Through GPA's Bulk Project in Latin America, customers at stores can opt for bulk purchases of more than 40 food products, including organically-farmed fruit and vegetables. In France, the Monoprix and Franprix banners are testing a number of solutions with a view to reintroducing reusable packaging practices in France. With its Zero Waste Meal project, Franprix provides reusable glass containers for customer self-service use: more than 1,500 containers were returned across the five stores that tested this project. In 2020, Franprix brought in a new deposit system, offering reusable containers with a €2 deposit for the salad bar, redeemable in purchase vouchers. Reusable glass bottles are provided at the orange juice machines in several stores. Monoprix is testing deposit systems for glass bottles for mineral water, sodas and beers.

(iv) Preventing the risks of using recycled materials

The recycled materials used to make new packaging can sometimes contain undesirable substances. To attenuate this risk, the Group has undertaken in France to conduct regular analyses to determine the mineral oil and phthalate content of its food products and ensure that there has been no migration from the packaging. This requirement is also systematically specified to suppliers in every call for tenders.

- ***(v) Developing second-hand sales***

To encourage a circular economy, Casino Group has developed new services.

In France, for example, Cdiscount has launched a number of initiatives to spur sales of previously owned products. On the website, customers can find a wide range of reconditioned or second-hand products sold by professionals (telephones, IT equipment, bedding, books, etc.), as well as an array of product second-life solutions, including DIY repair advice (fault-finding, spare part sales, tutorials, videoconferences with experts), product donations and the *Cdiscount Reprise* platform for the buyback and reconditioning of smartphones, consoles and tablets by France-based professionals. Cdiscount has been honoured for these initiatives, receiving two awards in 2021, the La Good Economie award and the Favor'i Prize from the E-commerce and Distance Selling Federation (Fevad).

3.5.4.5. Combating food waste

Commitment

In view of the financial, environmental and social issues arising from food waste, in recent years the Group has been reducing sources of waste by offering innovative solutions to customers and employees, deploying systems to reduce spoilage and unsold food, and donating food.

The Group supports the international Stop Food Waste Day with initiatives to raise awareness among customers and employees, and:

- signed the National Pact Against Food Waste in 2013, set up by the French Ministry of Agriculture and Food;
- the National Pact on Sell-by Dates, supported by the French Ecological Transition, Agriculture and Food ministries. This includes ten concrete and measurable commitments on the management and understanding of sell-by dates;

In 2021, Éxito became a member of the Consumer Goods Forum's coalition against food waste.

Action plans

Actionable levers in the fight against food waste include:

- continuously improving store operating procedures by optimising orders, better management of in-store sell-by dates, limiting spoilage through employee training and awareness, and improving the promotional stockpiling of damaged or expiring products. The Group has upgraded its damaged produce systems in order to be able to sell short-dated products at a discount. It has also formed partnerships with businesses like Too Good to Go and Phénix in France, which offer specially priced surprise bags of unsold, yet still edible food that their stores have to throw out at the end of the day.
- donating products to associations such as the French Federation of Food Banks (FFBA), with which the Group has partnered since 2009. It has also formed partnerships with several other social economy stakeholders. In Brazil, more than 500 stores have joined the Partnership Against Food Waste programme that donates damaged fruits and vegetables to NGOs or food banks;
- raising awareness of employees and customers. In France, retailers account for only 14% of food waste, with the rest attributable to upstream producers or downstream consumer behaviour, which is why the banners are conducting a range of smart shopping awareness campaigns to educate their customers. Employee awareness is developed by means of an "eco-practices" guide, to reduce spoilage and optimise waste management. And employees also have access to an online training programme on how to avoid food waste. Éxito is pursuing its waste management plan, which covers food waste, and is building employee awareness of proper food management practices. In 2019, GPA introduced a dedicated programme to analyse and reduce the amount of damaged foodstuffs, supported by a variety of employee initiatives;
- joint work with suppliers to:
  - extend product sell-by dates, without increasing health risks,
  - remove best-by dates on certain categories of products,
  - share their experience in fighting against food waste, by redistributing misshapen or non-standard products in local channels, for example, or processing waste food into new products (turning avocados into guacamole, apples into apple juice, etc.);
- the development of new concepts such as:
  - scoop and weigh, with Group banners offering a wide range of bulk selling concepts,
  - the re-processing of damaged fresh produce: Monoprix is continuing its partnership with Re-Belle jams made from over-ripe or damaged fruit collected from its stores, with 100 tonnes of fruit reused since 2016,
  - the sorting of inedible meat, fish and other organic food scraps for reuse in animal feed, biogas generation or composting.

3.5.4.6. Preserving biodiversity

Aware that biodiversity is a prerequisite to balanced diets around the world, Casino Group partnered the Fayol Institute École des Mines graduate school in Saint-Étienne on a survey to assess the direct and indirect pressures its operations might exert on biodiversity (through climate change, pollution and land use). This survey concluded that such pressures are largely indirect, and related to the product offering.

Present in countries with rich ecological diversity, such as Brazil and Colombia, Casino Group is committed to acting both at the level of the production chains and on the identified impacts.

Commitment

In its commitment to preserving biodiversity, the Casino Group has endorsed the initiatives described below and is participating in a wide range of stakeholder coalitions, such as:

- the Forest Positive Coalition, by supporting the Consumer Goods Forum's working group on cattle farming;
- the Brazilian Coalition on Climate, Forests and Agriculture;
- the Indirect Suppliers Working Group (GTFI), a platform for examining the challenges posed by the indirect cattle farming chain; the Brazilian Roundtable on Sustainable Livestock (GTPS), which brings together supply chain stakeholders to improve sustainable cattle farming;
- the Sustainable Soy Manifesto;
- the French Sustainable Cocoa Initiative;
- the Palm Oil Transparency Coalition, the Soy Transparency Coalition and the Retailer Cacao Collaboration;
- the Cerrado Manifesto Statement of Support, to combat the deforestation in the Cerrado in Brazil.
- France's National Pact on Plastic Packaging,

The Group, which joined the Roundtable on Sustainable Palm Oil in 2011, is a member of the Earthworm Foundation and takes part in a number of Earthworm working groups, including those on shrimp, tuna and soy.

Action plans

The Group has defined five priority actions:

- combat climate change;
- limit direct pressures on biodiversity;
- market a product offering that helps to preserve the environment and biodiversity;
- preserve fishery resources and protect endangered species;
- combat deforestation caused by production of commodities.

(i) Combating climate change

According to IPBES (Intergovernmental Science-Policy Platform on Biodiversity and Ecosystem Services) climate change is the third cause of biodiversity erosion. In line with the Science Based Targets scenario, Casino Group has pledged to reduce its Scope 1 and Scope 2 greenhouse gas emissions by 18% from 2015 to 2025 and its Scope 3 emissions by 10% from 2018 to 2025 (see section 3.5.4.2).

(ii) Limiting direct pressures on biodiversity

Casino Group is taking assertive steps to limit its direct impacts, which arise chiefly from its real-estate operations:

- During site construction, it runs programmes to ensure building operations and services are environmentally respectful. These programmes include the specification of sustainability criteria in the process for building new stores and operating sites, on factors such as energy efficiency, responsible water management, and the responsible application and use of materials. A number of Casino Group sites have obtained certification on the basis of these environmental criteria. In 2021, nine sites obtained BREEAM certification and seven sites obtained LEED (Leadership in Energy & Environmental) certification by the Green Building Council, in recognition of superior sustainability performance in site design, construction and operation.
- The Group's assets have also earned certification based on their low impact on climate change. In October 2021, for example, the Monoprix Group inaugurated France's first BREEAM Outstanding certified logistics hub, in Moissy-Cramayel. In Latin America, more than 20 Grupo Éxito sites have obtained the "Carbono Neutro Certificado" issued by the independent Instituto Colombiano de Normas Técnicas y Certificación (ICONTEC). These stores set a sustainability benchmark in Latin America, for their reductions in greenhouse gas emissions, with the installation of hundreds of solar panels and a natural refrigeration system replacing traditional systems, and offsetting for the remaining emissions.
- During site upkeep: Casino Group applies ecologically virtuous practices that are respectful of biodiversity during operations on the upkeep of buildings and grounds. Since 2014, 23 Casino Group sites have obtained BREEAM In-Use certification, under an assessment procedure developed by BRE (Building Research Establishment) to analyse the environmental performance of buildings in operation. Depending on the type of site, this certification procedure includes an assessment on Land Use and Ecology, examining the existing biodiversity conditions and the action plans on preserving biodiversity (such as plants and shelters for birds and other wild life). Gardening contracts for the upkeep of site grounds include the following requirements on contractors:
  - limit the use of crop protection products, for example by using alternative methods such as mechanical weeding, organic products and mulching,

- preserve sheltered biodiversity areas, with, for example, staggered mowing schedules, flower meadows, bird nesting boxes and insect shelters,
- prevent overpopulation of invasive species liable to jeopardise local biodiversity.

(iii) Market a product offering that helps to preserve the environment and biodiversity

The main pressures on biodiversity from the Group's business operations are indirect, from the use of products sold.

Casino Group takes action on environment and biodiversity protection by supporting organic farming and ecological farming practices such as reduced pesticide use and exposure to plastics. In so doing, Casino Group:

- extends its offering of certified organically-farmed products;
- extends its offering of products labelled as ecologically respectful and free of pesticide residues;
- endeavours to eliminate unnecessary plastics and use recyclable plastics where necessary;
- develops its organic produce banners.

Casino Group offers a wide range of organically farmed products, with more than 2,800 private-label SKUs and around 15,800 national brand SKUs. which are regularly advertised and showcased to customers either in dedicated corner displays or in the usual store sections. Pão de Açúcar, for example, promotes organically grown products during its "Organic Wednesdays and Thursday" events, offering customers a 20% discount on all products in this category.

In addition to organically-farmed products, Casino Group stores also offer customers:

- products with certification attesting to an environmental progress programme such as NF Environnement, FSC, PEFC, European Ecolabel. Casino Group stores offer more than 32,000 products certified as eco-responsible to exacting specifications in various product categories. For its furniture and other wood products, packaging materials and paper for office or advertising use, Casino Group turns to FSC or PEFC certification, in order to promote responsible management of global woodlands. For example, 50% of the boxes for the Monoprix Bio range of fruit and vegetables have FSC certification and almost 100% of the office paper used by the Group in France is FSC- or PEFC-certified;
- products guaranteed as pesticide-free, which reduce the Treatment Frequency Index and the use of pesticides upstream, and promote good agricultural practices and integrated agriculture. Casino has one of the largest "zero pesticide residue" offerings on the market, with 63 SKUs available;
- fruit, vegetables and wines with HVE (High Environmental Value) certification, attesting that all of the producer's agricultural practices preserve the natural ecosystem and minimise pressure on the environment, as regards soil, water, biodiversity, etc. Casino and Franprix expanded their selection of these certified products in 2021;
- products developed with partners already committed to agro-ecology, through the following programmes:
  - Casino AgriPlus, which aims to develop and promote innovative agricultural initiatives that are beneficial for the environment, for farmers and for consumers. This comprehensive approach covers the full range of crop farming, animal husbandry and aquaculture practices, organised around three innovative crop and livestock farming practices, entirely rethought to produce differently and responsibly: (i) an agro-ecological approach based on collaborative work in the sector, to reconcile economic performance with environmental preservation; (ii) an approach that ensures quality products that meet consumer expectations in terms of taste and food safety and (iii) a transparent approach, based on guarantees monitored by independent bodies. Products endorsed by the programme are identified by the easily identifiable Casino AgriPlus logo,
  - the *Tous Cultiv'acteurs* initiative led by Monoprix, which is engaging several hundred fruit and vegetable farmers in addressing such issues as the elimination of neonicotinoid pesticides that can harm pollinators. A three-year agreement is in place with a set of specifications co-defined with the Bee Friendly® label and agricultural experts. In 2021, the initiative involves 39 suppliers and brought together more than 700 farmers. The initiative is supporting farmers in a continuous improvement process with the goal of earning the Bee Friendly® label for their products. The label's highly demanding standards include a blacklist of pesticides that have been banned to protect pollinators and a set of good agricultural practices, in order to promote biodiversity on farms, develop more resilient production systems requiring fewer pesticides, and forge partnerships with local beekeepers. In 2021, 29 suppliers had been awarded the Bee Friendly® label.

Casino Group banners make commitments on limiting the environmental impact of their packaging, including plastic packaging (see section 3.5.4.4.2). In France, as signatories to the National Pact on Plastic Packaging, they commit to ensuring that 100% of packaging for own-brand products is recyclable or reusable by 2025.

The Group is extending the coverage of its organic product banners, with Naturalia, which has more than 200 stores, and the 2019 launch of a new convenience store concept, "Casino#Bio", with an assortment of 4,000 specialist organic brand products, including 700 organic Casino products, to make the offer as affordable as possible.

In Brazil, GPA has set up programmes to encourage small farmers.

(iv) Preserve fishery resources and protect endangered species

In this respect, Casino Group policy takes four angles:

a) protect endangered species: Casino introduced a ban on the sale of endangered fish species in 2007. Twelve species are covered by this ban in France today;

b) encourage sustainable fishing by, for example, banning electrofishing and supporting sustainable certification;

c) focus on local sourcing and seasonal products;

d) support aquaculture with high-quality production chains, meeting organic farming standards, without antibiotics, using GMO-free fish feed and holding ASC or other sustainability certification.

The Group has been steadily improving its seafood offering for many years now.

In France since 2007, Casino has taken a number of steps to protect fishery resources, such as phasing out the sale of the most endangered deep-sea species (emperor fish, blue ling, cutlass fish, grenadier, tusk and red sea bream), as well as other vulnerable species including the eel, elver, North-East Atlantic dogfish, grouper and, since 2017, tope shark and blue shark. Casino limits its supply of bluefin tuna to small-scale line-fishing of the species so as to encourage its reproduction. Lastly, based on the scientific consensus that depleted fish stocks must be rebuilt, since 2019 Casino no longer sells European sea bass (*Dicentrarchus labrax*) caught in the North fishing area (North Sea, English Channel and Celtic Seas) during the February-March spawning season and limits its supplies from the Bay of Biscay and the Mediterranean to bass caught by pole and line. These responsible decisions will support the replenishment of sea bass stocks.

In South America, since 2018 Éxito has sold seafood from nationally designated traditional fishing areas known as "Zonas Exclusivas de Pesca Artesanal" (ZEPA), which help to protect endangered species and preserve the diversity of marine life. In 2021, these products accounted for more 30% of total seafood sales. Since 2018, GPA has been a member of the Fish Diversity Project, to inform and educate customers on how to diversify their choices at Pão de Açúcar fish counters. To support this process, employees have been trained in the nutritional content, flavour and other characteristics of less popular fish.

Private-label tinned tuna

The seafood production chain, particularly for private-label tinned tuna, runs a number of risks linked to poor conditions and procurement (overfishing). To encourage more sustainable fishing practices, Casino Group has therefore pledged to:

- fight against illegal fishing and ensure that fishing boats supplying the banners are not listed as illegal, unreported or unregulated (IUU);
- improve traceability and best practices by:
  - encouraging suppliers to join the International Seafood Sustainability Foundation (ISSF) and to use fish caught by vessels in the ISSF's Proactive Vessel Register (PVR),
  - prohibiting the most destructive fishing techniques, particularly longlining,
  - defining responsible specifications. The Casino brand, for example, uses whole yellowfin tuna weighing more than 20 kg, which enables better traceability and helps to protect juveniles.
- supporting a sustainable supply of tuna for the Casino private-label and *Tous les Jours* brand tinned tuna, with the following targets set for 2022:
  - 85% of the yellowfin tuna is caught in free schools, without the use of fish aggregating devices (FADs),
  - at least 40% of the skipjack tuna is caught in free schools;
- source from different fishing grounds so as to limit pressure on stocks;
- enable consumers to purchase more responsibly by:
  - improving consumer information by indicating the species and ocean of origin on the tins,
  - adjusting in-store offerings to available resources,
  - no longer expanding the line of yellowfin tuna-based products.

Casino sells tinned yellowfin tuna caught by the more environmentally friendly pole and line method. The Monoprix and Franprix banners offer a range of private-label tinned yellowfin tuna certified as being caught by French-flag vessels in free schools using purse seines (guaranteed without FADs). Casino and Monoprix stores also carry Aquaculture Stewardship Council (ASC)- and Marine Stewardship Council (MSC)-certified products, as a guarantee of more sustainable fishing and aquaculture; All of the tinned yellowfin tuna sold under the Monoprix and Franprix brands is caught FAD-free.

To strengthen the measures to prevent risks raised by its private-label tinned tuna, the Group joined the TUna Protection Alliance (TUPA) working group coordinated by the Earthworm Foundation. Comprised of retailers and manufacturers based in France, the working group is seeking to steer stakeholders across the production chain towards more responsible tuna fishing and supply practices. To do so, every other year it conducts a mapping exercise to accurately track each stakeholder's progress in transparency and traceability, identify fished volumes by species, and track and verify fishing methods and fishing areas. The resulting data are available on the TUPA website: https://www.earthworm.org/our-work/projects/tuna-protection-alliance. In 2020, oversight was extended to include the monitoring of fishing operations in partnership with OceanMind, a UK non-profit organisation that uses satellites and artificial intelligence to ensure that the supply chain is exempt of illegally fished produce. The activity of vessels at sea was analysed, particularly by studying their tracks, thanks to automated identification system (AIS) signals. In 2021, the FAD-free fishing guarantees were assessed.

Initiatives concerning tropical shrimp sourced from Ecuador

Sales of farmed shrimp have increased in recent years.

To improve disclosure and sustainability across the tropical shrimp sector, since 2020 stakeholders in the French shrimp value chain have participated in a working group led by the Earthworm Foundation, which is drafting a code of conduct with guidelines to improve shrimp farming practices regarding:

- farming conditions (density, use of antibiotics);
- environmental impacts (pollution, mangrove deforestation, etc.);
- social and labour impacts (decent working conditions, relationships with local communities);
- shrimp feed (composition, origin, means of transitioning to more sustainable feed).

Initiatives to improve feed for farmed salmon and shrimp

Farmed salmon and shrimp may be raised on feed containing fish meal and oil derived from wild fish.

Since 2021, Casino Group has been participating with other retailers and foodservice providers in a joint working group, led by the Earthworm Foundation, that is seeking to (i) acquire a more accurate vision of alternative practices and solutions that could be deployed to reduce the use of fish meal and oil; (ii) understand the current practices of salmon suppliers; and (iii) design improvement plans.

(v) Combat deforestation caused by production of commodities

Aware of the risks connected with some of the raw materials used in its private-label products, Casino Group is committed to fighting deforestation caused by the use of these commodities in certain supply chains, focusing on beef, palm oil, soya, cocoa and coffee.

Cattle farming in South America

Casino Group, whose stores in France do not sell any private-label beef products sourced from South America, is actively fighting deforestation caused by cattle farming in Brazil and Colombia. It is deploying a programme to inspect the suppliers of beef sold by its GPA/Assai and Éxito banners.

The Group's policy and inspection programme in Brazil appear in the duty-of-care plan, detailed in section 3.5.3.4.

Grupo Éxito, which in 2017 was the first retailer in Colombia to commit to more responsible and sustainable production practices, is currently deploying its operating action plan, including yearly monitoring of the tree cover over its beef suppliers' ranches using a satellite mapping system. The monitoring is carried out by the International Centre for Tropical Agriculture and Climate and by Climate Focus using Global Forest Watch Pro, an internationally acclaimed application that has enabled Éxito to inspect all of its beef suppliers in accordance with its policy (to find out more, see https://www.grupoexito.com.co/es/noticias-grupo-exito/modelo-de-ganaderia-sostenible-un-compromiso-con-la-proteccion-de-la-biodiversidad-del-pais). The group has also forged partnerships with such leading Colombian stakeholders as Ganso, Climate Focus, Solidaridad Colombia and the WWF. Using the satellite observation system, Éxito monitored more than 45,000 hectares farmed by suppliers in 2021.

Éxito upholds the TFA 2030 zero deforestation commitment, supports the New York Declaration on Forests and is participating in the Colombian Roundtable for Sustainable Cattle Production (MGS).

Palm oil

Some own-brand products sold at Casino Group stores may contain palm oil.

Casino Group has been a member of the Roundtable on Sustainable Palm Oil (RSPO) since 2011 and all of the palm oil used in its private-label food and non-food products in France has been RSPO-certified since 1 January 2022 (see section 3.5.3.4).

In 2010, Casino Group brought in a policy and traceability plan for the palm oil used by its suppliers. This appears in the duty-of-care plan, detailed in section 3.5.3.4.

Cocoa

Cocoa is an ingredient in a variety of product categories. Given the complexity of the cocoa supply chain, which comprises around six intermediaries from farm to store, Casino Group has pledged that in 2022 all the cocoa used in any private-label product sold in France whose characteristic ingredient is cocoa or that contains at least 20% cocoa will be certified by UTZ/Rainforest or Max Havelaar/Fairtrade. In 2021, all the private-label chocolate bars sold in France were Rainforest/UTZ or Max Havelaar/Fairtrade-certified.

Moreover, in line with its strong belief in the value and impact of collective initiatives, the Group has signed the French Sustainable Cocoa Initiative in a joint commitment to meeting the following objectives:

- improve the income of cocoa farmers and their families, to enable them to achieve a decent living (in the sense of the "Living Income Community of Practice") by 2030 at the latest, in collaboration with producer countries;
- work with all stakeholders to ensure that by 2025 at the latest, the French cocoa industry and its partners halt imports from areas deforested after 1 January 2020, combat forest degradation and protect remaining forests and areas of high environmental value[1];
- take the necessary measures to combat and ensure progress on forced labour and child labour (as defined by the ILO conventions)[1] in cocoa producing regions by 2025, in line with United Nations Sustainable Development Goal (SDG) 8.7 (ending child labour, forced labour, modern slavery and human trafficking) while helping to foster the rights of children and their access to education.

Lastly, in 2021, the Casino Group joined the Retailer Cocoa Collaboration (RCC), a collective pre-competitive initiative aimed at improving sustainability across the cocoa supply chain. The CCR annually assesses trader policies on deforestation, forced and child labour and women's empowerment.

Soy

Soy from Brazil can potentially be found in the animal feed used by our French suppliers to raise animals. France imports around 3 million tonnes of soy, 1.5% of which comes from areas in Cerrado that are at risk of deforestation. Furthermore, the soy supply chain is particularly complex, with at least seven intermediaries between the meat suppliers and the soybean farmer. The small number of traders exporting soy and soybeans to China and the European Union therefore have a key role to play.

Casino Group has undertaken a number of commitments to help combat deforestation caused by soy production in animal feed and other supply chains.

To help reduce soy-related deforestation risks, Casino Group:

- endorsed the Cerrado Manifesto Statement of Support, to participate in global multi-stakeholder initiatives;
- joined Duralim, the French collaborative platform, that supports sustainable feed for farmed livestock in order to learn about the commitments in place, particularly as concerns soy in the animal feed industry;
- is a member of the Soy Transparency Coalition, which assesses trader practices to fight against deforestation;
- actively took part in preparing the French Manifesto to Counter Soy-related Imported Deforestation, which it supports;
- joined, in 2020, the alignment group set up by the Earthworm Foundation in pursuit of the Manifesto's commitments (for more information on the Manifesto and its signatories, visit https://www.earthworm.org/fr/pages/manifeste-de-soja).

In France, the Casino Group has committed to:

- ensuring that all the soy used as a characteristic ingredient in its private-label products is sourced from areas not at risk of deforestation. This objective was met in 2021 and today, 90% of the soy used as a characteristic ingredient is sourced from France;
- offering a diversified range of "Bleu Blanc Coeur," "Label Rouge" and organically farmed products, providing shoppers with additional guarantees on the origin of the soy content;
- deploying the commitments in the French Manifesto to Counter Soy-related Imported Deforestation by 2025 (see below) and participating in its collective initiatives.

In 2021, for example, Casino Group actively participated in the alignment group set up by Earthworm to implement the Manifesto, which:

- engaged with the leading stakeholders across the pork, poultry and animal feed value chains to encourage them to sign the Manifesto, which 21 companies did in 2021. A working group was formed to enable the manufacturers who agreed to support the Manifesto to discuss and work together to build solutions for their specific issues;
- organised sessions to raise awareness of issues raised by the Manifesto, with presentation webinars attended by 225 dairy, egg, poultry, pork and beef product manufacturers;

(1) *Adopted in June 1998, the ILO Declaration on Fundamental Principles and Rights at Work identifies eight fundamental conventions, corresponding to conventions 29, 87, 98, 100, 105, 111, 138 and 182 of the organisation's 190 codifications of worldwide labour standards.*

- worked on defining shared "Zero Deforestation/ Conversion (ZDC) Soy" standards so that each member retailer can contractually add them to the specifications submitted to suppliers, thereby encouraging them to cascade the standards to their own suppliers and on to the importers, who play a critical role in implementing the Manifesto's commitments.

  As part of this process, Casino Group has inserted a "ZDC Soy" clause including the agreed cut-off date (1 January 2020) for soy imports into France in contracts to purchase unprocessed and processed private-label products from suppliers whose animal feed contains soy. These suppliers are also required to sign up to the risk management mechanism proposed in the report of the Scientific and Technical Committee of the National Strategy to Combat Imported Deforestation (SNDI). 37 of them agreed to these conditions in 2021;
- tracked deployment of the "Dashboard for assessing the risks of deforestation linked to French soybean imports" on the SNDI website, which is primarily based on data from the *Trase* initiative (https://www.deforestationimportee.fr/fr/tableau-de-bord-devaluation-des-risques-de-deforestation-lies-aux-importations-francaises-de-soja);
- developed a methodology for managing deforestation/ conversion risks that is complementary with the SNDI's risk analysis mechanism. Known as "Cargos ZDC," it directly assesses the deforestation/conversion risks of soybeans awaiting shipment in Brazil, with support from documentary evidence requested from importers. In this way, bulk carriers bound for France can be loaded only with soybeans guaranteed to have been sourced from regions free of soy-related deforestation and/or conversion of natural ecosystems. Earthworm Foundation has initiated discussions about the methodology with the five largest soybean importers in France, to leverage insights from their experience in Brazil and co-construct the methodology with their input;
- encouraged each retailer to calculate the soy footprint of its operations in France. Casino Group's French footprint was estimated at just over 33,600 tonnes in 2020;
- mapped soy in the supply chains of the seven leading poultry meat suppliers used by all the retailers in the working group, in particular to identify the amount of soy used, its origin and its importers;
- participated in talks with various French stakeholders, including Duralim, NGOs (such as the WWF, Canopée and Mighty Earth) and the French General Commissariat for Sustainable Development (CGDD), in particular during the preparation of the Commissariat's handbook for public procurement contractors;
- presented the Manifesto to a very wide range of other European stakeholders in Germany, Belgium, Denmark, Spain, the Netherlands and the United Kingdom. In the UK, Earthworm's discussions and coordination work with Efeca prompted the latter to publish its own Manifesto (https://www.uksoymanifesto.uk/) in autumn 2021. Its commitments, which are aligned with the French Manifesto's, have been embraced by 28 British stakeholders in the retailing, fast food and agrifoods industries;

To maintain the collective momentum impelled by the Manifesto, the initiatives undertaken as part of the working group will be pursued throughout 2022, in resonance with the Group's action plan to guarantee that any soy used in the animal feed connected with its private-label unprocessed and processed food products is entirely deforestation and conversion-free by 2025.

The Group also:

- took part in work meetings organised by Duralim to support the collective momentum aimed at ensuring that the soy imported in France is deforestation-free. Casino Group is an active proponent of adequate attention to soy issues on this platform, which has also contributed to the SNDI. Its advocacy has led to (i) the signing of a partnership with Earthworm Foundation to identify effective, acceptable solutions to combat imported deforestation; and (ii) the creation of an Observatory to assess more accurately the deforestation imported in animal feed, which was designed by Céréopa and is already scheduled for an update in 2022;
- continued to develop a range of certified organic and other products made from locally grown protein sources or soy alternatives.

In addition, through its GPA subsidiary, Casino Group supports the Soy Moratorium in Amazonia initiated in 2006 by soy importers and the Cerrado Working Group (GTC), which brings together civil society stakeholders, importers, industry associations and soybean farmers. In Brazil, GPA and Assaí also calculated their soy footprints, which were estimated at 42,300 and 41,900 tonnes respectively. In Colombia, almost all the soybeans imported into the country come from the United States, where the risk of associated deforestation is extremely low. The local Éxito subsidiary is not involved in addressing this issue.

Coffee

The world's second most traded commodity, coffee is produced mainly in six countries and primarily by smallholders. The coffee value chain presents a number of social and environmental challenges, particularly with regards to deforestation. In response, Casino Group's banners in France have pledged to ensure that all their private-label coffee capsules and pods, single-origin coffees, premium coffees and organic coffees[1] are Rainforest Alliance/UTZ or Max Havelaar Fairtrade-certified by the end of 2023.

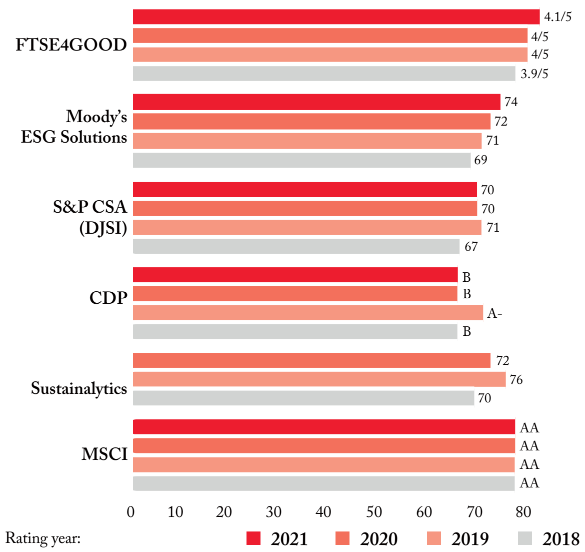
(1) *Excluding three Monoprix Bio Origines ground coffee SKUs covered by specifications based on sensory characteristics, origin and fair compensation for the producer.*

3.6. NON-FINANCIAL PERFORMANCE

Non-financial rating and index

The Group's inclusion in these non-financial indices, which comprise the top-performing companies in terms of social, environmental and governance criteria, demonstrates the depth of its commitment to CSR.

In 2021, the Group's ESG commitment was recognised by Moody's ESG Solutions, ranking Casino Group first in its industry.



The Group also maintained its B rating on climate protection from CDP.

In 2021, the Group was included in the Euronext Vigeo Eiris and MSCI ACWI Food & Staples Retailing indices.

Since 2020, Grupo Éxito has ranked among the top ten most sustainable retailers in the world according to the Dow Jones Sustainability Index and in 2021, GPA was again listed in the Brazilian Stock Exchange's ISE B3 corporate sustainability index, in recognition of its climate, social and governance commitments.

The changes in non-financial ratings and the discussions with SRI investors were presented to the Governance and Social Responsibility Committee in 2021.

Group performance indicators

Commitments	Indicator	2019	2020	2021	Year-on-year change
Committed employer					
Promoting diversity and equal opportunity	Number of employees at 31 December	219,132	205,769	208,733	+1.4%
	% of employees in permanent employment	93.7%	95.5%	93.8%	-1.7 pts
	Percentage of employees <30 years old	38.8%	37.2%	37.7%	-0.5 pts
	Number of people on Group work-study/ apprenticeship programmes at 31 December	7,755	6,291	7,116	+13%
	Number of disabled employees at 31 December*	8,546	8,460	8,770	+3.7%
	Disabled employees as a proportion of the total workforce* *2025 Objective: 4.5%*	3.9%	4.1%	4.2%	+0.1 pts
Fostering gender equality in the workplace	Percentage of women employees	52.2%	52.0%	51.7%	-0.3 pts
	Percentage of women managers* *2025 Objective: 45%*	39.5%	40.4%	41.0%	+0.6 pts
Providing an environment conducive to employee fulfilment	Percentage of employees in part-time employment	17.7%	16.1%	15.3%	-0.8 pts
	Total hours of training per person	26.1	17.3	23.5	6 hours
	Lost-time accident frequency rate	14.4	11.5	12.7	+1.2
	Lost-time accident severity rate	0.62	0.61	0.59	-0.2 pts
	Absenteeism rate due to accidents and illness	3.4%	4.5%	4.8%	+0.3 pts
Local corporate citizen					
Supporting food relief	Group donations of foodstuffs in meal equivalents	37,406,560	37,627,220	52,090,440	+38%
Supporting children in need and fighting social exclusion	Number of people reached through foundations or outreach partnerships[1]	103,300	135,500	104,800	-23%
	Funds distributed for community outreach *(€ thousands)*	79,835	80,237	104,148	+30%
Responsible retailer					
Ensuring product quality	Total product recalls during the year*[2]	N/A	N/A	489	
	Percentage of private-label product recalls*	N/A	N/A	24%	
Supporting consumer health	Number of private-label organic food product SKUs	2,301	2,700	2,869	+6.3%
	Sales of organic food products in France (private-label and national-brand products) *(€ billions)*	1.1	1.3	1.2	-8%
Monitoring and improving the social and environmental impacts of the supply chain	Number of social and environmental audits performed in plants involved in the production of private-label products for the Group*	1,153	1,217	1,263	+3.8%
	Percentage of active plants located in countries at risk and producing private-label products for the Group covered by a valid ICS social audit *Objective: to reach 100%*	90%	89%	87%	-2 pts
	Percentage of active audited plants located in a country at risk with Acceptable status	63%	65%	70%	+5 pts
	Percentage of plants located in a country at risk with Acceptable or Acceptable with issues status (level 1)	94%	95%	95%	-

Commitments	Indicator	2019	2020	2021	Year-on-year change
Proactive towards the environment and climate[3]					
Reducing carbon emissions[3]	GHG emissions related to refrigerants per square metre of retail space *(kgCO_2eq./sq.m.)**	205.7	202.5	169.6	-16%
	Greenhouse gas emissions associated with electricity consumption per square metre of retail space *(kg CO_2eq./sq.m.)**	48.9	45.3	51.6	+14%
	GHG emissions, Scope 1 *(tCO_2eq)*[4]*	1,285,000	1,240,000	1,028,000	-17%
	Of which France	405,000	326,000	253,000	-22%
	Of which Latin America	880,000	914,000	775,000	-15%
	GHG emissions, Scope 2 *(tCO_2eq)*[4]* – location-based	267,000	241,000	281,000	+17%
	Of which France	56,000	54,000	54,000	-
	Of which Latin America	211,000	187,000	227,000	+21%
	GHG emissions, Scopes 1 and 2 *(tCO_2eq)*[4]* *2025 SBT objective: -18% vs. 2015[7] (Met)* *2030 objective: -38% vs. 2015 (In process)*	1,552,000	1,481,000	1,309,000	-12%
	Of which France	461,000	380,000	307,000	-19%
	Of which Latin America	1,091,000	1,101,000	1,002,000	-9%
	GHG emissions, Scope 2 *(tCO_2eq)* – market-based		222,000	274,000	+23%
Saving and preserving resources	Total electricity consumption *(MWh)*[4]	2,834,100	2,740,600	2,722,800	-0.6%
	Electricity consumed per square metre of retail space *(kWh/sq.m)*	547	540	529	-2%
	Percentage of renewable electricity used (with or without guarantees of origin)	20%	26%	37%	+11 pts
	Percentage of waste recovered and reused (excluding food donations)	50.2%	53.6%	54.0%	+0.4 pts
	Water consumption *(thousands of cu.m)*[7]	6,392	6,177	5,652	-8.5%
	Water consumption per square metre of retail space *(litres/sq.m)*	1,700	1,539	1,358	-12%
Promote biodiversity	Percentage of private-label products containing RSPO-certified palm oil[8] – France	-	-	100%	
	Percentage of beef suppliers supporting the anti-deforestation policy[9]* *Objective: 100% – Met*	-	100%	100%	
	Percentage of these suppliers using a satellite geo-monitoring system[9]* *Objective: 100% – Met*		100%	100%	
Ethics and compliance					
	Number of proven cases of corruption*	14	10	1	

** Indicator integrated in the Non-Financial Statement. Data reviewed by the Group's independent third party – see the Report on page 296.*
(1) The decline in the number of people reached through the Group's community outreach initiatives reflected the health situation in 2021, which prevented the deployment of certain programmes. In addition, funds distributed in respect to these initiatives increased during the year.
(2) New performance indicator – in the France scope of reporting.
(3) GHG emissions are calculated on the basis of current emission factors. Given the energy mix in Colombia and Brazil, electricity-specific emission factors changed significantly in 2021 and had an impact on the resulting carbon footprints, despite a decline in energy use.
(4) Data from the three years were extrapolated to calculate 100% of the Group's scope.
(5) At constant scope of reporting, emissions totalled 1,640,000 tonnes of CO_2 equivalent in 2015.
(6) Data covering 96% of the Group's retail space in 2021, versus 98% in 2020 and 2019.
(7) Data covering 76% of the Group's retail space in 2021, versus 78% in 2020 and 71% in 2019.
(8) In the France scope of reporting.
(9) Indicators on beef suppliers with slaughterhouses sourcing directly from ranches – Brazil (GPA+Assaí) scope of reporting.

3.7. GROUP CSR COMMITMENTS

Group CSR commitments and contribution to SDGs

As a member of the Global Compact, Casino Group supports the 17 Sustainable Development Goals (SDGs), adopted in 2012, through its CSR commitments and objectives.

SDG	Group priorities and commitments	Section
1 NO POVERTY	Alleviate poverty. Contribute to local economic development, community outreach and support, social cohesion and the fight against vulnerability and exclusion through the Group's foundations and outreach partnerships. ▪ The Group supports food relief through long-standing partnerships with food banks in every host country and supports children in difficulty through its four foundations. The initiatives being deployed by these foundations or partnerships reach more than 100,000 people on average.	3.5.2
2 ZERO HUNGER	Support food relief. Support food bank networks and combat food waste. Help to eradicate child malnutrition. ▪ Every day, the Group organises pick-up rounds in its stores and warehouses to recover produce and still edible products nearing their sell-by date. It also organises in-store food bank donation drives. ▪ In Colombia, the Fundacion Éxito has been leading the Cero desnutrición programme since 2013, in a commitment to wiping out chronic child malnutrition by 2030.	3.5.2.1
3 GOOD HEALTH AND WELL-BEING	Take action to protect employee health and well-being. Improve the safety and the physical and mental health of employees in the workplace. ▪ The Group is rolling out preventive measures to improve in-store safety and prevent occupational risks. ▪ It is committed to improving the quality of worklife and the well-being of employees. ▪ It addresses important public health issues by conducting awareness and screening campaigns. ▪ It ensures that suppliers across the value chain offer employees decent working conditions.	3.5.1.3.7 3.5.3.3
	Ensure product quality, safety and compliance. Protect consumer health. ▪ The Group deploys end-to-end systems and processes to ensure that its merchandise is consistently safe, healthy, compliant and of the highest quality. ▪ It has led its Health & Nutrition programme since 2005 and is taking assertive action to: - improve the nutritional profile of its products, - eliminate controversial substances, - develop product ranges for specific nutritional requirements, such as baby food, gluten intolerance and sugar-free products, - promote and expand the organic product lines, - support more understandable nutrition labelling to better inform consumers, - encourage the eating of meat and dairy protein alternatives and of more plant-based foods for a more balanced diet, - raise employee awareness of nutritional issues.	3.5.1

SDG	Group priorities and commitments	Section
4 QUALITY EDUCATION	Foster social inclusion through education. Promote apprenticing to develop and maintain the employability of employees. ▪ The Group has deployed a number of programmes to support local community associations that are helping young people from underprivileged backgrounds to enter the world of work. In France, it remains involved in several partnerships to support young people, including the Civic Service Agency, the Civic Engagement Institute and the Business Network for Equal Opportunity in Education. ▪ Its foundations support educational programmes for young people from disadvantaged neighbourhoods. In Brazil, more than 15,000 underprivileged young people have attended Musica & Orquestra Instituto's music education programme and hundreds of students have been trained in the bakery, pastry and dairy trades at the NATA vocational training centre. ▪ The Group's internal training centres and dedicated teams help to encourage employee growth and career development and to guarantee the smooth integration of new hires.	3.5.3.9
5 GENDER EQUALITY	Foster gender equality in the workplace. Ensure the full, effective participation of women at every decision-making level of the organisation: ▪ The Group aims for women to account for 45% of its management by 2025. ▪ It has upheld the UN's Women's Empowerment Principles since 2016. ▪ In France, the Group's Casino and Monoprix banners have maintained their Afnor Workplace Equality Labels.	3.5.1.2
6 CLEAN WATER AND SANITATION	Improve water use management and efficiency. Manage water consumption. ▪ The Group is reducing its direct water use by improving its processes and installing dedicated equipment. ▪ It is deploying a range of organically and agro-ecologically farmed products, whose production practices guarantee sustainable water consumption and, in particular, a reduction in pesticide use. ▪ The Casino banners are conducting initiatives with the Pure Ocean NGO to support ocean preservation.	3.5.4.3.2
7 AFFORDABLE AND CLEAN ENERGY	Encourage the use of renewable energies. Reduce energy consumption and the ensuing pollution. ▪ The Group is committed to reducing its energy consumption by deploying energy efficiency management systems. ▪ It is striving to increase the proportion of renewable energy consumption. ▪ It is taking steps to increase the production and self-consumption of electricity from renewable sources.	3.5.4.3.2
8 DECENT WORK AND ECONOMIC GROWTH	Track and improve social and environmental impacts in the supply chain. ▪ The Group is deploying a process to assess social, human and environmental risks at suppliers and across the production chains. ▪ It is striving to strengthen the tracking and improvement procedures for suppliers of private-label products based in countries at risk, particularly with respect to duty of care obligations. ▪ The Group is committed to conducting valid ICS social audits at all the active plants based in countries at risk and producing private-label products for the Group.	3.5.3.3

SDG	Group priorities and commitments	Section
	Support sustainable development innovation. ▪ The GreenYellow subsidiary was created in 2007 with a strategic focus on improving energy efficiency and producing renewable energy. Today, it is providing support to the Group's business units in the energy transition. ▪ In late 2018, the Group entered the cloud computing market by forming the ScaleMax joint venture, which installs and operates new-generation Data Centers that recover server heat. ▪ The Group has launched the Services for Equity scheme to nurture promising French food tech start-ups with a program of tailored operational support and access to Group capabilities.	3.5.4.3 3.3.3 1.3.3
	Promote diversity and equal opportunity. Fight discrimination based on national or ethnic origin, social background, gender, disability, age, sexual orientation, religious affiliation, union membership or physical appearance. ▪ Group-wide policies to combat discrimination and support diversity have been in place for more than 27 years. ▪ Since 2015, the Group has been a member of the International Labour Organization's Global Business and Disability Network. ▪ The Group's objective is for people with disabilities to account for 4.5% of the workforce. ▪ GPA is involved in the Business Coalition for Racial and Gender Equality, the Business Coalition to End Violence against Women and Girls, the Women's Movement 360 (MM360), the Unstereotype Alliance, the Air Movement and the Business Initiative for Racial Equity. ▪ In France, Casino Group has also signed the LGBT+ Commitment Charter issued by L'Autre Cercle, a French non-profit that promotes an inclusive workplace for LGBT+ professionals.	3.5.1.1 3.5.1.2
	Fight social exclusion. Support people suffering from exclusion. ▪ Casino Group engages in a wide range of local initiatives to support people suffering from exclusion. The Group addresses these highly diverse community needs not only through its foundations, but also through the actions undertaken by its banners, stores and offices (including partnerships with Emmaüs Défi, MicroDON and "Un Rien c'est Tout"). ▪ To mark its tenth year of initiatives, in 2019, the Monoprix Foundation decided to refocus its programmes on eliminating isolation in society, particularly for homeless people. The foundation continues the work it began in 2009 with its partners, and in 2021, funded 29 projects aimed at combating isolation in cities and providing access to basic necessities, raising a total of more than €384,000.	3.5.2.4

SDG	Group priorities and commitments	Section
12 RESPONSIBLE CONSUMPTION AND PRODUCTION	Maintain close relationships with suppliers and support them in their CSR initiatives. ▪ Casino Group engages in regular, constructive dialogue with its private-label suppliers, leading national brand suppliers and production chains. ▪ It encourages suppliers to self-assess their CSR practices and improve their processes. Every year, several hundred Group suppliers self-assess their RSE policies using the Valorise portal. ▪ In 2020, the Group launched the "Carbon Forum" with the aim of mobilising its main suppliers to reduce the GHG emissions of the products sold in its stores.	3.3.3
	Combat food waste. ▪ In 2009, the Group formed partnerships with the French Federation of Food Banks and a number of social economy stakeholders. ▪ It has also signed the National Pact Against Food Waste, set up in 2013 by the French Ministry of Agriculture and Food. ▪ It has signed the National Pact on Sell-by Dates, supported by the French Ecological Transition, Agriculture and Food ministries. ▪ In 2021, Grupo Éxito joined the Consumer Goods Forum's coalition against food waste.	3.5.4.5
	Step up action to support animal welfare. ▪ Since 2020, all the eggs sold in Group stores in France come from cage-free hens ▪ By 2026, all the private-label products will comply with Better Chicken Commitment breeding welfare standards.	3.5.3.5

SDG	Group priorities and commitments	Section
13 CLIMATE ACTION	Implement a low-carbon strategy to fight against climate change. Reduce the Group's greenhouse gas emissions and fight against climate change: ▪ Casino Group has joined the Science Based Targets initiative to undertake a reduction in its greenhouse gas emissions in line with COP21 objectives, which the Group pledged to support in 2018. ▪ It upholds the Paris Climate Action Charter and the Charter for Sustainable Urban Logistics issued by the City of Paris. ▪ The Group is implementing the recommendations issued by the TCFD. ▪ The Group is committed to reducing its Scope 1 and Scope 2 greenhouse gas emissions by 18%(1) in 2025 and by 38% in 2030, compared with 2015. ▪ It is seeking to reduce its Scope 3(2) greenhouse gas emissions by 10%(1) between 2018 and 2025.	3.5.4.1 3.5.4.2
	Preserve and reduce the use of natural resources and support the circular economy. Reduce, sort, recover and reuse all types of operational waste from stores and warehouses. ▪ The Group's ultimate goal is to eliminate landfilling by recovering and reusing all its waste. ▪ Since 2019, the Group has supported France's National Pact on Plastic Packaging led by the Ministry for Ecological and Social Transition, in line with the Circular Economy roadmap. ▪ By 2025, all private-label packaging in France will be made from plastic that can be recycled, reused or repurposed. ▪ By 2025, private-label packaging in France will contain an average 30% recycled plastic (in tonnes).	3.5.4.3

SDG	Group priorities and commitments	Section
 	Help to protect biodiversity by fighting against climate change, limiting direct pressures on biodiversity, marketing a line of products that are more respectful of the environment and biodiversity, preserving fishery resources and protecting endangered species, and combating deforestation caused by the production of commodities. ▪ In its commitment to preserving biodiversity, Casino Group has endorsed a number of initiatives and is participating in a wide range of stakeholder coalitions, such as: - the Forest Positive Coalition, by supporting the Consumer Goods Forum's working group on cattle farming, - the Brazilian Coalition on Climate, Forests and Agriculture, - the Indirect Suppliers Working Group (GTFI), - the Brazilian Roundtable on Sustainable Livestock (GTPS), - the Sustainable Soy Manifesto, - the French Sustainable Cocoa Initiative, - the Palm Oil Transparency Coalition, the Soy Transparency Coalition and the Retailer Cacao Collaboration, - the Cerrado Manifesto Statement of Support, to combat the deforestation in the Cerrado in Brazil. ▪ The Group, which joined the Roundtable on Sustainable Palm Oil in 2011, is a member of the Earthworm Foundation and takes part in a number of Earthworm working groups, including those on shrimp, tuna and soy. ▪ It ensures that it does not sell any endangered deep-sea species[3] in France. ▪ The Group has met its objective of guaranteeing that all the palm oil used in its food products sold in France has been independently certified as sustainable by the RSPO. ▪ It has pledged that by 2022, all the cocoa used in any private-label product sold in France whose characteristic ingredient is cocoa or that contains at least 20% cocoa will be certified as sustainable by an independent organisation, such as Rainforest Alliance/UTZ or Max Havelaar/Fairtrade.	3.5.4.6
	Prevent and combat corruption, in line with the principles of transparency and good governance and, more generally, in compliance with national and international laws and regulations. ▪ The Group undertakes to fight against all forms of corruption and works steadfastly to ensure that its employees consistently uphold this principle.	3.4
	▪ Casino Group joined the United Nations Global Compact in 2009. ▪ It is currently participating in the work of programmes such as: - the Initiative for Compliance and Sustainability (ICS), - Businesses for Human Rights (EDH) - the Beef Working Group of the Forest Positive Coalition of Action set up by the Consumer Goods Forum. - the International Accord for Heath and Safety in the Textile and Garment Industry.	3.3 3.3.6

(1) Target approved by the SBTi.
(2) In the "purchased goods and services" and "use of sold products" categories, which account for more than 65% of indirect emissions.
(3) Emperor fish, blue ling, cutlass fish, grenadier, tusk, school shark, blue shark, North-East Atlantic dogfish, eel, elver, white grouper and red sea bream.

1 2 3 4 5 6 7 8

3.8. NON-FINANCIAL STATEMENT CROSS-REFERENCE TABLE

Pursuant to Article L. 225-102-1 of the French Commercial Code (*Code de commerce*), the Company is required to produce a Non-Financial Statement. This statement must contain information on the Company's approach to assessing the human resources, environmental and societal consequences of its operations.

Chapter 3, Chapter 1 and section 4.3 contain the Non-Financial Statement. In the interests of simplicity, the cross-reference table below enables readers to locate the information needed.

Non-Financial Statement – Articles L. 225-102-1 and R. 225-105 of the French Commercial Code.

Business model		
Presentation of the business model	Chapter 1 Presentation of Casino Group, section 1.4 Casino Group business model	Pages 15 to 17
Main CSR risks		
Description of the main non-financial risks and challenges, and identification methodology used	Section 3.2.2 Description of the main non-financial risks and challenges, and identification methodology used	Pages 192 to 195
Human resources	Sections 3.5.1.1 and 3.5.1.2 Fostering diversity and gender equality in the workplace	Pages 209 to 216
Societal	Section 4.3 Main risk factors: Food safety (4.3.3, I)	Page 327
Environmental	Section 4.3 Main risk factors: Climate change (section 4.3.3, III)	Page 329
	Section 3.5.3.4 Duty of care plan/ Duty of care risk map	Page 232
Human rights	Section 3.5.3.4 Duty of care plan	Page 232 to 254
Anti-corruption/Anti-tax evasion	Section 4.3 Main risk factors: Legal and regulatory risks (section 4.3.4, I)	Page 330
	Anti-tax evasion	Page 196
Human resources	Section 3.5.1 Casino Group, a committed employer/see sections 3.5.1.1 to 3.5.1.2	Pages 209 to 216
	Group performance indicators	Pages 276 and 277
Key policies, results and indicators		
Societal	Casino Group, a responsible retailer/ see section 3.5.3.1	Pages 226 to 228
	Group performance indicators	Pages 276 and 277
Environmental	Section 3.5.4 Casino Group, actively committed to protecting the environment and climate/see section 3.5.4.2	Pages 258 to 263
	Group performance indicators	Pages 276 and 277
Human rights	Section 3.5.3.4 Duty of care plan	Pages 232 to 254
	Group performance indicators	Pages 276 and 277
Anti-corruption/Anti-tax evasion	Section 3.4 Ethics and compliance/ see sections 3.4.1 to 3.4.8	Pages 203 to 207
	Anti-tax evasion	Page 196

Information and commitments		
Societal commitments to sustainable development	All commitments are detailed in Chapter 3 CSR and the Non-Financial Statement	Pages 189 to 300
Societal commitments to the circular economy	Sections 3.5.4.3 and 3.5.4.4 Preserving and reducing the use of natural resources and Promoting a circular economy	Pages 263 to 268
Respecting animal welfare	Section 3.5.3.5 Ensuring animal welfare	Pages 254 to 256
Combating food waste and food insecurity	Section 3.5.2.1 Supporting food relief	Page 223
	Sections 3.5.4.3, 3.5.4.4 and 3.5.4.5 Preserving and reducing the use of natural resources, Promoting a circular economy and Combating food waste	Pages 263 to 268
Respecting fair, responsible and sustainable food choices	Section 3.5.3 Casino Group, a responsible retailer/see sections 3.5.3.2 to 3.5.3.5	Pages 228 to 230
Collective agreements and impacts on the Company's performance and employee working conditions	Section 3.5.1.3 Providing an environment conducive to employee fulfilment	Pages 216 to 223
Combating discrimination, promoting diversity and measures taken for people with disabilities	Section 3.5.1 Casino Group, a committed employer/see sections 3.5.1.1 to 3.5.1.2	Pages 209 to 216
Human resources information		
Employment		
Total workforce and workforce by gender, age and country	Section 3.5.1 Casino Group, a committed employer	Pages 208 and 276
Hires and terminations	Section 3.5.1 Casino Group, a committed employer	Page 208
Compensation and changes in compensation	Section 3.5.1.3.3 Incentivising compensation to drive individual, collective and CSR performance	Pages 217 and 218
Working practices		
Organisation of working time	Section 3.5.1 Casino Group, a committed employer	Pages 208 to 209 and 221
Absenteeism	Section 3.5.1 Casino Group, a committed employer	Pages 221 and 276
Health and safety		
Health and safety conditions at work	Section 3.5.1.3.7 Fostering health, safety and well-being at work	Pages 219 to 221
Workplace accidents, especially their frequency and severity, and occupational illnesses	Section 3.5.1 Casino Group, a committed employer	Pages 221 and 276
Employee relations		
Organisation of social dialogue, in particular information and employee consultation procedures and collective bargaining	Section 3.5.1.3.1 Encouraging social dialogue	Pages 216 and 217
Summary of collective agreements	Section 3.5.1.3.1 Encouraging social dialogue	Page 216

Training		
Training policies implemented	Section 3.5.1.3.9 Developing employability with training	Pages 222 to 223 and 276
Total number of training hours	Section 3.5.1.3.9 Developing employability with training	Pages 222 to 223 and 276
Equal treatment		
Measures taken to promote gender equality	Section 3.5.1.2 Fostering gender equality in the workplace	Pages 213 to 216 and 276
Measures taken for the hiring and integration of people with disabilities	Section 3.5.1.1.2 Acting for the integration and retention of workers with disabilities	Pages 211 to 213 and 276
Measures taken to combat discrimination	Section 3.5.1.1.1 Combating discrimination and stereotypes	Pages 209 to 211
Environmental information		
General environmental policy		
Structures in place allowing the Company to take into account environmental issues and, where applicable, to seek environmental audits or certification	Section 3.5.4.1 Environmental policy	Pages 257 to 258
Resources allocated to preventing environmental risks and pollution	Section 3.5.4 Casino Group, actively committed to protecting the environment and climate	Pages 257 to 274
Provisions and guarantees for environmental risks, provided that the disclosure of this information does not cause any serious harm to the Company in an ongoing dispute	-	-
Pollution		
Measures to prevent, reduce and remedy air, water and soil pollution seriously affecting the environment	Section 3.5.4.2 The low-carbon strategy to fight against climate change	Pages 258 to 263 and 277
Measures to address noise and other forms of pollution specific to an activity	-	-
Circular economy		
(i) Pollution and waste management		
Measures to prevent, recycle, reuse and other ways of repurposing waste	Sections 3.5.4.3 and 3.5.4.4 Preserving and reducing the use of natural resources and Promoting a circular economy	Pages 263 to 268 and 277
Combating food waste	Section 3.5.4.5 Combating food waste	Pages 268 and 277

(ii) Sustainable use of resources		
Water use and supply in relation to local restrictions	Section 3.5.4.3.2 Managing water consumption	Pages 265 and 277
Raw materials use and measures taken to use them more efficiently	Section 3.5.4.6 Preserving biodiversity	Pages 268 to 274 and 277
Energy use and measures taken to improve energy efficiency and increase the use of renewable energies	Section 3.5.4.3.1 Reducing energy consumption and encouraging the use of renewable energies	Pages 263 to 264 and 277
Land use	-	-
Climate change		
Emissions related to the use of goods and services	Section 3.5.4.2 The low-carbon strategy to fight against climate change	Pages 258 to 263 and 277
Measures taken to adapt to the consequences of climate change	Section 3.5.4.2.5 Adapting to climate change	Page 263
Medium- and long-term objectives for reducing GHG emissions and the means implemented to carry them out	Section 3.5.4.2 The low-carbon strategy to fight against climate change	Pages 258 to 263 and 277
Protecting biodiversity		
Measures taken to develop biodiversity	Section 3.5.4.6 Preserving biodiversity	Pages 268 to 274 and 277
Information regarding social commitments		
Societal commitments to sustainable development		
Impact of the Company's operations in terms of employment and local development	Section 3.3 Stakeholder dialogue	Pages 199 to 203
Impact of the Company's operations on local residents and communities	Section 3.3 Stakeholder dialogue	Pages 199 to 203
Stakeholder relations and the forms of dialogue adopted with them	Section 3.3 Stakeholder dialogue	Pages 199 to 203
Partnership or philanthropy initiatives	Section 3.5.2 Casino Group, a local corporate citizen	Pages 223 to 226 and 276
Subcontractors and suppliers		
Integration of social and environmental issues in the purchasing policy	Section 3.5.3.3 Monitoring and improving the social and environmental impacts of the supply chain	Pages 230 and 231
	Section 3.5.3.4 Duty of care plan	Pages 232 to 254
Consideration of corporate social responsibility standards in dealings with suppliers and subcontractors	Section 3.3 Stakeholder dialogue	Pages 200 and 201

Fair business practices		
Action taken to prevent corruption	Section 3.4 Ethics and compliance	Pages 203 to 207
Measures taken to promote the health and safety of consumers	Section 3.5.3 Casino Group, a responsible retailer/Sections 3.5.3.1 and 3.5.3.2	Pages 226 to 230
Promotion of and compliance with the ILO's fundamental conventions on:		
▪ The respect for freedom of association and the right to collective bargaining	Section 3.1 CSR commitments and governance	Pages 190 to 192
	Section 3.5.1.3.1 Encouraging social dialogue	Pages 216 and 217
	Section 3.5.3.3 Monitoring and improving the social and environmental impacts of the supply chain	Pages 230 and 231
▪ The elimination of discrimination in respect of employment and occupation	Section 3.5.1.1.1 Combating discrimination and stereotypes	Pages 209 to 211
	Section 3.5.3.3 Monitoring and improving the social and environmental impacts of the supply chain	Pages 230 and 231
	Section 3.5.3.4 Duty of care plan	Pages 232 to 254
▪ The elimination of forced and compulsory labour	Section 3.5.3.3 Monitoring and improving the social and environmental impacts of the supply chain	Pages 230 and 231
	Section 3.5.3.4 Duty of care plan	Pages 232 to 254
▪ The effective abolition of child labour	Section 3.5.3.3 Monitoring and improving the social and environmental impacts of the supply chain	Pages 230 and 231
	Section 3.5.3.4 Duty of care plan	Pages 232 to 254
Human rights		
Action taken to promote human rights	Section 3.1 CSR commitments and governance	Pages 190 to 192
	Section 3.5.3.3 Monitoring and improving the social and environmental impacts of the supply chain	Pages 230 and 231
	Section 3.5.3.4 Duty of care plan	Pages 232 to 254
Methodology note		
	Section 3.11 Reporting methodology for non-financial indicators	Pages 293 to 295
Conclusion on the fairness and compliance of information		
	Section 3.12 Independent third-party's report on the consolidated non-financial statement	Pages 296 to 299

3.9. SDG – GRI – SASB – TCFD CROSS-REFERENCE TABLES

3.9.1. Global Reporting Initiative – GRI

Topics	Corresponding sections
GRI 101: Introduction	
Reporting principles	3.3/3.2.2/3.5.1.3.3/3.5.3.4/3.11
Using the GRI Standards for sustainability	-
Making claims related to the use of the GRI Standards	-
GRI 102: 2017 General information	
Organisational profile	1.3/1.4/1.6/2.1/3.5.1/3.5.3.4/3.6
Strategy	3.2.2
Ethics and integrity	3.4
Governance	5.4./5.5.4./6.1./6.2./3.1./3.4./3.5.1.3
Stakeholder engagement	3.3
Reporting practice	3.11
GRI 103: Management Approach 2017	
Explanation of the material topic and its boundary	3.2.1/3.2.2
The management approach and its components	3.5.1.3
Evaluation of the management approach	3.11
GRI 200: Economic	
201: Economic Performance	3.3/3.5.3/3.5.1.3
202: Market Presence	3.5.1
203: Indirect Economic Impacts	3.5.2
204: Procurement Practices	3.5.3.4
205: Anti-corruption	3.4/4.1
206: Anti-competitive Behaviour	4.3/3.4
GRI 300: Environmental	
301: Materials	3.5.4.4/3.6
302: Energy	3.5.4.3/3.6
303: Water	3.5.4.3.2/3.6
304: Biodiversity	3.5.4.6
305: Emissions	3.5.4.2/3.6
306: Effluents and Waste	3.5.4.4/3.6
307: Environmental Compliance	3.5.4
308: Supplier Environmental Assessment	3.5.4/3.6
GRI 400: Social	
401: Employment	3.5.1/3.5.1.3
402: Labour/Management Relations	3.3/3.3.1/3.5.1.3
403: Occupational Health and Safety	3.5.1.3/3.5.1.3.6/3.6
404: Training and Education	3.5.1.3/3.5.1.3.9/3.6
405: Diversity and Equal Opportunity	3.5.1.1/3.5.1.2/3.6
406: Non-discrimination	3.5.1.1
407: Freedom of Association and Collective Bargaining	3.5.1.3.1
408: Child Labour	3.5.3.4
409: Forced or Compulsory Labour	3.5.3.4
410: Security Practices	3.5.1.3.6
411: Rights of Indigenous Peoples	-
412: Human Rights Assessment	3.5.3.4
413: Local Communities	3.3/3.3.5
414: Supplier Social Assessment	3.5.3.4
415: Public Policy	3.4/3.4.7
416: Customer Health and Safety	3.5.3.2/3.5.3.1
417: Marketing and Labelling	3.5.3.2
418: Customer Privacy	3.4.9/4.3.1
419: Socio-economic Compliance	3.2/3.4

3.9.2. Sustainability Accounting Standards Board (SASB)

Standard	Corresponding sections	
Fleet Fuel Management	3.5.4.2.3	Reducing transport-related emissions
Air Emissions from Refrigeration	3.5.4.2	The low-carbon strategy to fight against climate change
	3.5.4.2.1	Reducing fugitive emissions of refrigerants
Energy Management	3.5.4.3.1	Reducing energy consumption and encouraging the use of renewable energies
Food Waste Management	3.5.4.4.1	Reducing, sorting and reusing product waste
Data Security	3.4.9	Personal data protection
	3.4.10	Information systems security
Food Safety	3.5.3.1	Ensuring product quality
Product Health and Nutrition	3.5.3.2.4	Developing specific product ranges
	3.5.3.1	Ensuring product quality
	3.5.3.2.1	Improving the nutritional profile and ingredients of private-label products
Product Labelling and Marketing	3.5.3.2	Taking action to protect consumer health
Labour Practices	3.5.1.3.3	Incentivising compensation to drive individual, collective and CSR performance
	3.5.1.3.1	Encouraging social dialogue
	3.5.1.3.6	Fostering health, safety and well-being at work
Management of Environmental and Social Impacts in the Supply Chain	3.5.3.3	Monitoring and improving the social and environmental impacts of the supply chain
	3.5.3.5	Ensuring animal welfare
	3.5.4.4.2	Reducing the impact of packaging

3.9.3. TCFD

Topics	TCFD recommendation	Corresponding section
Governance Disclose the organisation's governance around climate-related risks and opportunities.	a) Describe the board's oversight of climate-related risks and opportunities. b) Describe management's role in assessing and managing climate-related risks and opportunities.	2021 URD, section 5.5.2 and 5.3.4; CDP C1.1 CDP C1.2
Strategy Disclose the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning where such information is material.	a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long term. b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning. c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	2021 URD, section 3.2.2; sections 3.5.4.1 and 3.5.4.2; CDP 2.1 to 2.4 CDP C3.1
Risk management Disclose how the organisation identifies, assesses, and manages climate-related risks.	a) Describe the organisation's processes for identifying and assessing climate-related risks. b) Describe the organisation's processes for managing climate-related risks. c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	2021 URD, section 3.2.2; sections 3.5.4.1 and 3.5.4.2; CDP C2.1, C2.2
Metrics and targets Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material.	a) Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process. b) Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 greenhouse gas (GHG) emissions and the related risks. c) Disclose the targets used by the organisation to manage climate-related risks and opportunities and its performance against targets.	2021 URD, sections 3.5.4.1 and 3.5.4.2; section 3.6 CDP C4.1, C4.3 CDP C5, C6, C7, C8

3.10. METHODOLOGY FOR EU TAXONOMY KEY PERFORMANCE INDICATORS

Methodology

Net sales KPI

Definition

The proportion of Taxonomy-eligible economic activities in total net sales has been calculated as the part of net sales derived from products and services associated with Taxonomy-eligible economic activities (numerator) divided by net sales (denominator), in each case for the twelve months ended 31 December 2021. The net sales used as the KPI denominator corresponds to consolidated net sales. For more details on the accounting principles applied to consolidated net sales, see note 6.1 to the financial statements included in the 2021 Universal Registration Document.

Reconciliation

Consolidated net sales may be reconciled with the financial statements (see note 2.6.2.1 to the income statement included in the 2021 Universal Registration Document).

CapEx KPI

Definition

The KPI related to capital expenditure (CapEx) is defined as Taxonomy-eligible CapEx (numerator) divided by total CapEx (denominator). Total CapEx consists of additions to tangible and intangible assets during the year, before depreciation, amortisation and excluding fair value adjustments. It includes additions to property plant and equipment (IAS 16), intangible assets (IAS 38), investment property (IAS 40) and right-of-use assets (IFRS 16). For more details on the accounting policies concerning CapEx, see note 10 to the financial statements included in the 2021 Universal Registration Document.

Reconciliation

Total CapEx may be reconciled with the financial statements (see notes 10.2.2, 10.3.2, 10.4.2 and 7.1.1 to the financial statements included in the 2021 Universal Registration Document). It corresponds to the total of all types of acquisition and production costs:

- additions;
- additions resulting from business combinations in the case of intangible assets, right-of-use assets and property, plant and equipment.

OpEx KPI

Definition

The KPI related to operating expenditure (OpEx) is defined as Taxonomy-eligible OpEx (numerator) divided by total OpEx (denominator). Total operating expenditure consists of direct non-capitalised costs that relate to research and development, building renovation measures, short-term leasing, maintenance and repair, and any other direct expenditures relating to the day-to-day servicing of property, plant and equipment. This includes:

- expenditure related to building renovations recognised as an expense during the reporting period;
- short-term leases, whose volume was determined in accordance with IFRS 16 and includes expenses for short-term and leases for low-value assets;
- maintenance, repair and other direct expenses related to the day-to-day servicing of property, plant and equipment, which were determined based on the maintenance and repair costs allocated to internal cost centres. The related cost items can be found in various line items in the financial statements, including production costs (operations maintenance), sales and distribution costs (logistics maintenance) and administration costs (such as IT systems maintenance).

  In general, this includes the costs of services and material costs for daily servicing as well as for regular and unplanned maintenance and repairs;
- direct costs for training and other human resources adaptation needs are excluded from the calculation of the numerator and denominator, as Annex I to article 8 of the delegated act only includes these costs in the numerator.

3.11. REPORTING METHODOLOGY FOR NON-FINANCIAL INDICATORS

Reporting scope

Unless otherwise specified, the human resources, societal and environmental data concern all entities under the operational control of Casino Group and any of its majority-held subsidiaries, in France and abroad. Data concerning affiliates, franchises and business leases are not included. Reporting is on a fully consolidated basis (data included at 100%).

The scope of non-financial reporting is the same as the Group's financial reporting:

- "The Group" includes the consolidated data of all business units in the Group's host countries.
- "Country" includes the consolidated data of store activity and the associated support services (logistics, purchasing, human resources, etc.) of business units located in:
  - France: operations under the Casino, Monoprix (including Naturalia), Cdiscount and Franprix banners,
  - Brazil: operations of Pão de Açúcar (GPA) and Assaí,
  - Colombia: comprising Grupo Éxito operations,
  - Uruguay: comprising Grupo Disco and Devoto operations,
  - Argentina: comprising Libertad operations;
- "Casino" encompasses the activities under the Casino banners in France and their support services.

The non-financial indicators cover 100% of the Group's scope by default as defined above, excluding some exceptions that are specifically mentioned in the report. The indicators proposed per square metre of retail space cover only the data reported by stores.

The following data were not included in the CSR scope of reporting:

- CSR data for four stores in Cameroon;
- CSR data for Entreprise Laitière de Sauvain, corresponding to 0.01% of the consolidated workforce;
- certain GreenYellow employees working outside France, corresponding to around 0.2% of the consolidated workforce.

Reporting period and accounting principle

The non-environmental data collected cover the activity of the concerned entity or entities for the period starting on 1 January and ending on 31 December of the reference year and include sites opened or closed down during the year, except for the Casino scope, for which workplace accident frequency and severity rates and the number of lost hours cover the period from 1 December 2020 to 30 November 2021.

Environmental data are reported at current scope, which comprises the offices, logistics facilities and stores that operated for the full 12-month period between 1 October 2020 and 30 September 2021.

Data collection

An integrated reporting tool was implemented in 2018 to improve data collection and the reliability of calculating and consolidating non-financial indicators for the Group scope. The procedures for collecting data and the calculation methods for non-financial indicators are distributed to all those involved in the reporting process in France and in foreign subsidiaries. Improvements are made each year to guarantee:

- compliance with the legal and regulatory requirements relating to government order no. 2017-1180 of 19 July 2017 and decree no. 2017-1265 of 9 August 2017 relating to the disclosure of non-financial information;
- consistency and proper understanding of calculation methodologies in all subsidiaries in France and abroad;
- the reliability of reported data.

Since the 2018 rollout of the integrated reporting tool, training and information sessions are regularly organised for users, and tutorials are made available to all. The following matters were covered as part of this process:

- the organisation of the process for gathering, validating and consolidating CSR indicators;
- responsibilities at the various process levels;
- the reporting scope and the principles for taking account of changes in scope (disposals, acquisitions);
- useful definitions for the proper understanding of required data;
- the methodologies for calculating indicators, consistent with applicable international or national reporting standards.

Data consolidation and verification

Internal procedures provide for the implementation of controls to limit the risk of error in the transmission of information and ensure the reliable production of indicators. Accordingly, each indicator is assigned to a CSR contributor, who is responsible for collecting and checking the data for his or her reporting scope.

Each indicator is also assigned a person who is in charge of validating the data entered by the contributor.

All the data are then brought together and consolidated centrally by the Group CSR department, which also conducts a series of controls to verify the data's consistency and compliance with the calculation methods and the reporting scope.

External audit

The reporting procedures and tools, as well as indicators related to the Non-Financial Statement, were audited by EY, our Statutory Auditors.

The conclusions of this audit are set out in section 3.10 of this chapter.

Background

Casino Group mainly operates in France and Latin America.

Each subsidiary deploys local policies and initiatives in accordance with the Group's CSR policy.

The Group's host countries have significant economic, social, cultural and regulatory differences. Consequently, significant differences exist between the various geographic regions where the Group operates.

Details on methodology and scope

Human resources data

- Workforce: indicators about the workforce are calculated at 31 December and do not include contracts expiring on that date. Suspended contracts are also not included.
- Employees with disabilities: the status of "employees with disabilities" is defined by the laws applicable to each of the Group's host countries. In France, the applicable provisions are set out in Article L. 323-3 of the French Labour Code (*Code du travail*).
- The lost-time accident frequency rate is expressed as the number of accidents per million hours worked. It corresponds to the "Number of work accidents" as a proportion of the "Actual number of hours worked". Actual number of hours worked comprises contractual working hours, overtime and additional hours less lost hours (due to occupational and non-occupational illness, and workplace accidents).
- The lost-time accident severity rate is expressed as the number of lost days per thousand hours worked. It corresponds to the "Number of lost hours due to workplace accidents" as a proportion of the "Actual number of hours worked".
- The absenteeism rate due to accidents and illness (including occupational illness) corresponds to the number of lost hours as a proportion of the total number of hours worked. Hours worked include contractual hours, overtime and additional hours. These data do not include hours lost due to commuting accidents.
- Training:
  - Includes the following:
    Initial training and continuous training hours, as well as distance learning (e-learning) programmes with an actual connection time of between 10 and 60 minutes and more than 60 minutes if the theoretical training time is more than 60 minutes.
  - Does not include the following:
    Training hours spent in school under a vocational training contract (apprenticeship or work/study programme); training hours provided to non-Group employees; coaching initiatives implemented on site by supervisors; training programmes for which proof is not received at the reporting date, which can lead to the recording of fewer training hours.

Product and supplier data

- A product recall is defined in European Directive 2001/95/EC as any measure aimed at achieving the return of a dangerous product that has already been supplied or made available to consumers by the producer or distributor. Reported recalls concerns food products sold in France.
- Organically farmed products comprise food products compliant with the local regulations applicable in each country. In France, "Bio" (organic) food products comply with European Regulation No. 834/2007.
- "Sustainable certified" products receive a certification from a qualified third party, and include:
  - organically farmed food products;
  - organic cotton textile products;
  - organic or eco-friendly hygiene and personal care products compliant with the local regulations applicable in each country and, in particular, with the Ecocert guidelines in France;
  - fair trade products, identifiable by a fair label;
  - products with certification attesting to an environmental progress programme, e.g., MSC, NF Environnement, FSC, PEFC, European Ecolabel.

  When a product is double certified, for example, an organically farmed product with a fair trade label, it is counted twice.
- ICS audit: regular inspections are carried out to assess company labour or environmental practices and measure plants' compliance with the Social Clause Initiative (ICS) methodology applied by Casino Group (available at https://www.ics-asso.org). The audits are unannounced or semi-announced and are valid for a period of two years as of the initial audit date.

Environmental data

- GHG emissions:

  Scope 1 corresponds to direct GHG emissions and includes the items below:

  - direct emissions from stationary combustion sources (natural gas, fuel oil);
  - direct emissions from mobile combustion engine sources related to the transport of goods or employee business travel. They include emissions from vehicles under operational control, i.e. owned by the Group or operated in a dedicated fleet;
  - direct fugitive emissions such as those linked to refrigerant leaks.

  Scope 2 corresponds to indirect GHG emissions associated with electricity and district heating networks.

  Scope 2 emissions are suggested based on two calculation methods:

  - the location-based method for which the emission factor associated with electricity consumption is based on the energy mix of the country concerned;
  - the market-based method, which takes into account the Group's consumption of renewable electricity with certificates of origin or the electricity self-consumed by the Group and assigns the other sources of electricity an emission factor based on the given country's residual mix or, if necessary, its energy mix.

  The location-based method is used by default.

  The Scope 1 and 2 emissions presented above have been extrapolated to cover the entire scope of CSR reporting:

  - In 2021, primary Scope 1 data represented 97% of the total Group data, with the remaining 3% therefore extrapolated, including Naturalia's refrigerants.
  - In 2021, primary Scope 2 data represented 96% of total Group data, with the remaining 4% extrapolated.

  The emission factors were reviewed and updated in 2021. Emissions are presented on a "current" basis, whereby emission factors for a given year are maintained from one year to the next and not updated retroactively, so as to calculate a carbon footprint as closely aligned as possible with actual energy and climate conditions.

  The Group uses emission factors from the following sources:

  - For electricity:
    - the ADEME Carbon Base for France, Argentina and Uruguay,
    - the Brazilian Ministry of Science, Technology and Innovation for GPA and Assaí,
    - XM, which issues the emission factor for the Colombian power grid, for Éxito.
  - For the other energies used in Group buildings:
    - the ADEME Carbon Base for natural gas, LPG and heating oil,
    - the district heating and cooling network survey for district heating.
  - For transport:
    - the ADEME Carbon Base to calculate goods transport emissions in France using the Fret 21 application, which all the French units are supporting to track emissions related to their transport of goods,
    - the DEFRA 2020 Base to calculate (i) goods transport emissions in Latin America using an internal application and (ii) business travel emissions.
  - For fluid leaks: ADEME, the IPCC's 5th assessment report or, for some fluids, industrial gas producers.
- Sustainable use of resources: water and electricity consumption can be measured from meter readings or from the entity's utility bill.
- Operational waste: the volume of sorted operational waste includes waste processed by the Group's facilities and delivered to accredited service providers for recovery. Depending on subsidiaries, it mainly includes the following: cardboard, plastics, paper, office and sales equipment, organic waste, wood, glass, lighting consumables, print consumables, waste cooking oil, bone and tallow, and scrap and metals. The valuation rate includes sorted waste and mixed waste that has been recovered by the waste treatment service provider.

3.12. INDEPENDENT THIRD PARTY'S REPORT ON THE CONSOLIDATED NON-FINANCIAL STATEMENT

Year ended the 31 12 2021

This is a free translation into English of the original report issued in the French language and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the General Assembly,

In our quality as an independent third party, accredited by the COFRAC under the number n° 3-1681 (scope of accreditation available on the website www.cofrac.fr), and as a member of the network of one of the statutory auditors of your entity (hereinafter "entity"), we conducted our work in order to provide a conclusion expressing a limited level of assurance on the compliance of the consolidated non-financial statement for the year ended 31 12 2021 (hereinafter the "Statement") with the provisions of Article R. 225-105 of the French Commercial Code (Code de commerce) and on the fairness of the historical information (whether observed or extrapolated) provided pursuant to 3° of I and II of Article R. 225-105 of the French Commercial Code (hereinafter the "Information") prepared in accordance with the entity's procedures (hereinafter the "Guidelines"), included in the management report pursuant to the requirements of articles L. 225 102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (*Code de commerce*).

Conclusion

Based on the procedures performed, as described in "Nature and scope of the work", and on the elements we have collected, we did not identify any material misstatements that would call into question the fact that the consolidated non-financial statement is not presented in accordance with the applicable regulatory requirements and that the Information, taken as a whole, is not presented fairly in accordance with the Guidelines, in all material respects.

Preparation of the non-financial performance statement

The absence of a generally accepted and commonly used framework or established practices on which to base the assessment and measurement of information allows for the use of different, but acceptable, measurement techniques that may affect comparability between entities and over time.

Therefore, the Information should be read and understood with reference to the Guidelines, the significant elements of which are presented in the Statement.

Limitations inherent in the preparation of the Information

The information may be subject to uncertainty inherent in the state of scientific or economic knowledge and the quality of external data used. Certain information is sensitive to the methodological choices, assumptions and/or estimates made in preparing it and presented in the Statement.

The entity's responsibility

It is the responsibility of the Board of Directors to:

- select or establish appropriate criteria for the preparation of the Information;
- prepare a Statement in accordance with legal and regulatory requirements, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied with regard to these risks as well as the results of these policies, including key performance indicators and, in addition, the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- and to implement the internal control procedures it deems necessary to ensure that the Information is free from material misstatement, whether due to fraud or error.

The Statement has been prepared in accordance with the entity's procedures, the main elements of which are presented in the Statement.

Responsibility of the independent third party

On the basis of our work, our responsibility is to provide a report expressing a limited assurance conclusion on:

- the compliance of the Statement with the requirements of article R. 225-105 of the French Commercial Code;
- the fairness of the information provided in accordance with article R. 225-105 I, 3° and II of the French Commercial Code, i.e., the outcomes, including key performance indicators, and the measures implemented considering the principal risks.

As it is our responsibility to form an independent conclusion on the Information as prepared by management, we are not permitted to be involved in the preparation of the Information, as this could compromise our independence.

However, it is not our responsibility to comment on:

- the entity's compliance with other applicable legal and regulatory requirements, in particular the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy), the French duty of care law and anti-corruption and tax avoidance legislation
- the fairness of the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy)
- the compliance of products and services with the applicable regulations.

Regulatory provisions and applicable professional standards

The work described below was performed in accordance with the provisions of articles A. 225-1 et seq. of the French Commercial Code, as well as with the professional guidance of the French Institute of Statutory Auditors ("CNCC") applicable to such engagements and with ISAE 3000[1].

Independence and quality control

Our independence is defined by the requirements of article L. 822-11-3 of the French Commercial Code and the French Code of Ethics (*Code de déontologie*) of our profession. In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with applicable legal and regulatory requirements, the ethical requirements and French professional guidance.

Means and resources

Our verification work mobilized the skills of six people and took place between November 2021 and February 2022 on a total duration of intervention of about 14 weeks.

We conducted several interviews with the persons responsible for the preparation of the Statement representing, in particular, the Risk and Compliance and Corporate Social responsibility (CSR) departments.

Nature and scope of the work

We planned and performed our work taking into account the risks of material misstatement of the Information.

In our opinion, the procedures we have performed in the exercise of our professional judgment enable us to provide a limited level of assurance:

- we obtained an understanding of all the consolidated entities' activities and the description of the principal risks associated;
- we assessed the suitability of the criteria of the Guidelines with respect to their relevance, completeness, reliability, neutrality and understandability, with due consideration of industry best practices, where appropriate;

(1) *ISAE 3000 Revised – Assurance engagements other than audits or reviews of historical financial information.*

- we verified that the Statement includes each category of social and environmental information set out in article L. 225-102-1 III of the French Commercial Code as well as compliance with human rights and anti corruption and tax avoidance legislation;
- we verified that the Statement provides the information required under article R. 225-105 II of the French Commercial Code, where relevant with respect to the principal risks, and includes, where applicable, an explanation for the absence of the information required under article L. 225-102-1 III, paragraph 2 of the French Commercial Code;
- we verified that the Statement presents the business model and a description of principal risks associated with all the consolidated entities' activities, including where relevant and proportionate, the risks associated with their business relationships, their products or services, as well as their policies, measures and the outcomes thereof, including key performance indicators associated to the principal risks;
- we referred to documentary sources and conducted interviews to:
  - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented, and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important presented in Appendix 1; concerning the risk of corruption, our work was carried out on the consolidating entity, for the others risks, our work was carried out on the consolidating entity and on a selection of entities: Groupe Monoprix (France), Assai (Brazil);
- we verified that the Statement covers the scope of consolidation, i.e. all the consolidated entities in accordance with article L. 233-16 of the French Commercial Code within the limitations set out in the Statement;
- we obtained an understanding of internal control and risk management procedures the entity has put in place and assessed the data collection process to ensure the completeness and fairness of the Information;
- for the key performance indicators and other quantitative outcomes that we considered to be the most important presented in Appendix 1, we implemented:
  - analytical procedures to verify the proper consolidation of the data collected and the consistency of any changes in those data;
  - tests of details, using sampling techniques, in order to verify the proper application of the definitions and procedures and reconcile the data with the supporting documents. This work was carried out on a selection of contributing entities and covers between 16% and 38% of the consolidated data relating to the key performance indicators and outcomes selected for these tests (16% of the staff, 15% of the Scope 1 GHG emissions, 13% of Scope 2 GHG emissions);
- we assessed the overall consistency of the Statement based on our knowledge of all the consolidated entities.

We believe that the work carried out, based on our professional judgement, is sufficient to provide a basis for our limited assurance conclusion; a higher level of assurance would have required us to carry out more extensive procedures.

Paris-La Défense, the 16 March 2022

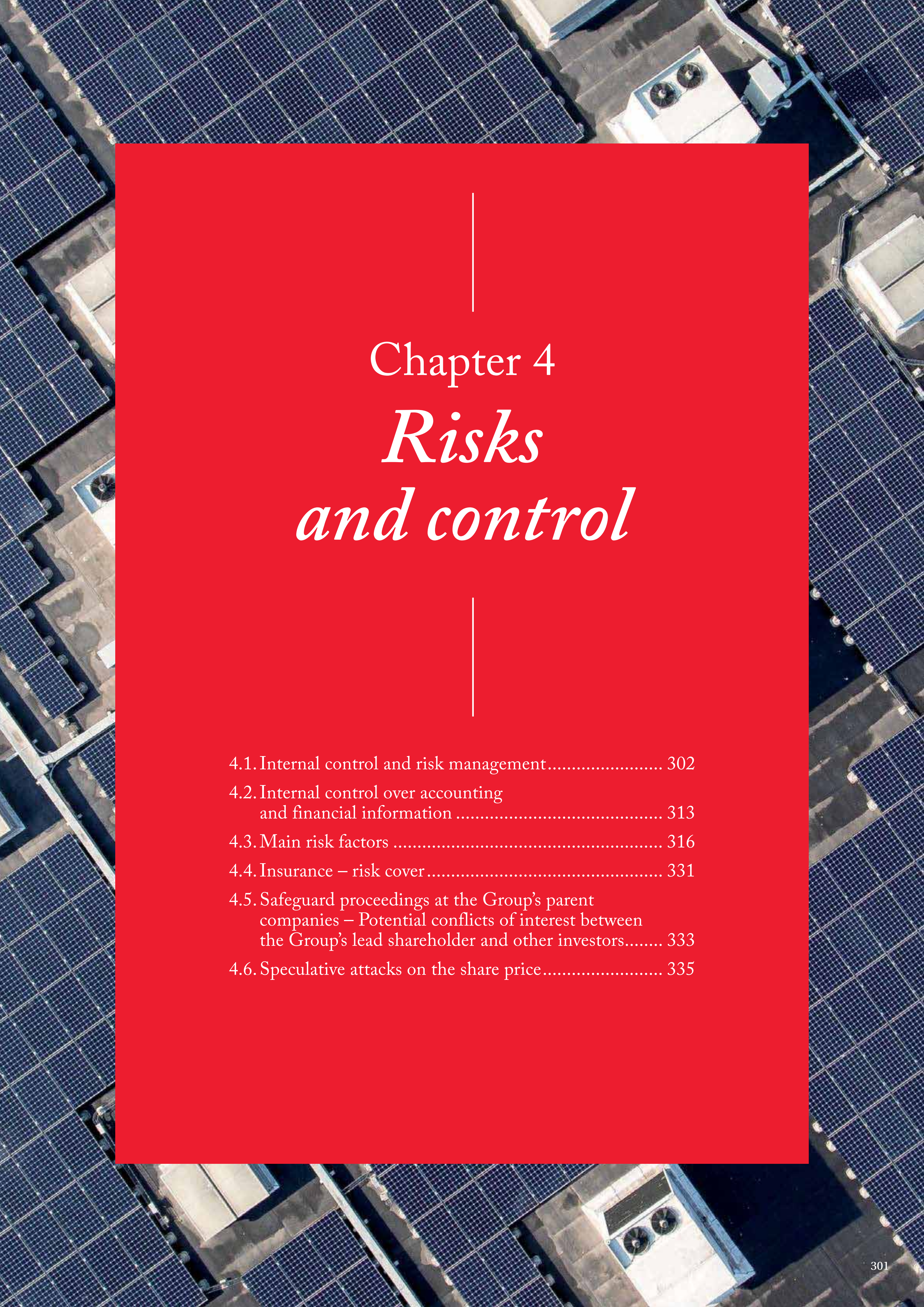
French original signed by:

Independent third party
EY & Associés

Eric Mugnier
Partner, Sustainable Development

Appendix 1: The most important information

Quantitative Information (including key performance indicators)	Qualitative Information (actions or results)
Social Information	
% of women among managers.	The fight against discrimination and stereotypes.
Number of employees with disabilities.	Action to promote the integration and retention of disabled workers.
	Action in favor of intergenerational diversity.
	Action in favor of professional equality between women and men.
Environmental Information	
Greenhouse gas emissions in absolute value: Scopes 1 and 2 *(teqCO_2)*.	The low-carbon strategy based in particular on reducing emissions related to refrigerants (preventive maintenance of existing facilities, increasing the proportion of fluids with low global warming potential, gradual replacement of refrigeration equipment).
Greenhouse gas emissions related to refrigerants per square meter of sales area *(KgeqCO_2/m^2)*.	
Greenhouse gas emissions related to electricity consumption per square meter of sales area *(KgeqCO_2/m^2)*.	
Societal Information	
Number of recalls (food products).	The quality management system (dedicated organization and experts, IFS standard, regular audits, quality analyses, traceability, recall and crisis management procedures and tools).
Number of recalls (food products of own-brand products).	
% of recalls on own-brand products.	
Number of environmental ICS audits carried out in plants involved in the production of own-brand products for the group.	The product withdrawal policy.
Number of suppliers for national brand products (suppliers of beef with slaughterhouse).	Social, human and environmental risk assessment of suppliers and supply chains.
% of theses suppliers who adhere to the new policy.	The control and improvement process for suppliers of own-brand products located in countries at risk.
% of these suppliers who have put in place a system of control by geo-monitoring.	Commitment to the fight against corruption (Group Ethics Committee, Code of Ethics and Business Conduct, mapping of corruption risks, network of ethics officers, training and awareness-raising on the Group's ethics and anti-corruption policy).
Number of social ICS audits carried out in plants involved in the production of own-brand products for the group. Percentage of active factories audited located in a country at risk with an "acceptable" status.	
Number of proven cases of corruption.	



Chapter 4
Risks and control

4.1. INTERNAL CONTROL AND RISK MANAGEMENT

4.1.1. Organisation of and general approach to internal control and risk management

4.1.1.1. Standards

The Group's internal control and risk management system is based on the internal control and risk management framework published by France's securities regulator, the *Autorité des marchés financiers* (the "AMF Framework"). The system's organisation and procedures comply with the general principles described in the AMF Framework, the related internal control and risk management guidelines published in January 2007 and the updated risk management guidelines dated July 2010.

This chapter has been prepared based on interviews, reviews of audit reports and responses to AMF questionnaires and internal questionnaires designed to identify all components of the Group's internal control and risk management system.

4.1.1.2. Scope

The Group's risk management and internal control systems as described below are those applicable to the parent company and to its controlled subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code (*Code de commerce*).

The Group's five listed subsidiaries, Intexa in France and GPA, Sendas, Éxito and Cnova outside France, are also subject to various internal control and risk management obligations. The Companhia Brasileira de Distribuçao (GPA) and Sendas groups are listed on the NYSE and are therefore required to comply with the Sarbanes-Oxley Act.

4.1.1.3. Parties involved in risk management and internal control

Senior Management Executive Committee Operating Managers	Board of Directors Audit Committee Governance and Social Responsibility Committee	
1st line of control	**2nd line of control**	**3rd line of control**
All employees Implement internal control day after day. **Operating management** Performs appropriate controls on the processes/activities under its responsibility and reports all necessary information to the second line of control. **Business units' Management Committees** Responsible for establishing and overseeing the system of internal control over the activities under their responsibility. Also responsible for identifying each year their top ten major risks, as well as their top five major CSR risks, assessing the extent to which they are controlled and defining action plans to manage the risks.	**Group Risks and Compliance department, including the Internal Control department** Coordinates the preparation and implementation of internal control and risk management systems. Promotes, distributes and oversees compliance with the Group's Code of Ethics and Conduct, with the support of the Ethics Officer and the network of compliance officers. Reports annually to the Audit Committee and the Governance and Social Responsibility Committee on the results of its work. **CSR department** Participates in identifying and assessing the Group's main CSR risks and opportunities through the risk mapping process and materiality analyses. Prepares the duty of care risk map used to identify the business units' highest risk suppliers and participates in meetings of the Duty of Care Committee. Reports to the Governance and Social Responsibility Committee on the results of its work. **Group Insurance department** Contributes to identifying and assessing operational risks and transferring them to the insurance market. **Group Legal department** Ensures that the Group's operations comply with the applicable laws and regulations. Ensures, with the Group Risks and Compliance department and the relevant business unit departments, that risks related to laws and regulations are identified and that the associated controls are properly applied. **Group Information Systems Security department** Regularly assesses each unit's information systems security, ensures that action plans have been drawn up to address areas for improvement and leverages synergies between information systems security departments to ensure a consistent level of security across all units. Reports annually to the Audit Committee on the results of its work. **Special committees** Group Ethics Committee Risk Prevention Committee Data Compliance Committee Duty of Care Committee	**Internal Audit department** Performs regular audits of risk management and internal control systems through internal assessments covering operational, accounting and financial, and compliance risks and procedures, in accordance with the annual internal audit plan. Reports annually to the Audit Committee and the Governance and Social Responsibility Committee on the results of its work.

Senior Management, via the Executive Committee, is responsible for defining, designing and implementing the risk management and internal control system.

The Board of Directors of Casino, Guichard-Perrachon (the "Company") is informed of the main characteristics of the risk management and internal control systems. It has set up an Audit Committee, whose composition, role and work in 2021 are described in the Board of Directors' corporate governance report (see Chapter 5 Corporate Governance Report, section 5.5.2 "Specialised committees of the Board of Directors" – "Audit Committee").

Under the responsibility of the Board of Directors, the Audit Committee's primary role is to supervise the preparation and control of accounting and financial information, which includes obtaining assurance about the effectiveness of the internal control and risk management systems. It periodically reviews internal control procedures and, more generally, audit procedures. It reviews all facts or events that may have a significant impact on the position of the Company or its subsidiaries in terms of commitments and/or risks. The Committee is also responsible for checking that the Group has the appropriate resources and structures to identify, detect and prevent risks, errors or irregularities in the management of its business. As such, it maintains continuous oversight of the risk management and internal control system.

Concerning non-financial information, another Committee of the Board – the Governance and Social Responsibility Committee – works with the Audit Committee to ensure that procedures are in place to identify and manage the main ethical and CSR risks and to verify compliance with the laws and regulations applicable in these areas.

The roles and responsibilities of the Audit Committee and the Governance and Social Responsibility Committee, including the limits thereon, are described in the Board of Directors' internal rules and the Committees' charters.

The Boards of Directors of most of the Group's listed subsidiaries have set up Audit Committees or an equivalent structure to assist them in these areas and play a key role in monitoring the effectiveness of the Group's internal control and risk management system.

The Group Risks and Compliance department is organised into three main units:

- Risks and Compliance unit, whose role is to:
  1. help Casino Group entities, in France and abroad, identify and monitor risks;
  2. create and update risk maps; and
  3. make sure that the Group's internal systems and policies comply with the applicable regulations.
- Internal Control unit, whose role is to:
  1. oversee the implementation of a common internal control system across the Group aimed at (i) identifying key controls in response to identified risks and (ii) launching internal control self-assessment programmes within the Group's business units;
  2. ensure that internal control weaknesses identified by internal or external players in the course of their work are addressed by action plans and that implementation of these plans is monitored; and
  3. establish and lead a process for identifying and analysing instances of fraud, and improving efficiency in the detection and prevention systems set up in the Group's business units.
- Anti-corruption/Sapin II unit, whose role is to continue implementing and coordinating measures related to Sapin II requirements.

Within the Group, each business unit is responsible for defining and implementing its own internal control and risk management system and the Group Risks and Compliance department works with the local teams responsible for these areas.

The Group Risks and Compliance department also deploys initiatives to raise awareness of the risks of fraud and corruption, encouraging executives of each business unit to continuously strengthen the management of these risks.

The Group Legal department consolidates, shares and disseminates best practices among the Group's business units, primarily through the work of specialised, cross-functional legal functions. The legal team is responsible for advising the business units and ensuring that they comply with the laws and regulations applicable to them. To do this, it prepares and circulates opinions, standard procedures and memos on the Group's legal and regulatory obligations, in line with the best practices defined at Group level.

In each consolidated entity, specialised legal departments monitor regulatory developments under the supervision of the Group General Counsel, and may be assisted by external firms, in order to ensure that the entity complies with applicable laws and regulations. Monitoring changes in employment law is the responsibility of the Human Resources department and its dedicated employment law advisor. The business units' legal departments report to the Group Legal department on their unit's legal risks.

Training programmes for managers and/or operations teams on current issues or specific points are regularly organised by the legal teams, with the assistance of external experts if necessary.

The Group Legal department works closely with the Risk Prevention Committee and the Internal Control department to develop and implement action plans to raise awareness about legal risks among the Group's operational and support teams. It also circulates key notes and procedures, provides training and communicates alerts to employees.

The Group Insurance department contributes to identifying and assessing operational risks and transferring them to the insurance market. It also helps to promote the risk management culture and process by:

- providing input for the risk mapping process and overseeing the implementation of action plans;
- participating in reviews of the Group's contracts, business developments and new business ventures;
- contributing to the quality and risk prevention process launched several years ago and covering both private-label and other products (see section 4.3 "Main risk factors", section 4.3.1. "Food safety", and Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS));
- organising regular risk prevention audits by the insurance companies' engineers at the largest (or most strategic) sites, including hypermarkets, shopping centres, warehouses and headquarters;
- reviewing the engineers' findings and monitoring implementation of the related action plans with the departments concerned;
- managing and analysing insurance claims reported by Group entities, with the insurance brokers and companies and the legal teams;
- helping to manage any crises and/or major incidents.

The Group Information Systems Security department coordinates systems security initiatives. Regular security assessments are performed in each business unit and action plans are drawn up as part of the continuous improvement process. The department analyses the subsidiaries' systems security projects to ensure that they effectively address current threats and are appropriate considering the systems' maturity. These issues are addressed by leveraging synergies between the various systems security teams to optimise the choice of topics, share information in order to achieve greater agility, and coordinate initiatives in order to ensure a consistent level of security across the Group.

The Group Internal Audit department and the business units' Internal Audit departments regularly review the effectiveness of the risk management and internal control system during their internal control assessments and contribute to its monitoring (see section 4.1.3.5 for more information about the Internal Audit department's monitoring activities).

The Risk Prevention Committee participates in the Group-wide risk management process and ensures that a consistent overall process is in place to prevent risks that could have a major impact on the implementation of the Group's strategy, the achievement of its objectives or, more generally, its continuity. Any specific problems identified by the Committee are reported to Senior Management.

The Committee meets as and when needed and includes representatives of the Executive Committee, the corporate departments concerned (Legal, Human Resources, Finance, Internal Audit and Internal Control) and operational divisions (Hypermarkets, Supermarkets, Convenience, Supply Chain, Group Purchasing, Property Development), as appropriate.

The Data Compliance Committee, which meets regularly, i.e., several times a year, verifies compliance with personal data protection rules and discusses all of the issues relating to ensuring compliance with the General Data Protection Regulation (GDPR) and with the French Data Protection Law, in conjunction with the Data Protection Officers (DPO) and Group management, so that practices are harmonised. Any specific problems identified by the Committee are reported to Senior Management.

The main tasks of the Duty of Care Committee are to:

- ensure compliance with the French law on the Duty of Care of Parent Companies and Ordering Parties;
- define the risk mapping methodology and effectively map the risks involved in the operations of the Group and its suppliers;
- analyse the findings of the risk mapping exercise;
- ensure that there are action plans to mitigate risks and prevent serious violations or harm, that they are properly applied, and that their effectiveness is assessed;
- ensure that an alert mechanism is in place to report potential violations[1].

The Duty of Care Committee meets regularly, i.e., every quarter. Its members include the Secretary of the Board of Directors, the Group General Secretary, the Director of Production, Innovation, Quality and Mediation at the AMC purchasing hub, the Group Risk and Compliance Director, the CSR Director, the Group Insurance Director and the Group Internal Control Director.

The Group Ethics Committee, which was formed on the initiative of Casino Group Senior Management, is responsible for overseeing the ethics system and making sure that the system is taken into account in local management decisions. Its main role is to:

- set out the framework of the ethics system and associated procedures;
- promote the presentation, understanding and implementation of the Group's ethics system, particularly in the fight against corruption;
- oversee the establishment of the network of ethics officers within the Group;
- ensure that the operating business units implement training and awareness initiatives;
- ensure the effective implementation of preventive measures adapted to the types of incidents that may be identified by the operating units and corporate departments.

With the support of the Group Risks and Compliance department and the Group Ethics Officer along with the assessments carried out by the Group Internal Audit department, the Committee oversees the effectiveness of the ethics systems set up by and under the responsibility of the business units' senior management. The network of ethics officers appointed by the business units and led by the Group Ethics Officer and the ethics committees set up by the subsidiaries outside France all contribute to the ethics governance mechanisms.

Lastly, a crisis management process has been set up to manage crises affecting employees, consumers, the Group's image and its assets. The process involves representatives of Senior Management, the Chairman and Chief Executive Officer, when necessary, and the Group General Secretary as well as internal staff (heads of the branches, business lines, or units concerned, and the External Relations, Quality, Communication, Legal and Insurance departments) or external experts (specialists, lawyers, etc.) as needed to deal effectively with the crisis.

The process is improved continuously based on actual experience, with the aim not only of managing crisis situations better, but also of pre-empting them by setting up intelligence systems covering the various crisis factors the Group might need to address. Periodic training is organised involving the main parties that deal with crisis management.

(1) *For more details, please refer to section 3.5.3.4 "Duty of care plan" in Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS).*

4.1.2. General risk management principles

4.1.2.1. Definition of risk management

The risk management system encompasses a set of resources, behaviours, procedures and actions adapted to the Group's specific characteristics that enables executives to effectively detect and keep risks at acceptable levels for the Group, if not eliminate them altogether. Taking advantage of opportunities and developing the business in an inherently uncertain environment necessarily involves a certain amount of risk-taking.

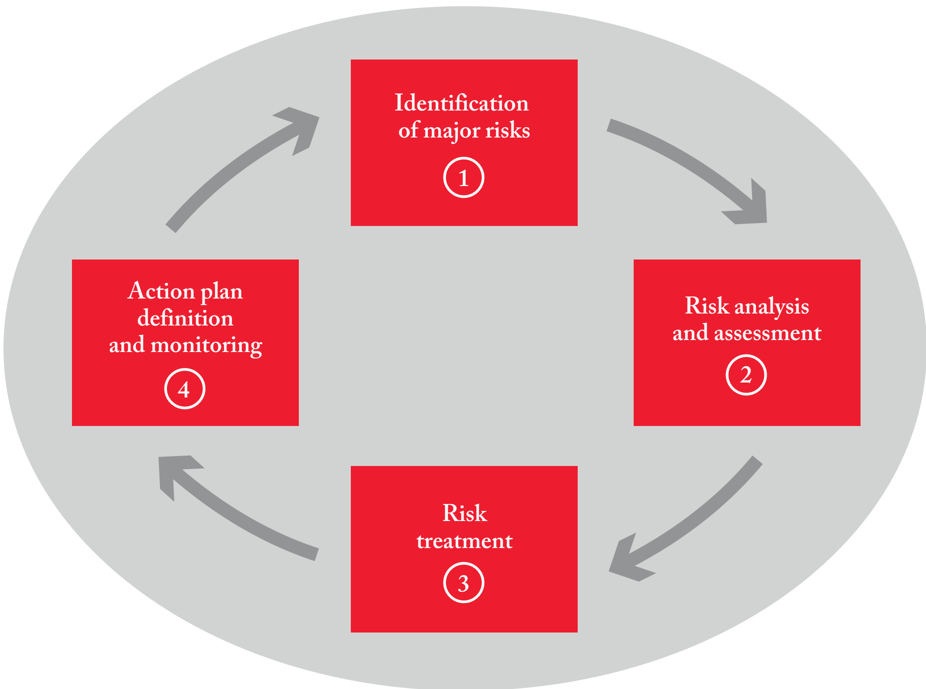
Employees, managers and department heads are responsible for ensuring that risk management and internal control systems operate efficiently while continuously seeking to improve them.

4.1.2.2. Objectives

The key objectives of risk management are to help:

- create and preserve the Group's value, assets and reputation;
- secure decision-making processes and the processes that help the Group meet its objectives;
- ensure that the Group's actions are consistent with its values;
- promote a shared vision of the main risks among all employees.

4.1.2.3. Risk management process



Within Casino Group, risk management is decentralised under the supervision of the parent company's Senior Management. The business units' Management Committees are responsible for identifying, analysing and dealing with the main risks facing them.

1. Risk identification

The Group is faced with various types of risks such as operational risks, CSR risks, legal risks and financial risks. The main risks are described in section 4.3 "Main risk factors".

Each year, major risks at the parent company level are reviewed by a cross-functional working group made up of representatives of the Group Finance, Internal Audit, Risks and Compliance (including Internal Control), Insurance, Legal, Information Systems Security, CSR and Human Resources departments. At business unit level, each unit's Management Committee is asked to identify and assess the ten risks considered the most significant in terms of residual exposure, and to provide, for each one:

- an assessment of the inherent and residual risk, based on the estimated impact and probability of occurrence;
- the main causes and consequences of each risk;
- recommending ways of addressing the risk in order to improve internal control (with four options: conservation, mitigation, transfer or avoidance – see below);
- formal action plans to reduce the level of residual risk.

The Group Risks and Compliance department has developed methods and tools to assist the business units in identifying their ten major risks. These include:

- a risk catalogue to facilitate the identification process and ensure that all business units describe the same risks in the same way. Business units may include in their top ten any major risk that is not listed in the catalogue;
- criteria and rules for determining the probability of occurrence and impact of the risks, so as to perform assessments of both the inherent risk (before the effects of any existing internal controls) and the residual risk.

For all business units, risk worksheets are used to manage and track the implementation of action plans.

Since 2020, a specific CSR risk campaign has been in place for French and international business units. These units are required to identify and assess their five main CSR risks in terms of the impact on the entity and on its stakeholders (i.e., employees, suppliers, consumers/customers, local communities, shareholders and investors). CSR risks are also included in the aforementioned risk catalogue and used as a tool to assist the business units in mapping their major risks. For more detailed information, see Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS).

2. Risk assessment

The risks identified by each business unit's Management Committee are analysed and quantified by the business unit and the resulting map of major risks is used as the basis for the Group Internal Control department's work and for preparing the annual audit plan implemented by the Group Internal Audit department.

To help ensure the specified action plans are duly implemented and monitor their implementation, each major risk identified by the business units' Management Committees is placed under the responsibility of one of the members of that Committee.

Risks are reviewed regularly during certain Group Internal Audit assignments. The internal auditors evaluate them independently according to their impact and likelihood of occurrence, taking into account internal controls.

3. Risk treatment and 4. Definition of action plans

The control activities described below in section 4.3 "Main risk factors" are intended to reduce the risks identified by the Management of each business unit and at Group level, and whose occurrence may prevent the Group from achieving its objectives.

Depending on the chosen risk treatment, the business units draw up action plans to reduce the risks.

The four possible ways in which risks can be treated include:

- risk mitigation: measures are taken to mitigate the probability and/or impact of the risk; the Group Internal Control department may be requested by the business unit to implement necessary means to mitigate the risks;
- risk conservation: no additional measures are taken to change the level of residual risk; the risk is accepted and assumed by the business unit's Management;

- risk transfer: the probability of occurrence or impact of the risk is reduced by transferring or sharing part of the risk, for example on the insurance market;
- risk avoidance: the activities giving rise to the risk are abandoned.

The Group Internal Audit department assesses the risks inherent in the business units' activities and the implementation of the associated internal controls, in order to identify residual risks which may be potentially material. Action plans are recommended to control these residual risks. The internal auditors subsequently check that these recommendations have been implemented and the risks reduced.

The Group Risks and Compliance department monitors implementation of the action plans drawn up by the business units to strengthen the effectiveness of their internal control system for managing these risks.

Lastly, a crisis management process has been set up involving representatives of Senior Management and internal staff (heads of the branches, business lines, or units concerned, and the External Relations, Quality, Communication, Legal and Insurance departments) or external experts (specialists, lawyers, etc.) as needed to deal effectively with the crisis. Periodic drills are organised involving the main parties that deal with crisis management.

4.1.3. General internal control principles

4.1.3.1. Definition of internal control

The internal control system is defined and implemented under the responsibility of each business unit. This organisation allows them to participate in controlling their activities, while ensuring operational efficiency and efficient use of resources. It also helps to ensure that the material risks that may affect a business unit's ability to achieve its objectives are dealt with appropriately.

4.1.3.2. Objectives

The AMF Framework states that internal control aims to provide reasonable assurance concerning:

- compliance with laws and regulations;
- compliance with Senior Management instructions and guidelines;
- efficient execution of processes, particularly for safeguarding assets;
- the reliability of financial information.

However, as emphasised by the AMF Framework, no matter how well-designed or well-applied, no internal control system can provide absolute assurance that the Group will achieve its objectives. All internal control systems have inherent limitations, due notably to uncertain external events, the exercise of human judgement and the breakdowns that can occur because of human failures or simple errors.

4.1.3.3. Internal control environment

Because of its diverse business base and broad international reach, the Group has adopted a decentralised structure that takes better account of each business unit's local features and makes the decision-making process more efficient.

Each business unit has its own support functions, which work in cooperation with the corresponding Group department.

Setting and communicating objectives

Casino Group's strategic and financial objectives are set by the parent company's Senior Management in a three-year business plan that is reviewed every year. The first year of the plan constitutes the annual budget.

The business plan process is led by the Strategic Planning department, which is responsible for:

- coordinating preparation of the business units' three-year business plans and checking that they are consistent and are aligned with the Group's strategy;
- liaising with the business units' Finance departments to check that major cash inflows and outflows are balanced, particularly capital expenditure, financial resource allocation and debt management transactions;
- with the Group Finance department and its Budget Control unit, monitoring actual performance compared to the business plan and updating the business plan to take into account actual results;
- contributing, with the Executive Committee and the business or support units concerned, to the preparation of the main corrective action plans and monitoring their implementation.

Ethics and conduct

The Group's Code of Ethics and Conduct, adopted in 2017, is based on the values and commitments set out in the Group's Ethics Charter and defines the rules of conduct that all members of personnel must abide by at all times in their daily work. The Code specifically sets out the principles and behaviour to adopt as regards bribery and corruption.

In accordance with the Sapin II Act of 9 December 2016 on transparency, anti-corruption and the modernisation of the economy, the Group rolled out the Code to all of its units in France, Asia and Africa.

It also set up an internal whistleblowing system and created a network of Ethics Officers whose main role is to answer employees' questions about the Code of Ethics and Conduct and to receive and deal with alerts raised under the whistleblowing system. The system guarantees that the whistleblower's identity and the contents of the alert will remain strictly confidential.

The Group continued and upgraded its training programmes and initiatives to raise employee awareness about bribery and corruption issues. All employees were informed about these arrangements, including through notices displayed in the various business premises and on intranets, and in an explanatory document detailing the Group's ethics policy attached to their payslips.

Similar arrangements exist in the Group's business units in South America.

More detailed information on action taken by the Group to prevent bribery and corruption can be found in section 3.4 of Chapter 3 Corporate Social Responsibility Report and Non-Financial Statement.

The Group Risks and Compliance department will monitor the effectiveness of these systems in coordination with the Group Internal Audit department.

Responsibilities and powers

Segregation of duties

Each business unit is responsible for organising its structure in such a way as to ensure proper segregation of duties. The structure is set out in a formal organisation chart. Organisation charts for the main business units and support functions are available on the Company's intranet. Compliance with the principle of segregation of duties is also supervised by local or Group Internal Audit departments as part of their work.

Delegation of powers and responsibility

The business units' Legal and Human Resources departments manage and supervise the process of delegating signature powers and responsibilities in accordance with local law. The Legal department is responsible for issuing guidelines for delegations and defining their scope. The Human Resources department implements and oversees application of these guidelines.

Information systems

The Group has developed a target model based primarily on two well-known management software suites available on the market, one for administrative functions and the other for sales functions. The model also encompasses IT standards and governance frameworks to ensure that the information systems are geared to the Group's current and future objectives. The dissemination of these best practices also helps to enhance systems security (hardware and software), data storage, secure access management and business continuity.

Operating procedures and methods

Internal control procedures have been set up covering all of the Group's core business processes. These procedures identify key controls and the principles to be applied. They are published on the intranet sites and other documentary databases of the various Group business units. They are updated under the supervision of Group Internal Control, including recently in connection with the development of controls over the application of the Sapin II Act.

Dissemination of information

The Group's information systems, intranet sites, databases and other communication media are used not only to communicate information but also to centralise and circulate procedures applicable to the various activities.

The time frame for providing information is designed to give the parties involved sufficient time to react appropriately.

A specific procedure sets out what to do in situations likely to lead to a crisis at Group level. A reporting tool is used by a number of business units for prompt reporting to Senior Management.

All Group employees are bound by a duty of confidentiality covering any information used in the course of their work.

Insider trading prevention

The Company complies with the regulations on inside information and with recommendations issued by the stock market authorities regarding the management of risks related to the possession, disclosure and use of inside information.

A Stock Market Code of Conduct was adopted in the first quarter of 2017 on the recommendation of the Governance and Social Responsibility Committee. Its content, which is updated regularly – most recently in April 2021 – is described in the Board of Directors' corporate governance report (see Chapter 5 Corporate Governance Report, section 5.5.5 "Rules of conduct – Conflicts of interest – Protection of minority shareholders"). It sets out the applicable regulations and the risk prevention measures implemented by the Company, in particular the black-out periods prior to publication of the Group's results during which the relevant employees may not trade in the Company's shares. In accordance with the Code's provisions, a Stock Market Conduct Committee has been set up to supply information about and monitor compliance with the Code.

4.1.3.4. Internal control activities

The internal control activities described below concern the application of Senior Management's instructions and guidelines. Internal control activities addressing the main operational, legal, financial and CSR risks are presented in section 4.3 "Main risk factors" in this chapter.

Circulation of Senior Management instructions and guidance

In France, the Chief Executives of the business units are responsible for deploying the Group's strategy, while in the international business units, responsibility for implementation lies with the Country Managers.

Monitoring compliance with management instructions and guidance

A large number of key performance indicators are used to monitor compliance with Senior Management instructions and guidance, and to measure any deviations from its objectives. The frequency of indicator reporting depends on the type of information concerned. The accounting and financial reporting systems are used to monitor performance on a consolidated and business unit basis.

Senior Management receives a monthly management report prepared by Group Budget Control, presenting the key performance and management indicators, together with consolidated financial indicators and financial indicators for each business unit. It also includes comments on performance compared to objectives and a report on the status of the main action plans.

The business units' management reporting packages are all prepared according to a standard format based on IFRS, so that they can easily be consolidated by Group Budget Control. The consolidated reports produced by Group Budget Control after analysing and reviewing the individual packages are used to manage the business, and also to analyse actual-to-budget and year-on-year variances.

The monthly reporting data provides a basis for monthly business reviews conducted by Group Senior Management with the business units' Management. The reviews cover sales, operational and financial performance and also include a discussion of the action plans needed to meet the main objectives set for the business. Group Budget Control also submits regular reports to Senior Management on its analysis work.

Monthly working capital and capital expenditure reviews are organised between each business unit's Finance department and Group Budget Control.

The comprehensive management information reported to Senior Management is used to track actual performance against annual objectives and to ensure that additional action plans are decided on and implemented whenever necessary.

Group Budget Control may also provide support and assistance to the business units by analysing their position and making recommendations.

Business unit budgets are reviewed from time to time during the course of each year and full-year targets may be adjusted to take account of any developments specifically affecting a given business unit.

The Strategic Planning department's recommendations concerning the business units' investment and capital spending projects in excess of a certain amount are submitted for approval during weekly meetings with Senior Management.

4.1.3.5. Monitoring of internal control

Continuous monitoring

The risk management system is regularly monitored and reviewed by the senior managers of each business unit, who ensure the day-to-day supervision of its effective implementation. The managers are notably responsible for implementing corrective action plans and reporting any significant deficiencies to the Group's Senior Management. This allows Senior Management to check that the system matches business requirements and to take any required remedial action.

Monitoring by Internal Audit

The Group Internal Audit department and the business units' Internal Audit departments regularly review the effectiveness of the risk management and internal control system during their internal control assessments and contribute to its supervision.

The Group Internal Audit department assists Senior Management and the various French and international business units in fulfilling their responsibility for monitoring the risk management and internal control systems. It reports to the Company's Audit Committee at least twice a year on its activity and supervisory role and responds to the Committee's questions and requests.

The Group Internal Audit department helps the business units to stay abreast of internal control best practices developed within Casino Group or externally.

Group Internal Audit is supported by a central Internal Audit team, as well as by local teams in France and in international business units, which report to Group Internal Audit on a dotted-line basis. These central and local teams represent 69 auditors.

The central team's annual audit programme is prepared by the Group Internal Audit department based on the Group's risk analysis, the principle of audit cycles for the key business processes and any major issues identified by the senior managers of the business units or departments falling within the central team's audit scope. This revisable audit plan includes initial audit engagements and follow-up assignments on the implementation of action plans and the resolution of audit points. The follow-up assignments are included in the audit plan based on an approach validated by the Group Audit Committee.

The business units' Internal Audit departments draw up their own annual audit programmes, which are approved by their Senior Management and, where applicable, reviewed by their own Audit Committee, and subsequently sent to the Group Internal Audit department. Certain assignments are performed by the Internal Audit teams of the business units with Group Internal Audit oversight and presentation of the audit report to the Group Audit Committee.

The Group Internal Audit Charter, approved by the parent company's Audit Committee, describes the role and responsibilities of the Group Internal Audit department in accordance with the professional standards issued by the Institute of Internal Auditors (IIA). The Charter has been cascaded to the business units' internal audit teams with some adjustments.

All Group Internal Audit reports are sent to Group Senior Management and the Company's Audit Committee, as specified in the Internal Audit Charter.

Monitoring by external auditors

The Statutory Auditors are required to obtain an understanding of the organisation and operation of the Group's internal control procedures and to present their observations. In addition, the Statutory Auditors have regular discussions with Group Internal Audit, Group Risks and Compliance, the local Finance departments and the Group Finance department. They report on their work to the Company's Audit Committee.

4.2. INTERNAL CONTROL OVER ACCOUNTING AND FINANCIAL INFORMATION

4.2.1. Objectives

Internal control over accounting and financial information aims to provide reasonable assurance regarding:

- the compliance of published accounting and financial information with the applicable standards;
- compliance with Senior Management instructions and guidelines concerning accounting and financial information;
- the reliability of information circulated and used internally for management or control purposes that contributes to the preparation of published accounting and financial information;
- the reliability of the published financial statements and the other information disclosed to the markets;
- the prevention and detection of fraud and accounting and financial irregularities to the extent possible.

The scope of internal control over accounting and financial information described below covers the parent company and all companies included in its consolidated financial statements.

4.2.2. Monitoring the financial reporting process

General organisation

Each business unit has its own Accounting and Finance department to ensure that local requirements and obligations are fully taken into account. The Group encourages business units to organise their accounting and finance function by process, which helps ensure more consistent accounting treatments, better segregation of duties, implementation of controls and compliance with procedures.

The Group-level Accounting, Budget Control and Corporate Finance departments monitor and oversee the local departments. They also consolidate data reported by the business units and produce the accounting and financial information published by the Group.

A hard close is performed by the Group Accounting department at the end of May and the end of October. This process enables the Group to identify, as far as possible, potentially sensitive issues for the half-year and annual closings, and is reviewed by the Statutory Auditors.

Each year, the subsidiaries' Chief Executive Officers and Chief Financial Officers jointly sign representation letters attesting to the accuracy of their company's accounting and financial information and the existence of an appropriate system of internal control.

The Audit Committee reviews the annual and interim financial statements and the Statutory Auditors' conclusions in order to form an opinion as to whether the financial statements should be approved for publication by the Board of Directors.

For this purpose, it makes enquiries about the process for preparing accounting and financial information and obtains assurance that:

- appropriate control procedures have been applied through its review of the internal auditors' work;
- the account closing process went smoothly;
- the main accounting options selected for the preparation of accounting and financial information and for the application of new standards are appropriate; and
- the Statutory Auditors have completed their work.

Application and control of accounting and tax policies

The system aims to ensure that local accounting standards comply with regulations and that they are available to everyone involved in the preparation of accounting and financial information.

As part of the consolidation process, each Group entity transmits to the Group Accounting and Budget Control departments the IFRS-compliant accounting data, in particular with regard to their income statement, statement of financial position, statement of cash flows, statement of changes in equity and various key performance indicators.

The Group Accounting and Budget Control departments have prepared and distributed a “Financial Reporting Guide” designed to ensure the production of reliable and consistent information. The guide describes Group accounting policies and consolidation principles, adjustments and entries, as well as management accounting principles and the accounting treatment of complex transactions. Where appropriate, it is added to or amended in the event of a significant change in regulations, and is sent to and regularly discussed with all users of the Group’s financial reporting system. The Group’s Reporting department provides subsidiaries with a guide for inputting consolidated reporting packages in French and English, and each month circulates instructions regarding any new aspects of the forthcoming accounts closing and/or changes in reporting, standards or procedures, in conjunction with the Group’s Accounting Standards department.

A system to monitor developments in accounting regulations and standards helps to ensure early identification of changes that may affect the Group’s IFRS-based accounting policies.

As regards taxation, validation audits are performed on the Group’s taxable results and major transactions for the year are analysed from a tax perspective with the assistance of the Group Tax department and external advisors, where applicable. Lastly, information meetings are organised and procedure memos are issued by the Group Tax department to communicate details of any new tax laws, regulations or legal precedent.

Tools

Each business unit uses the tools required to process and prepare accounting and financial information in compliance with the segregation of duties principle.

Accounting and financial information prepared in accordance with IFRS and restated based on Group consolidation policies is reported by the business units to the Group using a single consolidation and financial reporting system, which offers a user identification feature, better remote access authentication, improved security and evolvability.

The reporting system is administered by a specialised unit.

4.2.3. Process for the preparation of accounting and financial information

Identification of risks affecting the preparation of published accounting and financial information

Management of each business unit is responsible for identifying risks affecting the preparation of published accounting and financial information. Upstream tasks and tasks associated with the production and closing of the accounts are segregated to prevent fraud and accounting and financial irregularities. Controls are performed at the appropriate level taking into account the degree of risk. An accounting standards team makes sure that standards are complied with and any developments in standards are duly taken into account.

Control activities to ensure the reliability of published accounting and financial information

Preparation and consolidation of accounting and financial information

The processes for preparing and closing the accounts are organised with the aim of ensuring that published accounting and financial information is of a high quality. A hard close is performed, based on estimates. This process allows the accounting treatment of complex transactions to be determined in advance and also reduces the year-end workload so that financial information can be published within a short time frame without sacrificing data quality or reliability.

Most of the consolidation adjustments are recorded by the business units based on consolidation instructions issued by the Group Accounting Standards department. The Group Accounting department, which is responsible for keeping track of accounting developments, has set up training programmes to assist business units in using the reporting system and the Financial Reporting Guide, so as to guarantee the quality of reported data and the reliability of financial and accounting information.

Data consistency is assured through programmed controls covering both local and consolidated data.

Based on work carried out by the Group Legal department in particular, the Group Accounting department continuously monitors changes in the shareholder structure and voting rights of subsidiaries and associates. It is responsible for ensuring that changes in the scope of consolidation or in consolidation methods are duly applied.

As required by law, the Group has two Statutory Auditors. The current auditors were first appointed in 2010 and reappointed in 2016. Their network of local accounting firms may also be involved in auditing the accounting information reported by the Group's subsidiaries, including consolidation adjustments. Their procedures include verifying that the annual financial statements are prepared in accordance with generally accepted accounting principles and give a true and fair view of the results of operations for the year and the financial position and net assets at the year-end.

The Accounting department acts as the interface with the external auditors of the Group business units. The Group's Statutory Auditors are appointed according to a process initiated and overseen by the Audit Committee, in accordance with Afep-Medef Code recommendations and the new European regulations (Regulation (EU) No. 537/2014 and Directive 2014/56/EU) applicable since 17 June 2016.

Management of external financial reporting

The Group Investor Relations department's role is to provide the financial community with accurate, specific and fair information about the Group's strategy, business model and performance.

Financial information is prepared and validated by the Accounting and Budget Control units prior to publication.

The legal and accounting units also contribute to producing the Universal Registration Document and the management report.

The Board of Directors reviews all information and news releases about the Group's results or financial and strategic transactions, and may make comments and proposals. The Audit Committee reviews information on the annual and interim financial statements prior to release. Sales and earnings news releases are submitted to the Statutory Auditors for review and comment.

Financial information is disclosed to the markets through the following communication channels:

- financial and other media releases;
- conference calls for quarterly releases of sales figures;
- in-person or remote annual and interim results presentations;
- roadshows, conferences, meetings and conference calls with financial analysts and investors, in France and abroad;
- Annual General Meetings;
- Universal Registration Documents and Annual and Corporate Social Responsibility Reports;
- the Group's corporate website.

Group Investor Relations is also involved in checking and setting the publication dates for the financial information prepared by listed subsidiaries and ensures consistency between the various media used by the Group.

4.3. MAIN RISK FACTORS

The main risk factors presented below in the Group risk matrix were identified using the major risk mapping methodology presented in section 4.1. The risk matrix below classifies the main risks to which the Group is exposed according to their potential impact and likelihood of occurrence. It reflects the Group's assessment of the net risk, i.e., taking into account internal controls put in place to mitigate either the impact or likelihood of occurrence of the risk in question, or both.

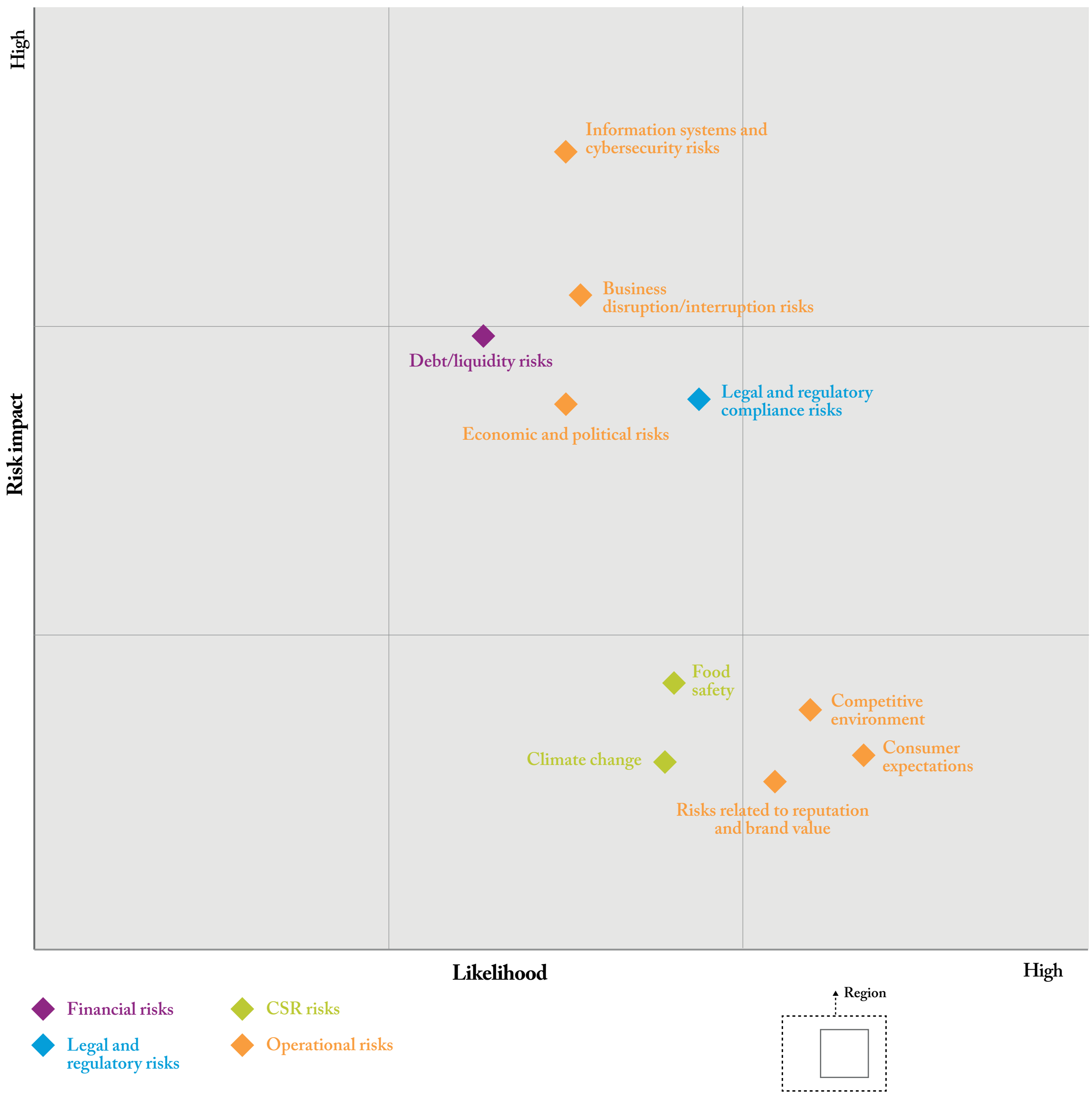
Risks are divided into four main categories:

- Operational risks
- Financial risks
- Corporate social responsibility (CSR) risks
- Legal and regulatory risks

As for the two previous years, Covid-19 risk has been included in "business disruption/interruption risks" and "economic risks". It is not recorded as a specific risk.

The Group is not directly exposed to the situation in Ukraine, as it has no retail activities in Ukraine, Russia or Belarus.

Major risk map



Major risk classification

Operational risks	Business disruption/interruption ◆	page 318
	Information systems and cybersecurity risks ◆	page 319
	Economic and political risks ◆	page 320
	Competitive environment	page 321
	Risks related to consumer expectations	page 322
	Risks related to reputation and brand value	page 323
Financial risks	Debt/liquidity risks ◆	page 325
CSR risks	Food safety ◆	page 327
	Climate change	page 329
Legal and regulatory risks	Legal and regulatory compliance risks ◆	page 330

◆ *Risks considered the most material.*

The Group's main risk factors are organised into four broad categories. The most significant risks in each category are presented first.

4.3.1. Operational risks

I. Business disruption/interruption risks

Description of the risk	Potential impacts on the Group
Business disruption/interruption risk includes the risks of supply disruption, inability to gain access to facilities (stores, warehouses, headquarters), and building destruction or damage. An effective, uninterrupted and timely operation of the supply chain is critical, particularly for the fresh produce sold by the Group. Changes in the Group's logistics structures, for example resulting from labour disruption, problems with the fleet of delivery trucks, strikes, natural events, or technical disruptions or accidents, could lead to a temporary or prolonged business interruption or to store supply issues, and could disrupt inventory management. Catastrophic events such as terrorist attacks, wars, floods, fires, earthquakes, violent storms, pandemics or epidemics (Covid-19) have an adverse impact on retailers' operations, particularly food retailers. Other events such as local strikes, boycotts, social and economic unrest, or civil disturbances could also adversely impact the Group's business. The occurrence of such events can affect consumer morale and have a negative impact on tourist areas. This in turn could affect sales in the Group's retail stores.	A temporary or prolonged disruption in the Group's business activities, in warehouses and/or stores and/or in the headquarters of some of the Group's business units may have an adverse impact on the Group and its banners, and on its net sales, operating performance and financial position. **Covid-19:** the pandemic could lead to the partial or total shutdown of retail space and warehouses due to staff absences, supply-related difficulties, and/or government decisions (lockdown, closure of shopping centres, etc.). This could have an adverse impact on the Group's net sales and operating performance. Any resurgence of social uncertainty exposes the Group to business interruption risks. All incidents related to violence or social unrest can result in an increase in security costs and a decline in store traffic. Similarly, the E-commerce business may be adversely affected if the operations of vendors and/or freight forwarders are disrupted by demonstrations.

Risk management (control and mitigation)

Business disruption/interruption largely depends on factors outside the Group's control. However, the Group has put in place various measures aimed at reducing the impact of such risks should they occur:

- **Covid-19:**

  A coordination unit was set up to provide general instructions to the Human Resources departments.

  These instructions are updated on a regular basis as the situation evolves.

  In addition to these instructions, each company implements procedures adapted to its specific business environment.

  These procedures are then communicated to the management, personnel and employee representative bodies concerned within each business unit.

  The Group is monitoring the situation closely and is prepared to deploy new measures depending on the development of the pandemic, in compliance with the health guidelines issued by governments.
- Business continuity plans and business recovery plans are in place in most French and international business units (Monoprix, Cdiscount, GPA, Éxito, Libertad, etc.). Each unit has developed its own internal control procedures. For example, Monoprix addressed the risk of being unable to gain access to its stores in Paris by developing a business continuity plan, setting up a crisis management team and conducting drills based on a simulation of the crisis situation that would arise if the Seine were to break its banks. Libertad in Argentina focused on the risk of building damage or destruction due to a maintenance failure, by ensuring that maintenance plans are in place and are properly executed.
- Crisis management units have been set up within the Group's main international business units (GPA, Éxito and Libertad) and a crisis management process is in place involving representatives of Senior Management (the Chairman and Chief Executive Officer, when necessary, and the Group General Secretary), as well as internal or external experts as needed to deal effectively with the crisis.

The Information systems and cybersecurity risks section on page 319 describes the critical information systems interruption risk and describes how it is managed.

II. Information systems and cybersecurity risks

Description of the risk	Potential impacts on the Group
The Group runs, directly or indirectly, an extensive network of information systems that are essential to the operation and management of its activities. The development, implementation and continued, uninterrupted operation of these information systems, including systems supplied by third parties, are key to the Group's ability to deliver products and services to customers across all of its banners. They are especially critical for Cdiscount's operations, as well as for the RelevanC digital marketing activity and the ScaleMax Data Centers. These risks also concern stores and warehouses due to the critical information systems used for payment, supply chain and warehouse management. The Group is dependent on its technical infrastructure and computer applications for all aspects of the day-to-day management of the business, including communications and internal information sharing. Geopolitical tensions in Eastern Europe could be accompanied by an increase in cyber-attacks on European companies.	Any breach of systems integrity, for example due to a technical failure or cyber-attack, could have a serious adverse effect on the Group's business operations and assets. A hardware or software failure, or failure by a service provider (especially a hosting company), interruption of mission-critical IT services or a data security breach could have an unfavourable impact on the Group, particularly the E-commerce business, which is highly dependent on reliable and secure computer systems. There were no material occurrences of this risk in 2021 and none since 1 January 2022.

Risk management (control and mitigation)

The Group implements comprehensive measures in each business unit to protect sensitive data, in particular personal data about customers and employees, and ensure business continuity. It aims to be a responsible and engaged leader in the digital economy and in personal data protection.

A set of cybersecurity rules, procedures and indicators have been defined by the Group Information Systems Security department and circulated among all business units to protect their information systems and data more effectively. This department also reports regularly to the Group Audit Committee and Executive Committee on the status of action plans for preventing cybersecurity risks. Changes in the cybersecurity threat are monitored in line with the increase in the number of cyber-attacks and changes in the methods used. The Group continually adjusts existing measures to take any such changes into account.

The Information Systems department's CITADEL database lists business-critical applications for Casino. The database is regularly updated in light of developments in the business, most recently in April 2021. CITADEL is used by the Information Systems department to manage its IT continuity plan. In 2021, the Information Systems department performed 21 tests on the business recovery plan, with the results analysed and taken into account within the scope of the continuous improvement process.

Since 2020, cyber insurers have tightened their requirements on the prevention and management of cyber risks. The Group's cyber insurance policy was renewed in 2021. Brokers are again expecting a deterioration in the terms and conditions of the cyber insurance market. In this environment, the Group may face higher deductibles, lower capacity and/or higher premiums beyond 2022.

III. Economic and political risks

Description of the risk	Potential impacts on the Group
The Group's businesses and particularly its sales, operating profit and cash generation are strongly correlated with compulsory household expenditure, which is influenced by the cyclical nature of the economy at large, by rates of unemployment, demographic growth, revitalisation programmes, inflation/deflation, disposable income, VAT increases and interest rates, by the availability of consumer credit and by consumers' perception of the global economic environment and their own economic prospects. In particular, the current health crisis could have an impact of varying degrees on purchasing power and consumer spending, depending on the nature of the support measures in place. None of these factors are within the Group's control. The Group does most of its business in France and in a small number of Latin American countries, which increases its exposure to the adverse macroeconomic conditions that may affect these countries. At 31 December 2021, 72% of the Group's stores were located in France. Accordingly, any deterioration in the French or European economy could have a significant impact on the Group's trading, as well as on its operating performance and the financial conditions it is able to obtain. In particular, measures taken by the government in response to the health crisis may significantly impact the level of business in the Group's stores. Traditionally, Latin American economies have been subject to sharp fluctuations in business volumes, as illustrated for example by the economic downturn in Brazil in 2015 and 2016 and its near-recession in 2019, or by the hyperinflationary economy in Argentina. Current geopolitical tensions caused by Russia's invasion of Ukraine could lead to increases in the cost of raw materials, and particularly agricultural products. There are many unknowns in this regard, including the duration and impact of the conflict in Ukraine, the consequences of the energy shock on transport costs, and the impact of these factors across the supply chain.	A global economic downturn concerning all of the countries in which the Group operates could have a negative impact on customer confidence and on their demand for "non-essential" products. A global economic downturn can also drive down sales of food and other essential products. In particular, the Covid-19 crisis or inflation trends (regardless of whether these are driven by geopolitical tensions in Eastern Europe) could have an impact of varying degrees on purchasing power and consumer spending, depending on the nature of the support measures in place. None of these factors are within the Group's control. To conclude, adverse economic conditions or an uncertain economic or political outlook on one or more of the markets in which the Group operates could have an adverse impact on net sales, growth and profitability, and could significantly affect the Group's business, financial position, earnings or ability to implement strategic decisions.

Risk management (control and mitigation)

The Group has taken steps to limit and reduce its sensitivity to economic risks at several levels:

- its business activities are spread across several geographic areas (primarily France and Latin America);
- it is developing omnichannel distribution involving a broad spectrum of both digital and bricks-and-mortar formats, from hypermarkets and supermarkets to convenience stores, wholesalers and e-commerce;
- banners and concepts are adapted to the target customer base, whether premium stores, stores specialising in organic produce, etc.;
- business has been diversified to include new activities offering green energy/energy efficiency (GreenYellow) and data (RelevanC and ScaleMax) solutions, generating significant revenues;
- a purchasing alliance (AUXO) has been set up with Intermarché for food and non-food products and, from April 2022, for non-tradeable goods. This alliance should reduce the impact of inflation on the Group's financial performance.

IV. Competitive environment

Description of the risk	Potential impacts on the Group
The Group's stores and e-commerce sites are exposed to fierce competition and operate in constantly evolving markets. Competition is particularly intense in the mature French market. Outside France, where the Group has leadership positions in most of its markets (e.g., Brazil and Colombia), it faces competition from international and local retailers seeking to strengthen their positions. Competition generally concerns store location, product quality, services, pricing, product range, brand reputation and store condition. The Group's ability to adjust its retail models to customer expectations is also a major issue, given the structural changes in consumer trends.	Besides promotional campaigns and loyalty programs, the Group's response to the performance of competitors and to changes in their pricing strategies, promotional initiatives, product mix and other business strategies may lead it to cut its prices in order to defend its market shares. This could have a negative impact on its net sales, increase its operating costs and/or decrease its margins. The current inflationary environment and rising transport costs are exacerbating these potential impacts. Shortages of goods and raw materials due to Covid or inflation (regardless of whether this is driven by the crisis in Eastern Europe) can also intensify competition over product availability and drive up product prices. The Group expects competition on e-commerce channels to intensify, which may put downward pressure on prices and lead to a loss in market share.

Risk management (control and mitigation)
In the short term, the competitive environment and related developments are monitored and taken into account for each country and banner, mainly through efficient pricing management and promotional and customer loyalty initiatives. Over the medium term, the Group monitors all of its formats and banners and looks to identify opportunities to develop its multi-channel sales. The Group also seeks to identify opportunities to grow its asset or franchise operations and to carry out purchases and sales by identifying and developing store formats and banners best suited to the countries in which it operates. It has entered into partnerships with several players, including recently Gorillas, a major player in quick commerce, with a trade (supply, delivery of orders to the Group) and capital agreement.

V. Consumer expectations

Description of the risk	Potential impacts on the Group
The success of the Group's business depends on the continued appetite for the range of products and services on offer in the Group's network of integrated and franchised stores and e-commerce platforms. Given the diverse profile and expectations of its clientele, the Group has to offer a range of products able to satisfy an extensive array of preferences that can vary from one country and store format to the next. Demand for the Group's food products can be affected by consumers' growing concerns about food safety, and health and well-being issues associated with the products they buy. For example, consumers are increasingly concerned about the health effects of certain controversial ingredients such as processed fats, gluten, sugar, processed wheat and other such products. An analysis of consumer expectations shows both (i) a trend towards organic, environmentally-friendly products, a preference for buying locally through short channels and a real demand for transparency in terms of product traceability, sustainability and nutritional value, and (ii) a constant rise in e-commerce sales prompted by the need for a seamless customer experience.	There is a risk that the Group will fail to anticipate these consumer trends or the demand for certain products. Even though the Group sells a wide range of products through its different banners, failure to accurately or quickly identify changes in consumer expectations as regards concepts, health and nutrition could have a negative impact on its relations with its customers, on customer demand for its products and on its market shares if consumers were to shift away from its products and turn to other options. Keeping up with changing consumer preferences can also be extremely costly. Finally, if the Group fails to accurately anticipate the demand for certain products, particularly non-food items, this could lead to stock surpluses that would require it to significantly reduce prices in order to sell the items, resulting in inefficient management of working capital. On a large scale, the above factors could impact the Group's business, its financial position and its operating performance.

Risk management (control and mitigation)

To mitigate this risk, the Group endeavours to identify and respond to consumer trends, with the CSR, Marketing and Innovation departments responsible for consumer monitoring and research activities.

In France, the Casino Max loyalty programme has been upgraded to include a new service displaying the Nutri-Score of over 10,000 products directly in the app. The Group therefore supports the nutritional quality drive and assists its customers in their efforts to adopt better consumption habits.

In France, alongside the Amazon-Monoprix partnership offering express deliveries of Monoprix products – which has since been extended to certain towns and cities outside Île-de-France (the Greater Paris area) – the Monoprix Plus service launched in 2020 offers next-day delivery to customers in Paris and Île-de-France. This fast and efficient home delivery service marks a further step in the Group's innovation drive, which also includes an optimised order preparation process thanks to technology rolled out in partnership with Ocado. The partnership with Gorillas will also enable the Group to meet the expectations of consumers in cities, offering them an express delivery service from dark stores.

In Colombia, the Éxito group is acting for the environment by removing all plastic bags from its stores along with the plastic packaging on fruit and vegetables. For products requiring packaging protection, the packaging must be fully biodegradable and compostable. In France, Monoprix no longer produces paper copies of its catalogues, while Franprix eliminated all single-use plastics as of 2020.

VI. Risks related to reputation and brand value

Description of the risk	Potential impacts on the Group
The brands associated with the Group's banners are important assets. Protecting the Group's reputation and the values associated with its various brands is essential to the success of its business. The development of social media in recent years has led to a sharp increase in image and reputational risks. The Group could be significantly impacted if customers were to lose confidence in the banners, and/or in the quality or safety of products sold or supplied in its stores. Image is a factor that can differentiate one banner from its competitors and help it to win over customers. This image can be undermined by the actions of advocacy non-governmental organisations (NGOs) or organised grass-roots movements, for example. Similarly, the brands and banners may be subject to targeted attacks on social media with the sole aim of destabilising them and wasting the time of communications teams by forcing them to focus on a single issue. The Group sells private-label products which are a source of differentiation with respect to its competition and on which margins are higher than for other products. Private-label products are prepared and/or packaged by third parties whose practices may breach applicable employment, health and safety or environmental laws and regulations, despite the quality and ethical standards imposed by the Group. Any breach or alleged breach of these laws or regulations, or any failure by certain manufacturers or suppliers to comply with a given standard, could result in negative publicity for the Group or in a fall in demand for the Group's products, or could require changes to the organisation of the supply chain, thereby leading to additional costs.	Malicious attacks designed to harm the Group's image, or an incident involving the Group or manufacturers or suppliers of products sold by the Group, could significantly harm the Group's image and reputation, as well as the value of its brands. This could have an adverse impact on the Group's business and performance.

Risk management (control and mitigation)

See Food safety on page 327 for details of the management of image and reputational risks related to the quality and safety of food products sold by the Group's banners.

External communications are prepared by Casino Group's Communications department and all published information is approved by Senior Management and released under Senior Management's responsibility. The Group Communications department also has authority over and responsibility for all releases by the business units – even those that have their own Communications department – that could potentially affect the Group's image. Most of the Group's business units have a Communications correspondent. These correspondents meet at least once a month with the head of the Group Communications department to share significant information and provide feedback on communication initiatives.

The Group Communications department is also responsible for managing risks to Casino's image and that of its executives. It checks any information published about the Group on all types of media (traditional media, social media, etc.) by implementing monitoring and alert systems and responds in a manner tailored to the situation concerned.

Together with the CSR departments of its retail banners, the Group CSR department maintains a regular watch and open dialogue with all stakeholders, including advocacy NGOs, in order to identify expectations that may be the focus of claims in the short or medium term or attacks from these players in the media. This is designed to enable the Group to promptly take the appropriate remedial action if the claims are deemed to be founded and therefore mitigate the risk. Through its CSR department, the Group responds to different questionnaires received from associations whenever possible, and participates in multi-stakeholder initiatives to build a multi-stakeholder dialogue. These include the Plastics Pact, the Soy Manifesto, and the Sustainable Cocoa Initiative. Lastly, the Group has a whistleblowing mechanism that can be used by third parties in accordance with duty of care legislation, allowing serious risks of human rights violations and environmental damage to be reported.

4.3.2. Financial risks

I. Liquidity risks

Description of the risk	Potential impacts on the Group
Liquidity risk is the risk of a company not having the necessary funds to settle its commitments when they fall due. Casino Group is exposed to liquidity risk owing to borrowings contracted by its French entities, which have maturities through to 2027. The Group's access to sources of financing (particularly negotiable Euro Commercial Paper "NEU CP") may be restricted in an environment of increased volatility (as was the case in May 2019 at the time of the Rallye safeguard plan, leading to a downgrade in the Group's credit rating by S&P and Moody's and to market volatility). Its loan and bond agreements include acceleration clauses, as described below. These clauses include financial covenants, for which non-compliance may lead to a request for cancellation and early repayment of credit from the lenders.	If this risk were to occur, the Group could experience financial difficulties and, in the worst case scenario, its survival could be threatened.

Risk management (control and mitigation)

The Group's liquidity policy is to ensure, to the extent possible, that it always has sufficient liquid assets to settle its liabilities as they fall due, in either normal or impaired market conditions.

The main methods used consist of:

- diversifying financing sources;
- diversifying borrowing currencies;
- maintaining a level of confirmed financing facilities significantly in excess of the Group's liabilities at all times;
- limiting the amount of annual repayments and proactively managing the repayment schedule;
- managing the average maturity of debt.

The liquidity analysis is performed both for the France Retail segment (taking into account the cash pool operated with most French subsidiaries) and for each of the Group's international subsidiaries.

All subsidiaries of the Casino, Guichard-Perrachon holding company scope submit weekly cash reports to the Group and all new financing facilities require prior approval from the Corporate Finance department.

At 31 December 2021, the Group's liquidity position was adequate and comprised:

- confirmed, undrawn lines of credit for a total of €2,216 million (of which €2,051 million for France Retail and e-commerce (excluding GreenYellow) due in more than one year; for this scope, the average maturity of confirmed facilities was extended during the year, from 2.6 years at the end of 2020 to 4.2 years at end-2021);
- gross cash and cash equivalents totalling €2,283 million (of which €562 million available for the France Retail and e-commerce scopes, including GreenYellow);
- a balance of €504 million in two segregated accounts in France that can be used at any time to repay debt, including €145 million placed in a segregated account intended to repay secured debt.

The Group renegotiated all of its credit facilities in November 2019 and signed a new €2.0 billion confirmed credit line maturing in October 2023. In July 2021, the maturity of €1.8 billion under this facility was extended to July 2026 (an amount of €252 million still matures in October 2023). The new line was subscribed by 21 French and international banks.

Risk management (control and mitigation)

At 31 December 2021, the Group also had two bilateral lines that had been drawn in an amount of €130 million and €40 million, and fall due in 2026 and 2023, respectively[1].

During the year, the Group continued to proactively manage its repayment schedule and the maturity of its debt.

It demonstrated its ability to access the capital markets and tap investors by entering the unsecured bond market. The Group issued a new unsecured high-yield bond totalling €525 million, maturing in April 2027.

It also successfully completed the refinancing of its November 2019 secured term loan. The maturity of this term loan was extended to August 2025 and the loan was later increased by €425 million. The Group's total term loan therefore now amounts to €1.425 billion.

These operations enabled the Group to launch two public buyback offers during 2021: the EMTN 2023 issue was reduced by €51.4 million, the EMTN 2024 issue by €53.4 million, the EMTN 2025 issue by €12.5 million and the EMTN 2026 issue by €48 million.

At 31 December 2021, the Group had €308 million in NEU CP commercial paper outstanding versus €179 million at 31 December 2020. Access to the commercial paper market may be restricted in periods of volatility, as was the case following the launch of safeguard proceedings for Rallye in May 2019.

At 31 December 2021, Casino, Guichard-Perrachon was rated B (stable outlook) by Standard and Poor's and B3 (stable outlook) by Moody's, compared to B (negative outlook) and B3 (stable outlook), respectively, at the end of 2020. Scope Ratings initiated a credit review of Casino in January 2022 and assigned a rating of BB- with a stable outlook.

On 26 October 2021, Casino, Guichard-Perrachon was informed by its lead shareholder Rallye that on 2 February the Paris Commercial Court had decided to defer for two years the payment dates under the safeguard plans for Rallye and its subsidiaries Cobivia, HMB and Alpétrol, and for their parent companies, Foncière Euris, Finatis and Euris. The other provisions of the safeguard plans remain unchanged.

The Group has posted collateral and sureties in respect of the €2.05 billion syndicated credit line maturing in 2023 and 2026, the €1.425 billion term loan maturing in 2025 and the high-yield bond maturing in 2024. Excluding these financing arrangements, debt carried by Casino, Guichard-Perrachon and its main subsidiaries (GPA, Sendas, Éxito, Monoprix) is not secured by significant collateral or assets.

Under its €2.05 billion confirmed credit line, Casino is required to comply with two financial covenants, tested quarterly. These covenants are calculated for the France and e-commerce scope as follows:

- secured gross debt divided by EBITDA, which must be 3.50x or less (see details in Note 11.5.4 to the consolidated financial statements);
- EBITDA divided by net finance costs, which must be 2.50x or more.

These covenants were respected at 31 December 2021.

The financing facilities of GPA, Sendas, Éxito, Monoprix and Segisor are also subject to hard covenants. All of the covenants were complied with at 31 December 2021.

An incurrence covenant applies in the event special dividends are paid in addition to ordinary dividends[2], as follows: gross debt/EBITDA (France Retail + E-commerce): <3.5x.

(1) Extended from January 2023 to January 2024 (in February 2022).

(2) 50% of net profit attributable to owners to the parent, with a minimum of €100 million per year from 2021 and an additional 100 million that may be used for one or several distributions during the life of the debt.

Liquidity risk is discussed at length in Note 11.5.4 to the 2021 consolidated financial statements (see Chapter 2 of this Universal Registration Document).

4.3.3. Corporate social responsibility (CSR) risks

I. Food safety

Description of the risk	Potential impacts on the Group
From specifications for its private-label products to store operations, the Group strives to ensure that it sells safe, healthy and fair products. Guaranteeing product traceability and safety and complying with health and safety standards in stores is a major challenge. The sale of products for human consumption exposes the Group to risks such as: ▪ product spoilage due to poor control of the transport and storage processes (break in the cold chain, lack of hygiene, poor management of use-by dates, damage to the integrity of packaging during handling or storage, etc.); ▪ microbiological, chemical or physical contamination (e.g., foreign body) or labelling discrepancies (e.g., allergen not mentioned) on (i) pre-packaged private-label products and (ii) products that are not pre-packaged and are re-handled or processed in stores; ▪ safety or conformity defects in private-label products. The Group's responsibility is also to guarantee the fairness of information provided to the consumer on its private-label items, ensuring that consumers are not deceived by false or inaccurate statements or claims (e.g., adulteration, fraud) and that regulatory requirements are met. A crisis may be caused by a quality, conformity or safety defect in private-label or national-brand products, a failure in recall measures, and/or a lack of traceability or good hygiene practices in warehouses or stores.	▪ Significant impacts on consumer health and safety. ▪ Impact on the functioning of the Quality Control department, with some department staff mobilised to deal with the crisis. ▪ Financial impact owing to the destruction of inventories, stock-outs and compliance costs. ▪ Possibility of complaints or legal action by consumers, authorities or consumer associations. ▪ Impact on the Company in terms of image and reputation through media coverage of the incident or through a media trial, involving the Company's customers, consumers and suppliers, and the authorities. Loss of confidence in the safety and quality of the Group's products could damage its brand, reputation and image and have negative impacts on stakeholder relations, sales, profitability, growth prospects and financial performance.

Risk management (control and mitigation)

The Group Quality department coordinates the actions of the various local Quality departments, which are responsible for guaranteeing the quality of private-label products and ensuring that all products sold are safe for the consumer.

Management of the quality and safety of products in warehouses and stores is based on the application of best logistics and health practices. Warehouses operated by Casino retailers in France are certified to the "IFS Logistic" standard, while hypermarkets and supermarkets under the Casino, Monoprix and Franprix banners in France are inspected once or twice a year in accordance with the Food Store Quality Standard.

Management of the quality and safety of private-label products is based in particular on:

- regular audits of production plants, either to an international standard (IFS) or, where applicable, to the Group's own internal standard;
- specifications shared with suppliers for each product and its packaging. Packaging and labelling are regularly updated in line with regulatory developments, the adjustment of ingredients in line with societal expectations or in connection with the application of France's National Pact on Plastics which Casino Group has signed;
- microbiological and physical/chemical product quality controls conducted throughout the year.

Withdrawals or recalls of defective or non-conforming products are formally documented and regularly updated, in line with regulatory developments or operational changes. In order to set up an efficient warning system and take proportionate action, a system has been deployed within AMC to assess the seriousness of each situation leading to the withdrawals/recalls.

Crisis management exercises are also regularly organised to test the robustness of procedures and provide ongoing training to internal stakeholders. In 2021, an expert consultancy was hired to analyse the current organisation, develop this procedure and deploy a new form of crisis management known as "restricted crisis unit" (or "level 1").

For additional information, see Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS).

II. Climate change

Description of the risk	Potential impacts on the Group
Owing to its geographical footprint, Casino Group is exposed to significant country risks related to climate change. These involve a broad range of risks, since current climate-related disruptions can have impacts at several different levels, for example: ▪ on the Group's businesses, due to the increase in extreme weather events such as extreme rainfall in France, which resulted in the Seine river reaching a 100-year high in Paris, a mix of drought and torrential rain in Brazil, and floods, storms, landslides and earthquakes in Colombia; ▪ on Group products sold by stores, due to significant, fast-paced changes in customers' purchasing behaviour; ▪ on the supply chain, due to the potential scarcity of raw materials; ▪ on access to financing, in the event of a failure to meet target greenhouse gas reduction goals under the Paris Agreement; ▪ on the Group's image and reputation among its customers and stakeholders, who expect companies to actively fight against climate change.	Natural disasters could affect the continuity of the Group's business, or its assets, customers and employees, with potential consequences for its operations and financial position. An increase in the occurrence of such extreme events would have not only direct consequences for the Group's operations (business interruption/supply chain difficulties), but also an indirect impact through higher raw material prices, energy prices and insurance premiums, a drop in sales of seasonal products and changes in consumer habits.

Risk management (control and mitigation)

Policies and action plans are in place to help reduce greenhouse gases, and thereby mitigate the impacts of climate change.

The Group is contributing to the effort to limit global warming by deploying a low-carbon strategy that is aligned with international objectives for the reduction of greenhouse gas emissions. In this respect, Casino has committed to reducing its Scope 1 and 2 greenhouse gas emissions by 18% by 2025 compared with 2015, and its Scope 3 emissions by 10% between 2018 and 2025. These commitments have been validated by the Science Based Targets Initiative and are consistent with the Paris Agreement objectives intended to keep the increase in global surface temperature below 2°C. In 2021, Casino stepped up its commitment, targeting a 38% reduction in its Scope 1 and 2 greenhouse gas emissions by 2030 compared with 2015.

This concerns all the main sources of greenhouse gas emissions generated by the Group's business activities. Each of the Group's business units defines action plans to reduce their energy and refrigerant-related emissions, as well as their transport-related emissions. The Group draws up action plans and implements measures to mitigate the impacts of these risks. For example, on the issue of refrigerant leakage, cooling equipment carrying refrigerant with a significant adverse impact on global warming is gradually being replaced. Regular maintenance operations are also performed to limit leakage. In terms of goods transport, the Group endeavours to minimise road transport in favour of greener modes of transport such as by river or electrically powered vehicles in the France scope. The Group has developed a line of plant protein-based products, local products and "scoop and weigh" solutions, thereby anticipating the expectations of consumers looking to purchase products with a low environmental footprint. The Group also organises a Carbon Forum designed to encourage its main suppliers to reduce the greenhouse gas emissions of products sold in the Group's stores.

In the event of extreme weather events, the business units all have their own business continuity plans.

The Group's policy of improving coverage of these risks was pursued during the year. Natural disaster cover represents €250 million in France, while flood insurance cover is limited to €100 million. Internationally, natural disaster cover is between €80 million and €100 million, depending on the country; earthquake cover in Colombia is for up to €190 million.

Casino Group supports the TCFD's recommendations on governance, strategy, risk management, and metrics and targets (see Chapter 3 Corporate Social Responsibility (CSR), section 3.5.4 "Casino Group, actively committed to protecting the environment and climate"). The Group became a "TCFD supporter" in February 2021.

For additional information, see Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS).

4.3.4. Legal and regulatory risks

I. Legal and regulatory compliance risks

Description of the risk	Potential impacts on the Group
Due to the nature of its businesses and its international reach, the Group is subject to a wide variety of local laws and regulations, including labour, competition, retail and consumption, planning, personal data protection, and health and environmental laws. The Group considers that the **anti-corruption provisions of France's Sapin II Act** and the **European General Data Protection Regulation (GDPR)** give rise to the greatest legal and regulatory risks, because they have only recently been adopted and because their impact in terms of penalties and reputational damage could be significant. The Group receives and manages certain personal financial information concerning its customers and employees. It uses independent service providers to process payments made by customers via bank or credit cards. Its online operations are based on the secure transfer of confidential information via public networks, including electronic payments. Data protection is also a key priority for the Group, and concerns both customers and the Group's employees. Both in France and abroad, the Group is subject to all laws and regulations governing the operation of establishments open to the public, notably health and safety regulations and product compliance and safety regulations, and of regulated facilities (service stations).	Despite measures taken to comply with the regulations applicable to its business activities, the Group cannot guarantee that all risks will be eliminated, due in particular to the ever more stringent regulatory environment, greater supervisory tools and the associated penalties. The materialisation of such a risk could negatively impact the Group's business activities, results or reputation.

Risk management (control and mitigation)

- The Group Legal department's role is to ensure that the Group's operations comply with the applicable laws and regulations. The heads of business units and their representatives are responsible for ensuring compliance with the applicable laws in their host country. The Group Risk Management and Compliance department, in liaison with the Group Legal department and the relevant business unit departments, is responsible for identifying risks related to laws and regulations and for ensuring that the associated controls are properly applied.
- Measures have been taken since 2016 to raise awareness of the European General Data Protection Regulation as well as other legislation arising from it. A Data Committee was set up to monitor the "Personal Data Protection" compliance actions carried out by the banners, to arbitrate between different banner positions on compliance matters, and to discuss and anticipate the operational challenges arising from regulatory changes.
- A Group Ethics Committee was set up in 2016, while a Steering Committee responsible for monitoring the implementation of Sapin II Act requirements was set up in January 2017. Several new departments or positions (ethics officers, Risks and Compliance department) were also created and tasked with drawing up and implementing the necessary procedures and ensuring the Group's compliance with the provisions of the new law.

More detailed information on the action taken by the Group to prevent bribery and corruption can be found in section 3.4 "Ethics and compliance" of Chapter 3 Corporate Social Responsibility (CSR) and Non-Financial Statement (NFS).

4.4. INSURANCE – RISK COVER

Overview of the insurance policy

Risks are insured under master policies – whenever this is allowed under local regulations and does not pose any operational problems – in order to ensure consistent levels of cover and benefit from economies of scale by pooling risks.

The Insurance department, which reports to the Group Finance department, is notably responsible for:

- contributing to the risk culture;
- helping to identify and analyse operational risks and transferring them to the insurance market;
- defining and coordinating French and international life and non-life insurance programmes;
- managing and controlling the captive reinsurance company;
- managing and overseeing claim processes;
- contributing to the crisis management process; and
- supporting the distribution of insurance products (affinity products, franchisee insurance).

To help the department to fulfil these responsibilities, the Group uses the services of international brokers, engineering and consulting firms. The programmes are purchased from leading insurance companies with a satisfactory financial strength rating that are specialised in insuring major risks. The Group has purchased several international insurance programmes. Where permitted under local laws and regulations, risks are insured directly under the master policies. Alternatively, the master policies may increase or extend the limits or conditions of cover available under policies purchased locally.

Assessment of insurance cover and related costs

Self-insurance

To manage and control its insurance costs, in 2021 the Group continued its policy of self-insuring small, high-frequency claims, corresponding mainly to civil liability and property damage claims.

In addition to the partial self-insurance represented by deductibles, the Group's policy is to reinsure part of its property damage risks and, as from 2021, part of its consequential damage risks, through its captive reinsurance company in Luxembourg. In 2021, the reinsurance captive's commitments continued to be capped at €12 million per year under the property damage policy, while its commitments under the consequential damages – pecuniary losses policy were set at €10 million.

This strategy helps to strengthen the Group's control over risks and the management of claims, while also keeping premiums as low as possible.

Summary of insurance cover

The Group pursued its policy of rationalising its insurance programmes covering all French and international subsidiaries.

These insurance programmes were reviewed in July 2021. They may be changed at any time to account for changing risks and developments in the activities to be insured, changes in claims experience, or changes in insurance provider decided by the Group, in particular to account for insurance market capacity, available cover and rates.

Property damage and business interruption insurance programme (including natural disaster and political violence cover)

The aim of this programme is to protect the Group's assets. It covers fire, flood, explosion, natural disasters, terrorism and political violence, subsidence, electrical damage, business interruption and tenant risks.

In 2021, the Group's property damage and business interruption cover was renewed, with an insured amount of €250 million per claim and per year. Two new property damage and business interruption policies were taken out in Brazil, providing for cover of up to BRL 400 million, respectively for Sendas and CBD. These policies only insure risks relating to banners in Brazil. The Group's property damage and business interruption policy kicks in when the maximum cover offered by these local policies has been reached.

- Natural disaster cover also represents €250 million in France, while flood insurance cover is limited to €100 million. Internationally, natural disaster cover is between €80 million and €100 million, depending on the country; earthquake cover in Colombia is for up to €190 million.

- Annual insurance cover for the risks of strikes, riots and civil unrest is respectively €220 million in France, €100 million in Colombia and €166 million in Brazil.
- Annual cover for the risk of terrorism represents €100 million, regardless of the country.

Civil liability insurance programme

This programme covers the Group for all losses that might be incurred due to bodily injury, damage to property or consequential loss suffered by third parties that may be caused by the Group's fault, error, omission or negligence in the performance of a service and/or its business operations. General liability cover is capped at €75 million per claim and per year, with the same limits applicable to professional liability cover.

Other insurance programmes (mandatory and discretionary)

Additional or separate insurance programmes may be purchased due to the specific nature of certain activities or risks. These programmes are purchased on an international basis or locally in liaison with the subsidiaries, either because they need to be managed locally or for regulatory or cost reasons.

These insurance programmes mainly concern the following policies:

- health and death/disability insurance in France;
- general liability insurance;
- environmental liability insurance;
- building manager and/or property portfolio manager professional liability insurance;
- fleet insurance;
- construction insurance: structural damage/non-builder developer/comprehensive site insurance, etc.;
- transported goods insurance;
- corporate officers' liability insurance;
- cybercrime insurance;
- fidelity insurance.

The Group believes that the guarantees and insured amounts under these master insurance policies correspond to those generally purchased by companies of a similar size operating in the same industry. When permitted by law, the Group will pursue its policy of purchasing worldwide master insurance policies in order to improve and/or increase the levels of cover or the management of risks in areas where this is necessary, while controlling the associated costs.

4.5. SAFEGUARD PROCEEDINGS AT THE GROUP'S PARENT COMPANIES – POTENTIAL CONFLICTS OF INTEREST BETWEEN THE GROUP'S LEAD SHAREHOLDER AND OTHER INVESTORS

On 23 May 2019, the Paris Commercial Court opened safeguard proceedings with respect to Rallye – which held 52.31% of the Company's share capital[1] and 62.04% of its voting rights at 31 December 2021 – and its parent companies Foncière Euris, Finatis and Euris. Safeguard proceedings are designed to protect companies facing unresolvable difficulties but which are not insolvent, by giving them sufficient time to restructure their debt and secure their long-term operations. As a result of the proceedings, the financial liabilities of these companies have been frozen.

In a decision handed down on 28 February 2020, the Paris Commercial Court approved the safeguard plan for Rallye and its subsidiaries, as well as for their parent companies, Foncière Euris, Finatis and Euris, and organised for their debt to be repaid over a ten-year period up to February 2030. On 26 October 2021, as part of the exceptional government measures implemented due to Covid-19, the Paris Commercial Court decided to defer by two years the payment dates under the safeguard plan for Rallye, Foncière Euris, Finatis and Euris and to extend the duration of these plans.

Casino Group, which is not concerned by these proceedings, took note of the Court's decisions, which require the companies subject to the safeguard plan to comply with specified financial commitments as from 2025. The Company confirmed the continuation of the implementation of its strategic plan: emphasising the unique positioning of the Group on buoyant formats (premium, convenience and e-commerce) and geographies; accelerating fast-growing business lines (energy and data); in financial terms, with priority given to debt reduction and recurring cash flow generation.

It should be noted that the only decisions taken to date by Casino Group concerning its asset disposal plan and its dividend policy have already been communicated.

All of the Company's decisions, particularly concerning disposals or dividend payouts, are taken in light of the Group's financial position and the interests of the Company, and in compliance with its loan and bond agreements.

(1) *Including 11.74% placed in trust by way of security in favour of Fimalac (8.70% of voting rights).*

4.5.1. Potential conflicts of interest

In light of these proceedings and the implementation of the safeguard plans, conflicts of interest could arise. For example, the controlling shareholder could recommend that the Company increase its debt or sell certain items of property, plant and equipment, which could in turn increase the Company's debt servicing obligations or reduce the Group's ability to generate net sales, or lead to the payment of dividends, at the expense of the Group's financial position.

The perception that the various stakeholders may have of the safeguard proceedings could reduce the value of Casino, or make creditors reluctant to lend at market terms or to lend outright. Suppliers could also introduce stricter payment conditions and credit insurers could reduce or suspend their cover for the Group's suppliers. However, no such action has been identified to date.

If the safeguard plan is not implemented, this could lead to court-ordered administration proceedings for Rallye, which could in turn result in the loss of control of the Company by Rallye or its holding companies. The Company has pointed out that a loss of control would have no legal impact on Casino's debt and would not constitute an event of default under Casino's bank financing or bond documentation. For more information, see Note 11 to the consolidated financial statements.

4.5.2. Governance measures implemented by the Company

At its meeting on 13 June 2019, the Board of Directors decided to follow the recommendation of the Governance and Social Responsibility Committee by setting up a specific governance framework in response to the initiation of safeguard proceedings at the level of the Group's parent companies. The Governance and Social Responsibility Committee was given responsibility for dealing with issues arising from the safeguard proceedings, including:

- exchanging information with Rallye and the Group's other parent companies concerning the preparation, negotiation and implementation of the parent companies' safeguard plans;
- assessing the consistency of the safeguard plans prepared by the holding companies with Casino's strategic objectives, as determined by the Board of Directors;
- reviewing any Board decisions related to the implementation of the safeguard plans or that could potentially be affected by the safeguard proceedings applicable to the parent companies (for example, implementation of the current disposal plan and possible adjustments thereto, any decision to pay a dividend, or the assessment of any related-party agreements with companies concerned by the safeguard proceedings).

This framework aims to ensure that the governance mechanisms in place at Casino are appropriate and notably that the Board of Directors is in a position to (i) continue to provide its members with full and accurate information, (ii) make impartial and objective decisions, with a view to protecting Casino's corporate interest, and (iii) identify and contain potential conflicts of interest within the Board. This specific framework remains in force in connection with the implementation of the safeguard plans.

For further information on the composition and structure of the Board and the Company's governance structure, please refer to Chapter 5, sections 5.2, 5.3 and 5.5.5 of this Registration Document.

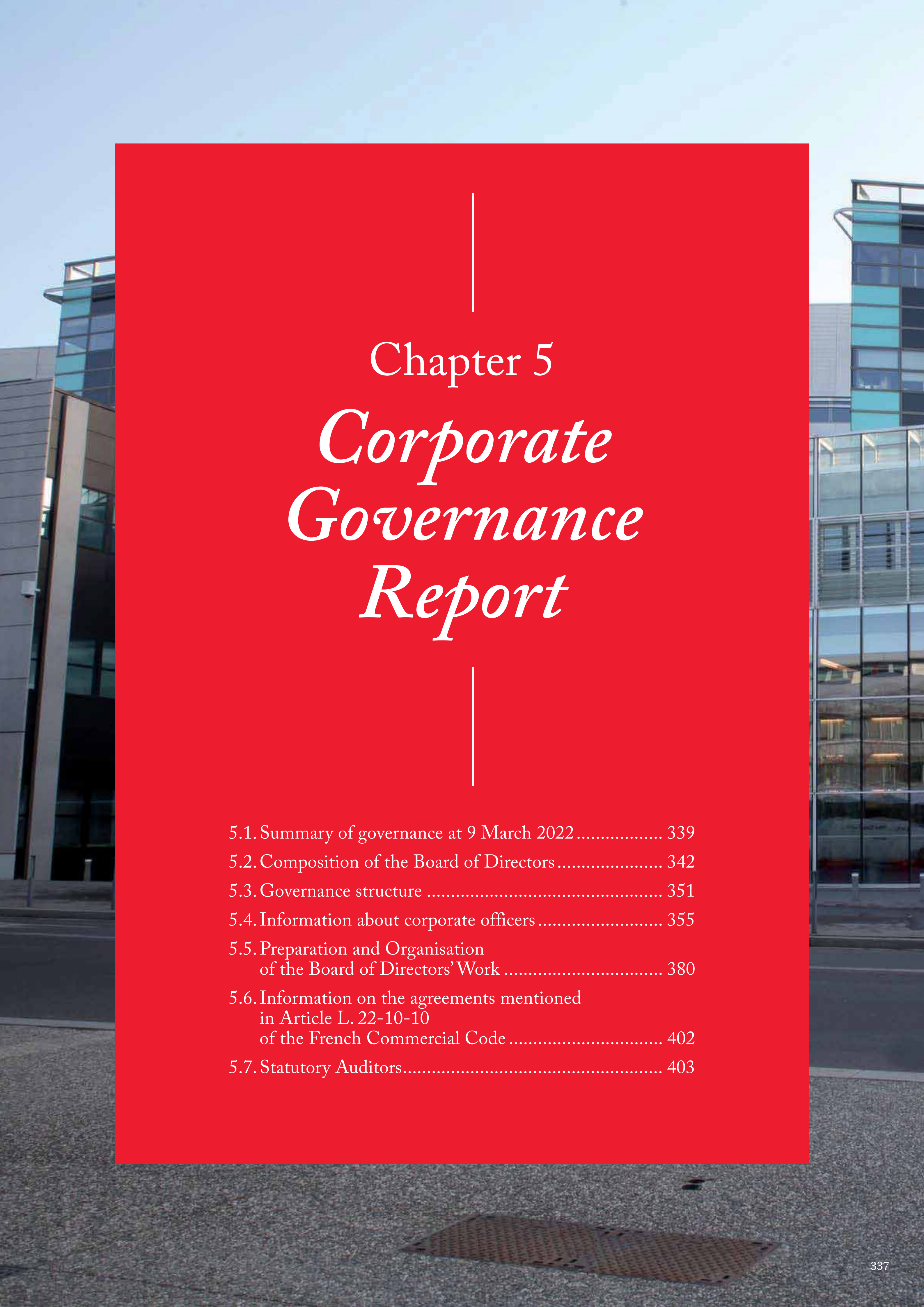
4.6. SPECULATIVE ATTACKS ON THE SHARE PRICE

In late 2015, Casino applied to the AMF, France's securities regulator, as regards the dissemination of false or misleading information by Muddy Waters Capital, preceded by short sales that led to a sudden, very steep fall in the share price. This led to an investigation by the AMF and two letters of observation (see page 285 of the 2020 Universal Registration Document). In 2018, Casino and Rallye once again applied to the AMF concerning new speculative attacks, resulting in short selling on an unprecedented scale, massive borrowings of Casino securities and misinformation campaigns, all with the aim of artificially reducing share prices and destabilising the Group's companies and their employees and shareholders.

As such, they filed a criminal complaint in October 2018 with the Public Prosecutor for price manipulation, in addition to a complaint for false allegations in November 2018.

As the speculative attacks on the share price of Casino and Rallye continued, Casino's share price fell sharply in April and May 2019. Given the additional Casino share collateral that had to be obtained for credit lines, and given the associated risks, Rallye and its parent companies were forced to file for safeguard proceedings with the Paris commercial court on 21 May 2019.

To the best of the Company's knowledge, the investigations opened by both the AMF and the Financial Prosecutor in autumn 2018 are still in progress.



Chapter 5

Corporate Governance Report

The Board of Directors' report on corporate governance ("Corporate Governance Report"), prepared pursuant to Article L. 225-37, last paragraph, of the French Commercial Code (*Code de commerce*), was reviewed and approved by the Board of Directors at its meeting of 9 March 2022.

The section of this Report on the composition of the Board of Directors, the diversity policy applicable to its members, the offices and positions held in any other company by each corporate officer during the financial year, the conditions applicable to the preparation and organisation of the Board's work, the choices for the way in which senior management authority is exercised, the limits that the Board of Directors has imposed on the powers of the Chairman and Chief Executive Officer, the corporate governance code to which the Company adheres, and the agreements described in Article L. 22-10-10 of the French Commercial Code is set forth in this chapter (Chapter 5).

Chapter 6 contains the section of this Report presenting the compensation and benefits of any kind granted to the corporate officers, as well as the components of compensation paid or granted to the executive corporate officer and the other corporate officers during or in respect of 2021 in consideration of their position pursuant to Article L. 22-10-9 of the French Commercial Code, and the compensation policy for the corporate officers pursuant to Article L. 22-10-8 of the French Commercial Code, which are respectively subject to votes at the Annual General Meeting.

The provisions of the Articles of Association relating to shareholder participation at shareholders' meetings and the information that could have an impact in the event of a public tender offer, pursuant to Article L. 22-10-11 of the French Commercial Code, are set forth in Chapter 8, on pages 448 and 450, respectively. The table showing outstanding delegations of authority granted at the Annual General Meeting with respect to capital increases is presented in Chapter 7, pages 431 and 432. For further information on the content of the Corporate Governance Report, please refer to the cross-reference table on page 469 of this Universal Registration Document.

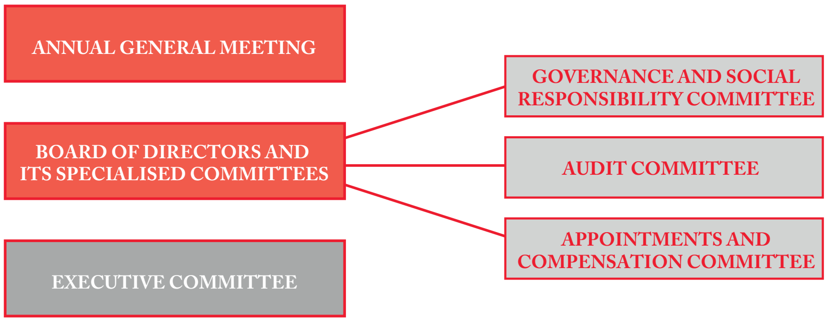
The Corporate Governance Report was prepared by the Secretary of the Board with input from Senior Management and the Group's Legal department. This Report was prepared on the basis of applicable laws and regulations, the Afep-Medef Code revised in January 2020, the recommendations contained in the Code's guidelines, the 2021 Activity Report of the High Committee on Corporate Governance (*Haut Comité de Gouvernement d'Entreprise*), the recommendations of the French financial markets regulatory authority (*Autorité des Marchés Financiers* – AMF) and its 2021 report on corporate governance and managers' compensation, and the recommendations of shareholders, voting consultants and non-financial rating agencies.

A draft of the Report was submitted to the Governance and Social Responsibility Committee and the Appointments and Compensation Committee on matters in their respective scopes of responsibility at their meetings prior to the review and approval by the Board of Directors.

The Statutory Auditors have stated in their report on the statutory financial statements (see Chapter 2, pages 157 to 161) that said Report contains the information required of the report on corporate governance by Articles L. 225-37-4, L. 22-10-9 and L. 22-10-10 of the French Commercial Code, that they attest to the accuracy and the fairness of the information provided pursuant to the provisions of Article L. 22-10-9 relating to compensation and benefits received by the corporate officers and any other commitments made in their favour, and that they have no comments on the information relating to matters that could have an impact in the event of a takeover bid or exchange offer.

5.1. SUMMARY OF GOVERNANCE AT 9 MARCH 2022

Governance structure

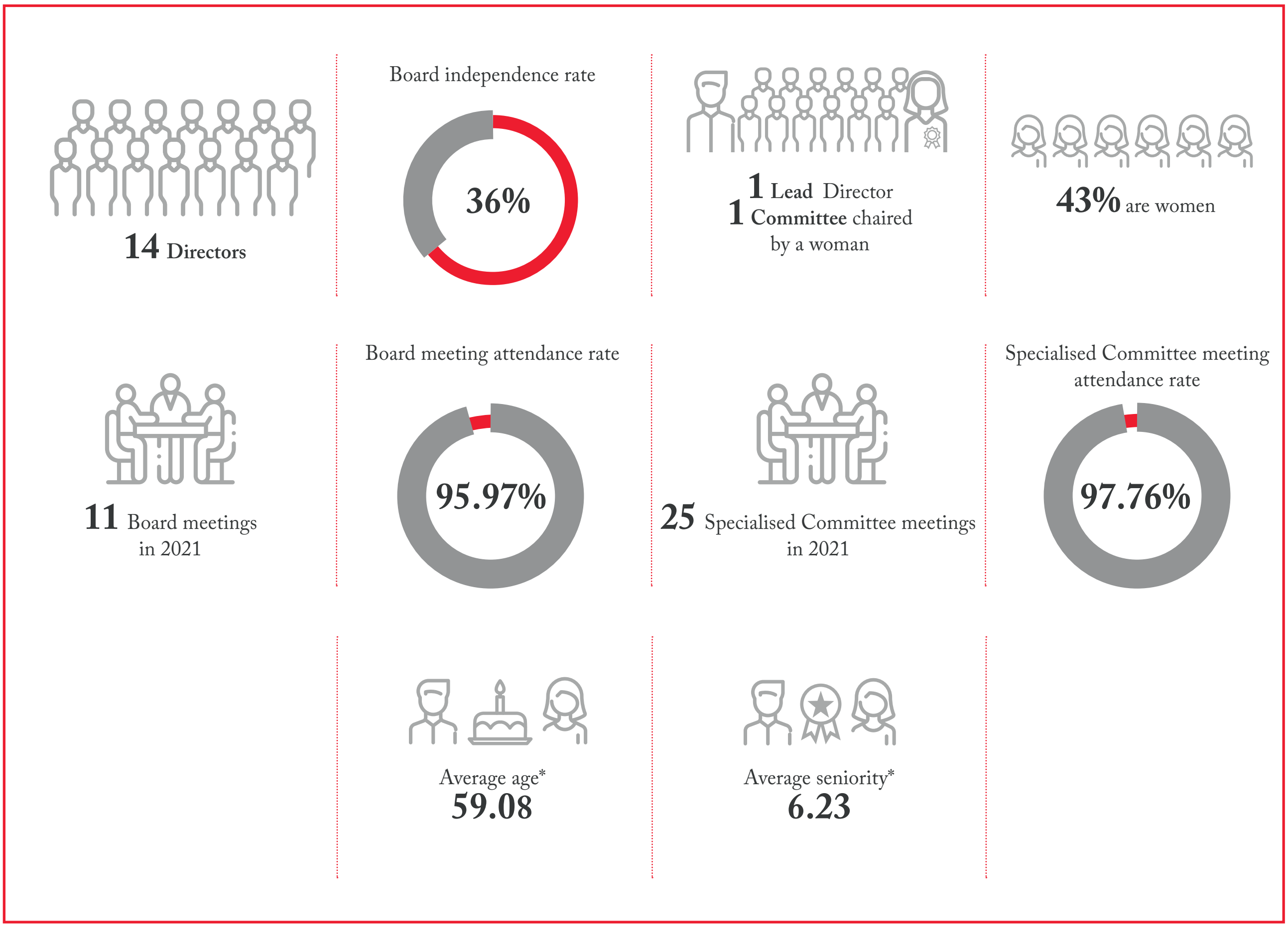


Casino, Guichard-Perrachon ("Casino" or the "Company") is controlled by Jean-Charles Naouri (see the ownership structure presented on page 433 of the Universal Registration Document).

The Board of Directors is chaired by Jean-Charles Naouri, who is also the Chief Executive Officer. It has a balanced structure and undertakes to meet best corporate governance practices, alongside its three Committees:

- It helps to define and oversee the implementation of Casino Group's sustainable growth strategy in the interests of the Company and its stakeholders.
- It regularly reviews its operation.
- It has appropriate procedures in place to identify, prevent and manage potential conflicts of interest.

Governance in 10 figures



* *In years - Averages calculated excluding the Chairman and Chief Executive Officer.*

Diversity of the Board of Directors

14 members
6 women

5 Independent Directors
Thierry Billot – Lead Director
Nathalie Andrieux
Maud Bailly
Béatrice Dumurgier
Christiane Féral-Schuhl

6 Directors representing the controlling shareholder
Jean-Charles Naouri – Chairman and Chief Executive Officer
Josseline de Clausade – Representative of Carpinienne de Participations
Franck-Philippe Georgin – Representative of Matignon Diderot
Didier Lévêque – Representative of Finatis
Odile Muracciole – Representative of Euris
Michel Savart – Representative of Foncière Euris

3 Non-Independent Directors
Thomas Piquemal – Representative of Fimalac
David de Rothschild
Frédéric Saint-Geours

The Board of Directors has defined its diversity policy and regularly reviews the composition of its membership.

Composition of the Executive Committee at 31 March 2022

13 members
4 women

Jean-Charles Naouri
Chairman and Chief Executive Officer

Diane Coliche
Executive Director of Monoprix

Hervé Daudin
Executive Director, Merchandise and Chairman of Achats Merchandises Casino

Franck-Philippe Georgin
General Secretary, Executive Committee Secretary

Carlos Mario Giraldo Moreno
Chief Executive Officer of Grupo Éxito Colombia

Emmanuel Grenier
Chairman and Chief Executive Officer of Cdiscount and Chief Executive Officer of Cnova NV

Cécile Guillou
Executive Director of Franprix

Julien Lagubeau
Chief Operating Officer

Karine Lenglart
Corporate Development and Holdings Director

David Lubek
Chief Financial Officer

Jean-Paul Mochet
Chairman of Monoprix and Chief Executive Officer of Franprix

Tina Schuler
Chief Executive Officer of Casino Supermarchés, Géant Casino and Casino Proximités

Guillaume Sénéclauze
Group Omnichannel Director

Reference code

The Board of Directors refers to the Afep-Medef Corporate Governance Code for Listed Companies (hereinafter the "Afep-Medef Code"), in particular when drafting the Corporate Governance Report including disclosures on the compensation of corporate officers (Chapters 5 and 6).

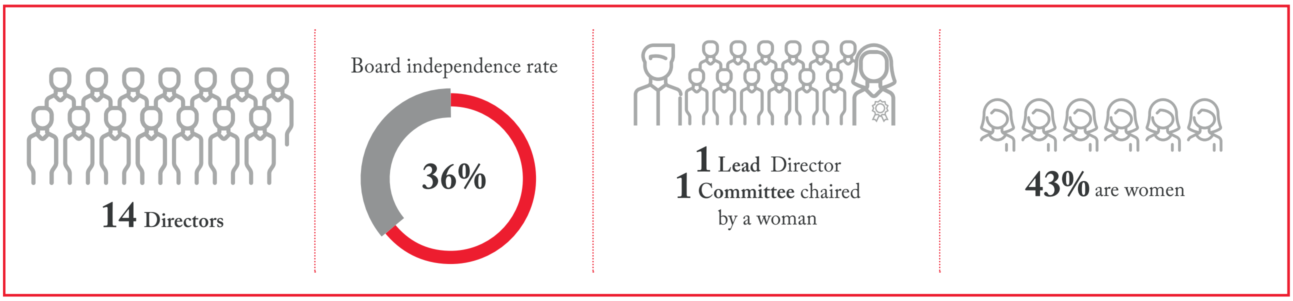
The Afep-Medef Code, revised in January 2020, is available on the Company's website (www.groupe-casino.fr/en), on the Medef website (www.medef.com) and on the Afep website (www.afep.com).

As part of its corporate governance process, the Board relies on the work of a Governance and Social Responsibility Committee. In order to protect minority shareholders of the Group's different subsidiaries and parent companies, the Board of Directors decided in 2015 to introduce a procedure for the review of agreements entered into by Casino related parties, subsidiaries and parent companies, by the Audit Committee. In June 2019, it also tasked the Governance and Social Responsibility Committee with a specific temporary assignment in connection with the safeguard proceedings initiated on 23 May 2019 at the Company's parent companies (Rallye, Foncière Euris, Finatis and Euris). The initiatives and tasks assigned in this respect to such Committees reflect the determination of the Board of Directors and Senior Management to ensure best corporate governance practices.

The Company's situation in relation to each of the recommendations of the Afep-Medef Code is presented in section 5.5.6.

5.2. COMPOSITION OF THE BOARD OF DIRECTORS

5.2.1. Composition of the Board of Directors at 9 March 2022



At 9 March 2022, the Board of Directors comprised 14 Directors, elected by the Annual General Meeting. The functions of Chairman of the Board of Directors and of Chief Executive Officer are combined and Jean-Charles Naouri, the Chairman and Chief Executive Officer, is the only Director who performs executive duties.

Directors are elected for a three-year term, and memberships to the Board of Directors are renewed in part each year. The Company's Articles of Association impose a legal age limit according to which no more than one-third of the Directors may be aged over 70.

At 9 March 2022, the members of the Board of Directors were as follows:

	Age/ Gender	Nationality	No. of shares	No. of directorships of listed companies[2]	Independence	First term of office	Term expires	Years on the Board	Participation in Committees: Audit	Governance and Social Responsibility	Appointments and Compensation Committee
Executive Corporate Officer											
Jean-Charles Naouri[1] Chairman and Chief Executive Officer	73/M		376[3]			2003	2022	19			
Directors											
Nathalie Andrieux	56/W		865		☑	2015	2024	7		M	C
Maud Bailly	43/W		503		☑	2021	2024	1			M
Thierry Billot	67/M		856	1	☑	2021	2024	1	M	C	
Josseline de Clausade[1] representing Carpinienne de Participations	68/W		432			2020	2023	2			
Béatrice Dumurgier	48/W		650	1	☑	2021	2024	1	M		
Christiane Féral-Schuhl	64/W		1,000		☑	2017	2023	5		M	
Franck-Philippe Georgin[1] representing Matignon Diderot	40/M		1,905			2022	2022	0			
Didier Lévêque[1] Representing Finatis	60/M		275			2008	2022	14			
Odile Muracciole[1] Representing Euris	61/W		365			2020	2023	2			
Thomas Piquemal representing Fimalac	52/M		2,500			2020	2023	2			
David de Rothschild	79/M		400			2003	2023	19			M
Frédéric Saint-Geours	71/M		780			2006	2023	16	C	M	
Michel Savart[1] Representing Foncière Euris	59/M		22,158			2011	2023	11			

(1) Representing the controlling shareholder. *C: Chairman. /M: Member.*

(2) Excluding Casino/Euris (Euris and its subsidiaries, and Casino, Guichard-Perrachon and its subsidiaries).

(3) The Chairman and Chief Executive Officer also exercises majority control over the Company through Euris (see Chapter 7, "Controlling shareholder").

Pursuant to the Board's Internal Rules, in addition to the shareholding requirement specified in the Company's Articles of Association, each Director elected at the Annual General Meeting is required to own registered shares equivalent to at least one year's basic individual compensation payable to him or her as a Director.

5.2.2. Board diversity policy

The Board of Directors aims to apply the principles laid down in the Afep-Medef Code with respect to its members. Assisted by its Governance and Social Responsibility Committee and its Appointments and Compensation Committee (ACC), it periodically reviews its size, structure and membership, and performs a similar review of its Committees. New candidates and re-appointments, which are submitted for approval at shareholders' meetings, take into account the findings of the review of the Board's practices and procedures and are the subject of recommendations by the Appointments and Compensation Committee. From June 2017 to 17 June 2020, employees were represented on the Company's Board of Directors. However, following a change in French law (see the discussion below of the changes resulting from Law No. 2019-486 of 22 May 2019 on corporate growth and transformation – the "Pacte Law"), since 17 June 2020 employee representation has been organised at the level of the Board of Directors of the parent company, Rallye.

Diverse and complementary skills and expertise

The size of the Board is deemed appropriate. The Board pursues the objectives of maintaining the diversity and complementarity of technical skills and experience among its members, gender balance, and a proportion of Independent Directors greater than the one-third threshold recommended by the Afep-Medef Code for companies having a controlling shareholder, which is the case with the Company.

Directors are proposed for election or re-election to maintain or achieve such balance and ensure expertise consistent with the Group's business growth and transformation strategy (food retail in France and Latin America, food and non-food e-commerce and related services, commercial real property, CSR improvement programmes, multi-channel strategy and digital innovation) and the technical tasks given to the Board's Committees. Other important factors are their willingness to be part of the Group's growth, their commitment to the Group's ethical standards and social responsibility programme, in addition to their availability in light of the frequency of Board and Committee meetings. An effort is also made to reflect the Group's diverse geographic footprint and to increase the number of Board members with a background in retail.

No objective is set in terms of age, except for compliance with the statutory age limit for holding office as a Director. The Board gives priority to ensuring that its members have a wealth of experience and complementary expertise.

Appointment procedures

New external candidates are proposed by independent consulting firms based on the criteria, profiles and areas of expertise specified by the Board and its Committees, and are selected based on interviews by the Appointments and Compensation Committee. Depending on the target profile, the Chair of the Committee concerned is also involved in the selection procedure and meets the candidates.

The Lead Director and the Chairman and Chief Executive Officer also participate in the selection process.

When a new Independent Director is proposed for election, the Appointments and Compensation Committee ensures that the candidate fulfils all the independence criteria in the Afep-Medef Code.

The election and re-election of candidates proposed at shareholders' meetings, as well as changes in the Committees, reflect the implementation of this policy (see sections 5.2.3 and 5.2.6 below).

The Board's skills matrix is presented in section 5.2.5 below.

Changes in 2020 to employee representation on the Board of Directors

From 2017, the Company organised employee representation on its Board of Directors in accordance with the procedure applicable at that date under Articles L. 22-10-7 (formerly L. 225-27-1) *et seq.* of the French Commercial Code. Gilbert Delahaye was designated in 2017 by the Group's most representative union to sit on the Board of Directors for a three-year term which expired at the close of the Annual General Meeting on 17 June 2020. He is also a member of the Appointments and Compensation Committee.

The Board of Directors has noted that the amendments made to Articles L. 22-10-7 (formerly L. 225-27-1) *et seq.* of the French Commercial Code pursuant to French law No. 2019-486 of 22 May 2019 on corporate growth and transformation (the "Pacte Law") mean that Rallye (the parent company) is now subject to the mandatory procedure on employee representation applicable under said Articles without exception and that its subsidiary Casino, Guichard-Perrachon is therefore no longer subject to said procedure on the basis that employee representation is now organised at the level of its parent company Rallye. Employees have been represented on the Board of Directors of Rallye since its 2020 Annual General Meeting.

5.2.3. Changes to the composition of the Board in 2021

Annual General Meeting of 12 May 2021	Expired term	Renewed term	Elections
	Nathalie Andrieux(1) Catherine Lucet(1) Laure Hauseux(1) Gilles Pinoncély (Non-Voting Director) Gérald de Roquemaurel (Non-Voting Director)	Nathalie Andrieux(1)	Maud Bailly(1) Thierry Billot(1) Béatrice Dumurgier(1)

(1) Independent member.

Election of three new Independent Directors at the Annual General Meeting of 12 May 2021

The Annual General Meeting of 12 May 2021 re-elected one woman Director whose term had expired and elected three new Independent Directors – Maud Bailly, Béatrice Dumurgier and Thierry Billot – for a period of three years.

The three new candidates for election as Independent Directors were selected in line with the Board's diversity policy. The Board considered that their election would enrich and strengthen its expertise in the areas of products, customer care and digital technology, reflecting the focus of the Group's transformation strategy, while also increasing the number of members with a European and international background.

Their membership has thus also deepened and widened the Board's range of complementary skills and profiles adapted to the Company's different businesses and the goals and challenges of its growth and transformation strategy. In addition, the Board obtained assurance that Thierry Billot, Maud Bailly and Béatrice Dumurgier met all of the independence criteria laid down in the Afep-Medef Code, that they were not exposed to any conflicts of interest (see section 5.2.5 "Independent Directors", below) and that they had enough time to fulfil their duties.

The Board's skills matrix is presented in section 5.2.5 below.

Including the three new Independent Directors, as of the end of the 2021 Annual General Meeting, the Board of Directors had 14 members and the independence rate was 36% (higher than the one-third threshold recommended by the Afep-Medef Code for controlled companies). The proportion of women on the Board is consistent with gender balance provisions, with women representing 43% of Board members (6/14). The Board includes one member who has dual nationality.

28 July 2021	Resignation	Appointment
	Saris (Josseline de Clausade)	Société Carpinienne de Participations (Josseline de Clausade)

At its meeting on 28 July 2021, the Board of Directors (i) noted the resignation from the Board of Saris, the company representing the controlling shareholder that was due to be dissolved following the transfer of its net assets to its sole shareholder, Finatis, and (ii) appointed Carpinienne de Participations (98.7%-owned by Finatis) to represent the controlling shareholder for the remainder of Saris' term expiring at the close of the Annual General Meeting to be called in 2023 to approve the financial statements for the year ending 31 December 2022. As Carpinienne de Participations is represented by Josseline de Clausade, who previously represented Saris, these changes had no impact on the structure of the Board.

APPOINTMENT OF A NEW LEAD DIRECTOR AND CHANGES IN THE COMPOSITION OF COMMITTEES OF THE BOARD IN 2021

Following the 2021 Annual General Meeting, the composition of the Committees was modified to take into account the experience and skills of the Board's newly elected members and comply with the Afep-Medef Code's recommendations concerning the representation of Independent Directors and the balanced representation of men and women on the Committees.

The Board of Directors unanimously appointed Thierry Billot, Independent Director, Chairman of the Governance and Social Responsibility Committee and member of the Audit Committee, as Lead Director for a period corresponding to his term as Director.

	Audit Committee	Governance and Social Responsibility Committee	Appointments and Compensation Committee
Before the Annual General Meeting of 12 May 2021	Frédéric Saint-Geours (Chairman) Laure Hauseux[(1)] Catherine Lucet[(1)]	Catherine Lucet[(1)] (Chair and Lead Director) Nathalie Andrieux[(1)] Christiane Féral-Schuhl[(1)] Frédéric Saint-Geours	Nathalie Andrieux[(1)] (Chair) Laure Hauseux[(1)] David de Rothschild

(1) Independent member.

	Audit Committee	Governance and Social Responsibility Committee	Appointments and Compensation Committee
After the Annual General Meeting of 12 May 2021	Frédéric Saint-Geours (Chairman) Thierry Billot[(1)] Béatrice Dumurgier[(1)]	Thierry Billot[(1)] (Chairman and Lead Director) Nathalie Andrieux[(1)] Christiane Féral-Schuhl[(1)] Frédéric Saint-Geours	Nathalie Andrieux[(1)] (Chair) Maud Bailly[(1)] David de Rothschild
Number of members	3	4	3
Independent	66.66%	75%	66.66%
Women	33.33%	50%	66.66%

(1) Independent member.

5.2.4. Changes to the composition of the Board on 1 February 2022

Jacques Dumas, Deputy Managing Director of Euris and advisor to the Chairman of Casino, Jean-Charles Naouri, as well as Euris' representative on Casino's Board of Directors, retired on 1 February 2022 and stepped down from the Board.

Since 1 February 2022, Euris has been represented by Odile Muracciole, Legal Director of Euris, and Matignon Diderot by Franck-Philippe Georgin, General Secretary of the Casino Group, who has joined the Board of Directors.

5.2.5. Board of Directors' skills matrix (excluding the Chairman and Chief Executive Officer)

The skills and expertise represented on the Board are consistent with the Group's business and growth strategy, as well as with the roles and responsibilities of the Board's Committees:

	Commerce Retail	Digital/ Technology/ Media	Finance	Real Property/ Asset management	Industry/ Transportation/ Tourism	Law	Social Responsibility	International experience	Senior management experience
Nathalie Andrieux(1)	*	*	*				*	*	*
Maud Bailly(1)	*	*			*		*	*	*
Thierry Billot(1)	*		*					*	*
Josseline de Clausade(2)						*	*	*	*
Béatrice Dumurgier(1)	*	*	*		*			*	*
Christiane Féral-Schuhl(1)		*				*	*	*	
Franck-Philippe Georgin(3)	*	*					*	*	*
Didier Lévêque(3)			*	*					*
Odile Muracciole				*		*			*
Thomas Piquemal		*	*	*	*			*	*
David de Rothschild			*					*	*
Michel Savart			*	*				*	*
Frédéric Saint-Geours	*		*		*		*	*	*

(1) Independent members.
(2) Approval submitted to the 2022 Annual General Meeting.
(3) Proposals to re-elect directors submitted to the 2022 Annual General Meeting.

The directorships, other positions and expertise of the members are described in detail below in section 5.5 "Information about corporate officers".

5.2.6. Composition of the Board of Directors submitted to the 2022 Annual General Meeting

	Expired term	Renewed term	Ratification of appointment
Annual General Meeting of 10 May 2022	Jean-Charles Naouri Finatis (Didier Lévêque) Matignon Diderot (Franck-Philippe Georgin)	Jean-Charles Naouri Finatis (Didier Lévêque) Matignon Diderot (Franck-Philippe Georgin)	Société Carpinienne de Participations (Josseline de Clausade)

The terms of office of (i) Jean-Charles Naouri, Chairman and Chief Executive Officer, (ii) Finatis, represented by Didier Lévêque, and (iii) Matignon Diderot, represented by Franck-Philippe Georgin, expire at the end of the 2022 Annual General Meeting when they will be proposed for re-election for a further three-year term.

The Annual General Meeting will also be asked to ratify the appointment as a Director of Carpinienne de Participations, represented by Josseline de Clausade, decided by the Board of Directors on 28 July 2021 due to the resignation of Saris, which was due to be dissolved following the transfer of its net assets to its sole shareholder.

The Directors' biographical details are presented in section 5.4 "Information about corporate officers", below.

The functions of Chairman of the Board of Directors and Chief Executive Officer, which have been combined since the Board of Directors' meeting on 21 March 2005, have since been exercised by Jean-Charles Naouri, controlling shareholder of the Group and the sole executive corporate officer of the Company (see section 5.3.1 "The Chairman and Chief Executive Officer", below).

Diversity, independence and complementary skills and expertise of the Board as of the end of the 2022 Annual General Meeting

Subject to approval of these proposals at the Annual General Meeting, the composition of the Board would be unchanged at the end of the Meeting.

Comprising 14 corporate officers, it would have five Independent Directors (i.e., 36%), three external Directors not qualifying as independent according to the criteria set out in the Afep-Medef Code, and six Directors representing the controlling shareholder who do not control a majority of votes on the Board of Directors.

43% of Board members (6/14) are women.

The Board of Directors' skills matrix is presented in section 5.2.5 below and the findings on Directors' independence are presented in section 5.2.7.

* *In years – averages calculated at 9 March 2022, excluding the Chairman and Chief Executive Officer.*

The composition of the Committees would be modified by the Board of Directors at the meeting to be held immediately after the 2022 Annual General Meeting. The Board intends to entrust the chairmanship of each of its three Committees to an Independent Director in accordance with the Committees' Internal Rules.

5.2.7. Independent Directors

In accordance with Afep-Medef Code recommendations, during the annual review of its composition and of the proposed re-elections of Directors, the Board of Directors analysed the situation of its members having considered the Appointments and Compensation Committee's recommendation.

Relying on the definition contained in the Afep-Medef Code, the Board considered that a Director is independent when he or she has no relationship of any kind whatsoever with the Company, its Group or the management of either that could compromise the independence of his or her judgement.

The independence of each Director serving on the Board after the 2022 Annual General Meeting (provided that all the proposed re-elections of Directors are approved) has been assessed in relation to all of the independence criteria in the Afep-Medef Code. These eight criteria are as follows:

- criterion 1: not be an employee or executive corporate officer of the Company, or an employee, executive corporate officer, or Director of a company within the Company's consolidation scope, or of the Company's parent or a company within said parent's consolidation scope, and not have held any of said positions in the previous five years;
- criterion 2: not be a senior corporate executive officer of a company in which the Company holds a directorship, directly or indirectly, or in which an employee appointed as such or a senior executive corporate officer of the Company (currently in office or having held such office for less than five years) is a Director;
- criterion 3: not be (or be related either directly or indirectly to anyone who is) a customer, supplier, investment banker or commercial banker material to the Company or its Group, or that generate a material portion of its business with the Company or the Group;
- criterion 4: not be related by close family ties to a corporate officer;
- criterion 5: not have been a Statutory Auditor of the Company during the previous five years;
- criterion 6: not have been a Director of the Company for more than 12 years (a Director no longer qualifies as independent once the 12-year threshold is reached);
- criterion 7: not be a non-executive corporate officer of the Company who receives variable compensation in cash or in the form of shares or any compensation linked to the performance of the Company or the Group;
- criterion 8: not be and not control or represent a shareholder that owns, either alone or together with others, over 10% of the shares or 10% of the voting rights at Company shareholders' meetings (beyond a 10% threshold in shares or voting rights, the Board, upon a report from the Appointments and Compensation Committee, should systematically review the qualification of a Director as independent in the light of the make-up of the Company's capital and the existence of a potential conflict of interest).

The Board has carefully reviewed material business ties, as it does each year (criterion 3), based on a multi-criteria analysis. When business flows or relationships have been identified between the Company or Group and companies in which Directors who qualify as independent hold positions or directorships, a number of qualitative and/or quantitative factors are generally taken into account by the Board to confirm their independence, including the non-materiality of the transactions for each of the parties, the fact that the Director does not hold an executive position within the company or group concerned or does not have a stake in managing the relationship and that the business relationship pre-dates his or her election to the Company's Board.

The Board of Directors has confirmed its analysis of the independence of Nathalie Andrieux, Christiane Féral-Schuhl, Maud Bailly and Béatrice Dumurgier and confirmed that none of them has any direct or indirect business ties with the Company or its Group that might compromise their freedom of judgement.

With regard to Thierry Billot, based on an analysis of various different criteria, the Board has concluded that the business ties between the Casino and Bel groups are unlikely to compromise his independence of judgement with respect to matters discussed by the Board, nor are they likely to give rise to conflicts of interest. The Board therefore considers that Thierry Billot qualifies as an Independent Director. The Board noted in particular that Thierry Billot serves on the Board of Directors of Bel as an Independent Director and does not hold any management position within the Bel organisation. In addition, Thierry Billot does not have any direct business ties with Casino, its Group or its management. He does not receive any compensation and has no personal interests in relation to the two groups' business ties and the contracts concerned. Under the organisation described above, Casino's purchase contracts are negotiated with suppliers by the Auxo Achats Alimentaires central purchasing unit set up as a joint venture with Intermarché. Thierry Billot is not a stakeholder and has no decision-making authority over the contracts underpinning the pre-existing, established business relationship on an arm's length basis between the Bel and Casino groups. There is no situation of financial dependence nor any exclusive arrangement of any kind between the parties.

Thierry Billot has stated that he is not exposed to any conflict of interest and that, should any conflict of interest arise, he would refrain from taking part in any Board discussion or decision involving either of these companies in accordance with the Board's Internal Rules.

As in preceding years, David de Rothschild does not qualify as independent owing to the material business relationships Rothschild & Cie has with the Group. On the basis of length of service provided in the Afep-Medef Code, Frédéric Saint-Geours ceased to qualify as an Independent Director as from the 2018 Annual General Meeting, having at that time served for 12 years. Notwithstanding the strict application of the Code, the Board of Directors and all the Independent Directors considered that Frédéric Saint-Geours retained freedom of judgement and intellectual and ethical independence, unanimously recognised and appreciated.

Thomas Piquemal, representative and Deputy Chief Executive Officer of Fimalac, cannot be qualified as independent due to the fact that Jean-Charles Naouri sits on the Board of Directors of Fimalac and in view of the agreement entered into by Jean-Charles Naouri and Marc Ladreit de Lacharrière, Chairman and Chief Executive Officer of Fimalac (see Rallye press release dated 30 March 2020).

Six Directors would represent the controlling shareholder: Jean-Charles Naouri, Chairman and Chief Executive Officer, Josseline de Clausade, Odile Muracciole, Franck-Philippe Georgin, Didier Lévêque and Michel Savart. They do not hold the majority of votes on the Board of Directors.

The following table presents the Board of Directors' analysis of the independence status of each director who would sit on the Board as of the close of the 2022 Annual General Meeting:

Directors	Criterion 1	Criterion 2	Criterion 3	Criterion 4	Criterion 5	Criterion 6	Criterion 7	Criterion 8	Qualification
Nathalie Andrieux	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Maud Bailly	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Thierry Billot	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Béatrice Dumurgier	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Christiane Féral-Schuhl	yes	yes	yes	yes	yes	yes	yes	yes	Independent
Thomas Piquemal, representing Fimalac	yes	no	yes	yes	yes	yes	yes	yes	Not Independent
Frédéric Saint-Geours	yes	yes	yes	yes	yes	no	yes	yes	Not Independent
David de Rothschild	yes	yes	no	yes	yes	no	yes	yes	Not Independent
Jean-Charles Naouri(1)	no	yes	yes	yes	yes	no	yes	no	Not Independent
Josseline de Clausade, representing Carpinienne de Participations(2)	no	yes	yes	yes	yes	yes	yes	no	Not Independent
Franck-Philippe Georgin, representing Matignon Diderot(1)	no	yes	yes	yes	yes	yes	yes	no	Not Independent
Didier Lévêque, representing Finatis(1)	no	yes	yes	yes	yes	no	yes	no	Not Independent
Odile Muracciole, representing Euris	no	yes	yes	yes	yes	yes	yes	no	Not Independent
Michel Savart, representing Foncière Euris	no	yes	yes	yes	yes	yes	yes	no	Not Independent

(1) Director proposed for re-election at the 2022 Annual General Meeting.
(2) Director's appointment subject to ratification by the 2022 Annual General Meeting.

Five out of the 14 Directors serving on the Board of Directors would therefore qualify as independent – equivalent to 36% – which exceeds the threshold of one-third recommended by the Afep-Medef Code for controlled companies.

5.2.8. Non-Voting Directors

The Board of Directors may propose the election of Non-Voting Directors. Non-Voting Directors, elected for three-year terms, attend Board meetings in an advisory capacity only. They express opinions or make observations that they deem appropriate. No more than five Non-Voting Directors can sit on the Board. The age limit for serving as a non-voting Director is 80. The Non-Voting Directors are subject to the same obligations as the other Directors with regard to keeping information confidential and abstaining from carrying out transactions involving Company securities, under the conditions set forth in the Company's Insider Trading Policy.

The terms as Non-Voting Directors of Gilles Pinoncély and Gérald de Roquemaurel expired at the close of the 2021 Annual General Meeting.

Since then, the Board of Directors has not included any non-voting members.

5.3. GOVERNANCE STRUCTURE

5.3.1. The Chairman and Chief Executive Officer

Since the decision of the Board of Directors at its meeting of 21 March 2005 to combine the functions of Chairman of the Board of Directors and Chief Executive Officer and attribute them to one person, said functions have been performed by Jean-Charles Naouri, controlling shareholder of the Group and the sole executive corporate officer of the Company.

After Jean-Charles Naouri was re-elected as Director at the Annual General Meeting of 7 May 2019, the Board of Directors decided to maintain this combination of functions as it was considered well suited to a company with a sole controlling shareholder and to re-appoint Jean-Charles Naouri as Chairman and Chief Executive Officer, in line with the unanimous recommendations of the Governance and Social Responsibility Committee and the Appointments and Compensation Committee and with the unanimous support of the Independent Directors.

Immediately after the Annual General Meeting of 10 May 2022, at which shareholders will be asked to re-elect Jean-Charles Naouri as a Director and provided that he is re-elected, the Board of Directors will be asked to vote on the proposal to keep the positions of Chairman and Chief Executive Officer combined and to re-appoint Jean-Charles Naouri to this dual role, in line with the unanimous recommendations of the Governance and Social Responsibility Committee and the Appointments and Compensation Committee, and with the unanimous support of the independent members.

The Board considers that the Group's strategic and financial challenges represent a compelling argument in favour of continuing to combine the roles of Chairman and Chief Executive Officer in a highly-competitive, fast-changing environment, as this governance structure makes decision-making processes more efficient by strengthening the link between strategic planning and implementation. The Independent Directors unanimously agreed that continuing to combine the positions of Chairman of the Board and Chief Executive Officer was in the Group's interests. They expressed the opinion that the strategic and financial challenges facing the Group require a unified approach that can undeniably best be provided by the Chairman and Chief Executive Officer, supported by a high quality Executive Committee.

Balanced governance

In accordance with the Chairman and Chief Executive Officer's wishes, Senior Management's powers were restricted and an Independent Lead Director was elected to ensure, in particular, that the combined duties of Chairman of the Board of Directors and Chief Executive Officer are performed in compliance with the principles of sound governance. The role of Lead Director was created on 11 May 2012 and has been fulfilled since then by an Independent Director (see section 5.5.3 below).

Specific measures to ensure balanced governance

The sound practices favouring balanced governance are listed in the Board's Internal Rules, and are mainly the following:

- the existence of specialised committees that prepare the Board's work and the chairmanship of which is typically entrusted to an Independent Director: the Audit Committee, the Appointments and Compensation Committee, and the Governance and Social Responsibility Committee;
- compliance with the Afep-Medef Code's recommendations concerning the proportion of Independent Directors on the Board of Directors and on the Committees;
- monitoring of significant or strategic transactions, or the study of specific matters, entrusted to the Audit Committee or ad hoc committees consisting of Independent Directors who may seek advice from independent experts;
- holding a meeting of independent members at least once a year to discuss any subject. These meetings, chaired by the Independent Lead Director, provide an opportunity to conduct an annual review of the Board's practices and procedures and to monitor implementation of the suggestions resulting from the review;
- the Independent Lead Director's work in preventing and managing conflicts of interest and his or her role vis à vis Independent Directors;
- implementing procedures to strictly manage conflicts of interest, the ability of the Governance and Social Responsibility Committee to examine any exceptional issue that could potentially give rise to a conflict of interest and the procedure for reviewing agreements between related parties, entrusted since 2015 to the Audit Committee in addition to the review of related-party agreements and related independent expert advice issued in that respect; the Committee also performs an annual review and an assessment of so-called "arm's length" agreements entered into by the Company (since 2019) (see section 5.5.5 "Rules of conduct – Conflicts of interest – Protection of minority shareholders", below);
- periodic review of the Board's internal rules and the Committees' charters, and modification of their provisions, where required.

By way of illustration of these good practices, following the initiation of safeguard proceedings at the Company's parent companies (Rallye, Foncière Euris, Finatis and Euris) and on the recommendation of the Governance and Social Responsibility Committee, in 2019 the Board of Directors decided to ask the Governance and Social Responsibility Committee, whose membership was expanded for this specific purpose to include all the Independent Directors, to carry out a temporary assignment, which consisted in regularly informing the Board of the developments in the safeguard proceedings and the preparation of the safeguard plans, examining the impacts on Casino and ensuring that Casino's corporate interests were protected in the context of the safeguard proceedings (see sections 5.5.1, 5.5.2 and 5.5.5 below).

The Board of Directors intends to entrust the chairmanship of the Audit Committee to an Independent Director (as defined by the Afep-Medef Code) at the close of the 2022 Annual General Meeting.

5.3.2. Restrictions on the Powers of the Chairman and Chief Executive Officer – Powers of the Board of Directors

Article L. 225-56 of the French Commercial Code gives the Chairman and Chief Executive Officer unlimited powers to act on the Company's behalf in all circumstances. He exercises his powers within the scope of the corporate purposes and subject to those powers specifically vested by law in the shareholders at shareholders' meetings or in the Board of Directors. The Chief Executive Officer represents the Company in its dealings with third parties.

Consistent with the principles of sound corporate governance, the Chairman wished certain management transactions to be submitted to the Board for prior approval in view of the type of transaction and/or the amounts involved. Thresholds have been fixed so as to reserve the most significant transactions for the Board of Directors, in accordance with law and the principles of good corporate governance.

Specifically, the Chairman and Chief Executive Officer is required to obtain the Board's prior authorisation for the following:

- transactions that could potentially affect the strategy of the Company and its controlled subsidiaries, their financial structure or scope of business, particularly the execution or termination of industrial and commercial agreements that could significantly impact the Group's future development;
- transactions valued individually at over €500 million, including but not limited to:
  - investments in securities and immediate or deferred investments in any company or business venture,
  - contributions or exchanges of assets, with or without additional compensation, concerning goods, rights or securities,
  - acquisitions of real property or property rights,
  - purchases or sales of receivables, acquisitions or divestments of goodwill, or other intangible assets,
  - issues of securities by directly or indirectly controlled companies,
  - granting or obtaining loans, borrowings, credit facilities or short-term advances,
  - transactions or compromises to settle legal disputes,
  - disposals of real property or real property rights,
  - full or partial divestments of equity interests,
  - constitution of collateral and guarantees.

As an exception to the above rules, the Chairman and Chief Executive Officer may, on an exceptional basis and after obtaining the opinion of the Audit Committee, carry out any transaction valued at no more than 15% of consolidated equity as measured at the previous year-end. The Chairman and Chief Executive Officer reports on any such transaction at the next Board meeting.

These provisions apply to transactions carried directly by the Company and by all entities the Company directly or indirectly controls, except for intragroup transactions.

In addition, the Chairman and Chief Executive Officer is also given specific authorisations each year to issue sureties, collateral and guarantees and carry out financing transactions. These authorisations are renewed each year on the recommendation of the Governance and Social Responsibility Committee. They were most recently renewed in the fourth quarter of 2021 for 2022.

Under these authorisations, the Chairman and Chief Executive Officer may grant liens or security interests, collateral, or guarantees to third parties in the Company's name, subject to a maximum annual limit of €1.5 billion and a maximum limit per commitment of €500 million.

The Chairman and Chief Executive Officer may negotiate and/or renew or extend loans, confirmed credit lines and all syndicated and non-syndicated financing agreements subject to a maximum annual limit of €3.5 billion per year and a maximum limit per transaction of €500 million.

To cover seasonal needs, he or she may also negotiate, implement, roll over and extend short-term advances up to a maximum amount of €1 billion.

The Chairman and Chief Executive Officer may issue bonds or any debt securities other than commercial paper, including under the EMTN programme (joint programme for the Company and its subsidiary Casino Finance) or otherwise, subject to a ceiling of €3.5 billion, determine the terms and conditions of any such issue and carry out all related market transactions. He or she may also issue commercial paper subject to a ceiling of €2 billion.

He or she is also authorised to repurchase debt securities issued in an annual nominal amount of €1 billion and determine the terms and conditions thereof.

As well as these specific annual authorisations, the Chairman and Chief Executive Officer may act in the Company's name to guarantee all commitments given by Casino Finance on behalf of third parties in respect of:

- bond issues, including those as part of an EMTN programme (joint programme for the Company and its subsidiary Casino Finance), and/or commercial paper, and/or short-term debt securities, as well as loans, confirmed credit lines, financings and short-term advance facility agreements, within the limit of the same specific caps per transaction and per year as fixed above for annual authorisations of the aforementioned loans;
- foreign exchange transactions and derivative instruments associated with an ISDA or FBF Master Agreement entered into by Casino Finance, subject to a ceiling of €100 million per bank and within the limit of a total of €1.2 billion.

5.3.3. Role of the Lead Director

In accordance with Article 13 of the Board of Directors' Internal Rules, the Lead Director is elected from among the independent members of the Governance and Social Responsibility Committee on the proposal of the Chairman and Chief Executive Officer and upon review by the Appointments and Compensation Committee.

The Lead Director ensures that combining the roles of Chairman and Chief Executive Officer does not have an adverse impact on the proper functioning of the Board, on such matters as the information given to Directors, the inclusion of items on the agenda of Board meetings and the organisation of Board discussions and votes. He also plays an essential role in preventing and managing conflicts of interest.

Since 12 October 2021, Thierry Billot, Independent Director, has served as Lead Director, taking over from Catherine Lucet.

He also currently chairs the Governance and Social Responsibility Committee, which is responsible for monitoring and implementing best governance practices, and may submit to the Committee any issues that arise during the performance of his duties as Lead Director. He may attend meetings of Committees of which he is not a member and have access to all their work and to information that is made available to them.

He chairs meetings of Independent Directors, which provide an opportunity to discuss any subjects they may suggest and to conduct an annual review of the Board's practices and procedures. Accordingly, he acts as guarantor of the sound governance and independence of the Board of Directors. He ensures the balance of power and the protection of minority interests.

In 2019, the Governance and Social Responsibility Committee thus proposed a temporary adjustment to its role in order to the broaden the scope of the Committee's duties following the initiation of safeguard proceedings at Casino's parent companies (Rallye, Foncière Euris, Finatis and Euris) (see sections 5.5.1, 5.5.2 "Governance and Social Responsibility Committee" and 5.5.5 "Rules of conduct – Conflicts of interest – Protection of minority shareholders").

He is also a member of the Audit Committee, which is also responsible for examining or monitoring material or strategic transactions and examining specific issues, as well as – since 2015 – reviewing the agreements between related parties and – since 2019 – performing an annual review of so-called "arm's length" agreements entered into by the Company (see sections 5.5.2 "Audit Committee" and 5.5.5 "Rules of conduct – Conflicts of interest – Protection of minority shareholders").

Since 2019, he has also been tasked by the Board to hold discussions with investors on corporate governance matters.

The activity reports of the two successive Lead Directors for 2021 are presented on pages 392 and 393 (see section 5.5.3 below).

5.3.4. Executive Committee as of 31 March 2022

Under the authority of the Chairman and Chief Executive Officer, the Executive Committee is responsible for the day-to-day management of the Group's operations. It implements the Group's strategy as defined by the Board of Directors and the Chief Executive Officer. Responsible for strategic thinking, as well as coordinating, sharing, and monitoring cross-functional projects, including on societal and environmental matters, it ensures that action plans implemented by all its subsidiaries and operating divisions are consistent with one another and, in that respect, can take any necessary decisions. It monitors the Group's results, financial ratios, financial and non-financial performance indicators, and draws up the Group's overall business plans. The Committee meets once a month.

The Executive Committee had 13 members as of 31 March 2022, including the Chairman and Chief Executive Officer, the Chief Executive Officers of the Group's main subsidiaries and Directors of the corporate functions:

- Jean-Charles Naouri, Chairman and Chief Executive Officer;
- Diane Coliche, Executive Director of Monoprix;
- Hervé Daudin, Executive Director, Merchandise and Chairman of Achats Marchandises Casino;
- Franck-Philippe Georgin, General Secretary and Executive Committee Secretary;
- Cécile Guillou, Executive Director of Franprix;

- Carlos Mario Giraldo Moreno, Chief Executive Officer of Grupo Éxito (Colombia);
- Emmanuel Grenier, Chairman and Chief Executive Officer of Cdiscount and Chief Executive Officer of Cnova N.V.;
- Karine Lenglart, Corporate Development and Holdings Director;
- Julien Lagubeau, Chief Operating Officer;
- David Lubek, Chief Financial Officer;
- Jean-Paul Mochet, Chairman of Monoprix and Chief Executive Officer of Franprix;
- Tina Schuler, Chief Executive Officer of Casino Supermarchés, Géant Casino and Casino Proximités;
- Guillaume Seneclauze, Group Omnichannel Director

As of 31 March 2022, 30.8% of the Group Executive Committee members were women.

Gender balance on management committees and diversity in the most senior management positions

The Group's long-standing human resources development policies, covering such areas as hiring, training, support, mentoring, career management and cross-functional mobility, are designed to foster and develop diverse potentials, without discriminating against potential candidates – women in particular – in order to prepare succession plans to take over from Senior Management when the time comes.

All of the initiatives deployed each year aim notably to improve over time the gender balance on the Business Units' management committees and in the Group Executive Committee.

Senior Management tracks the main indicators concerning the women employed in the Business Units in order to ensure that gender balance and fairness are embedded in career advancement opportunities. The indicators are consolidated as of 30 June and 31 December of each year. The indicators notably measure the change in the proportion of top management positions (corresponding to the top two levels in the management hierarchy represented by senior executives and Senior Management) held by women and the proportion of women members of the management committees in France.

Concerning gender balance at Senior Management level, the Group has set a target of 34% of top management positions in France being held by women by the end of 2022, with a minimum of 32%. Improved gender balance on the Group Executive Committee and the Management Committees of the Business Units in France will help the Group meet this objective. This Senior Management gender balance objective is one of the two CSR performance criteria included in the long-term incentive (LTI) plans (2020-2022 three-year incentive plans) for the Chairman and Chief Executive Officer and Senior Management decided by the Board of Directors in 2020.

For the 2021-2023 and 2022-2024 LTIs, the objective has been raised to 36% women in top management positions in France by the end of 2023 and 38% by the end of 2024, with a 2024 minimum of 36.5% corresponding to the 2023 objective plus 0.5 points (see Chapter 6).

The action plans were supplemented during 2021 with the renewal of the "women-only talent committees" created by the Group Executive Committee in 2020 to identify talented women capable of taking on greater responsibilities in the short to medium term and increase the proportion of women in top management positions more rapidly. Various other initiatives were launched or stepped up in 2021, such as the appointment of women to top management positions, the creation of talent pools, training and development plans, coaching and mentoring plans, awareness-raising initiatives and initiatives to promote gender equality. Together, they helped to drive an increase in the proportion of women in top management positions in 2021.

All of these initiatives and the results obtained are monitored and discussed annually by the Board of Directors and its Committees, as part of their review of the gender equality policy and the Group's succession plans.

The proportion of women in top management positions continued to improve rapidly in 2021, with the rate standing at 36% at 31 December, compared with 32% at end-2020 and 28.9% at end-2019.

As of the same date, four of the fourteen members of the Group Executive Committee were women, representing 28.6% versus 25% one year earlier. Within the management group represented by the Group Executive Committee and the Management Committees of the Business Units in France, the proportion of women was 35.5% (versus 28.1% at 31 December 2020).

These indicators provide a basis for assessing the results of efforts to increase the proportion of women holding the top 10% of Senior Management positions in France as of 31 December 2021.

The management teams are actively pursuing existing programmes and implementing new action plans aimed at increasing the proportion of women in the Group's talent pools, which represent an essential stepping stone towards improved gender balance at Senior Management level.

The quality of the Group's gender equality policy has been officially recognised in France and Latin America, for example in the Vigeo Eiris ranking published in May 2021 and in the 20 places gained by Casino in the SBF 120 gender equality ranking for 2021. Concerning the compensation index, the Group's weighted average Workplace Equality Index score was stable versus 2020 at 91/100 (for 31 French entities included in the calculation), representing 16 points more than the statutory minimum score of 75/100 and 6 points more than the average company in 2021.

5.4. INFORMATION ABOUT CORPORATE OFFICERS

Jean-Charles Naouri

Chairman and Chief Executive Officer
(proposed for re-election)

Born

8 March 1949
Nationality: French

Business address

1, cours Antoine Guichard – 42000 Saint-Étienne, France
Number of Casino shares held: 376

Profile

A graduate of *École normale supérieure* (majoring in Science), Harvard University and *École nationale d'administration*, Jean-Charles Naouri, an *Inspecteur général des finances*, began his career at the French Treasury. He was appointed Chief of Staff for the Minister of Social Affairs and National Solidarity in 1982, then Chief of Staff for the Minister of the Economy, Finance and Budget in 1984. In 1987, he founded Euris, which became the controlling shareholder of Rallye in 1991 and then of Casino in 1998. Jean-Charles Naouri has been Chairman and Chief Executive Officer of Casino since March 2005.

Main executive positions

Chairman and Chief Executive Officer of Casino, Guichard-Perrachon (listed company)
Chairman of Euris SAS

Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Director	4 September 2003	AGM to be held in 2022
Chairman of the Board of Directors	4 September 2003	AGM to be held in 2022
Chief Executive Officer	21 March 2005	AGM to be held in 2022

Other directorships and positions held as of 9 March 2022

Within Casino Group/Euris

- Chairman of the Board of Directors and Director of Rallye (listed company);
- Chairman of Euris Holding and Financière Euris;
- Chairman and Member of the Board of Directors of Companhia Brasileira de Distribuição (listed company – Brazil);
- Chairman and Member of the Board of Directors of Sendas Distribuidora SA (Assaí – listed company – Brazil);
- Member (member A) and Chairman of the Supervisory Board of GreenYellow (SAS);
- Vice-Chairman and Director of Fondation d'Entreprise Casino;
- Chairman of Fondation Euris.

Outside Casino Group/Euris

- Director and Member of the Selection, Appointments and Compensation Committee of Fimalac;
- Honorary Chairman of *Institut de l'École normale supérieure*.

Other directorships and positions held in the past five years (excluding those listed above)

- Chairman and Chief Executive Officer of Casino Finance.

NATHALIE ANDRIEUX

Independent Director

Born

27 July 1965

Nationality: French

Business address

171, rue de l'Université – 75007 Paris, France

Number of Casino shares held: 865

Profile

Nathalie Andrieux is a graduate of *École supérieure d'informatique* (Sup'Info) and ESCP Europe. She joined the La Poste group (French Postal Service) in 1997, was appointed Chief Executive Officer of Média Poste in 2004 and Chair of the Board 2009. She became Chair of the Board of La Poste Numérique in 2012, a position she held until March 2015. Previously, she held various positions in the Banque Populaire group, Casden (1993-1997) and Bred (1990-1993). She was appointed Chief Executive Officer of Geolid, a communication and digital referencing company, on 2 April 2018, and became Chair and Chief Executive Officer of that company on 16 May 2019.

Main executive position

Chair and Chief Executive Officer of Geolid

Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Independent Director	12 May 2015	AGM to be held in 2024
Member of the Appointments and Compensation Committee	7 July 2015	AGM to be held in 2024
Chair of the Appointments and Compensation Committee	15 May 2018	AGM to be held in 2024
Member of the Governance and Social Responsibility Committee	15 May 2018	AGM to be held in 2024

Other directorships and positions held as of 9 March 2022

Outside Casino Group

- Director, Member of the Strategy Committee and Chair of the Governance and CSR Committee of Inetum (formerly GFI Informatique);
- Director of Burger King.

Other directorships and positions held in the past five years (excluding those listed above)

- Member of the Supervisory Board and Member of the Audit Committee of Lagardère (listed company);
- Chair of the Board of Directors of ENSCI-Les Ateliers;
- Non-executive member of the Strategy Committee of Groupe Open (listed company).

MAUD BAILLY

Independent Director

Born

14 January 1979

Nationality: French

Business address

82, rue Henry Farman – 92130 Issy-les-Moulineaux, France

Number of Casino shares held: 503

Profile

After graduating from *École normale supérieure de Lettres et Sciences Humaines* (2003), *Institut d'Études Politiques de Paris* (2004) and *École nationale d'administration* (2007), Maud Bailly began her career with the French government's General Finance Inspectorate, where she carried out various audit engagements in France and abroad, notably for the World Bank and the International Monetary Fund. In 2011, she joined the SNCF, where she served as Director of Paris Montparnasse station and Deputy Director of TGV product coordination for the Paris Rive Gauche area (2011-2014) and then Director of Trains (2014-2015). In 2015, she was appointed Head of the economic department at the French Prime Minister's Office, responsible for budget, tax, industrial and digital affairs. In 2017, she joined the AccorHotels group as Chief Digital Officer, sitting on the Executive Committee, in charge of Distribution, Sales, Data, Information Systems and the Customer Experience. Since October 2020 she has been CEO Southern Europe, heading up the Accor group's operations in seven countries (France, Spain, Italy, Portugal, Greece, Malta and Israel). Maud Bailly also lectures in management and organisational transformation.

Main executive position

Chief Executive Officer Southern Europe of the Accor group (listed company)

Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Independent Director	12 May 2021	AGM to be held in 2024
Member of the Appointments and Compensation Committee	11 June 2021	AGM to be held in 2024

Other directorships and positions held as of 9 March 2022

Outside Casino Group

- Member of the Supervisory Board of Babilou Family;
- Member of the Board of Directors of the GL Events group.

Other directorships and positions held in the past five years (excluding those listed above)

None.

Thierry Billot

Independent Director

Born

20 February 1955

Nationality: French

Business address

6, avenue de Camoëns – 75116 Paris, France

Number of Casino shares held: 856

Profile

Thierry Billot is a graduate of the ESCP Europe business school. He began his career as an auditor with the independent audit firm Peat Marwick Mitchell. In late 1982, he joined the Pernod Ricard group as an internal auditor before being appointed Head of Financial Services and then Group Chief Financial Officer in 1986. He became Chairman & Chief Executive Officer of Pernod Ricard USA in 1992 and led the group's entry into the Americas region. In 1997, he returned to France to take up the post of Chairman & Chief Executive Officer of Pernod and then in 2002 was named Chairman & Chief Executive Officer of Pernod Ricard EMEA. In 2008, he joined Senior Management as Deputy Chief Executive Officer of the Pernod Ricard group, in charge of its brand portfolio, strategic plan, marketing department and manufacturing department, and served in this post until 2015.

Main executive position

Lead Independent Director, Bel group (listed company)

Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Independent Director	12 May 2021	AGM to be held in 2024
Lead Director	12 October 2021	AGM to be held in 2024
Member of the Audit Committee	11 June 2021	AGM to be held in 2024
Chairman and member of the Governance and Social Responsibility Committee	11 June 2021	AGM to be held in 2024

Other directorships and positions held as of 9 March 2022

Outside Casino Group

- Lead Independent Director, Chairman of the Audit Committee and the Appointments and Compensation Committee of Bel (listed company).

Other directorships and positions held in the past five years (excluding those listed above)

- Director of Neoma Business School.

Béatrice Dumurgier

Independent Director

Born

14 November 1973

Nationality: French

Business address

51, boulevard de Beauséjour – 75016 Paris, France

Number of Casino shares held: 650

Profile

Béatrice Dumurgier is a graduate of *École Polytechnique* (1997) and *Corps des Ponts et Chaussées* (2000) and holds a Master of Science from the Massachusetts Institute of Technology (Boston, 2000). She began her career at McKinsey in France and the United States and then in 2000 went on to join the Paris Club in the Treasury Department of the French Ministry of Finance and subsequently the French government's investment agency (*Agence des Participations de l'État*). In 2004, she joined Cetelem – BNP Paribas' consumer credit subsidiary – as Head of M&A and Strategy (2004-2007). She then served in the following posts at BNP Paribas: Secretary of the Group Executive Committee (2007-2010), Head of Region for the French Retail Network (2010-2012) and Chief Operating officer of BNP Paribas Retail Banking, where she drove the digital transformation of retail banking activities (2012-2016). From 2016 to 2019 she was Chief Executive Officer of BNP Paribas Personal Investors, BNP Paribas' online brokerage services business line, operating in Europe and India. Béatrice Dumurgier joined BlaBlaCar in 2019 as Chief Operating Officer, sitting on the Executive Committee, and Chief Executive Officer of BlaBlaBus. She held these posts until early 2021.

Main executive position

Senior Advisor to BlackFin Capital Partners.

Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Independent Director	12 May 2021	AGM to be held in 2024
Member of the Audit Committee	11 June 2021	AGM to be held in 2024

Other directorships and positions held as of 9 March 2022

Outside Casino Group

- Director of SPAC Transition (listed company);
- Member of the French American Foundation;
- Member of Club Choiseul.

Other directorships and positions held in the past five years (excluding those listed above)

- Director of SNCF Mobilités;
- Chair of the Board of Directors of Sharekhan – a BNP Paribas Personal Investors subsidiary based in India.

Christiane Féral-Schuhl

Independent Director

Born

21 May 1957

Nationality: French and Canadian

Business address

24, rue Erlanger – 75016 Paris, France

Number of Casino shares held: 1,000

Profile

Member of the Paris Bar (since 1981) and the Quebec Bar (since 2016), Christiane Féral-Schuhl holds a degree from *Université de Paris II* (*maîtrise en Droit des affaires* – Masters in Business Law). She joined the international law firm Serrero, Giroux & Buhagiar before moving to Huglo-Lepage. In 1988, with Bruno Grégoire Sainte-Marie, she founded FG Associés, a firm specialising in the law relating to new technologies. In 1998, they and their team joined Salans to form the IT department (Informatics, Technologies and Communication) of the international firm's Paris office. In 2006, they decided to create a specialised firm, Féral-Schuhl/Sainte-Marie, ranked for more than ten consecutive years as a "go-to firm" and "leading firm" in professional reference guides and rated several times as "IT Law Firm of the Year in France".

Christiane Féral-Schuhl holds specialisation certificates in the law relating to new technologies, computers/information systems and communication and in intellectual property law. Her particular areas of practice are IT, internet, media and telecommunications law. She also acts as mediator, arbitrator, and cyber-arbitrator.

Christiane Féral-Schuhl served as President (*Bâtonnier*) of the Paris Bar in 2012 and 2013 (25,000 attorneys), and Chair of the National Bar Council (*Conseil National des Barreaux*) from 2018 to 2020 (71,000 attorneys).

She was a member of the *Haut Conseil à l'égalité entre les femmes et les hommes* (HCEfh) (High Commission for Gender Equality) (2013-2015), Co-Chair of the *Commission parlementaire de réflexion et de propositions ad hoc sur le droit et les libertés à l'âge du numérique* (ad hoc Parliamentary Commission to Develop Proposals on Law and Privacy in the Digital Age) (2014-2015) and member of the *Conseil supérieur des tribunaux administratifs et des cours d'appel administratives* (CSTA CAA) (Superior Council of Administrative Courts and Administrative Courts of Appeal) (2016-2017).

Author of *Cyberdroit: le droit à l'épreuve de l'Internet* (Dalloz Praxis – 8th edition, 2020) (Cyberlaw: the Challenge to Law Represented by the Internet), a reference work in all areas dealing with digital technology and the digital economy. She has also published numerous articles in the specialist press and taken part in numerous discussions and conferences on issues relating to new technologies. She has received many professional distinctions.

Main executive positions

Lawyer admitted to the Paris Bar and the Québec Bar

Paris Court of Appeal Mediator

Mediator accredited with the *Centre de Médiation et d'Arbitrage de Paris* (Center for Mediation and Arbitration of Paris – CMAP)

Mediator accredited with the World Intellectual Property Organisation (WIPO)

Mediator in civil, commercial and labour law accredited with the Quebec Bar

Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Independent Director	5 May 2017	AGM to be held in 2023
Member of the Governance and Social Responsibility Committee	15 May 2018	AGM to be held in 2023

Other directorships and positions held as of 9 March 2022

Within and outside Casino Group

- None

Other directorships and positions held in the past five years (excluding those listed above)

- Member of the Paris Bar Association (*Conseil de l'Ordre des Avocats de Paris*);
- Member of the Administrative Courts and Administrative Court of Appeal Council and designated by the French President as a qualified person;
- Member of the *Comité de Direction* (Management Committee) of the CARPA;
- President of the French National Bar Council (*Conseil National des Barreaux*).

David De Rothschild

Director

Born

15 December 1942

Nationality: French

Business address

23 bis, avenue de Messine – 75008 Paris, France

Number of Casino shares held: 400

Profile

David de Rothschild ran the Rothschild & Co SCA group (formerly Paris-Orléans) from 2003 to 2018. In May 2018, he was named Chairman of the Supervisory Board of Rothschild & Co SCA in connection with a succession plan whereby his son Alexandre de Rothschild succeeded him as Chairman of Rothschild & Co Gestion SAS, the Managing General Partner of Rothschild & Co SCA. He is a descendant of Mayer Amschel Rothschild, founder of the Rothschild dynasty, and of Baron James de Rothschild, who created Banque Rothschild Frères in Paris in 1812. David de Rothschild has worked in banking for over 40 years, gaining experience in the various branches of the family business. After Banque Rothschild Frères was nationalised in 1981, David de Rothschild and his cousin Eric de Rothschild were authorised to create a new Rothschild bank in France in 1986. In 2003, David and Eric de Rothschild agreed to a plan to merge the family's UK and French businesses, leading in 2008 to the creation of the family holding company Rothschild & Co Concordia SAS. David de Rothschild is a graduate of *Institut d'études politiques de Paris*.

Main executive position

Chairman of the Supervisory Board of Rothschild & Co

Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Director	4 September 2003	AGM to be held in 2023
Member of the Appointments and Compensation Committee	15 May 2018	AGM to be held in 2023

Other directorships and positions held as of 9 March 2022

Outside Casino Group

- Chief Executive Officer, Vice-Chairman of the Board of Directors of Rothschild & Co Concordia;
- Chairman of Financière de Reux;
- Member of the Board of Directors of Béro;
- Sole Director of GIE Sagitas;
- Legal Manager of Rothschild Ferrières and Société Civile du Haras de Reux;
- Sole Director of GIE Five Arrows Messieurs de Rothschild Frères.

Other directorships and positions held in the past five years (excluding those listed above)

- Member of the Supervisory Board of Banque Martin Maurel*;
- Chairman of Paris Orléans Holding Bancaire (POHB), Rothschild & Co Concordia, Rothschild & Co Gestion, Rothschild Martin Maurel Associés, RCI Partenaires, RCG Partenaires, SCS Holding, Rothschild & Co Commandité, Cavour, Verdi, Aida, Financière Rabelais and Financière de Tournon;
- Legal Manager of RCB Partenaires, Rothschild & Cie, Rothschild Martin Maurel, Béro, SCI 2 Square Tour Maubourg*, SCI 38 Bac (formerly SCI 66 Raspail)* and Acadie AA1*;
- Director of Compagnie Financière Martin-Maurel;
- Chairman of Rothschild & Co Europe BV (Netherlands);
- Member of the Board of Directors of Continuation Investments NV (Netherlands);
- Permanent Representative of Rothschild & Co Gestion, Managing Director of RCB Gestion.

* *Offices and positions expired in 2021.*

Frédéric Saint-Geours

Director

Born

20 April 1950

Nationality: French

Business address

Campus Étoiles – 2 place aux Étoiles – 93200 La Plaine Saint-Denis, France

Number of Casino shares held: 780

Profile

Frédéric Saint-Geours has a degree in Economics, is a graduate of *Institut d'études politiques de Paris* and an alumnus of *École nationale d'administration*. He joined PSA Peugeot Citroën Group in 1986 after a career at the Ministry of Finance and in the offices of the President of the National Assembly and the Secretary of State for the Budget (1975-1986). After serving as Deputy Chief Financial Officer of PSA Group from 1986 to 1988, he became Chief Financial Officer of the Group in 1988. From 1990 to 1997, he was Deputy Chief Executive Officer of Automobiles Peugeot, becoming Chief Executive Officer in early 1998. He was a member of the Management Board of PSA Peugeot Citroën from July 1998 to December 2007. In January 2008, he was appointed Advisor to the Chairman of the Management Board of PSA Peugeot Citroën and member of the Management Committee. He was Chairman of the UIMM trade federation from 20 December 2007 until 2014. As from 2009, he was successively a member of the Management Board of Peugeot SA, Chief Financial Officer and Head of Strategy for the PSA Peugeot Citroën Group, then head of the Peugeot and Citroën brands and Special Advisor to the Chairman of the Management Board of PSA Peugeot Citroën. In September 2013, he was appointed Chairman of Groupe des Fédérations Industrielles. In November 2014, France's Council of Ministers appointed him as Chairman of the Supervisory Board of SNCF, an appointment that was renewed in July 2015 and that expired on 31 December 2019. From April 2016 to November 2017, he served as Vice-Chairman of the French National Industry Council (*Conseil National de l'Industrie*).

Main executive position

Director of various companies

Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Director	31 May 2006	AGM to be held in 2023
Member of the Audit Committee	31 May 2006	AGM to be held in 2023
Chairman of the Audit Committee	15 May 2018	AGM to be held in 2023
Member of the Governance and Social Responsibility Committee	7 July 2015	AGM to be held in 2023

Other directorships and positions held as of 9 March 2022

Outside Casino Group

- Director and Vice-Chairman of the Board of Directors of SNCF;
- Director of BPIFrance Investissement and BPIFrance Participations.

Other directorships and positions held in the past five years (excluding those listed above)

- Vice-Chairman of the French National Industry Council (*Conseil National de l'Industrie*);
- Member and Chairman of the Supervisory Board of SNCF.

Société Carpinienne De Participations

Director

(appointment subject to ratification)

Société anonyme (joint stock company) with share capital of €4,786,635

Registered office

83, rue du Faubourg Saint-Honoré – 75008 Paris, France

768 801 243 Trade and Companies Registry Paris

Number of Casino shares held: 400

Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Director	28 July 2021(1)	AGM to be held in 2023

(1) Appointment to replace Saris which resigned prior to its dissolution without liquidation with a transfer of assets to its sole shareholder.

Other directorships and positions held as of 9 March 2022

Within Casino Group/Euris

- Director of Foncière Euris (listed company).

Other directorships and positions held in the past five years (excluding those listed above)

None.

Josseline De Clausade

Permanent representative of Carpinienne de Participations since 28 July 2021

First elected 17 June 2020

Born

19 February 1954

Nationality: French

Business address

148, rue de l'Université – 75007 Paris, France

Number of Casino shares held: 432

Profile

A graduate of *École nationale d'administration* and *Institut d'études politiques de Paris* with a Masters degree in applied economics from the University of Paris IX-Dauphine, Josseline de Clausade has served as an advisor to the Chairman and Chief Executive Officer of Casino Group since 2012. A member of the *Conseil d'État*, France's highest administrative body, where she held positions including *Rapporteur public* (1986-1990) and *Rapporteur général* (2005-2007), Josseline de Clausade has been chief of staff of the French Deputy Minister of Foreign Affairs (1992-1993), a diplomat at the Permanent Representation of France to the European Union (1993-1996), cabinet advisor on scientific, technical and cultural cooperation, as well as on the promotion of the French language for the French Minister of Foreign Affairs Hubert Védrine (1997-2000), and consulate general of France in Los Angeles (2000-2002). She has also been a rapporteur for the Attali Commission to promote growth in France (2007-2008) and Compliance Director at the Areva group (2008-2011), responsible for audit, internal control and governance. She is a member of the France-Colombia Strategy Council set up by the presidents of those two countries in 2015.

Main executive position

Advisor to the Chairman and Chief Executive Officer of Casino, Guichard-Perrachon (listed company).

Other directorships and positions held as of 9 March 2022

Within Casino Group/Euris

- Member of the Board of Directors of Fundación Éxito (Colombia);
- Member of the Board of Directors of Cnova N.V. (listed company – Netherlands) and Sendas Distribuidora SA (Assaí – listed company – Brazil)

Other directorships and positions held in the past five years (excluding those listed above)

- Member of the Board of Directors and of the Sustainable Development Committee of the Éxito group;
- Member of the Board of Directors of BigC Vietnam;
- Member of the Board of Directors of BigC Thailand;
- Permanent representative of Saris on the Board of Directors of Casino, Guichard-Perrachon* (listed company).

* *Offices and positions expired in 2021.*

EURIS

Director

Simplified joint stock company (*société par actions simplifiée*) with share capital of €164,806

Registered office

83, rue du Faubourg Saint-Honoré – 75008 Paris, France

348 847 062 Trade and Companies Registry Paris

Number of Casino shares held: 365

Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Director	4 September 2003	AGM to be held in 2023

Other directorships and positions held as of 9 March 2022

Within Casino Group/Euris
▪ Director of Finatis, Foncière Euris and Rallye (listed companies).

Other directorships and positions held in the past five years (excluding those listed above)

None.

ODILE MURACCIOLE

Permanent representative of Euris since 1 February 2022

First appointed on 4 March 2020 (as permanent representative of Matignon Diderot)

Born

20 May 1960

Nationality: French

Business address

83, rue du Faubourg Saint-Honoré – 75008 Paris, France

Number of Casino shares held: 365

Profile

After receiving her advanced studies diploma in employment law, Odile Muracciole began her career as head of the Legal department at the petroleum group Alty. She joined Euris in 1990 as Manager of Legal Affairs.

Main executive position

Manager of Legal Affairs at Euris SAS

Other directorships and positions held as of 9 March 2022

Within Casino Group/Euris

- Chief Executive Officer of Parinvest, Pargest and Parande;
- Chair of Pargest Holding;
- Director of employment law matters at Casino Services;
- Permanent representative of Finatis on the Board of Directors of Carpinienne de Participations (listed company);
- Permanent representative of Euris on the Board of Directors of Foncière Euris (listed company);
- Permanent representative of Euris on the Board of Directors of Rallye (listed company) and member of the Appointments and Compensation Committee;
- Permanent representative of Par-Bel 2 on the Board of Directors of Finatis (listed company);
- Member of the Appointments and Compensation Committee of Rallye (listed company);
- Member of the Supervisory Board of Centrum Development SA (Luxembourg);
- Director of Fondation Euris.

Other directorships and positions held in the past five years (excluding those listed above)

- Permanent representative of Matignon Diderot on the Board of Directors of Casino, Guichard-Perrachon** (listed company);
- Permanent representative of Saris on the Board of Directors of Rallye* (listed company);
- Member of the Supervisory Board of Centrum Krakow SA* (Luxembourg);
- Chief Executive Officer of Matignon Abbeville;
- Chair of Saris*;
- Permanent representative of Saris, Legal Manager of Euriscom*;
- Member of the Board of Directors of Wansquare SAS*.

* *Offices and positions expired in 2021.*
** *Offices and positions expired in 2022.*

F. Marc De Lacharrière (Fimalac)

Director

European company with share capital of €109,576,500

Registered office

97, rue de Lille – 75007 Paris, France

542 044 136 Trade and Companies Registry Paris

Number of Casino shares held: 100 (total shares held by the Fimalac Group: 2,877,318)

Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Director	17 June 2020	AGM to be held in 2023

Other directorships and positions held as of 9 March 2022

Within and outside Casino Group/Euris
None.

Other directorships and positions held in the past five years (excluding those listed above)

None.

THOMAS PIQUEMAL

Permanent representative of Fimalac since 17 June 2020

Born

13 May 1969

Nationality: French

Business address

97, rue de Lille – 75007 Paris, France

Number of Casino shares held: 2,500

Profile

A graduate of ESSEC business school, Thomas Piquemal started his career in 1991 at accounting firm Arthur Andersen. In 1995, he joined the Mergers and Acquisitions Department of Lazard Frères, becoming a Managing Partner of the bank five years later. At the end of 2008, he took on responsibility for the strategic partnership between Lazard and the US-based investment fund Apollo. On 19 January 2009, he joined Veolia Environnement as Senior Executive Vice-President, Finance, and member of the Executive Committee. In February 2010, he joined EDF as Group Senior Executive Vice-President, Finance. On 17 May 2016, he joined Deutsche Bank as Global Head of Mergers and Acquisitions and Chairman of Corporate & Investment Banking at Deutsche Bank France. On 30 May 2018, he joined Fimalac as Deputy Chief Executive Officer.

Main executive position

Deputy Chief Executive Officer of Fimalac

Other directorships and positions held as of 9 March 2022

Outside Casino Group/Euris

- Director and member of the Audit Committee of Fimalac;
- Director (category A) of Fimalac Développement (Luxembourg);
- Director of Fimalac Entertainment;
- Permanent representative of Fimalac Développement (Luxembourg) on the Board of Directors of Groupe Lucien Barrière.

Other directorships and positions held in the past five years (excluding those listed above)

- Chairman of Deutsche Bank France;
- Group Senior Executive Vice-President, Finance for EDF;
- Deputy Chief Executive Officer of EDF International (responsible for the United States);
- Director of Dalkia International, EDF Energy Holding Ltd, EDF Énergies Nouvelles, EDF International, EDF Trading, EDF Energy UK, Fimalac, Edison SpA, TI GF Holding and Transalpina di Energia;
- Member of the Supervisory Board of A&B de Dalkia, Dalkia SAS, ERDF, RTE EDF Transport and EnBW AG;
- Non-Voting Director of Fimalac;
- Member of LFCM Holdings LLC.

FINATIS

Director

(proposed for re-election)

Société anonyme (joint stock company) with share capital of €84,646,545

Registered office

83, rue du Faubourg Saint-Honoré – 75008 Paris, France

712 039 163 Trade and Companies Registry Paris

Number of Casino shares held: 380

Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Director	15 March 2005	AGM to be held in 2022

Other directorships and positions held as of 9 March 2022

Within Casino Group/Euris

- Director of Carpinienne de Participations, Foncière Euris and Rallye (listed companies);
- Legal Manager of Euriscom.

Other directorships and positions held in the past five years (excluding those listed above)

None.

DIDIER LÉVÊQUE

Permanent representative of Finatis since 9 February 2017

First elected 29 May 2008

Born

20 December 1961

Nationality: French

Business address

83, rue du Faubourg Saint-Honoré – 75008 Paris, France

Number of Casino shares held: 275

Profile

Didier Lévêque is a graduate of *École des hautes études commerciales*. From 1985 to 1989, he was a Research Lead for the Finance department of Roussel-Uclaf. He joined the Euris group in 1989 as deputy Corporate Secretary. In 2008, he was appointed Corporate Secretary.

Main executive positions

Corporate Secretary of Euris SAS

Chairman and Chief Executive Officer of Finatis (listed company)

Other directorships and positions held as of 9 March 2022

Within Casino Group/Euris

- Chairman and Chief Executive Officer and Director of Carpinienne de Participations (listed company);
- Chairman and Chief Executive Officer of Euristates, Inc. (United States);
- Chairman of Par-Bel 2 and Matignon Diderot;
- Member of the Supervisory Board of Centrum Development (Luxembourg);
- Permanent representative of Finatis, Director of Foncière Euris (listed company);
- Permanent representative of Foncière Euris as Director of Rallye (listed company);
- Member and Treasurer of Fondation Euris;
- Member of the Audit Committee and of the Appointments and Compensation Committee of Foncière Euris (listed company);
- Member of the Audit Committee of Rallye (listed company) and member of the Safeguard Steering Committee of Rallye;
- Representative of Matignon Diderot, Legal Manager of SCI Penthièvre Neuilly;
- Representative of Finatis, Legal Manager of Euriscom.

Other directorships and positions held in the past five years (excluding those listed above)

- Chairman and Chief Executive Officer of Euris North America Corporation (ENAC), Euris Real Estate Corporation (EREC), and Parande Brooklyn Corp. (United States);
- Vice-Chairman and Non-Executive Director of the Board of Directors of Cnova N.V. (listed company – Netherlands);
- Member of the Supervisory Board of Centrum Baltica, Centrum Krakow*, Centrum Poznan*, Centrum Warta* and Centrum Weiterstadt (Luxembourg);
- Director of Euris Limited (United Kingdom);
- Co-Manager of Silberhorn* (Luxembourg);
- Permanent representative of Foncière Euris on the Board of Directors of Casino, Guichard-Perrachon (listed company);
- Member of the Board of Directors of Wansquare SAS*.

* *Offices and positions expired in 2021.*

Foncière Euris

Director

Société anonyme (joint stock company) with share capital of €148,699,245

Registered office

83, rue du Faubourg Saint-Honoré – 75008 Paris, France

702 023 508 Trade and Companies Registry Paris

Number of Casino shares held: 365

Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Director	29 April 2010	AGM to be held in 2023

Other directorships and positions held as of 9 March 2022

Within Casino Group/Euris

- Chairman of Marigny Foncière and Mat-Bel 2;
- Director of Rallye (listed company).

Other directorships and positions held in the past five years (excluding those listed above)

- Chairman of Matignon Abbeville.

Michel Savart

Permanent representative of Foncière Euris since 9 February 2017

First elected 28 February 2011

Born

1 April 1962

Nationality: French

Business address

83, rue du Faubourg Saint-Honoré – 75008 Paris, France

Number of Casino shares held: 22,158

Profile

Michel Savart is a graduate of *École polytechnique* and *École nationale supérieure des mines de Paris*. He began his career with Havas in 1986, and joined Banque Louis Dreyfus as project manager in 1987 and Banque Arjil (Lagardère group) in 1988, where he was project manager then Advisor to the Management Board until 1994. He joined Dresdner Kleinwort Benson (DKB), where he was Managing Director in charge of Mergers and Acquisitions from 1995 until 1999. He joined the Euris-Rallye group in October 1999 as Director-Advisor to the Chairman, in charge of private equity investments. He is currently Advisor to the Chairman of the Rallye-Casino group. He has also been Chairman and Chief Executive Officer of Foncière Euris since August 2009.

Main executive positions

Advisor to the Chairman of Rallye-Casino

Chairman and Chief Executive Office of Foncière Euris (listed company)

Other directorships and positions held as of 9 March 2022

Within Casino Group/Euris	Outside Casino Group/Euris
▪ Chairman of the Management Board of Centrum Serenada Sp. Zoo and Centrum Krokus Sp. Zoo (Poland); ▪ Representative of Foncière Euris, Chairman of Marigny Foncière and Mat-Bel 2; ▪ Representative of Marigny Foncière, Co-Legal Manager of Les Deux Lions and Ruban Bleu Saint-Nazaire, Legal Manager of Pont de Grenelle and Centre Commercial Porte de Châtillon;	▪ Director, Member of the Audit, Risk & Sustainable Development Committee and Member of the Strategy and Transformation Committee of Mercialys (listed company); ▪ Chairman of Aubriot Investissements.

Other directorships and positions held in the past five years (excluding those listed above)

- Chairman of the Management Board of Centrum Riviera Sp. Zoo (Poland);
- Permanent representative of Finatis on the Board of Directors of Casino, Guichard-Perrachon (listed company);
- Representative of Delano Holding, Co-Legal Manager of Delano Participations;
- Permanent representative of Foncière Euris, Chairman of Matignon Abbeville;
- Permanent representative of Immat Bel as co-Legal Manager of Delano Holding and Legal Manager of Marigny Fenouillet;
- Representative of Mat-Bel 2, Legal Manager of Immat Bel and Matbelys;
- Permanent representative of Rallye on the Board of Directors of Groupe Go Sport;
- Permanent representative of Rallye on the Supervisory Committee of Groupe Go Sport;
- Member of the Supervisory Board of Groupe Go Sport*;
- Co-Manager of Guttenbergstrasse BAB5 GmbH (Germany);
- Legal Manager of Montmorency.

* *Offices and positions expired in 2021.*

Matignon Diderot

Director

(proposed for re-election)

Simplified joint stock company (*société par actions simplifiée*) with share capital of €83,038,500

Registered office

83, rue du Faubourg Saint-Honoré – 75008 Paris, France

433 586 260 Trade and Companies Registry Paris

Number of Casino shares held: 350

Directorships and other positions within the Company

Position/Duties	Date of appointment	Term of office ends
Director	17 October 2007	AGM to be held in 2022

Other directorships and positions held as of 9 March 2022

Within Casino Group/Euris

- Director of Finatis and Foncière Euris (listed companies);
- Legal Manager of SCI Penthièvre Neuilly.

Other directorships and positions held in the past five years (excluding those listed above)

None.

Franck-Philippe Georgin

Permanent representative of Matignon Diderot since 1 February 2022

Born

17 April 1981

Nationality: French

Business address

148, rue de l'Université – 75007 Paris, France

Number of Casino shares held: 1,905

Profile

A graduate of *École nationale d'administration*, Franck-Philippe Georgin began his career in the prefectural administration in 2008 as Chief of Staff of the Prefect of the Picardy region. In 2010, he was appointed General Secretary of the Creuse Prefecture. In 2011, he joined the Ministry of the Interior as Advisor to the Minister. Franck-Philippe Georgin was appointed Deputy Prefect of Fontainebleau in 2012, Chief of Staff to the President of the Alpes-Maritimes General Council in 2013, and then Director of Studies and International Relations at Les Républicains in 2015. He joined Casino Group in June 2017 in the Strategy and Planning Department. In November 2017, he became Group Human Resources Director and, in April 2018, General Secretary and Executive Committee Secretary.

Main executive positions

General Secretary and Executive Committee Secretary of Casino Group

Other directorships and positions held as of 9 March 2022

Within Casino Group

- Permanent Representative of Casino, Guichard-Perrachon on the Supervisory Board of Monoprix;
- Member of the Board of Directors and Vice-Chairman of Wilkes Participações SA (Brazil);
- Director of Fondation d'Entreprise Casino.

Other directorships and positions held in the past five years (excluding those listed above)

- Non-Executive Director of Cnova N.V. (listed company – Netherlands);
- Member of the Board of Directors of Companhia Brasileira de Distribuição (listed company – Brazil).

Information on former members of the Board of Directors

Laure Hauseux

Independent Director until 12 May 2021

Born

14 August 1962

Nationality: French

Business address

4, villa Schutz et Daumain – 92270 Bois-Colombes, France

Number of Casino shares held: 700

Profile

Laure Hauseux holds a degree from the Franco-German Chamber of Commerce, an MBA from ESCP Europe, a post-graduate degree in Management Control from *Université Paris Dauphine* and an Executive MBA from INSEAD. Ms Hauseux began her career as Financial Controller, the CFO with Control Data France, then joined Gérard Pasquier in 1995 as CFO. Beginning in 1997, she successively held the positions of Group Financial Controller, then Store Manager with FNAC. She then became CFO of Printemps, then, in 2007, Deputy CEO of Conforama Italy, then Vice-President Finance and Information Systems and Services with Inergy Automotive Systems. From 2010 to 2012, Laure Hauseux continued her career with Virgin Stores as Deputy General Manager, then, in 2014, became CEO of GAC Group, an international audit and consulting firm, a position she held until June 2017.

Main executive position

Independent Director of various companies

Directorships and other positions within the Company until 12 May 2021

Position/Duties	Date of appointment	Term of office ends
Independent Director	15 May 2018	12 May 2021
Member of the Audit Committee	15 May 2018	12 May 2021
Member of the Appointments and Compensation Committee	11 October 2019	12 May 2021

Other directorships and positions held as of 12 May 2021

Outside Casino Group

- Director and Member of the Audit Committee of Maisons du Monde (listed company);
- Member of the Supervisory Board and Chair of the Audit Committee of ECG Holding SAS;
- Member of the Supervisory Board of Pomona;
- Member of the Management Board and Chair of the Audit Committee of Obol France 1;
- Legal Manager of SCI Le Nid.

Other directorships and positions held in the past five years (excluding those listed above)

- Member of the Management Board and Chair of the Audit Committee of PHM France Topco 19 and PHM France Holdco 19;
- Director of Grande Armée Conseil España (Spain) and Eidostech Consultores (Spain);
- Legal Manager of GA Conseil and Grande Armée Conseil;
- Chief Executive Officer of GAC;
- Member of the Supervisory Board, Chair of the Audit Committee of Zodiac Aerospace (listed company).

CATHERINE LUCET

Independent Director until 12 May 2021

Born

3 February 1959

Nationality: French

Business address

92, avenue de France – 75013 Paris, France

Number of Casino shares held: 445

Profile

Catherine Lucet is a graduate of *École polytechnique* (1979) and *École des mines de Paris* (1984) and holds an MBA from INSEAD (1987). She began her career as an analyst at the Analysis and Forecasting Centre of the French Ministry of Foreign Affairs. She joined McKinsey in 1986 as a consultant, and was then appointed project manager. In 1991, she was appointed Chief Executive Officer of Éditions Harlequin, a subsidiary of Éditions Hachette and of Canadian publisher Torstar. In 1996, she joined the Anglo-Dutch group Reed Elsevier where she headed their French scientific and medical publishing subsidiary until 2001, when she left to join the Vivendi Group as Chief Executive Officer of Éditions Nathan. Catherine Lucet is currently a member of the Executive Commitee of Editis, Chief Executive Officer of its Education and Reference division which includes Éditions Nathan, Bordas, Clé, Retz, the Le Robert dictionaries, and Daesign, a serious games publisher, and Chair of Éditions Nathan and Daesign.

Main executive position

Deputy Chief Executive Officer of Editis

Directorships and other positions within the Company until 12 May 2021

Position/Duties	Date of appointment	Term of office ends
Independent Director	28 February 2011	12 May 2021
Lead Director	15 May 2018	12 May 2021
Member of the Audit Committee	19 June 2012	12 May 2021
Chair and member of the Governance and Social Responsibility Committee	15 May 2018	12 May 2021

Other directorships and positions held as of 12 May 2021

Outside Casino Group

Within the Editis group	Outside the Editis group
▪ Chair of S.e.j.e.r and Daesign; ▪ Chair and Chief Executive Officer of Librairie Fernand Nathan; ▪ Chair of Editis Cameroun;	▪ Member of the Supervisory Board of Brill NV (Netherlands).

Other directorships and positions held in the past five years (excluding those listed above)

None.

GILLES PINONCÉLY

Non-Voting Director until 12 May 2021

Born

5 January 1940

Nationality: French

Business address

1, cours Antoine Guichard – 42000 Saint-Étienne, France

Number of Casino shares held: 4,000 fully-owned and 21,000 as beneficial owner

Profile

A graduate of *École supérieure d'agriculture de Purpan* in Toulouse, Gilles Pinoncély began his career with L'Épargne, which was acquired by Casino Group in 1970. He was appointed an authorised signatory in 1976, Managing Partner of Casino in 1981, then Statutory Legal Manager in 1990. He became a member of Casino's Supervisory Board in 1994 and joined the Board of Directors in 2003.

Main executive position

Director of various companies

Directorships and other positions within the Company until 12 May 2021

Position/Duties	Date of appointment	Term of office ends
Non-Voting Director	13 May 2016	12 May 2021 (age limit)

Other directorships and positions held as of 12 May 2021

Outside Casino Group

- Director of Financière Célinor (Vie & Véranda);
- Director of the Centre Long Séjour Sainte-Élisabeth, a retirement home.

Other directorships and positions held in the past five years (excluding those listed above)

None.

Gérald de Roquemaurel

Non-Voting Director until 12 May 2021

Born

27 March 1946

Nationality: French

Business address

64, rue de Belle Vue – Brussels 1000, Belgium

Number of Casino shares held: 400

Profile

Gérald de Roquemaurel holds a Law degree, is a graduate of *Institut d'études politiques de Paris* and attended *École nationale d'administration* from 1970 to 1972. A direct descendant of Louis Hachette (founder of the Hachette publishing house), he joined Filipacchi Publications in 1972 and became Director of Paris-Match in 1976. In 1981, he was appointed Vice-Chairman and Chief Executive Officer of Groupe Presse Hachette, which became Hachette Filipacchi Presse in 1992. From 1983 to 1985, he was responsible for the Group's international expansion. In 1984, he became Director and Chief Executive Officer of Publications Filipacchi (later Filipacchi Médias) and was later a member of the Executive and Strategy Committee of Lagardère SCA, a Director of Hachette SA, and Legal Manager of NMPP. On 18 June 1997, he was appointed Chairman and Chief Executive Officer of Hachette Filipacchi Médias, then in 1998, Chief Operating Officer of the Lagardère group, in charge of the media division. In April 2001, he became Chairman of FIPP (*Fédération Internationale de la Presse Périodique*) for two years. In June 2001, he was appointed Chairman of Club de la Maison de la Chasse et de la Nature. In early 2007, he became Managing Partner of HR Banque. In January 2009, he was appointed Senior Partner of Arjil. On 15 December 2012, he was appointed Legal Manager of BGR Partners, Arjil's partnering group in Belgium. Gérald de Roquemaurel resigned from his position with Arjil in September 2015 and became Senior Advisor at Messiers-Maris, a position he has since left.

Main executive position

Chief Executive Officer of BGR Partners SA (Belgium)

Directorships and other positions within the Company until 12 May 2021

Position/Duties	Date of appointment	Term of office ends
Non-Voting Director	15 May 2018	12 May 2021

Other directorships and positions held as of 12 May 2021

Outside Casino Group
▪ Director of Baron Philippe de Rothschild SA

Other directorships and positions held in the past five years (excluding those listed above)

- Member of the Supervisory Board of Baron Philippe de Rothschild SA;
- Legal Manager of BGR Partners (Belgium);
- Director, Chairman, member of the Appointments and Compensation Committee and member of the Audit Committee of Casino, Guichard-Perrachon.

JACQUES DUMAS

Permanent representative of Euris until 31 January 2022

First elected 12 May 2015

Born

15 May 1952

Nationality: French

Business address

148, rue de l'Université – 75007 Paris, France

Number of Casino shares held: 76,508

Profile

Holder of a Masters Degree in Law and graduate of the *Institut d'études politiques de Lyon*, Jacques Dumas began his career in the Legal department of Compagnie Française de l'Afrique Occidentale (CFAO) before becoming Administrative Director (1978-1986). He left CFAO to take up a position as Deputy Company Secretary of the Rallye group (1987) and subsequently moved to the Euris group as Legal Affairs Director (1994). Up until his retirement on 1 February 2022, he was Deputy Chief Executive Officer of Euris and Advisor to the Chairman of Casino, Guichard-Perrachon.

Other directorships and positions held as of 9 March 2022

Within Casino Group/Euris	Outside Casino Group/Euris
▪ Director of Rallye (listed company); ▪ Permanent representative of Euris on the Board of Directors of Finatis** (listed company) and member of the Audit Committee**.	▪ Director and Member of the Appointments, Compensation and Governance Committee of Mercialys (listed company); ▪ Legal Manager of Cognac-Parmentier and Longchamp-Thiers.

Other directorships and positions held in the past five years (excluding those listed above)

- Advisor to the Chairman of Casino, Guichard-Perrachon (listed company)**;
- Deputy Chief Executive Officer of Euris SAS**;
- Permanent representative of Cobivia on the Board of Directors of Casino, Guichard-Perrachon (listed company);
- Member of the Supervisory Board of Monoprix (SAS)**.

* *Offices and positions expired in 2021.*
** *Offices and positions expired in 2022.*

5.5. PREPARATION AND ORGANISATION OF THE BOARD OF DIRECTORS' WORK

5.5.1. Practices and procedures of the Board of Directors

The terms and conditions of the Board of Directors' organisation and operation are defined by law, the Company's Articles of Association, the provisions of the Board of Directors' Internal Rules and the Charters of the Board's specialised Committees.

The Board of Directors meets as often as necessary to protect the interests of the Company and whenever it is deemed appropriate. A quorum of at least half the Directors is required for the Meeting to transact validly. Decisions are made by majority vote of the members present in person or represented. In the event of a tie vote, the Chairman of the meeting casts the deciding vote.

The Chairman of the Board of Directors organises and conducts Board meetings and reports to shareholders on the Board's work at the Annual General Meeting. He also ensures that the Company's corporate governance structures operate properly and, in particular, that the Directors have all that is required to perform their duties.

The practices and procedures of the Board of Directors are regularly assessed, as described in section 5.5.4 below.

Board of Directors' Internal Rules

The Internal Rules set forth the various rules applicable to the Board of Directors' organisation and practices by virtue of applicable legal and regulatory provisions and the Articles of Association of the Company. They also contain the corporate governance principles and provide the framework for their implementation. The Internal Rules are reviewed periodically by the Board on the recommendation of the Governance and Social Responsibility Committee, to identify any amendments or clarifications that may be needed to comply with applicable laws and regulations or to improve the efficiency and operation of the Board and its Committees.

The Internal Rules were revised on 23 March 2021 to clarify the rules concerning the number of shares to be held by Directors in excess of the statutory requirement of 100 shares, and again on 3 November 2021 to simplify the rules concerning participation in Board meetings using videoconferencing or telecommunication systems.

The Internal Rules describe the rules of procedure, roles and responsibilities of the Board of Directors and its specialised Committees, and establish the principle of regular formal self-assessments of the Board's practices. They also set forth the process for appointing the Lead Director and define his or her main duties and provide for restrictions on the powers of the Chief Executive Officer.

The rules of conduct and ethics and the principles of sound governance applicable to members of the Board of Directors and embedded in the Internal Rules are described below in section 5.5.5 "Rules of conduct – Conflicts of interest – Protection of minority shareholders".

The Internal Rules also describe the terms and conditions for conducting and voting at Board meetings, in person or remotely.

The rules are made available to shareholders in Chapter 8 of the Universal Registration Document. The Board of Directors' Internal Rules, the charters of its Committees and the Insider Trading Policy may be found on the Company's website at: https://www.groupe-casino.fr/en/group/governance/

Information provided to the Board of Directors – Training

The Board of Directors' Internal Rules contain the terms and conditions under which the Directors are to receive information as provided by law and the non-disclosure duties relating thereto.

The Chairman and Chief Executive Officer is responsible for providing Directors with all documents and information needed to perform their role and duties.

The documents and information that are required for reviewing the items to be discussed at Board of Directors' meetings are sent to Directors before the meetings take place. Thus, each Board member is provided with a briefing book containing all available information, documents and presentations relating to the items on the meeting's agenda, subject to their availability and based on the status of each respective item. Since 2016, the work files for meetings of the Board and its Committees have been made available to Directors in digital format on a secure platform, along with all general documentation and specific information required by Directors on an ongoing basis.

The members of the Board of Directors are informed about changes in the market, the competitive environment and the main challenges, including in the area of the Company's corporate social responsibility.

In accordance with the Board's Internal Rules, Senior Management reports very regularly (and at least once a quarter) to the Board of Directors on the Company's business and that of its main subsidiaries, including information on sales and results trends, reports on debt levels and available credit lines and headcounts at the Company and its main subsidiaries.

The Board of Directors also reviews the Group's off-balance sheet commitments once every six months.

Every six months, specific meetings or seminars are organised to present the Group's strategy, business plan and budget to the members of the Board.

The Chief Financial Officer and the Chief Operating Officer attend all meetings of the Board. Other Executive Committee members, the executives of the subsidiaries and the heads of the Corporate departments are also invited to attend, depending on the items on the agenda.

Between Board meetings, the Directors receive any important information concerning the Company or any events that materially affect the Company, its operations, or information previously given to the Directors or any matters discussed by the Board during the meetings. They are invited to meetings presenting the financial results to analysts. Senior Management, the Chief Financial Officer and the Board's secretary are at the Directors' disposal to provide any relevant information or explanations.

Each Director, if he or she deems it necessary, may receive additional training on the Group's specificities, its business activities and sectors, its social responsibility and environmental challenges, as well as on accounting or financial concepts to round out their knowledge. The annual reviews of the Board's practices and procedures are also an opportunity to obtain feedback from Directors and to ask them if they have any needs.

Training programme on energy and climate issues launched in 2021

In 2021, on the recommendation of the Governance and Social Responsibility Committee, the Board of Directors approved the implementation of a training programme for Board members and Senior Management on energy and climate issues.

The first session was organised for the Governance and Social Responsibility Committee in January 2022; an expanded session for all Board members is due to take place before the end of the year.

New Director induction programme

When they are first elected, Directors are given all the information they need to fulfil their roles and responsibilities, along with a presentation of the Company's code of ethics and professional conduct, and they may also request any other documents that they believe would be useful.

They systematically follow an induction programme that can be adapted depending on their requests and needs. Meetings are organised for them with the heads of the main Corporate departments and the Chief Executives of the Group's main subsidiaries, along with visits to a certain number of stores. The aim is to enable new Directors to get to know the management teams and quickly deepen their understanding of the Company's businesses and governance processes, its business lines, markets, business model, challenges and objectives.

After their individual meetings with each of their fellow Board members, the induction process for the three new Independent Directors elected by the General Meeting of 12 May 2021 continued and was completed during the second half of the year in order to help them participate fully in the work of the Board without delay and establish smooth and transparent lines of communication with management.

The new Directors met with members of the Executive Committee on a one-to-one basis, and then visited the Monoprix Montparnasse store with Jean-Paul Mochet, Chairman of Monoprix and Chief Executive Officer of Franprix, Diane Coliche, Executive Director of Monoprix and Director of Innovation, followed in October 2021, by a visit to a Franprix store in Paris, also with Jean-Paul Mochet, accompanied by Cécile Guillou, Executive Director of Franprix. During the annual review of the Board's practices and procedures, the new Directors expressed their satisfaction with the induction programme, and with the detailed presentation of the strategic plan in May 2021 following their joining the Board.

Role and responsibilities of the Board of Directors

In accordance with the provisions of Article L. 225-35 of the French Commercial Code, the Board of Directors sets the Company's business strategy and oversees its implementation, in line with its corporate interests, taking into consideration the social and environmental challenges of its business. Subject to powers expressly granted at shareholders' meetings and within the limit of the Company's corporate purpose, it handles any matters relating to the Company's proper functioning and votes on the matters for which it is responsible.

The Board of Directors carries out the controls and checks it deems appropriate.

The Board of Directors also reviews and approves the annual and interim company and consolidated financial statements, as well as the management reports on the operations and results of the Company and its subsidiaries. It also approves the Company management forecasts. It reviews and approves the report on corporate governance. It also determines whether the positions of Chairman and Chief Executive Officer are to be combined or split, appoints the Chairman and Chief Executive Officer and decides on his or her compensation. It may make share grants and, if appropriate, set up employee share ownership plans. It also reviews the Company's gender equality policies each year. It convenes and notifies shareholders of Annual General Meetings.

As mentioned earlier in this Report, management transactions that are significant in terms of their nature and/or amount must be submitted to the Board for prior approval, in line with the limits on the powers of Senior Management.

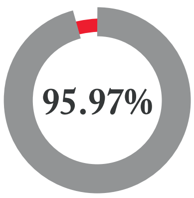
In accordance with the principles of sound governance, the Board may decide to entrust the Audit Committee or an ad hoc committee of Independent Directors with the task of examining or monitoring significant transactions or any other matter. One example is the task assigned to the Governance and Social Responsibility Committee in 2019, at the Committee's request (see section 5.5.5 "Specific governance framework for the Governance and Social Responsibility Committee in connection with parent company safeguard proceedings").

The Board and its Committees may also consult their own independent legal or financial advisers where appropriate.

ACTIVITY OF THE BOARD OF DIRECTORS

11 Board meetings in 2021

Average attendance rate



1 meeting of Independent Directors chaired by the Lead Director

In 2021, the Board of Directors met 11 times (versus ten times in 2020). The average attendance rate was 95.97%, versus 97.9% in 2020. The meetings lasted an average of two and a half hours.

During 2021, the Board reviewed and monitored strategic issues and priorities, the three-year business plan, refinancing operations and the deleveraging and asset disposal plan.

The number of presentations to the Board made by the heads of the Group's retail banners and other businesses was increased compared to the previous year, and the Board devoted time to examining the growth of the e-commerce business, and the continued development of Cdiscount, GreenYellow and RelevanC. The Board of Directors drew on the research commissioned by the Audit Committee on the organic product strategy, and on the Committee's monitoring of progress with the asset disposal and deleveraging plan.

The Board of Directors and its Committees drew on reports and analyses prepared by financial and legal experts or investment banks and validated the deleveraging choices and schedule, the business plan and the updates thereto.

Approval of financial statements – Financial position – Risks

The Board of Directors reviewed and approved the financial statements for the year ended 31 December 2020 (annual and consolidated) and the interim financial statements for 2021 (consolidated), together with the related reports and management forecasts of Casino, Guichard-Perrachon, and confirmed the continuation of the capital allocation policy determined based on the priority given to the deleveraging plan. Accordingly, it regularly reviewed the business performance of the Company and its subsidiaries, the impacts of the Covid-19 pandemic on the Group's business and changes in the financial position, and obtained the opinions of the Audit Committee and the Statutory Auditors. The Board discussed and approved the Group's draft press releases.

Each meeting also included a presentation of changes in the Group's financial position (debt, financing and liquidity). The Board authorised new refinancing operations designed to extend the average maturity of debt and the maturity of the main syndicated loan facility, and reduce the cost of debt. The Board ensured that the Group's ratios complied with the new financial covenants applicable from 30 June 2021. Implementation of the cost savings plan and cash flow forecasts were the subject of regular reviews.

A close watch was kept on the Group's credit ratings and share price, as well as on the financial analysts' research reports.

The Board was updated on the safeguard proceedings at the parent companies through the reports of the Governance and Social Responsibility Committee.

As in prior years, the Board monitored changes in the Group's material financial and non-financial risk exposures, and the action plans deployed to address these risks. The Board was regularly informed of the work of the Internal Audit department and the Group Risks, Compliance and Internal Control department, and was updated on the status of the action plans designed to detect and prevent cybercrime, prevent corruption under the Sapin II law[1] compliance programme, and protect personal data under existing governance arrangements. It received reports from its specialised Committees on the status of the main legal proceedings or investigations involving the Group.

It discussed the reappointment of the Statutory Auditors, based on the Audit Committee's recommendation.

Strategy – Business model – Activities of the Group

The Board of Directors reviewed and approved the Group's strategic objectives, as reflected in the rolling three-year business plan and monitored its implementation. To this end, it analysed the main assumptions used in the budget process, the asset disposal process, the future drivers of profitable growth and the financial trajectories of the main banners. Its work was based on an independent analysis of the updated business plan.

In particular, the Board examined and monitored the strategic options concerning Cdiscount and GreenYellow, including the option of issuing equity to fund a faster pace of business growth for both subsidiaries.

Regular business reviews were presented to the Board. It also reviewed the strategies for growing the various banners' e-commerce sales, the organic strategy and the expansion strategy, and discussed the specific presentations made by the executives in charge of Monoprix, Franprix, Cdiscount, the hypermarkets, the supermarkets and the convenience stores.

As part of its strategic review and based on the Governance and Social Responsibility Committee's activity reports, the Board discussed the priorities for improving the CSR performance of the Group's businesses, including by reducing their carbon footprint.

Various partnership projects were presented to the Board, including the new purchasing partnership with Intermarché covering major brands and digital products, the partnership with BNP Paribas for the development of the split payments business following the divestment of FLOA, the strategic cooperation project with Amazon Web Services covering energy contracts and cloud services as part of the Group's ongoing digital transformation, and the partnership project with Gorillas, the leader in quick commerce, as part of the omni-channel distribution strategy.

It also examined and approved the proposed acquisition by Sendas/Assaí of GPA hypermarkets with a view to converting them to cash & carry outlets.

The Board drew on the work and conclusions of its Audit Committee and Governance and Social Responsibility Committee, as well as on the reports commissioned from experts and investment banks.

The main human resources policies were discussed at the end of the year (development of human capital, gender equality, promotion of diversity, training, benevolent management practices) along with the challenges for 2022.

Governance and Social Responsibility

The Board of Directors conducted its annual review of the Company's position with regard to corporate governance principles. In particular, the review addressed such issues as the composition and organisation of the Board and the Committees, and the diversity policy and independence of Directors, in light of the proposed re-elections and appointments of Directors at the Annual General Meeting of 12 May 2021.

It also decided on the composition and chairmanship of the Committees and appointed a new Lead Independent Director.

The Board of Directors read the activity report of the Lead Director who stepped down from the Board at the end of the 2021 Annual General Meeting, the results of the annual review of the Board's practices and procedures and the related recommendations of the Governance and Social Responsibility Committee, which were discussed and approved by the Board. It also reviewed the Board of Directors' Corporate Governance Report included in the 2020 Universal Registration Document.

The previous Lead Director's report on her discussions with shareholders in the first quarter of 2021 was presented to the Board, which asked the new Lead Director to pursue discussions with shareholders on the practices and procedures of the Board and its Committees as part of the stakeholder dialogue process.

Having considered the report on the work and recommendations of its specialised Committees, the Board discussed the Non-Financial Statement, as well as the corporate social responsibility information, the ethics and compliance approach and the report on the implementation of the duty of care plan prepared by Senior Management in 2020 and incorporated in the management report, all of which were included in the 2020 Universal Registration Document.

(1) French law No. 2016-169 of 9 December 2016 concerning transparency, anti-corruption measures and the modernisation of the economy.

The Board thus reviewed the results of the CSR policy in 2020 compared to objectives and performance indicators, and the initiatives planned for 2021, including initiatives and commitments to reduce the Group's environmental impact and combat climate charge. The Governance and Social Responsibility Committee reported on the key areas of GPA's CSR strategy and the 2021-2022 action plans, the implementation of the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), the results and objectives in terms of ESG ratings, the Group's carbon footprint and the steps being taken to reduce scope 3 emissions, as well as on internal living wage surveys conducted at all subsidiaries.

The Board approved the implementation of a training programme for its members on energy and climate issues.

It also heard the Audit Committee's reports and opinions on regulated related-party agreements and routine related-party agreements entered into on arm's length terms, including the strategic advisory services agreement with the parent company, Euris, and the regulated agreements that continued to be implemented in 2020.

It updated the Internal Rules of the Board of Directors and the Insider Trading Policy, based on the recommendation of the Governance and social Responsibility Committee.

The Board received the opinions of its Committees on the Group's key initiatives in 2021 under the gender equality policy. It noted that they had led to an increase in the proportion of women in top management positions and that the additional measures launched during the year would be pursued. It renewed the objective of increasing the proportion of women in top management positions in France in the 2021 long-term incentive plans for the Chairman and Chief Executive Officer and key executives (LTI 2021) (see also section 5.3.4), setting a new target for end-2023. Progress in meeting this target will be monitored by the Board over the next two years.

It renewed the annual authorisations granted to the Chairman and Chief Executive Officer, as presented above in section 5.3.2

Compensation – Free allocation of shares – Human capital development

The Board of Directors decided on the Chairman and Chief Executive Officer's compensation policy for 2021 submitted for shareholder approval at the Annual General Meeting of 12 May 2021 (fixed compensation, annual variable compensation and 2021 long-term incentive bonus). It also decided on the amount of the Chairman and Chief Executive Officer's variable compensation for 2020 based on the criteria set in March 2020, and his 2018-2020 LTI bonus, based on the criteria set in 2018.

The Board approved the terms and conditions of the 2021 compensation policy for Directors, submitted to shareholders for approval at the 2021 Annual General Meeting.

The Board decided to set up a performance share plan for 2021 (LTI 2021-2023); it also decided that part of the special bonus awarded to senior executives for the completion of key strategic transactions would be paid in shares bought back for this purpose.

The governance arrangements in the event that the Chairman and Chief Executive Officer is temporarily unable to fulfil his responsibilities due to unforeseen circumstances were re-examined and reported on by the Appointments and Compensation Committee, which reviews the steps taken each year to update succession plans to ensure Senior Management continuity. The Board also heard the Committee's opinion on the additional human resources development initiatives undertaken in 2021 and their results, as well as on the specific initiatives to be pursued in order to identify and accelerate the development of female talent pools.

Annual General Meeting

The Board of Directors approved the agenda, reports and draft ordinary and extraordinary resolutions presented at the Annual General Meeting held on 12 May 2021, behind closed doors due to the Covid-19 crisis, including those relating to the components of the compensation awarded to the Chairman and Chief Executive Officer and the non-executive members of the Board of Directors.

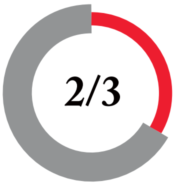
At each meeting the work performed and decisions taken by the Board were preceded by a presentation of all the work of its specialised Committees, as set forth below in detail.

5.5.2. Specialised Committees of the Board of Directors

BOARD OF DIRECTORS

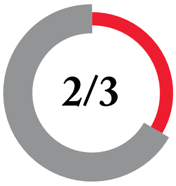
Audit Committee

Independence rate:



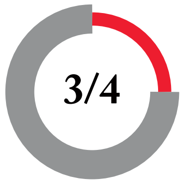
Appointments and Compensation Committee

Independence rate:



Governance and Social Responsibility Committee

Independence rate:



The Board of Directors is assisted by three Committees that report to the Board: the Audit Committee, the Appointments and Compensation Committee and the Governance and Social Responsibility Committee.

The members of these Committees are appointed by the Board, which is also responsible for appointing their respective Chairs. The Committees' composition and organisation are reviewed each year by the Appointments and Compensation Committee, the Governance and Social Responsibility Committee and the Board of Directors. When selecting Committee members, the Board takes into account their professional background and expertise.

The specific roles, duties and functioning of each Committee are defined and regularly reviewed by the Board of Directors, which may decide to allocate additional tasks to them. They are included in the Board of Directors' Internal Rules and in the Charter prepared for each Committee describing their respective organisation and rules of procedure.

Board meetings generally take place after a meeting of one or more Committees depending on the items on the agenda of the Board meeting in question. The Committees report to the Board on their work and observations and, where appropriate, inform the Board of their opinions, proposals or recommendations in each of their respective fields of expertise.

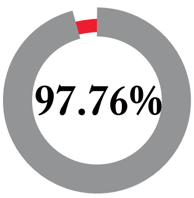
The Board may also decide at any time to set up an ad hoc committee of Independent Directors to examine a specific issue. Pursuant to the Internal Rules of the Audit Committee and of the Governance and Social Responsibility Committee, they must consist of at least three members, at least two of whom must be Independent Directors within the meaning of the criteria in the Afep-Medef Code. With respect to the Appointments and Compensation Committee, the Internal Rules impose a minimum of three members, the majority of whom must be independent.

As part of its work, each Committee may organise meetings with the Senior Management of the Company and its subsidiaries should it deem necessary and, on its own initiative, may use the services of external experts and request any information it needs to carry out its functions.

During Board meetings, the Committees present oral reports on their work and a written report included in the minutes to the Board meeting.

ACTIVITY OF THE BOARD COMMITTEES

Attendance rate



In 2021

Audit Committee	Appointments and Compensation Committee	Governance and Social Responsibility Committee
13 meetings	6 meetings	6 meetings

AUDIT COMMITTEE

Composition as of 9 March 2022

	Role	Independence	1st appointment/ last renewal	Number of meetings	Attendance rate
Frédéric Saint-Geours	Chairman Member		17/06/2020 17/06/2020	13	100%
Thierry Billot[(1)]	Member	●	11/06/2021		100%
Béatrice Dumurgier[(2)]	Member	●	11/06/2021		88%
INDEPENDENCE RATE		**2/3**			

(1) Succeeded Catherine Lucet, Independent Director and member of the Committee until 12 May 2021.
(2) Succeeded Laure Hauseux, Independent Director and member of the Committee until 12 May 2021.

The proportion of Independent Directors on the Committee complies with the two-thirds threshold recommended by the Afep-Medef Code. All members of the Audit Committee hold or have held senior executive positions and therefore have the financial or accounting skills required by Article L. 823-19 of the French Commercial Code.

Role and responsibilities

The Audit Committee is responsible for assisting the Board of Directors in reviewing the annual and interim financial statements and in dealing with transactions or events that could have a material impact on the position of Casino, Guichard-Perrachon or its subsidiaries in terms of commitments or risks.

It examines the Company's exposure to financial and non-financial risks. With respect to non-financial risks, it may draw on the work of the Governance and Social Responsibility Committee.

The Company ensures that, as far as possible, the Audit Committee meets to review the annual and interim financial statements at least two days before the Board meeting held to approve them.

Pursuant to Article L. 823-19 of the French Commercial Code, the Committee deals with matters relating to the preparation and control of accounting and financial information. It reviews the terms and conditions applicable to approving the financial statements, as well as the type, scope and outcome of the work undertaken by the Statutory Auditors for the Company and its subsidiaries.

Accordingly, it is tasked with tracking the effectiveness of internal control and risk management systems, the audit of the financial statements of the Company and the Group by the Statutory Auditors and the Statutory Auditors' independence.

To this end, the Statutory Auditors organise a presentation on their audit work and audit findings for the Committee. At least twice a year, the Audit Committee meets alone with the Statutory Auditors where necessary, without any Company representatives in attendance. Additional meetings with the Statutory Auditors and with the internal audit manager may be arranged at the Committee's request.

The Committee organises the Statutory Auditor selection process (see below for details of the procedure implemented in 2021).

Since 15 February 2015, the Audit Committee has also reviewed, prior to their signature, all material agreements between the Company or its wholly-owned subsidiaries and related parties (defined as the other Casino Group companies, the Group's parent companies and their subsidiaries and the associated companies). The purpose of this review is to help prevent the risk of conflicts of interest and to protect minority shareholders. It informs Senior Management and the Board of Directors of its opinion on these agreements, for information purposes or prior to their approval, where applicable. The Audit Committee's role in this case is to establish that the transaction falls within the scope of the related-party procedure and express an opinion on whether the agreement fairly balances the interests of the Company and the related party (see also section 5.5.5 below on the procedure for reviewing related-party agreements and its scope).

Since 12 December 2019, the Audit Committee has also been responsible for reviewing agreements classified as arm's length on a yearly basis to ensure that they have indeed been concluded in the ordinary course of business on arm's length terms, and reporting its opinion to the Board (see also section 5.5.5 below).

The Audit Committee's powers and duties are set out in a charter, including those concerning risk analysis and the detection and prevention of management errors. The charter is reviewed regularly and was last updated on 25 March 2020. The Board of Directors' Internal Rules also set out the Committee's responsibilities.

Activity of the Audit Committee in 2021

The Audit Committee met 13 times in 2021 (versus seven times in 2020). In addition to the customary meetings to review the annual and interim accounts, risks and internal control, specific meetings were devoted to strategic analyses and status reviews of the asset disposal and deleveraging plans. Four meetings dealt with the selection procedure for the Statutory Auditors, whose appointments expire at the end of the 2022 Annual General Meeting, and the call for tenders organised in the second half of the year. Two of these meetings were dedicated exclusively to presentations by the short-listed firms and the selection by the Committee of the firm to succeed Ernst & Young et Autres. The attendance rate was 97.44% (100% in 2020). The meetings lasted an average of two and a half hours.

As a general rule, the meetings were also attended by the Chief Financial Officer, the Group Chief Accountant, the Group General Counsel, the Chief Risk and Compliance Officer, the Chief Ethics Officer, the Deputy Director of Risks, Compliance and Internal Control, the Director of Group Internal Audit, and the General Secretary who is also the Secretary of the Board and of the Committee. Representatives of the Statutory Auditors attend the meetings when the annual and interim financial statements, the payment of dividends, changes in accounting standards, and the work of the Internal Audit department and the Risks, Compliance and Internal Control department are reviewed or discussed.

Depending on the agenda items, Audit Committee meetings may also be attended by other executives, including the Chief Operating Officer, the Strategic Planning and Investment Director, the Director of Group Information Systems Security, the Group Digital Director and Chief Executive Officer of RelevanC, the Executive Director, New Businesses, the Executive Director, Merchandise and Chairman of Achats Marchandises Casino, the Corporate Development and Holdings Director, and the Chairman of L'Immobilière Groupe Casino. During its review of the annual and interim financial statements, the Committee also met the Statutory Auditors without any representatives of the Company in attendance.

During 2021, regular updates were again presented to the Committee on the progress of the asset disposal plan, including the sale of FLOA and the negotiation of the terms of a strategic partnership with BNP Paribas.

Proposals were presented to the Committee concerning possible financial market transactions and rights issues by subsidiaries GreenYellow and Cdiscount. It was informed of the proposed sale of GPA's hypermarkets to Sendas/Assaí and the transaction's impact on the strategy of both groups in Latin America. The project to launch Lugh, a payment and loyalty solution based on a stable digital asset ("stablecoin") was also presented. The Committee also continued its review of the Group's organic strategy.

The Committee monitored compliance with the hard covenants included in the Group's credit facility agreements, its liquidity position and the deleveraging trajectory.

In connection with its review of the 2020 annual financial statements and the 2021 interim financial statements, the Audit Committee reviewed the accounts closing process and the consolidation of the accounts of the Group's various listed subsidiaries. It reviewed and discussed the executive summary prepared by the Financial and Accounting department, the management reports and the Statutory Auditors' report on their audit procedures, their review of the system of internal controls over the preparation and processing of accounting and financial information and their review of all the consolidation entries and the financial statements of the Company. As part of its review of the financial statements, the Committee examined the appropriateness of the accounting methods and treatments used in the financial statements and the effective completion of the Statutory Auditors' engagement. The risk factors – including social and environmental risks – were presented to the Committee during the annual accounts closing process and when the updated risk map was presented.

During the year, the Committee reviewed the Statutory Auditors' annual audit plan and proposed fee budget.

The Committee was regularly informed of and discussed developments in ongoing legal proceedings and investigations.

The six-month interim reports of the Risks and Compliance department and its Group Internal Control unit, as well as the priorities for 2022, were presented to the Committee by the Internal Control Director and the Chief Risks and Compliance Officer and Chief Ethics Officer. In particular, the Committee was informed of the results of the internal control self-assessment exercises, the annual update of the Group's main risk map, and the system for identifying and monitoring fraud risks. It ensured that action plans were in place.

As is the case every year, the Director of Group Information Systems Security presented an update on action plans to prevent cybercrime.

The Director of Internal Audit also presented to the Committee the two six-month interim activity reports on completed internal audits, the results of follow-up audits to check that action plans have been launched to implement the internal auditors' recommendations, and the assignments performed in coordination with the internal auditing teams of the various Group entities. The Committee also received the reports on internal audits conducted during the year on compliance issues (Sapin II law). Between each half-yearly report, the Committee receives an executive summary of each audit carried out in the previous six months. The Committee approved the adjustments to the 2021 Internal Audit Plan and the Internal Audit Programme for 2022.

As part of its compliance and risk management assessment, the Committee also referred to the work overseen by the Governance and Social Responsibility Committee concerning the compliance of the arrangements for preventing and detecting bribery and corruption with the Sapin II law and compliance with the GDPR, as well as to its review of the Non-Financial Statement and Senior Management's duty of care plan. Along with the Governance and Social Responsibility Committee, the Audit Committee is regularly informed of any incidents reported via the internal whistleblowing system and of the action taken in each case.

The Committee approved several non-audit engagements assigned to the Auditors and acknowledged the latter's confirmation that there were no identified situations or risks that could affect their independence during the fiscal year under review. No changes were made to the procedure for approving non-audit services.

■ Call for tenders for Statutory Audit services

With the appointments of Ernst & Young et Autres and Deloitte & Associés due to expire at the end of the 2022 Annual General Meeting, and Ernst & Young et Autres having served for the maximum period allowed under French law, in June and July 2021 the Audit Committee decided on the selection procedure for a new Statutory Auditor, through a tendering process to be organised under its responsibility in accordance with French law. Two Audit Committee meetings were exclusively dedicated to implementing the selection procedure. After defining the tender specifications and the organisational arrangements for the procedure, the Committee examined the audit service proposals and interviewed the short-listed firms. It reported its reasoned recommendation to the Board of Directors.

The Audit Committee also recommended that Deloitte & Associés should be reappointed for a further six years without a call for tenders, as authorised by the regulations concerning renewals. In light of the non-renewal of the term of office of Ernst & Young et Autres, the Audit Committee considered that the re-appointment of Deloitte & Associés was all the more appropriate due to its in-depth knowledge of the Group. The Committee also took into account the rotation of one of the signatories of Deloitte & Associés at the close of the 2022 Annual General Meeting and the second signatory at the close of the 2023 Annual General Meeting, in accordance with the applicable legal provisions.

■ Prior review of related-party agreements

As part of its review of related-party transactions and routine related-party agreements entered into on arm's length terms, in 2021 the Committee reviewed the management report on all routine agreements entered into or implemented in 2020 (unchanged from 2019) and obtained assurance that it had received all relevant information. In particular, the Committee examined the services provided by Euris under the strategic assistance agreement renewed on 1 January 2020, which was classified as a routine arm's length agreement. It verified the nature of the services provided and that the agreement's implementation terms were unchanged (see section 5.5.5 for more information).

It also expressed its opinion on the regulated agreements that continued to be implemented in 2020, and noted that no new regulated agreements were entered into in 2021.

In addition, it reviewed the annual report on all of the agreements between related parties, the purpose of which is to group all of the agreements and transactions that took place between or among these parties in 2020, including transactions outside the scope of the Committee's prior review procedure.

The Chairman of the Audit Committee reported to the Board on all of the Committee's analyses, work and opinions, and where applicable, to the Governance and Social Responsibility Committee, which was tasked specifically by the Board to protect the corporate interest in connection with the safeguard proceedings initiated at the level of Casino's parent companies.

APPOINTMENTS AND COMPENSATION COMMITTEE

Composition as of 9 March 2022

	Role	Independence	1st appointment/ last renewal	Number of meetings	Attendance rate
Nathalie Andrieux	Chair	●	12/05/2021		100%
	Member		12/05/2021	6	100%
Maud Bailly[1]	Member	●	11/06/2021		100%
David de Rothschild	Member		15/05/2018		100%
INDEPENDENCE RATE		**2/3**			

(1) Succeeded Laure Hauseux, Independent Director and member of the Committee until 12 May 2021.

The proportion of independent directors on the Committee complies with the Afep-Medef Code's recommendation calling for a majority of Independent Directors. The Chairman of the Committee is an Independent Director.

The Chairman and Chief Executive Officer participates in the Appointments and Compensation Committee's work on the Committee's selection and appointment process for Directors and the Lead Director, and on information about the compensation policy for key executives who are not corporate officers.

Role and responsibilities

The role and responsibilities of the Appointments and Compensation Committee are set out in its Charter, which was updated most recently on 25 March 2020, primarily to reflect legislative changes that took place in 2019. The Board of Directors' Internal Rules, also amended, describe these responsibilities.

The Appointments and Remuneration Committee is specifically in charge of helping the Board of Directors to review applications for Senior Management positions and to select new Directors based on the criteria and requirements set by the Governance and Social Responsibility Committee to achieve the right mix of expertise and diversity. It reviews on an annual basis Directors' independence and the composition of the Committees. It also assists the Board of Directors in setting and implementing the compensation policy for corporate officers and the executive corporate officer, reviewing stock option or free share policies, employee share ownership plans and the human development and succession plan.

Activity of the Appointments and Compensation Committee in 2021

The Appointments and Compensation Committee met six times in 2021 (versus six times in 2020). The attendance rate was 100% in 2021 (95.80% in 2020). Meetings lasted an average of one and a half hours.

The Committee made recommendations to the Board on the proposed re-elections and appointments of Directors and the composition of the Board to be submitted to the Annual General Meeting of 12 May 2021.

The Committee performed its annual review of the independence of Directors, taking into account all of the criteria in the Afep-Medef Code, and presented the results of the review to the Board. As part of its review, it examined whether any Directors had any relationships with Group companies that might affect their judgement or lead to conflicts of interest.

The members of the Committee made recommendations on the composition of the Committees, taking into account the opinions of the Committees' chairs, as well as on the appointment of the new Lead Director chosen from among the Independent Directors who are members of the Governance and Social Responsibility Committee.

It was consulted about the method of determining the Chairman and Chief Executive Officer's fixed and variable compensation for 2021, the financial and non-financial criteria and the variable component for 2020 based on the achievements and objectives set in March 2019. As part of the process to determine the 2021 compensation policy, based on the analyses and recommendations presented by two firms of compensation consultants, the Committee recommended increasing the variable portion of the Chairman and Chief Executive Officer's total compensation for 2021, in line with the median amounts adopted in comparable groups.

The Committee discussed its work on future changes to the structure of the Chairman and Chief Executive Officer's compensation package with the Governance and Social Responsibility Committee.

The Committee was also consulted concerning the determination of the final amount of the 2018-2020 long-term incentive bonus awarded to the Chairman and Chief Executive Officer by the Board of Directors on 6 March 2018 and approved by the Annual General Meeting of 15 May 2018, based on actual performance in relation to the plan's objectives.

It was also informed during the year of the compensation of other Executive Committee members and reviewed the overall compensation of each member of the Executive Committee.

The Committee reviewed the proposed say-on-pay resolutions to be presented at the Annual General Meeting of 12 May 2021 and the corresponding Board reports, concerning the components of the Chairman and Chief Executive Officer's 2020 compensation, the compensation policy applicable to him for 2021, the disclosures related to his compensation including pay ratios, as well as the 2021 compensation policy for Directors which was also submitted to the Annual General Meeting for approval. It also reviewed the sections of the Chairman's Corporate Governance Report, included in the 2020 Universal Registration Document, relating to matters for which he is responsible.

The Committee was also consulted about proposals to allocate free shares to managers of the Group and recommended that the Board approve the proposals.

The Committee examined the annual update to the succession plans for the Business Units' Management Committees and for Casino's key executives, the annual reviews of the talent pools available for succession planning, the career tracking and development plans, and action plans for the Group's key resources implemented in 2021.

It recommended that thought be given to imaginative new initiatives to accelerate the identification and development of female talent pools, which represent an essential stepping stone towards improving the gender balance at Senior Management level through succession plans.

The Committee also re-examined in 2021 the governance arrangements in the event that the Chairman and Chief Executive Officer is temporarily unable to fulfil his responsibilities due to unforeseen circumstances. The long-standing arrangements ensure that in such a situation, a replacement system would be immediately operational to maintain continuity of management, including at the level of the listed subsidiaries and parent companies. The arrangements are reviewed regularly and also prior to the renewal of the Chairman and Chief Executive Officer's appointment.

The Chairman of the Committee reported on the work performed at each Committee meeting to the Board of Directors.

The Appointments and Compensation Committee used independent research and benchmarking surveys, mainly carried out by specialist firms, to assist it in some of its duties, including for its analyses of Senior Management compensation packages.

GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE

Composition as of 9 March 2022

	Role	Independence	1st appointment/ last renewal	Number of meetings	Attendance rate
Thierry Billot[(1)]	Chairman	●	11/06/2021	6	100%
	Member		11/06/2021		
Nathalie Andrieux	Member	●	12/05/2021		83%
Christiane Féral-Schuhl	Member	●	17/06/2020		100%
Frédéric Saint-Geours	Member		17/06/2020		100%
INDEPENDENCE RATE		**3/4**			

(1) Succeeded Catherine Lucet, Independent Director and member of the Committee until 12 May 2021.

Role and responsibilities

The purposes, organisational rules and operation of the Committee are described in a specific Charter that was amended and approved most recently by the Board of Directors on 25 March 2020. The Board of Directors' Internal Rules also set out the Committee's responsibilities.

The Committee was created in 2015 to monitor the development of governance rules, oversee their proper application and propose any appropriate adaptation and ensure they are adequate to the Group's needs. In the area of governance, it regularly reviews the structure, size and composition of the Board of Directors. In particular, it is responsible for monitoring matters relating to rules of conduct and ethics applicable to Directors, for determining the method of evaluating the Board's organisation and functioning and performing the evaluations, and for managing and handling conflicts of interest. The Committee may address any exceptional issue that could give rise to a conflict of interest.

■ Protection of the corporate interest in connection with the safeguard proceedings for the parent companies

Following the initiation of safeguard proceedings for the parent companies, the Committee recommended temporarily extending its role in this connection to ensure that the Board of Directors is in a position to continue to provide its members with full and accurate information, and to make impartial and objective decisions in order to protect Casino's corporate interest, and that it is always able to identify and monitor potential conflicts of interest within the Board. At its meeting on 13 June 2019, the Board of Directors decided to set up a specific governance framework on a temporary basis to be defined by the Governance and Social Responsibility Committee with the assistance of an independent law firm with no connection to the parent companies (see section 5.5.5 "Specific governance framework for the Governance and Social Responsibility Committee in connection with parent company safeguard proceedings").

■ Broader powers in CSR matters

The scope of the Committee's duties in the area of social responsibility was broadened from 15 December 2017, reflecting the involvement of individuals at the highest level of the organisation in the Group's social responsibility process and the alignment of said duties with those of the other two Committees. It is thus responsible for reviewing the Group's commitments and policies in the area of ethics and rules of conduct and corporate social, environmental and societal responsibility, implementing these policies and tracking their results, in line with the Group's strategy. In this respect, together with the Audit Committee, it also ensures the existence of systems for the identification and management of the principal risks relating to these areas and compliance with applicable laws and regulations. It reviews the Group's participation in ESG indices and examines the non-financial information disclosed in the annual management report, in accordance with the legal requirements. It reviews the gender parity policy annually ahead of the Board's annual discussion of this matter, and monitors the gender diversity objectives proposed by Senior Management based on the recommendations of the Appointments and Compensation Committee (see also Article 12.2.5 of the Board of Directors' Internal Rules in section 8.3 of this Universal Registration Document).

Activity of the Governance and Social Responsibility Committee in 2021

During 2021, the Governance and Social Responsibility Committee met six times (versus nine times in 2020). The attendance rate was 95.83% (versus 100% in 2020). The meetings lasted an average of over two and a quarter hours.

The Committee's work mainly focused on the following matters:

- As regards its specific temporary assignment in connection with the safeguard proceedings:

  During three of its meetings, the Committee was given an update on outstanding issues, including one meeting that was attended by all the Independent Directors. The presentations concerned, in particular, the decision of the Paris Commercial Court to defer the payment dates under the safeguard plans by two years and the consequences of this decision on the estimated debt repayment schedule (see Rallye's press release dated 27 October 2021), and Rallye's January 2021 global tender offer for its unsecured debt (see Rallye's press release dated 22 January 2021). The Governance and Social Responsibility Committee referred to the work and opinions of the Audit Committee for the annual monitoring of the strategic assistance agreement with Euris, which was rolled over for three years in 2020 (see section 5.5.5 for more information). It reported to the Board of Directors on its activities during the year.

- As regards its governance responsibilities:

  The Committee examined the summary of the review of the Board's practices led in 2020 by the Lead Director, together with the associated recommendations, as well as the Lead Director's annual report on the same subject, the meeting of the Independent Directors and the conditions under which the duties of Chairman and Chief Executive Officer were respectively performed in 2020. It reviewed the report on its activities included in the Board of Directors' Corporate Governance Report and informed the Board of its opinions and recommendations.

  The Committee reviewed the report on the Lead Director's discussions with investors and proxy advisers on governance issues and the Board's practices and procedures based exclusively on publicly available information, and recommended that the new Lead Director should pursue the dialogue process.

  The Committee reviewed the size and composition of the Board and its Committees, and noted that after the 2021 Annual General Meeting the proportion of Independent Directors once again exceeded the recommended threshold of one-third.

  It examined the clarifications and amendments to be made to the Board's Internal Rules.

  In line with good governance practice and based on research conducted by compensation consultants, it examined the proposed adjustment of the Chairman and Chief Executive Officer's total compensation package for 2021 recommended by the Appointments and Compensation Committee. It recommended that the Board approve the Board of Directors' Corporate Governance Report included in the 2020 Universal Registration Document.

  Other work performed by the Committee included an annual review of the Company's position vis-à-vis the various reports issued by the AMF and the High Committee on Corporate Governance, and reviews of the recommendations made by shareholders, proxy advisers and ESG rating agencies.

  It recommended that the Board renew the specific annual authorisations granted to the Chairman and Chief Executive Officer, as described in the Board of Directors' Internal Rules.

- As regards its Corporate Social Responsibility (CSR) responsibilities:

  The Committee recommended that the Board approve the Non-Financial Statement, the CSR information, the ethics and compliance approach and the report by Senior Management on the implementation of the duty of care plan incorporated in the management report presented in the 2020 Universal Registration Document.

  As was the case in 2020, the Committee reviewed and discussed the corporate social responsibility (CSR) policy presented by the Group CSR Director, which is being implemented by the Company as part of its growth strategy. The review focused primarily on the defined strategies and priorities and how they were managed in France and Latin America, and the results achieved – especially the key performance indicators. The Committee was informed of the CSR criteria set in connection with the variable compensation of the executive corporate officer and other key managers.

  After Monoprix in 2020, in the second half of 2021 it examined the CSR strategy of Grupo Pão de Açúcar (GPA) in Brazil (initiatives deployed in 2021 and planned for 2022), which was presented to it by the CSR Director of GPA.

  An update was presented to the Committee on the process of applying the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), covering the scoring of climate change risks and opportunities by the subsidiaries' CSR departments. The Committee also received a detailed update on the Group's ESG ratings and the results of an independent survey of investors' perception of Casino's CSR policy.

  The Committee examined the results of internal living wage surveys conducted in 2020 at all subsidiaries, and the Senior Management-led project to comply with the European Taxonomy regulation. It also reviewed the method used by the Group to calculate its greenhouse gas emissions, focusing in particular on scope 3 emissions, as part of its monitoring of progress in reducing the Group's carbon footprint.

  The Committee recommended that Board members be given training on energy and climate issues, and the first training session was organised in January 2022.

Status reports were presented to the Committee by the Risks and Compliance Director and Group Ethics Officer and by the Internal Control Director on the implementation of measures and procedures to prevent and detect bribery and corruption as required by the Sapin II law, especially as regards progress on the various digitalisation projects, the risk mapping process and the results of the self-assessment campaign, as well as the internal compliance audits and action plans. The approach to complying with the General Data Protection Regulation was also presented to the Committee, along with a status report on each of the priority actions and the governance structure. The Committee reported to the Audit Committee on its monitoring of compliance with these CSR issues.

The Human Resources department made a presentation to the Committee on action taken by the Group in 2021 to support the gender equality policy, the objectives concerning the proportion of women in Senior Management positions and the progress made towards meeting these objectives. The Committee noted the positive outcomes of the action plans and presented its conclusions to the Board of Directors. It also recommended that consideration be given to setting an additional specific objective concerning the proportion of women on the Group Executive Committee.

The Committee's Chairman reported to the Board of Directors on the work carried out at each Committee meeting.

5.5.3. Lead Independent Director – 2021 report

The Board of Directors' Internal Rules provide for the mandatory appointment of an Independent Lead Director whenever the offices of Chairman of the Board of Directors and Chief Executive Officer are held by the same person (see also section 5.3.3 above).

The position of Lead Director was created on 11 May 2012 at the suggestion of the Chairman and Chief Executive Officer. The Board of Directors appointed Thierry Billot, Independent Director, to succeed Catherine Lucet as Lead Director effective 12 October 2021.

The Lead Director's powers and duties are described in Article 13 of the Board's Internal Rules. The Lead Director ensures that combining the roles of Chairman and Chief Executive Officer does not have an adverse impact on the proper functioning of the Board, on such matters as the information given to Directors, the inclusion of items on the agenda of Board meetings and the organisation of Board discussions and votes (see also section 5.3.3 "Role of the Lead Director").

To this end, he may consult the Governance and Social Responsibility Committee at any time about any issues that could create a problem.

Between them, the two successive Lead Directors participated in all the meetings of the Board of Directors (11 meetings in total, including six meetings after the Annual General Meeting of 12 May 2021), all the meetings of the Audit Committee (13 meetings, including eight meetings after the Annual General Meeting of 12 May 2021) and chaired all the meetings of the Governance and Social Responsibility Committee (six meetings, including three meetings held after the Annual General Meeting of 12 May 2021).

In respect of 2021:

- The Lead Director chaired a meeting of the Independent Directors in late January 2022 to discuss a variety of matters. The Chairman of the Audit Committee also attended. The meeting was devoted to assessing the practices and procedures of the Board and its Committees in 2021.
- The Lead Director reported to the Governance and Social Responsibility Committee that the positions of Chairman of the Board of Directors and Chief Executive Officer and the duties of the Board and the Board Committees were performed satisfactorily and that no problems had come to light or been reported to the Appointments and Compensation Committee or the Governance and Social Responsibility Committee or to the Lead Director during the financial year in question concerning any actual or potential conflicts of interest. The Board's practices and procedures, in terms of the organisation of its discussions and decisions, the information given to Directors and the quality of its Committees' practices and procedures, was confirmed as being good during the self-assessment exercise carried out in 2021 and the meeting organised by the Lead Director at the end of January 2022 (see above). The Chairman and Chief Executive Officer was informed by the Lead Director of the observations and suggestions made for 2022.

- As Chairman of the Governance and Social Responsibility Committee, the Lead Director reviewed the application of the governance practices recommended in the Afep-Medef Code, its implementation guide and the reports of the AMF and the High Committee on Corporate Governance. Like his predecessor, he ensured that the Directors received all necessary information and that governance issues were properly reviewed, that independent advice was obtained as needed concerning specific issues or decisions, that potential conflicts of interest were prevented – in particular in connection with the parent company safeguard proceedings – and that the Committee duly fulfilled its temporary monitoring assignment. He ensured that the Board of Directors' Internal Rules and the Committees' Charters were reviewed and adapted whenever necessary. He presented all of his work and proposals to the Board, including the results of the self-assessment of the Board's practices and procedures and the proposals of the Governance and Social Responsibility Committee and the Independent Directors on the action to be taken based on the self-assessment results. He also recommended that he should continue to organise regular discussions with shareholders in his capacity as Lead Director. The Lead Director presented to the Audit Committee and the Board, in 2021 and early 2022, the compliance report covering the Group's programme for the prevention and detection of bribery, corruption and influence peddling, the programme for the protection of personal data, and Senior Management's Non-Financial Statement and duty of care plan.
- In his capacity as Chairman of the Governance and Social Responsibility Committee, the Lead Director also reviewed the composition of the Board and its Committees and its compliance with governance rules. The previous Lead Director participated in the process for selecting candidates to be proposed for election to the Board of Directors in May 2021.
- The successive Lead Directors' reports on their discussions with shareholders in February and March 2021 and in 2022 were presented to the Governance and Social Responsibility Committee and the Board.
- In their capacity as members of the Audit Committee, the successive Lead Directors participated in all of its work, including the organisation and implementation of the procedure for selecting a new Statutory Auditor by means of a call for tenders in the second half of 2021.
- The Lead Director held regular discussions with the Board Secretary to prepare meetings of the Board Committees and the agenda of the Board meetings. The successive Lead Directors had access to all the work files of the Board Committees of which they were not a member and had the option of participating in the meetings of those Committees. In 2022, the Lead Director participated in the meeting of the Appointments and Compensation Committee at which the compensation policy for the Chairman and Chief Executive Officer was discussed.
- The Lead Director also reported on his activities to the Governance and Social Responsibility Committee as well as to the Board of Directors.

The Board Secretary was at the disposal of the two Lead Directors to assist them in the performance of their responsibilities.

5.5.4. Evaluation of the Board's functioning

Pursuant to the Afep-Medef Code, the Board's Internal Rules provide for an annual review and regular performance evaluations of the Board of Directors by the Governance and Social Responsibility Committee, assisted by an independent consultant if it so wishes. Since the external evaluation performed in 2016, implementation of the suggestions for improving the organisation of the Board's work was monitored during the annual meeting of Independent Directors and clarifications were made at meetings organised by the Lead Director.

For 2019, the Governance and Social Responsibility Committee retained the services of external consultants (Émeric Lepoutre & Partners) to perform a new independent assessment at the end of 2019. The consultants' report to the Board was discussed and approved, and the Board decided to implement all of its recommendations.

Based on the opinion expressed by the Independent Directors, the Governance and Social Responsibility Committee had recommended that the individual contribution of Directors should not be assessed during the next formal evaluation of the Board's functioning and that instead, preference should continue to be given to evaluating the Directors collectively, as this approach was considered to be better aligned with the Board's structure and has proved satisfactory. However, during the interviews, each Director was able to talk freely about the composition and the dynamic of the Board and Committee meetings, the work carried out by the Committee Chairs and the Lead Director. The process carried out and the positive findings on the Board's functioning are indicative of the level of professionalism and personal dedication of the Board members, especially as regards its Independent Directors and Committee Chairs.

The external evaluation and review meeting of the Independent Directors on 23 January 2020 revealed a highly positive assessment of the Board and its performance. It was considered to be effective and conscientious, to have addressed all issues within its authority and to have had access to all the information required to fulfil its responsibilities. The transparency and clarity of the responses to the questions, the professionalism of Senior Management, the quality of the preparation work sent to the Board and its Committees (and, generally, the quality of the services delivered by the Board Secretary), the freedom of speech and the effective communication between the Board and its Committees all contributed positively to this overall assessment.

The Directors unanimously recommended that the chairmanship of the Audit Committee remain unchanged after the 2020 Annual General Meeting, as it was fully satisfactory and was necessary in the current environment, which required in-depth knowledge of the Group. This recommendation was confirmed in 2021.

The implementation of a framework to follow the safeguard proceedings put in place by the Governance and Social Responsibility Committee and all Independent Directors, and the analysis of the potential implications for Casino, the regular presence of representatives of the parent companies, their specialist lawyers, independent financial and legal advisers, and their availability and transparency, enabled the Directors to grasp the situation and issues clearly and to exercise their freedom of judgement impartially in strict compliance with Casino's corporate interest.

Among the suggestions, it was proposed to continue developing regular information for the Board on trends in the environment, business, market share and competition, to hold a further Board meeting on site in 2020, to have an Executive Summary for lengthy reports and presentations, and to improve the technical methods for remote attendance at Board and Committee meetings.

For 2020, the assessment was overseen by the Lead Director who sent questionnaires to all of the Directors in early January 2021, assisted by the Secretary of the Board. An executive summary of the responses to the questionnaire was drawn up after the meeting of Independent Directors held on 2 February 2021 and was reviewed by the Governance and Social Responsibility Committee before being submitted to the Board of Directors. The report, which is included in the Board of Directors' Corporate Governance Report in the 2020 Universal Registration Document, presents the positive assessments and suggestions for 2021.

For 2021, the Directors' main recommendation was therefore to pursue the Board's consideration of future changes to its business areas and the sustainable growth strategy, especially as regards new businesses and related activities. They also recommended performing analyses of competitors' strategies, and reverting to physical Board meetings/strategy seminars, including visits to the Group's sites, once the Covid-19 restrictions have been lifted.

For 2021, the self-assessment was organised by the new Lead Director who sent questionnaires to all of the Directors and conducted a series of interviews in late December 2021. An executive summary of the responses to the questionnaire was drawn up after the meeting of Independent Directors held on 31 January 2021 and was reviewed by the Governance and Social Responsibility Committee before being submitted to the Board of Directors.

The assessments confirmed that the Board and the Committees function efficiently and that the integration of the three new members went smoothly. The new directors expressed satisfaction with their programme of interviews and site visits, and with the introductory presentation of the strategic plan in May 2021. Directors welcomed the increased participation of key Business Unit managers in Board meetings (improvement) and the quality of interactions with them and Senior Management in a health environment in which remote meetings were the norm. The tasks of the Lead Director, extended to include discussions with shareholders, were considered appropriate.

Among the suggestions, Directors considered that it would be useful for the Board membership to better reflect the Group's geographic diversity and to include a greater number of members with a background in retail. It was also suggested that one of the Board's priorities should be to spend time reviewing the strategic plan and its implementation, examining the new businesses whose business model is evolving and systematically analysing competitors' strategies. The Directors considered that in the current fast-changing regulatory environment, close attention should be paid to the Group's CSR/sustainable development strategy, its objectives and operational implementation, and to the communication of non-financial information. Lastly, it was proposed that the Board should resume its programme of field visits, health conditions permitting.

5.5.5. Rules of Conduct – Conflicts of Interest – Protection of Minority Shareholders

Rules of Conduct – Internal Rules

The Board of Directors' Internal Rules and, in particular, Section VI, set out the rules of conduct applicable to Board members. This section was supplemented and updated in 2016 and again in March 2017. The rules state that each Director must perform his or her duties in compliance with the rules of independence, business ethics, loyalty, and integrity. It notably includes the duty of the Directors to request information, their obligation to protect the Company's interests, avoid and manage conflicts of interest, attend meetings and keep information confidential, and contains rules relating to equity interests held by Directors elected by the Annual General Meeting. The measures associated with the prevention of insider trading are also compiled in the Insider Trading Policy adopted in March 2017, which is reviewed annually and was most recently updated on 9 March 2022, and to which the Board of Directors' Internal Rules expressly refer (see below). The Ethics Charter and the Code of Ethics and Business Conduct for the Group's affairs that define and illustrate the values of ethics and integrity of the Group are the reference documents intended for all employees as well as the executives and Directors of the Group. These documents may be viewed on the Company's website (https://www.groupe-casino.fr/en/insider-trading-policy/ and https://www.groupe-casino.fr/en/ethics-compliance/).

Section VI of the Internal Rules states that before agreeing to undertake the position, each Director must read the legal and regulatory provisions associated with his or her position, the applicable codes and sound governance practices, as well as any provisions specific to the Company contained in the Articles of Association and the Internal Rules.

Directors must request the information they deem necessary for the successful performance of their responsibilities. To this end, they must ask the Chairman, where appropriate and in a timely manner, for the information they need to make useful contributions to the discussions of items on Board meeting agendas.

With respect to the rules applicable to the prevention and management of conflicts of interest, Directors who represent the interests of all shareholders have a duty to disclose any conflicts of interest they may have to the other Board members. The Internal Rules state that each Director is required to alert the Board of Directors regarding any actual or potential conflict of interest in which they might be directly or indirectly involved and, in such a case, to abstain from taking part in discussions and votes on the matters in question. Each Director must consult with the Chairman prior to undertaking any assignment or accepting any function or duties that could, even potentially, result in a conflict of interests for the Director in question. The Chairman can consult with the Governance and Social Responsibility Committee or the Board of Directors regarding such matters.

During the 2015 financial year, with a view to better reflecting the Group's strong international footprint and the presence in the Group of several listed companies (subsidiaries or parent companies) both in France and abroad, the Board of Directors decided to strengthen and supplement existing procedures and/or governance bodies, thereby enhancing its good governance process. The Board accordingly implemented a procedure to review all agreements between related parties (see below), and to create the Governance Committee, renamed Governance and Social Responsibility Committee in December 2017, whose specific task is to examine governance, ethical and social responsibility issues.

As part of its duties, the Governance and Social Responsibility Committee may therefore examine any exceptional issue that may give rise to a conflict of interest within the Board of Directors and give an opinion or make a recommendation on the matter.

Conflicts of interest – Protection of minority shareholders

Conflicts of interest involving corporate officers and Senior Management

The Company maintains normal relations with all its subsidiaries in its day-to-day management of the Group. It also receives strategic advice from Euris, its overall holding company, which is controlled by its Chairman Jean-Charles Naouri. Euris provides permanent advisory services on strategy and development (currently by a team of 13 people), on terms that are contained in an agreement dated 5 September 2003, approved by the Annual General Meeting under the procedure applicable to related-party agreements and commitments, as were the subsequent amendments to that agreement. Pursuant to an amendment dated 14 March 2017, authorised by the Board of Directors which met on 6 March 2017 and following a review and an unanimous favourable opinion by the Audit Committee and approval at the Annual General Meeting of 5 May 2017, the term of the agreement, renewed from 2017 under the same invoicing terms and conditions, was extended by three years. A clause was added to provide for an annual review of the amount invoiced to the Company based on the changes in Euris' costs for providing strategic support and on the portion of costs allocated on the basis of the cost-sharing formula. As part of the procedure for reviewing agreements with related parties described below, the Audit Committee expressed a unanimously favourable opinion on entering into this amendment after reviewing the reports from financial experts and after obtaining independent expert advice confirming the pertinence of the cost-sharing method used and its suitability for the engagement as well as legal opinions to the effect that renewing the agreement was in the Company's interest, as was the decision to extend its length by three years. The findings of the independent expert were brought to the attention of the shareholders at the Annual General Meeting of 5 May 2017. The Audit Committee was called upon to consider the renewal of the strategic advisory services agreement as from 2020 on unchanged terms and conditions. In January 2020, the Committee reviewed the benefits of renewing the agreement for Casino. As a result of its review and based on expert advice, the Committee concluded that the agreement qualified as arm's length (see below, Regular review by the Audit Committee of arm's length agreements entered into by the Company pursuant to Article L. 22-10-12 of the French Commercial Code [formerly Article L. 225-39 of said Code]).

Under the agreement, the amount paid in 2021 to Euris by the Company for services provided in 2021 was €790,000 excluding VAT (€1,030,000 excluding VAT in 2020).

Euris also provides permanent strategic advisory and assistance and development services to the Company's subsidiaries. The total amount billed by Euris for these services in 2021 was €3 million, excluding VAT (€3.2 million excluding VAT in 2020). In addition, Euris and Foncière Euris provided staff and fitted-out premises for the Company and its subsidiaries (see note 14 to the consolidated financial statements for the year ended 31 December 2021).

To the Company's knowledge, with the exception of the abovementioned contracts, there are no other service contracts between the members of the Board of Directors of the Company and the Company or any of its subsidiaries the terms of which would qualify as a grant of special benefits.

Jean-Charles Naouri, Franck-Philippe Georgin, Didier Lévêque, Michel Savart, Josseline de Clausade and Odile Muracciole, executives, Directors or permanent representatives of companies in the Euris and Rallye groups, are members of the administrative, management and/or supervisory bodies of companies belonging to these two groups and/or to Casino Group (see list of the positions in section 5.5) and accordingly receive compensation.

To the Company's knowledge, there are no other potential conflicts of interest between the duties performed by the members of the Board of Directors for the Company and their private interests or other obligations. There are no arrangements or agreements with shareholders, customers, suppliers or other parties by virtue of which a member of the Board of Directors has been appointed as a Director.

The responsibilities of the Audit Committee, particularly in connection with the prior review procedure for agreements between related parties, and of the Governance and Social Responsibility Committee, on both of which sit a majority of Independent Directors, as well as the Lead Director, help to prevent conflicts of interest and ensure that the power of the majority shareholders is not exercised unfairly.

In addition, to the best of the Company's knowledge, no family ties exist between members of the Company's Board of Directors.

No loans or guarantees have been made or granted by the Company to members of the Company's Board of Directors who are natural persons.

Prior review of agreements between related parties by the Audit Committee

Casino considered that close attention should be paid to agreements between the Company or its wholly-owned subsidiaries and other companies in Casino Group, the Group's parent companies and their subsidiaries, as well as companies accounted for by the equity method, referred to as "related parties".

In this regard, in order to prevent conflicts of interest and protect the various minority shareholders within the Group, the Board of Directors in 2015 instituted a procedure for the systematic review of related-party agreements by the Audit Committee. The only procedure for the prior authorisation of related-party agreements, as provided for in the French Commercial Code (regulated agreements), which consists in prior authorisation from the Board of Directors, the preparation of a Statutory Auditors' special report, and approval at the Annual General Meeting, is intended to apply mainly to agreements to which Casino is a direct party. It does not cover routine agreements entered into under arm's length conditions, which represent the vast majority of intra-group agreements.

The Board therefore introduced a prior review procedure for the Audit Committee to examine all agreements before they are submitted for information or approval to the Board of Directors, between (i) the Company or its wholly-owned subsidiaries and (ii) other Group companies as well as controlling companies and companies accounted for by the equity method in the Group's consolidated financial statements where the transaction amount with the same related party during the same financial year, either individually or in total, is greater than €10 million per transaction and, above the €10 million aggregate threshold, transactions for which the total amount is €1 million. The Audit Committee is required to express an opinion as to whether the terms of such contracts fairly balance the interests of both parties. The procedure does not apply to agreements between the Company and its wholly-owned subsidiaries or among wholly-owned subsidiaries themselves that concern (i) routine transactions carried out in the normal course of business, (ii) tax consolidation agreements, provided they do not place one of the parties in a less favourable position than if it had elected to be taxed on a stand-alone basis, or (iii) the issue of a guarantee or a payment for a guarantee, unless it is not consistent with the Group's normal practices in this regard.

Moreover, related-party agreements (regulated agreements as per French law) entered into by the Company are subject to this procedure regardless of their amount. At the request of Senior Management, any agreement not falling within the scope of the procedure may also nevertheless be submitted for review to the Audit Committee owing to its characteristics. At the request of the Chairman and Chief Executive Officer or the Chairman of the Audit Committee, the Board of Directors may also decide to entrust the prior review of an agreement with a specific related party to an ad hoc Committee due to the nature or significance of the planned transaction.

To perform its work in line with this procedure, the Audit Committee may use studies or reports generally produced by external specialist consultants to make an informed decision about the related-party agreements subject to its review.

A specific charter describing the procedure's organisation and operation was drawn up and approved by the Board of Directors based on the recommendation of the Audit Committee. The Board of Directors' Internal Rules also include provisions relating to the principle of a prior review of agreements between related parties by the Audit Committee, of which at least two-thirds of members are Independent Directors. Pursuant to this Charter, each year, Senior Management also presents a report to the Audit Committee on all related-party agreements entered into during the year and on all transactions qualifying for the above-mentioned exceptions to the related-parties procedure. The annual report presented to the Audit Committee during 2021 covering the 2020 financial year once again concluded that there was no need to widen the scope of application of the systematic review procedure introduced in 2015.

No new related-party agreements were submitted to the Audit Committee for its opinion during 2021 in accordance with the Charter.

Regular review by the Audit Committee of arm's length agreements entered into by the Company pursuant to Article L. 22-10-12, second paragraph, of the French Commercial Code

Arm's length agreement identification and review procedure

Further to changes in the legal provisions governing related-party agreements pursuant to the Pacte Law of 22 May 2019 provided in Article L. 22-10-12 (formerly Article L. 225-39) of the French Commercial Code, instituted by Order 2020-1142 of 16 September 2020, at its meeting of 12 December 2019 the Board of Directors, on the unanimous recommendation of the Governance and Social Responsibility Committee, tasked the Audit Committee with regularly reviewing the "arm's length" agreements entered into by the Company, and also approved, on the Audit Committee's recommendation, the terms of the dedicated charter on identifying and reviewing arm's length agreements. This charter sets out the methodology to be used to classify agreements into arm's length and related-party agreements referred to in Article L. 225-38 of the French Commercial Code.

Each year, the Audit Committee reviews the report on arm's length agreements entered into during the year or which continued to apply during the year, and the analysis of those agreements. The list of arm's length agreements is accompanied by any supporting documentation or reports prepared by a third-party expert in financial, legal, real estate or other fields, enabling the Audit Committee to review those agreements classified as at arm's length and to report thereon to the Board of Directors. The Audit Committee may ask for additional information from the Company's Senior Management. The Audit Committee may, if it deems necessary, propose that an agreement initially considered to be an arm's length agreement be reclassified as a related-party agreement. Should the Board agree on the need for such a change, the rectification procedure referred to in Article L. 225-42, paragraph 3 of the French Commercial Code is implemented.

The Audit Committee may also propose that an agreement initially considered as a related-party agreement be reclassified as an arm's length agreement, if it deems appropriate. In that case, the Board of Directors discloses the change in its management report in order to inform the Company's shareholders.

Any member of the Audit Committee or the Board of Directors who is directly or indirectly involved in an arm's length agreement may not take part in its review.

Furthermore, each year, based on the arm's length agreement report, the Audit Committee also determines whether the procedure for identifying and reviewing arm's length agreements as defined in the procedure remains appropriate for the Company's needs and proposes any necessary changes to the Board of Directors.

Implementation of the procedure

In December 2019, the Governance and Social Responsibility Committee recommended that the Audit Committee be tasked with reviewing the proposed renewal of the strategic advisory services agreement with Euris from 1 January 2020 (on the same financial terms and for a further period of three years) and its classification as an arm's length agreement based on financial and legal assessments similar to those performed in 2017.

Euris invoices the expenses it has incurred in providing strategic advisory services to the Group based on allocation keys applied at two successive levels: a primary key applied to the holding companies based on capital employed (equity+debt) and a secondary key within Casino Group to allocate Casino Group's portion between the subsidiaries of Casino, Guichard-Perrachon based on sales (Casino, Guichard-Perrachon assumes 20% of the expenses). The expenses are allocated at cost plus a 10% mark-up.

In January 2020, the Audit Committee assessed the benefit of the agreement's renewal based on the services provided and the Company's corporate interest. It also assessed the classification of the agreement under the new procedure adopted by the Board of Directors on 12 December 2019.

Having reviewed the proposed agreement, the services provided by Euris to Casino from 2017 to 2019, the financial opinions consistent with those expressed in 2017 confirming the relevance and fairness of the strategic cost allocation method and its appropriateness for the services provided, and the legal opinions, and having discussed the matter with various experts, the Audit Committee unanimously decided to recommend that the Board approve the renewal of the strategic advisory agreement with Euris and its classification as an arm's length agreement. The Audit Committee shared its findings and opinion with the Governance and Social Responsibility Committee before reporting to the Board on 28 January 2020.

This agreement was initially classified as a related-party agreement in 2003 (mainly because, at the time, the services were invoiced on a flat-rate basis) and this classification had never been changed. However, both the nature of the agreement (routine services provided since 2003 to companies owned by managing holding companies) and its financial terms and conditions, supported by the findings of financial advisers, reflect its arm's length nature. The Committee also noted that similar agreements entered into between Euris and subsidiaries Distribution Casino France and Monoprix were considered to be arm's length.

The opinions of the financial advisers confirmed the relevance and fairness of the strategic cost allocation method and its appropriateness for the services provided, which were verified. The financial opinions all also concluded that the agreement qualified as arm's length in view of the nature of the costs invoiced and the allocation method selected – cost plus a 10% mark-up, which was considered to be relevant and therefore fair for both the service provider and the beneficiary.

The conclusions of the independent appraisal conducted by Didier Kling & Associés to review and re-evaluate the allocation method used to bill Casino for the strategic advisory services provided by Euris, and the types of services invoiced to Casino under the agreement, show that:

- the method used to allocate the costs incurred by Euris to subsidiaries for the strategic advisory services provided is relevant and well-adapted to the type of business activities carried out by Casino Group companies;
- the costs invoiced are justified as a whole from an accounting viewpoint and properly allocated according to the methods defined;
- the mark-up applied to those costs, barring any potential local tax restriction, falls within a commonly used range and therefore does not appear to be excessive;
- the services provided on a regular or occasional basis have been verified and fall within the scope of the strategic advisory agreement or meet specific needs expressed by Casino's management. In addition, those services contribute to the consistency of the management and strategic policy of both the Euris and Casino groups.

The legal opinions sought concluded that the agreement was in line with the corporate interest of the relevant companies and qualified as an arm's length agreement entered into with Euris in the ordinary course of business.

Casino's Statutory Auditors, who attended the Audit Committee meeting, confirmed that they had read the expert reports and opinions and had no particular matters to report as regards the agreement's change of classification.

At its meeting on 28 January 2020, therefore, the Board of Directors unanimously authorised the renewal of the agreement for a further three years and unanimously approved its reclassification as an arm's length agreement based on the unanimous favourable opinion of the Audit Committee and the findings of the expert reports and legal opinions (the Directors concerned did not vote on either matter).

The Audit Committee performs annual reviews of the strategic advisory agreement with Euris to determine whether it continues to represent a routine agreement entered into on arm's length terms, in accordance with the review procedure set out in the Charter dated 12 December 2019.

At its meeting on 7 March 2022, the Committee examined the annual report on all routine arm's length agreements entered into or implemented in 2021. It examined the services provided by Euris (regular or specific high value-added advice on complex issues requiring an excellent knowledge of the Group and a cross-functional vision) and reviewed the findings of an independent report on the implementation of the related agreement in 2021. As in the previous year, the Committee determined that there had been no change in the agreement's implementation terms and that it constituted a routine agreement entered into on arm's length terms. The report did not give rise to any requests for further information from the Committee.

Based on this report, the Audit Committee was able to confirm that the agreements were unchanged and that they did indeed qualify as routine agreements entered into on arm's length terms.

Specific governance framework for the Governance and Social Responsibility Committee in connection with parent company safeguard proceedings

At its meeting on 13 June 2019, the Board of Directors decided to follow the recommendation of the Governance and Social Responsibility Committee by setting up a specific governance framework in response to the initiation of safeguard proceedings at the level of the Group's parent companies.

Based on the Governance and Social Responsibility Committee's recommendation, the Board of Directors decided to give the Governance and Social Responsibility Committee, chaired by the Independent Lead Director, responsibility for dealing with issues arising from the safeguard proceedings, including:

- exchanging information with Rallye and the Group's other parent companies concerning the preparation, negotiation and implementation of the parent companies' safeguard plans;
- an assessment of the consistency of the safeguard plans prepared by the holding companies with Casino's strategic objectives, as determined by the Board;
- reviewing any Board decisions related to the implementation of the safeguard plans or that could potentially be affected by the safeguard proceedings applicable to the parent companies (for example, implementation of the current disposal plan and possible adjustments thereto, any decision to pay a dividend, or the assessment of any related-party agreements with companies concerned by the safeguard proceedings).

This framework aims to ensure that the governance mechanisms in place at Casino are appropriate and notably that the Board of Directors is in (i) a position to continue to provide its members with full and accurate information, (ii) make impartial and objective decisions, with a view to protecting Casino's corporate interest, and (iii) identify and monitor potential conflicts of interest within the Board.

The Committee is supported by the independent legal advisers to the parent companies. It obtains opinions from independent financial and legal experts and may call on any independent consultants at its discretion. It also draws on the work and opinions of the Audit Committee on financial and strategic matters within its remit and the Audit Committee itself also calls on expert opinions and reports thereon to the Governance and Social Responsibility Committee.

A briefing was organised at three meetings of the Governance and Social Responsibility Committee in 2021 (four in 2020) (see also section 5.5.2 "Activity of the Governance and Social Responsibility Committee in 2021").

Convictions

To the best of the Company's knowledge, no member of the Board of Directors has during the last five years:

- been convicted of fraud or of a crime and/or incurred an official public sanction or sentence imposed by a legal or regulatory authority;
- been involved in an insolvency, a receivership or a liquidation in his or her capacity as a member of a management body;
- been disqualified by a court from acting as a member of an administrative, management, or supervisory body of an issuer or from acting in a managerial capacity or being involved in the conduct of the business or affairs of any issuer.

Restrictions accepted by members of the Board of Directors relating to the sale of their shares

Pursuant to the terms of the Company's Articles of Association, each Director must own at least 100 Company shares. In addition, the Internal Rules state that each Director elected at an Annual General Meeting, whether a natural person or a legal entity, and each permanent representative of a legal entity, also undertakes to hold a number of Company shares the amount of which corresponds to at least one year of their compensation as a Director. The amendments made to the Internal Rules in March 2021 specify that (i) the calculation is based on the individual basic compensation and the Company's weighted average share price for the previous financial year and (ii) each Director has a period of one year from the date of his or her election or re-election by the Annual General Meeting in which to adjust his or her shareholding to this minimum level.

Subject to the foregoing, to the Company's knowledge, there are no restrictions on members of the Board of Directors relating to the sale of their equity interests in the Company other than the obligations adopted by the Group pursuant to the Insider Trading Policy or, generally, to any applicable law or regulations regarding requirements to abstain from carrying out transactions involving Company securities in connection with the prevention of insider trading.

Prevention of insider trading

During 2017, the Company updated its internal rules and recommendations on insider trading following changes in the legal and regulatory framework applicable to the prevention of market abuse following the introduction of Regulation (EU) No. 596/2014 of 16 April 2014 on market abuse, which entered into effect on 3 July 2016.

On the recommendation of the Governance and Social Responsibility Committee, the Board of Directors' Internal Rules were modified and an Insider Trading Policy was adopted. This Insider Trading Policy includes, in particular, a description of (i) the applicable legal and regulatory provisions, (ii) the definition of inside information, (iii) the measures taken by the Company to prevent insider trading, (iv) the obligations of persons with access to this inside information, and (v) the applicable penalties. The Policy also states that Casino's listed subsidiaries or parent companies each have their own insider trading rules with which the persons subject to said rules must also comply.

The Policy applies to members of the Board of Directors (including Non-Voting Directors), executives and other persons in similar roles, as well as, more generally, to employees who may have access to sensitive or inside information. It is sent to all such persons, who attest that they have read it and agree to comply with it.

The Policy provides for the creation of an Insider Trading Committee responsible, among other things, for answering any questions relating to the application of the Insider Trading Policy and management of lists of insiders and delayed disclosure of inside information.

The Insider Trading Policy, like the Board of Directors' Internal Rules, prohibits the abovementioned persons from trading in the Company's securities or financial instruments:

- during the 30 calendar days preceding the publication by the Company of a press release announcing its annual and interim financial results, including the date of said publication;
- during the 15 calendar days preceding the publication by the Company of a press release announcing its quarterly financial results, including the date of said publication;
- from and after the date of exposure to inside information to the date on which said information is no longer considered inside information, in particular after it is made public.

The start of each blackout period coincides with the sending of an email informing the persons affected by the prohibition, to which is attached a calendar of the blackout periods and a reminder of the obligations stipulated in the Insider Trading Policy.

The Policy contains rules relating to the compilation of lists of insiders and includes information about the declarations that must be made by the persons defined as persons having managerial and executive responsibilities and persons having close personal ties to such persons when they engage in transactions involving the Company's securities.

The Policy is regularly reviewed and was last updated on 9 March 2022. It is available on the Company's website.

Attendance at Board and Committee Meetings and holding multiple directorships

The Board of Directors' Internal Rules states that Directors must devote the necessary time and attention to their responsibilities. They must make every effort to attend Board of Directors' meetings and Annual General Meetings, as well as meetings of the Committees on which they serve. The Company's methods for determining and allocating directors' fees comply with the Afep-Medef Code recommendations, which notably stipulate that Directors' attendance should account for a significant weight of the variable fee and its distribution.

Checks are performed to ensure that no Director eligible for re-election at an Annual General Meeting holds multiple directorships. The Board of Directors' Internal Rules state that, in addition to these legal rules, Directors are required to comply with the following recommendations of the Afep-Medef Code:

- a Director also holding an executive office should not hold more than two other directorships in listed corporations, including foreign companies, not affiliated with his or her group. He or she must also seek the Board's opinion before accepting a new directorship in a listed company not affiliated with the Group;
- a Director should not hold more than four other directorships in listed companies not affiliated with the Group, including foreign companies; this recommendation applies at the time of election as Director or subsequent re-election. Each Director must disclose to the Company any and all offices he/she holds in other French or foreign companies. He/she informs the Company as soon as possible regarding any new office or professional function he/she accepts.

The table below illustrates the active involvement of the Directors in the work of the Board of Directors and its Committees during 2021. Due to their professional commitments, some members were unable to participate in all of the special meetings organised at short notice.

2021	Board of Directors (11 meetings)	Audit Committee (13 meetings)	Appointments and Compensation Committee (6 meetings)	Governance and Social Responsibility Committee (6 meetings)
Jean-Charles Naouri	100%			
Nathalie Andrieux	91%		100%	83%
Maud Bailly(1)	100%		100%	
Thierry Billot(1)	100%	100%		100%
Josseline de Clausade	100%			
Jacques Dumas	100%			
Béatrice Dumurgier(1)	100%	88%		
Christiane Féral-Schuhl	100%			100%
Laure Hauseux(2)(3)	80%	100%	100%	(3)
Didier Lévêque	100%			
Catherine Lucet(2)	100%	100%		100%
Odile Muracciole	100%			
Thomas Piquemal	100%			
David de Rothschild	64%		100%	
Frédéric Saint-Geours	100%	100%		100%
Michel Savart	100%			
Gilles Pinoncely (Non-Voting Director)(2)	60%			
Gérald de Roquemaurel (Non-Voting Director)(2)	80%			

(1) Elected at the Annual General Meeting of 12 May 2021.
(2) Term expired at the end of the Annual General Meeting of 12 May 2021.
(3) Laure Hauseux participated in a follow-up meeting dedicated to the specific assignment entrusted to the Committee in connection with the safeguard proceedings.

5.5.6. Implementation of the Afep-Medef Code recommendations

The Company aims to implement each of the recommendations of the Afep-Medef Code. In accordance with the "comply or explain" rule provided for in Article 27.1 of the Afep-Medef Code revised in January 2020, the recommendation that has not been fully implemented is presented below:

	Explanation
Evaluation of individual Director contribution (paragraph 9.2 of the Afep-Medef Code relating to evaluation and appraisal of the Board of Directors) *"The evaluation has three objectives:* *[...]* *to measure the actual contribution of each Director to the Board's work."*	In connection with the overall and formal evaluation of the functioning of the Board performed by an independent consultant at the end of 2016 and 2019, no formal appraisal was made by each Director of the contribution of each of the other Directors to the Board of Directors' work. However, the process and the results of the evaluation have highlighted the professionalism and personal involvement of the Board members, especially the Independent Directors. For further details on the process and its results, please refer to the section entitled "Evaluation of the Board's functioning". Concerning the implementation of this recommendation, the Independent Directors considered that, as things currently stand, it was better to continue to focus on evaluating the quality of the collective functioning of the Board and its Committees.

5.6. INFORMATION ON THE AGREEMENTS MENTIONED IN ARTICLE L. 22-10-10 OF THE FRENCH COMMERCIAL CODE

To the knowledge of the Board of Directors, no agreements were made in 2021, directly or through an intermediary, between, on the one hand, any corporate officers or any shareholders owning or holding a number of votes greater than 10% of a company and, on the other hand, any other company of which the first company owns or holds, either directly or indirectly, more than half the share capital, except for agreements relating to routine operations or transactions and made on arm's length terms and conditions.

5.7. STATUTORY AUDITORS

5.7.1. Permanent Statutory Auditors

Ernst & Young et Autres

Signing partners: Pierre Jouanne (since 2021) and Alexis Hurtrel (since 2019).

Date first appointed: 20 May 1978

Date current appointment ends: at the conclusion of the Ordinary General Meeting to be held in 2022 to approve the financial statements for the year ended 31 December 2021.

In accordance with the French Financial Security Law (*Loi de sécurité financière*) of 1 August 2003, one of the signing partners from Ernst & Young was rotated for the third time in 2021.

The appointment as Statutory Auditor of KPMG will be proposed at the 2022 Annual General Meeting.

Deloitte & Associés

Signing partners: Patrice Choquet (since 2017) and Frédéric Moulin (since 2016).

Date first appointed: 29 April 2010

Date current appointment ends: at the conclusion of the Ordinary General Meeting to be held in 2022 to approve the financial statements for the year ended 31 December 2021. The reappointment of Deloitte & Associés will be proposed at the 2022 Annual General Meeting.

In accordance with the French Financial Security Law of 1 August 2003, one of the signing partners from Deloitte & Associés was rotated for the first time in 2016.

The rotation of one of the signatories will take place for the second time at the end of the 2022 Annual General Meeting.

5.7.2. Alternate Statutory Auditors

Auditex

Alternate for Ernst & Young et Autres.

Date first appointed: 29 April 2010

Date current appointment ends: at the conclusion of the Ordinary General Meeting to be held in 2022 to approve the financial statements for the year ended 31 December 2021.

Beas

Alternate to Deloitte & Associés.

Date first appointed: 29 April 2010

Date current appointment ends: at the conclusion of the Ordinary General Meeting to be held in 2022 to approve the financial statements for the year ended 31 December 2021.

Chapter 6

Compensation of corporate officers and Non-Voting Directors

6.1. COMPENSATION OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER IN CONSIDERATION OF HIS POSITION

6.1.1. 2022 compensation policy for the Chairman and Chief Executive Officer as provided for in Article L. 22-10-8 of the French Commercial Code

General principles

The Board of Directors uses the Afep-Medef Code as a guide to determine the principles for setting the compensation of executive corporate officers. It decides the principles for determining and structuring the Chairman and Chief Executive Officer's compensation based on the work and the recommendations of the Appointments and Compensation Committee, in accordance with its duties as presented in Chapter 5 of the Universal Registration Document. The Board of Directors ensures that the compensation policy is consistent with the Company's corporate interests and the interests of shareholders and stakeholders.

The performance indicators selected for setting the variable compensation must be in line with the Group's strategy. They reflect the Group's financial and operational priorities and include both financial and CSR criteria, with performance assessed annually and/or over several years.

The Board of Directors bases its consideration of this issue on the analyses and findings of consulting firms specialising in executive compensation, which advise the Board and Appointments and Compensation Committee on market practices in this area. These routine compensation analyses make it possible to draw a comparison between, on the one hand, the structure of the executive corporate officer's compensation, its level and how it has evolved, the weighting assigned to each of the components and the performance criteria, and, on the other, the practices of other comparable companies, particularly those of which the executive corporate officer is the controlling shareholder or a member of the controlling shareholder's family.

Criteria for setting, allocating and granting the components of compensation

Annual fixed compensation

The annual fixed compensation is reviewed at long intervals. It may be re-examined by the Board of Directors in certain cases, and particularly upon renewal of his term of office.

Annual variable compensation

The annual variable compensation ranges from 0% and 150% of the fixed compensation, with a target of 100%. It is subject to various demanding quantitative performance criteria. The criteria are reviewed annually based on the Group's strategic objectives. They are defined by the Board of Directors, on the recommendation of the Appointments and Compensation Committee, at the beginning of the year for the current year.

These criteria can be used to assess both the individual performance of the Chairman and Chief Executive Officer and the Company's performance. The Chairman and Chief Executive Officer's variable compensation is linked to the Company's overall earnings.

There is no provision for the possibility of requesting the return of an amount of variable compensation.

The payment in year Y of the annual variable compensation for Y-1 is subject to shareholders' approval at the Annual General Meeting.

Multi-annual variable compensation

The Chairman and Chief Executive Officer is entitled to an LTI bonus, representing a significant portion of the total variable compensation. The underlying aim is to align with market practices and is based on the recommendations of independent firms specialising in executive compensation regarding the variable component of the total compensation package and the creation of a closer correlation between the Chairman and Chief Executive Officer's compensation and the Group's long-term performance.

The multi-annual variable compensation ranges from 0% to 225% of the fixed compensation, with a target of 150%. It is subject to various demanding quantitative performance criteria. There is no guaranteed minimum. The criteria are defined by the Board of Directors on the recommendation of the Appointments and Compensation Committee.

These criteria can be used to assess both the individual performance of the Chairman and Chief Executive Officer and the Company's performance. The Chairman and Chief Executive Officer's variable compensation is linked to the Company's overall earnings.

Payment of this LTI will be contingent on a continuing service requirement (other than in the cases set out below) and will still be subject to the achievement of performance conditions that reflect the Group's strategic priorities. These performance conditions will be assessed at the end of a period of three financial years.

Based on the recommendations of the Appointments and Compensation Committee, the Board also renewed the terms and conditions that would apply to the payment of the LTI bonus to Casino, Guichard-Perrachon's Chairman and Chief Executive Officer if he retires or dies before the bonus vests and/or is paid. These terms and conditions are as follows:

- If the Chairman and Chief Executive Officer of Casino, Guichard-Perrachon retires, he will receive his LTI bonus calculated on a pro rata basis up to his retirement date, applying the relevant performance criteria. This provision is in line with (i) guidance issued by the AMF, (ii) the recommendations of the Afep-Medef Code, as confirmed by the French High Committee on Corporate Governance, and (iii) the market practices of SBF 120 companies. The amount thus due will be paid on the originally scheduled payment date.
- If the Chairman and Chief Executive Officer of Casino, Guichard-Perrachon dies, his LTI bonus will be paid to his heirs in an amount corresponding to the initial target amount. This provision is in line with (i) the provisions of Article L. 225-197-3 of the French Commercial Code relating to the vesting of shares under share grant plans when a beneficiary dies, and (ii) market practices of SBF 120 companies.

The Chairman and Chief Executive Officer has not and has never been awarded any stock options or free shares. He is expressly excluded from the list of beneficiaries under the terms of the resolutions voted at the Extraordinary General Meeting of 17 June 2020.

Directors' compensation

The Chairman and Chief Executive Officer receives compensation in his capacity as Director and Chairman of the Board of Directors. Directors' compensation is paid in accordance with the compensation policy for Directors as described in section 6.2.1 of this Universal Registration Document.

Exceptional compensation

No exceptional compensation will be awarded to the Chairman and Chief Executive Officer for 2022.

Benefits of any kind

At the Board of Directors' discretion and on the recommendation of the Appointments and Compensation Committee, the Chairman and Chief Executive Officer may receive benefits of any kind. The award of benefits of any kind is determined in view of the position held.

Supplementary defined benefit pension plan

The Chairman and Chief Executive Officer is not a beneficiary of any supplementary pension plan set up by the Company. He participates in the government-sponsored compulsory supplementary pension scheme and the compulsory employee benefits scheme (*régime collectif obligatoire de prévoyance*) open to all executive employees.

Compensation for loss of office

The Chairman and Chief Executive Officer is not entitled to any compensation for loss of office.

Non-compete obligation

The Chairman and Chief Executive Officer is not entitled to any compensation in connection with a non-compete clause.

6.1.2. Components of compensation awarded in respect of 2022

Pursuant to Article L. 22-10-8 of the French Commercial Code, at its 24 February 2022 meeting and in line with the principles set out in section 6.1.1, the Board of Directors set the components of the Chairman and Chief Executive Officer's compensation for 2022:

		Presentation
Annual fixed compensation	€825,000	In view of his proposed re-election in 2022, the Chairman and Chief Executive Officer's fixed compensation is set at a gross amount of €825,000. This amount will not be increased during the Chairman and Chief Executive Officer's term of office. It is lower than the 2020 median fixed salaries of Next 20 companies (€863 thousand) and corresponds to the average of the medians of the fixed compensation of SBF 80 companies (€750 thousand) and SBF 120 companies (€900 thousand euros). The fixed compensation of the Chairman and Chief Executive Officer, set at the time of his appointment in 2005 at a gross amount of €700,000, had not been revised by the Board since that date, but only reduced in 2013 to the gross amount of €480,000 as agreed by the Chairman and Chief Executive Officer. The amount set from 2022 corresponds approximately to the initial fixed compensation indexed to inflation since 2013 even though it represents an increase of 72% compared to the reduced level of fixed compensation from 2013 to 2021. This increase allows an alignment with the theoretical base salary provided for in the 2021 compensation policy of the Chairman and Chief Executive Officer for the determination of the target amounts of the variable compensation, such that the increase of the fixed component has no impact on the Chairman and Chief Executive Officer's variable compensation, which has already been based on a theoretical fixed amount of €825,000 since 2021.

		Presentation
Annual variable compensation	Up to 150% of fixed compensation	The target and maximum amounts of the annual variable compensation are maintained with solely quantitative objectives aligned with the Group's strategic priorities and heavy weighting and tightened criteria of the non-financial CSR objective, in line with market practices.
Nature of quantitative performance criteria	Target weighting	The target amount of the variable compensation has not been changed and corresponds to the gross amount of €825,000, if all the objectives are met, now totalling 100% of the fixed compensation, in line with market practices. Overperformance still rewarded for all financial and non-financial criteria as in 2021 and whose maximum amount is also kept at 150% of the target amount, i.e., a maximum conditional variable compensation corresponding to the gross amount of €1,237,500 representing 150% of the fixed compensation, in line with market practices. The annual variable compensation will remain entirely contingent on the achievement of objectives that reflect the Group's strategic priorities. The proposed criteria, which are solely quantitative, are simple, relevant, demanding and identical to the Group-level quantitative criteria used to set the 2022 bonuses of members of the Executive Committee. Each criterion has been set a pre-defined minimum threshold, a target level for performance in line with objectives and an outperformance level. The variable compensation is calculated on a straight-line basis between the minimum and maximum levels. There is no guaranteed minimum. Greater importance is placed on CSR indicators, in line with market practice, with heavy weighting to the financial objectives.
Growth in 2022 EBITDA France[1] (excluding lease payments)	60%	
Reduction in France net debt[2] at 31 December 2022	15%	
Growth in 2022 gross merchandise volume under banner in France[3]	10%	
Average of the scores assigned by rating agencies in 2022[4]	5%	
Percentage of women managers in the Group at 31 December 2022[5]	5%	
CO_2 emissions of the Group at 31 December 2022	5%	
Total	**100%**	

		Presentation
Long-Term Incentive (LTI) bonus for 2022-2024	Up to 47% of the maximum total compensation (fixed compensation, maximum annual variable compensation, maximum long-term variable compensation)	The method for determining the LTI bonus is assessed at the end of a period of three financial years (2022-2024) as follows: ▪ The target amount, if the performance conditions are met, has been set at €1,237,500, representing 150% of the Chairman and Chief Executive Officer's fixed compensation, in line with market practices. ▪ Overperformance is applied to all the selected criteria, up to 150% of the target amount, in line with market practices. ▪ There is no guaranteed minimum.

Nature of quantitative performance criteria	Target weighting	▪ Three performance conditions that are the same as those used for the 2022 free share plans for the Group's key managers:
		- Growth in EBITDA France: a key element for measuring structural growth in cash, it also ensures that the Group's obligations in France are met in compliance with its bank covenants. It automatically ensures that the Group's debt is reduced provided the covenant is complied with.
		- Growth in underlying diluted earnings per share: EPS growth is a representative indicator of long-term value creation.
		- A CSR objective assessed, as in 2021, on the basis of two criteria each accounting for 50% – a gender diversity criterion based on the percentage of women in top management positions in France and an environmental criterion based on the reduction of CO_2 emissions in France:
		  - The target value chosen (270 thousand tonnes) corresponds to the objective of reducing carbon emissions in France by 38% between 2015 and 2030. The minimum level (280 thousand tonnes) is in line with its 2021 achievement.
		  - The target for the gender diversity criterion has been set at 38% with a minimum threshold at end-2024 of 36.5%. This target is in line with the Group's goal of 40% by 2025 and represents a 2-point increase compared with the 2021 target (set in the 2021 LTI plan). The minimum threshold corresponds to the aforementioned 2021 target plus 0.5 points.

Growth in EBITDA France (EBITDA France Retail + Cdiscount + GreenYellow, excluding lease payments, at comparable scope of consolidation)	50%	
Growth in underlying diluted earnings per share[6]	30%	
Percentage of women in senior management in France on 31 December 2024	10%	
CO_2 emissions of the Group in France at 31 December 2024	10%	
Total	**100%**	

	Presentation
	▪ Each criterion has been set a pre-defined minimum threshold, a target level for performance in line with objectives and an overperformance level. The variable compensation is calculated on a straight-line basis between the minimum and maximum levels. ▪ Based on the recommendations of the Appointments and Compensation Committee, the Board also renewed the terms and conditions that would apply to the payment of the LTI bonus to Casino, Guichard-Perrachon's Chairman and Chief Executive Officer if he retires or dies before the bonus vests and/or is paid. These terms and conditions are as follows: - If the Chairman and Chief Executive Officer of Casino, Guichard-Perrachon retires, he will receive his LTI bonus calculated on a pro rata basis up to his retirement date, applying the relevant performance criteria. The amount thus due will be paid on the originally scheduled payment date. - If the Chairman and Chief Executive Officer dies, his LTI bonus will be paid to his heirs in an amount corresponding to the initial target amount. ▪ The compensation policy set by the Board of Directors for the Chairman and Chief Executive Officer does not provide for the payment of any exceptional compensation for 2022.

(1) France Retail + Cdiscount scope, excluding GreenYellow, based on a comparable scope of consolidation.
(2) France Retail + Cdiscount scope, excluding GreenYellow, based on a comparable scope of consolidation – before IFRS 5.
(3) France Retail + Cdiscount scope, excluding GreenYellow.
(4) A target aligned with the average scores obtained in 2021, i.e., 75/100, and a minimum threshold set at 73/100.
(5) A target of 42% in line with the target of 45% to be achieved by 2025 and a minimum threshold of 41%.
(6) Underlying net profit, Group share corresponds to net profit from continuing operations as defined in the accounting principles set out in the consolidated financial statements, adjusted to exclude (i) the post-tax effect of other operating income and expenses and non-recurring financial income and expenses, and (ii) the impact of applying IFRIC 23 rules. The underlying EPS figure used is adjusted for the effects of potentially dilutive instruments.

Pursuant to Article L. 22-10-8 of the French Commercial Code, payment of the annual variable compensation for 2022, whose amount will be determined based on achievement of the above-defined objectives, will be contingent on shareholders' approval at the Company's Ordinary General Meeting to be held in 2023.

6.1.3. Components of the compensation paid to the Chairman and Chief Executive Officer in 2021 or granted to him in respect of that year – Disclosures required by Article L. 22-10-9 I of the French Commercial Code

The principles and criteria for determining, allocating and granting the fixed, variable and exceptional components of the compensation and benefits of any kind to be granted to the Chairman and Chief Executive Officer in respect of 2021 were set by the Board of Directors on 24 February 2021 and approved at the Annual General Meeting of 12 May 2021.

The table below presents a summary of the components of the compensation awarded or paid to Jean-Charles Naouri in consideration of his position as Chairman and Chief Executive Officer.

The payment of the components of variable compensation due for the 2021 financial year is subject to approval by the Annual General Meeting of 10 May 2022, under the conditions provided for in Article L. 22-10-34 II of the French Commercial Code.

	2020 *(for information)*		2021	
(Gross amounts in €)	Amounts due(1)	Amounts paid(2)	Amounts due(1)	Amounts paid(2)
Fixed compensation	480,000	460,000(7)	480,000	480,000
Annual variable compensation	472,145	174,720	96,250	472,145
Long-term incentive	Not applicable	Not applicable	Not applicable	Not applicable
Multi-annual variable compensation	480,000(3)	360,000(4)	1,237,500(5)	240,000(6)
Directors' compensation	12,500	12,500	12,500	11,979(8)
Benefits in kind	Not applicable	Not applicable	Not applicable	Not applicable
Sub-total	**1,444,645**	**1,007,220**	**1,826,250**	**1,204,124**
Additional compensation	None	655,000	None	None
TOTAL	**1,444,645**	**1,662,220**	**1,826,250**	**1,204,124**

(1) Compensation granted in respect of the relevant year regardless of the payment date.

(2) Total compensation paid by the Company during the year, it being specified that variable compensation and Directors' compensation were paid in the year after they were earned. No payments were made in 2019 or 2020 in respect of the three-year cash-based LTI plans granted as of 2017 and assessed over three financial years.

(3) Target amount (LTI assessed over three years, 2020-2022), to be paid in 2023 (potentially).

(4) Final amount of the LTI (2017-2019), based on the achievement of pre-defined performance criteria.

(5) Target amount (LTI assessed over three years, 2021-2023), to be paid in 2024 (potentially).

(6) Final amount of the LTI (2018-2020), based on the achievement of pre-defined performance criteria.

(7) Taking into account a 25% reduction in his compensation for April and May 2020 as requested by the Chairman and Chief Executive Officer in view of the Covid crisis. All of the members of the Executive Committee as well as the other Directors and Non-Voting Directors also volunteered to take the same reduction in their compensation. The corresponding amounts were donated to the Common Solidarity Fund set up by the Fondation de France, the APHP and the Pasteur Institute, for the benefit of the healthcare staff working on the Covid-19 front line.

(8) Final amount paid in 2021 in respect of 2020: €11,979 after the reduction referred to in Note (7).

In accordance with the principles and criteria for determining the components of the Chairman and Chief Executive Officer's compensation set by the Board of Directors on 24 February 2021 and approved by the shareholders of the Ordinary General Meeting of 12 May 2021, his compensation for 2021 comprised a fixed component, a conditional annual variable component and a conditional long-term incentive component (assessed over a three-year period), determined as follows:

Fixed compensation for 2021

His gross fixed basic compensation was €480,000, unchanged since 2013.

2021 conditional annual variable compensation

The target level of the 2021 variable compensation was set at a gross amount of €825,000, if all of the objectives were met, corresponding to less than 100% of the median basic salary of SBF 120 companies (€900,000).

The annual variable compensation remained entirely subject to the achievement of challenging objectives reflecting the Group's strategic priorities, with no guaranteed minimum.

It was determined based on objectives which were similar to those used to determine the 2021 bonuses of members of the Executive Committee, as follows:

- Exclusively quantitative objectives:
  - growth in EBITDA France (EBITDA France Retail and Cdiscount, excluding lease payments), accounting for 60% of the target amount;
  - growth in cash flow (CAF) France accounting for 30% of the target amount;
  - one quantitative non-financial CSR objective, accounting for 10% of the target level, which was the same as for 2020 – i.e., based on the average of the scores assigned to Casino by the following three rating agencies: FTSE Group, Vigeo Eiris and DJSI, with a minimum threshold and a target value set at 73/100 and 75/100. As was the case in 2020, therefore, the target level still represents the average of the scores achieved the previous year plus one point.
- To assess achievement, each criterion also had a pre-defined minimum threshold, a target level for a performance in line with objectives and an overperformance level (representing 150% of the total target variable compensation). The variable compensation was calculated on a straight-line basis between the minimum and maximum levels.
- The maximum gross amount of the annual variable compensation corresponded to the gross amount of €1,237,500 if the target was exceeded, representing 257.8% of the fixed compensation.
- On 24 February 2022, the Board of Directors reviewed the results achieved and set the level of the 2021 variable compensation as follows:

	Target *(as a % of €825,000)*	Maximum *(as a % of €825,000)*	% achievement *(as a % of €825,000)*
Quantitative financial objectives	**90**	**135**	
1/ EBITDA(1) growth (excluding lease payments)	60	90	Not met
2/ CAF(1) growth (after tax)	30	45	Not met
Non-financial quantitative CSR objective	**10(2)**	**15(3)**	**11.67%**
		150	**11.67% (€96.25k)**

(1) Scope used for bank covenants: EBITDA France Retail + Cdiscount, based on a comparable scope of consolidation.
(2) Average of the scores achieved in the previous year plus one point, i.e., 75/100, and a minimum threshold set at 73/100.
(3) Average of the scores obtained in 2020 plus one point, i.e., 76/100.

The total annual variable compensation due for 2021 therefore came to a gross amount of €96,250, representing 11.67% of the target amount (€825,000) and 20% of fixed compensation.

Long-Term Incentive (LTI) bonus granted in 2021

The methods for determining the long term incentive bonus have been established in line with the LTI plans for the Group's key managers decided in 2021, as follows:

- If the performance conditions are met, the target amount has been set at the gross amount of €1,237,500 (representing 257.8% of the Chairman and Chief Executive Officer's fixed compensation of €480,000 gross and corresponding to 137.5% of the median salary for SBF 120 companies).
- Overperformance was incorporated and applied to all the criteria, representing 150% of the target amount calculated on a straight-line basis between the minimum and maximum points.
- Consequently, if the Chairman and Chief Executive Officer overperforms all of his objectives, his multi-annual variable compensation could represent a maximum gross amount of €1,856,250.
- There is no guaranteed minimum.

Payment of the LTI is contingent on a continuing service requirement (other than in the cases set out below) and the achievement of three performance conditions assessed at the end of a period of three financial years (2021-2023), adjusted to reflect the Group's strategic priorities. The performance conditions are based on:

- **Two quantitative financial objectives:**
  - growth in EBITDA France(1) (excluding lease payments), accounting for 50% of the target amount;
  - growth in underlying diluted earnings per share(2), accounting for 30% of the target amount,
- **a quantitative non-financial CSR objective,** accounting for 20% of the target amount and, as in 2020, assessed on the basis of two criteria each accounting for 50%, i.e., a gender diversity criterion based on the percentage of women in top management positions in France and an environmental criterion based on the reduction in CO_2 emissions in France (with a target level of 36% for the first criterion and 370 thousand tonnes for the second criterion, for a demanding minimum level of 34.5% and 380 thousand tonnes, respectively).

(1) Scope used for bank covenants: EBITDA France Retail + Cdiscount, based on a comparable scope of consolidation.
(2) Underlying net profit, Group share corresponds to net profit from continuing operations as defined in the accounting principles set out in the consolidated financial statements, adjusted to exclude (i) the post-tax effect of other operating income and expenses and non-recurring financial income and expenses, and (ii) the impact of applying IFRIC 23 rules. The underlying EPS figure used is adjusted for the effects of potentially dilutive instruments.

- In addition, based on the recommendations of the Appointments and Compensation Committee, the Board also set the terms and conditions that would apply to the payment of the LTI bonus to Casino, Guichard-Perrachon's Chairman and Chief Executive Officer if he retires or dies before the bonus vests and/or is paid. These terms and conditions are as follows:
  - If the Chairman and Chief Executive Officer retires, he will receive his LTI bonus calculated on a pro rata basis up to his retirement date, applying the relevant performance criteria. This provision is in line with (i) guidance issued by the AMF, (ii) the recommendations of the Afep-Medef Code, as confirmed by the French High Committee on Corporate Governance, and (iii) the market practices of SBF 120 companies. The amount thus due will be paid on the originally scheduled payment date.
  - If the Chairman and Chief Executive Officer dies, his LTI bonus will be paid to his heirs in an amount corresponding to the initial target amount. This provision is in line with (i) the provisions of Article L. 225-197-3 of the French Commercial Code relating to the vesting of shares under share grant plans when a beneficiary dies, and (ii) market practices of SBF 120 companies.

Compensation granted or paid to the Chairman and Chief Executive Officer in respect of or during 2021 by a company included in the scope of consolidation as defined in Article L. 233-16 of the French Commercial Code

None.

Other components of compensation and benefits of any kind granted to the Chairman and Chief Executive Officer in 2021 in consideration of his position

There were no changes in these compensation components in 2021 compared with 2020, which were as follows:

- The Chairman and Chief Executive Officer received gross compensation for service as Director of €11,979 in 2021, representing half of the compensation paid to external Directors (see note (8) under the table above) as presented in section 6.2.1 "Compensation of non-executive corporate officers" below;
- He does not and has never received any bonus shares or stock options. He is expressly excluded from the list of beneficiaries of these types of compensation under the terms of the resolution voted at the Annual General Meeting of 17 June 2020.
- He does not benefit from any supplementary pension plan set up by the Company, and would not be entitled to any compensation for termination of office or to any compensation in connection with a non-compete clause.
- He participates in the government-sponsored compulsory supplementary pension scheme and the compulsory employee benefits scheme (*régime collectif obligatoire de prévoyance*) open to all executive employees.
- He did not receive benefits of any kind in 2021.

6.1.4. Long-term incentive (LTI) bonus granted in 2019 for 2019-2021 and to be paid in 2022

Pursuant to the resolution proposed at the Shareholders' Meeting of 7 May 2019, payment of the LTI granted to the Chairman and Chief Executive Officer in 2019 and assessed over a three-year period (2019-2021) is also contingent on shareholder approval at the 2022 Annual General Meeting.

Payment of the long-term incentive was contingent on a service requirement and the achievement of two performance conditions assessed at the end of a period of three financial years (2019-2021). Each of the performance conditions accounts for 50% of the incentive. These criteria were consistent with those set in the LTI plans for the Group's key managers in 2019.

On that basis, at its 24 February 2022 meeting, the Board of Directors reviewed the results achieved and determined the ultimate amount of LTI granted in 2019:

Objectives Target amount: €480k	Target and maximum *(as a % of the target level)*	Achieved *(as a % of the target level)*
1/ Growth in relative total shareholder return (TSR)	**50%**	**Not met**
Corresponding variable component(1)	€240k	
2/ Growth in the Group's average EBITDAR/net sales ratio	**50%**	**50%**
Corresponding variable component(1)	€240k	€240k
TOTAL		**240k**

(1) Straight-line calculation between the minimum and maximum points.

6.1.5. Information on pay ratios and comparative trends in compensation and performance

In accordance with the provisions of Article L. 22-10-9 of the French Commercial Code, the following table presents information on the changes in the compensation of the Chairman and Chief Executive Officer and the Company's employees, as well as information on the pay ratios based on the average and median compensation of employees over the last five years.

The methodology used is based on the Afep-Medef guidelines.

The scope used to calculate the ratios includes fully consolidated companies based in mainland France, excluding those classified as long-term assets held for sale. The employees therefore represent more than 80% of employees in mainland France.

Casino Group and Casino, Guichard-Perrachon pay ratio, with LTI on the payment date

	2017	2018	2019	2020[1]	2021
Compensation of the Chairman and Chief Executive Officer in year Y	**€1,117,620**	**€946,500**	**€850,240**	**€1,662,220**	**€1,204,124**
% change in the compensation of the Chairman and Chief Executive Officer	+126.9%	-15.3%	-10.2%	+95.5%	-27.6%
Information on the scope of the listed company					
Average compensation of employees	**€1,288,486**	**€1,355,357**	**€1,173,379**	**€1,283,966**	**€1,633,266**
% change in the average compensation of employees	+65.7%	+5.2%	-13.4%	+9.4%	+27.2%
Ratio relative to the average compensation of employees	**0.9**	**0.7**	**0.7**	**1.3**	**0.7**
% change in the ratio compared to the previous year	+50.0%	-22.2%	0.0%	+85.7%	-46.2%
Ratio relative to the median compensation of employees	**2.2**	**1.2**	**0.9**	**1.7**	**0.9**
Information on the extended scope[2]					
Average compensation of employees	**€30,224**	**€30,526**	**€31,384**	**€31,655**	**€32,015**
% change in the average compensation of employees	+2.6%	+1.0%	+2.8%	+0.9%	+1.1%
Ratio relative to the average compensation of employees	**36.9**	**31.0**	**27.1**	**52.5**	**37.6**
% change in the ratio compared to the previous year	+121.0%	-16.0%	-12.6%	+93.7%	-28.4%
Ratio relative to the median compensation of employees	**47.4**	**39.9**	**34.9**	**67.9**	**49.5**
% change in the ratio compared to the previous year	+124.6%	-15.8%	-12.5%	+94.6%	-27.1%
Company's performance					
Change in Group organic net sales Y-1	**+5.70%**	**+3.20%**	**+4.70%**	**+3.60%**	**+7.10%**
Change in organic EBITDA France Retail + E-commerce at constant exchange rates Y-1	**+18.24%**	**-1.59%**	**+7.25%**	**+0.85%**	**+4.50%**

(1) Including the special bonus of €655 thousand paid in 2020 for the coordination of strategic operations in 2019.
(2) Fully consolidated companies in mainland France (including Corsica), representing more than 80% of the workforce in France.

6.1.6. Tables on the Chairman and Chief Executive Officer's compensation

The summary tables on the Chairman and Chief Executive Officer's compensation for the 2021 financial year are provided in sections 6.1.3 and 6.1.4 of this Universal Registration Document.

Directors' compensation

See section 6.1.2 of this Universal Registration Document.

Share subscription or purchase options granted during the year by the issuer and by any Group company

None.

Share subscription or purchase options exercised during the year

None.

Performance shares granted during the year

None.

Performance shares that became available during the year

None.

Historical information on share subscription or purchase options

None.

Summary of multi-annual variable compensation

See section 6.1.3 of this Universal Registration Document.

Employment contract, pension and employee benefits plans, termination benefits and non-compete benefits

None.

Jean-Charles Naouri participates in the government-sponsored compulsory supplementary pension plan and the compulsory employee benefits scheme (*régime collectif obligatoire de prévoyance*) open to all executive employees.

Management of conflicts of interest

See sections 5.3.1 and 5.3.3 of this Universal Registration Document.

6.2. COMPENSATION OF NON-EXECUTIVE CORPORATE OFFICERS

At the Annual General Meeting of 19 May 2009, the shareholders set the maximum total amount of compensation to be allocated annually to the Directors at €650,000 until such time as a further resolution is passed.

6.2.1. Compensation policy for non-executive corporate officers in respect of 2022

In accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, the compensation policy for non-executive corporate officers is subject to shareholder approval at the Annual General Meeting.

Based on the Appointments and Compensation Committee's recommendations, the Board of Directors therefore determined the 2022 compensation policy for non-executive corporate officers to be submitted to the 2022 Annual General Meeting.

As previously, the Board of Directors used the Afep-Medef Code recommendations as a guide for determining the compensation of non-executive corporate officers, which is based on the following key factors:

- Directors' attendance at Board and specialised Committee meetings, with a significant variable component based on actual attendance;
- the role and work of the specialised Committees under the direction and management of their Chairs in preparing and assisting the Board in its decisions, taking into consideration the exceptional meetings held by the Committees due to the number and importance of the matters they were asked to address;
- the role of the Independent Lead Director in governance due to the combined offices of Chairman of the Board of Directors and Chief Executive Officer, and in the prevention and management of conflicts of interest, as well as shareholder dialogue.

The Board of Directors also ensured that the compensation policy for non-executive corporate officers was in line with market practices.

The studies and recommendations of the external executive compensation expert showed that the structure and allocation of the 2021 compensation granted to the Company's non-executive corporate officers, including the additional compensation for exceptional meetings, is in line with market practices and reasonable in terms of amounts, but underlined that the basic compensation of the Directors was below the first quartile of the SBF 80.

Accordingly, following the advice of the Appointments and Compensation Committee and in line with the allocation principles applied in previous years, the Board of Directors, at its meeting on 9 March 2022, decided to increase the amount of the Directors' basic compensation for the 2022 financial year (in its variable component) from €25,000 to €30,000, in order to bring it more in line with observed market practices, while remaining within the total compensation amount of €650,000 (unchanged since 2009), and to maintain the other methods for determining the remuneration of non-executive directors for their office within the Company, i.e.:

- Basic compensation paid to each of the Directors:

  Gross amount increased to €30,000 per Director, comprising a fixed component maintained at €8,500 (prorated for Directors who are appointed or who step down during the year) and a variable component raised to €21,500, which will not be reallocated in the event of non-attendance.

  Compensation per Director representing the majority shareholder capped at €15,000, i.e., a fixed component of €4,250 (prorated for Directors who are appointed or who step down during the year) and a variable component of €10,750, which will not be reallocated in the event of non-attendance (as is the case for the Chairman and Chief Executive Officer, see section 6).
- Additional compensation for the Independent Lead Director

  Additional gross compensation of €15,000 for the Lead Director, unchanged from the previous year.
- Additional compensation for members of the specialised Committees:
  - **Audit Committee**
    Gross basic amount unchanged at €20,000 per Director (a fixed component of €6,500, prorated for Directors who are appointed or who step down during the year, and a variable component of €13,500, which will not be reallocated in the event of non-attendance).

- **Appointments and Compensation Committee and Governance and Social Responsibility Committee**
  Gross basic amount unchanged at €16,000 per Director (a fixed component of €6,500, prorated for Directors who are appointed or who step down during the year, and a variable component of €9,500, which will not be reallocated in the event of non-attendance).

- Additional compensation for specialised Committee Chairs

  Gross compensation unchanged at €10,000 per Chair.

- Additional compensation for members of the specialised Committees

  An additional amount will be paid as follows (unchanged from 2021) to each Committee member to take account of the additional meetings held by the Committees due to the number and importance of the matters submitted to their review during the year:

  - additional gross compensation per Audit Committee member set at €2,000 per meeting over and above six meetings a year, capped at €10,000 per year;
  - additional gross compensation per Appointments and Compensation Committee or Governance and Social Responsibility Committee member set at €2,000 per meeting over and above four meetings a year, capped at €6,000 per year;
  - additional gross compensation per independent member of a Committee other than the Governance and Social Responsibility Committee asked to attend meetings of the latter held as part of the temporary assignment with which it is entrusted in connection with the safeguard proceedings at the parent companies, set at €2,000 per meeting, capped at €6,000 per year.

  This additional compensation is in line with that paid for the past several years to members of the Audit Committee in respect of its exceptional meetings and with that paid in 2021 to members of the Governance and Social Responsibility Committee for its assignment in connection with the safeguard proceedings at the parent companies, and to independent members of another Committee asked to attend those meetings.

- Members of the Board of Directors can be reimbursed for any reasonable expenses incurred while performing their duties, insofar as they provide the supporting documents.

The compensation policy as described above will be published on the Company's website one business day after the 2022 Annual General Meeting if the policy is approved, and will remain available to the public for at least the period during which the policy applies.

The compensation policy, such as the one presented above, will apply to all newly appointed non-executive corporate officers pending approval by the Annual General Meeting of any substantial changes that may be made where appropriate.

Moreover, under the authorisation granted by the shareholders at the Annual General Meeting of 16 May 2016, the compensation paid to any Non-Voting Directors is included within the total amount of compensation allocated to Directors approved by the shareholders at the 2009 Annual General Meeting.

6.2.2. Components of 2021 compensation granted to the non-executive corporate officers in consideration of their position – Disclosures required by Article L. 22-10-9 I of the French Commercial Code

Upon the recommendation of the Appointments and Compensation Committee, at its meeting held on 15 December 2021, the Board of Directors set the principles for allocating compensation in respect of the 2021 financial year to the Directors, Board Committee Chairs and members and the successive Lead Directors in that year, based on the compensation policy for non-executive corporate officers validated by the Board of Directors on 24 February 2021 and approved by the shareholders at the Annual General Meeting of 12 May 2021. The Board also approved the compensation for payment.

The allocation criteria used for the 2021 compensation policy are mainly attendance-related, with a significant weighting based on actual attendance at Board and specialised Committee meetings, and on the increase in the number of special tasks entrusted to the specialised Committees or the Lead Director.

Compensation paid in 2021 in respect of 2020 and compensation granted in respect of 2021 (paid in January 2022) is as follows:

In respect of 2020

- Compensation of Directors
  - Basic amount of €25,000 per Director, comprising a fixed component of €8,500 (prorated for Directors who are appointed or who step down during the year) and a variable component of €16,500, which will not be reallocated in the event of non-attendance.
  - Basic amount paid to the Chairman and Chief Executive Officer and Directors representing the majority shareholder capped at €12,500 per Director.
- Additional compensation for members of the specialised Committees
  - **Audit Committee**
    - Basic amount of €20,000 per Director (a fixed component of €6,500, prorated for Directors who are appointed or who step down during the year, and a variable component of €13,500, which will not be reallocated in the event of non-attendance).
    - Additional compensation per member set at €2,000 per meeting over and above six meetings in 2021, capped at a gross amount of €10,000 per member.
  - **Appointments and Compensation Committee and Governance and Social Responsibility Committee**
    - Basic amount of €16,000 per Director (a fixed component of €6,500, prorated for Directors who are appointed or who step down during the year, and a variable component of €9,500, which will not be reallocated in the event of non-attendance).
    - Additional compensation per member set at €2,000 per meeting over and above four meetings in 2021, capped at a gross amount of €6,000 per member.
    - Additional compensation paid per independent member of a Committee other than the Governance and Social Responsibility Committee asked to attend meetings of the latter held as part of the temporary assignment with which it is entrusted in connection with the safeguard proceedings at the parent companies, set at €2,000 per meeting, capped at €6,000, gross.
- Additional compensation for Board Committee Chairs

  An additional amount of €10,000 is allocated to each specialised Committee Chair.
- Additional compensation for the Lead Director

  Additional compensation of €15,000 is allocated on a *pro rata basis* to each of the two Lead Directors who succeeded each other in 2021.

In respect of 2021

The principles remained unchanged (see above).

Summary of compensation paid or granted in respect of 2021 to non-executive corporate officers by the Company for service as Directors or by companies within its scope of consolidation as defined in Article L. 233-16 of the French Commercial Code

Total compensation paid in 2021 and 2020 by the Company and the companies referred to in Article L. 233-16 of the French Commercial Code to corporate officers other than the Chairman and Chief Executive Officer was as follows:

(Gross amounts in €)	Compensation paid in 2020 (for information)		Compensation paid in 2021					
			Compensation for service as a Director for 2020*					
			Director		Committees			
Director	Compensation for service as a Director (for 2019)	Other compensation[1]	Fixed	Variable	Fixed	Variable	Total	Other compensation[1]
Nathalie Andrieux	68,731	-	8,146	15,812	22,042	28,208	74,208	-
Josseline de Clausade[2]		438,703	2,302	3,300	-	-	5,602	456,760
Gilbert Delahaye[3]	41,000	98,394	3,896	9,213	2,979	5,937	22,025	
Jacques Dumas[4]	12,500	883,289	4,073	7,906	-	-	11,979	940,742
Christiane Féral-Schuhl	42,731	-	8,146	12,513	6,229	15,104	41,992	-
Laure Hauseux[5][10]	62,000	-	8,146	15,812	12,458	34,042	70,458	-
Didier Lévêque	12,500	-	4,073	7,906	-	-	11,979	-
Catherine Lucet[5][8]	99,000	-	8,146	15,812	36,416	30,042	90,416	-
Odile Muracciole[6]	-	199,166	3,188	7,081	-	-	10,269	200,866
Thomas Piquemal[7]	-	-	4,604	6,600	-	-	11,204	-
David de Rothschild	34,654	-	8,146	12,513	6,229	13,104	39,992	-
Frédéric Saint-Geours	84,000	-	8,146	15,812	22,042	29,625	75,625	-
Michel Savart[9]	12,500	712,779	4,073	7,906	-	-	11,979	714,331

(1) Compensation for Directors and/or other compensation and benefits of any kind paid by controlled subsidiaries of Casino, Guichard-Perrachon.
(2) Director since 17 June 2020. Other compensation paid in 2021: €456,760, including gross variable compensation of €164,300 in respect of 2020, gross fixed compensation of €290,486 and benefits in kind of €1,974.
(3) Term ended on 17 June 2020.
(4) Other compensation paid in 2021: €940,742, including gross variable compensation of €441,000 in respect of 2020, gross fixed compensation of €496,947 and €2,795 in benefits in kind, excluding exceptional and/or conditional compensation of €1 million. In 2020, excluding exceptional bonus and deferred conditional variable compensation of €1 million.
(5) Term ended on 12 May 2021.
(6) Appointed on 4 March 2020. Other compensation paid in 2021: €200,866, including gross variable compensation of €62,000 in respect of 2020 and gross fixed compensation of €138,866. In 2021, excluding exceptional/conditional compensation of €120,000.
(7) Appointed on 17 June 2020.
(8) Including the additional annual Directors' compensation of €15,000 paid to the Lead Director in 2021 in respect of 2020.
(9) Other compensation paid in 2021: €714,331, including gross variable compensation of €272,300 in respect of 2020 and gross fixed compensation of €442,031.
(10) Including the compensation paid in 2021 to the Independent Director, who is not a member of the Governance and Social Responsibility Committee, for her attendance at its meetings.
** Taking into account the 25% reduction in the compensation for April and May 2020 requested by all of the Directors, Committee Chairs and members and the Lead Director. The corresponding amounts were donated to the Common Solidarity Fund set up by the Fondation de France, the APHP and the Pasteur Institute, for the benefit of the healthcare staff working on the Covid-19 front line.*

Total gross compensation paid in 2021 to the corporate officers (including the Chairman and Chief Executive Officer) for service as Director in respect of 2020 amounted to €491,242 (versus €518,000 paid in 2020).

The variable component represents a significant proportion of the total compensation allocated to the Directors.

Compensation awarded in respect of 2021 by the Company to each of the corporate officers, other than the Chairman and Chief Executive, for service as Directors was as follows:

	Compensation in respect of 2021 (paid in January 2022)				
	Director		Committees		
(Gross amounts in €)	Fixed	Variable	Fixed	Variable	Total
Nathalie Andrieux	8,500	15,000	23,000	23,417	69,917
Maud Bailly(1)	5,667	9,000	3,792	4,750	23,208
Thierry Billot(1)(4)	5,667	9,000	17,167	17,058	48,891
Josseline de Clausade	4,250	8,250	-	-	12,500
Béatrice Dumurgier(1)	5,667	9,000	3,792	9,269	27,728
Jacques Dumas	4,250	8,250	-	-	12,500
Christiane Féral-Schuhl	8,500	16,500	6,500	13,500	45,000
Laure Hauseux(2)(3)	3,542	6,000	5,417	11,942	26,901
Didier Lévêque	4,250	8,250	-	-	12,500
Catherine Lucet(2)(4)	3,542	7,500	15,833	9,942	36,817
Odile Muracciole	4,250	8,250	-	-	12,500
Thomas Piquemal	8,500	16,500	-	-	25,000
David de Rothschild	8,500	10,500	6,500	13,500	39,000
Frédéric Saint-Geours	8,500	16,500	23,000	37,000	85,000
Michel Savart	4,250	8,250	-	-	12,500

(1) Directors since 12 May 2021: compensation calculated on a pro rata basis.
(2) Term as Director ended on 12 May 2021: compensation calculated on a pro rata basis.
(3) Including the compensation of the Independent Director, who is not a member of the Governance and Social Responsibility Committee, for her participation in its work.
(4) Including additional gross compensation of €15,000 for 2021 in respect of Lead Director duties, calculated on a pro rata basis for each of the two Lead Directors who succeeded each other in 2021.

Total gross compensation paid in January 2022 in respect of 2021 to corporate officers (including the Chairman and Chief Executive Officer for service as a Director) amounted to €502,462.

Other information

In accordance with Article 16 of the Company's Articles of Association, the duration of Directors' appointments is set at three years expiring at the end of the Annual General Meeting set to approve the financial statements of the past financial year and held in the year in which the office expires, with exceptions when the age limit for performing the duties of a Director is reached or in the case of temporary appointments. In addition, in order to enable the system of rotation to operate, Directors may be appointed for a period of one or two years. Once they have reached the end of their term, Directors are eligible for renewal.

Directors may be removed from office at any time by the shareholders in General Meeting.

No non-executive corporate officers have employment contracts with the Company.

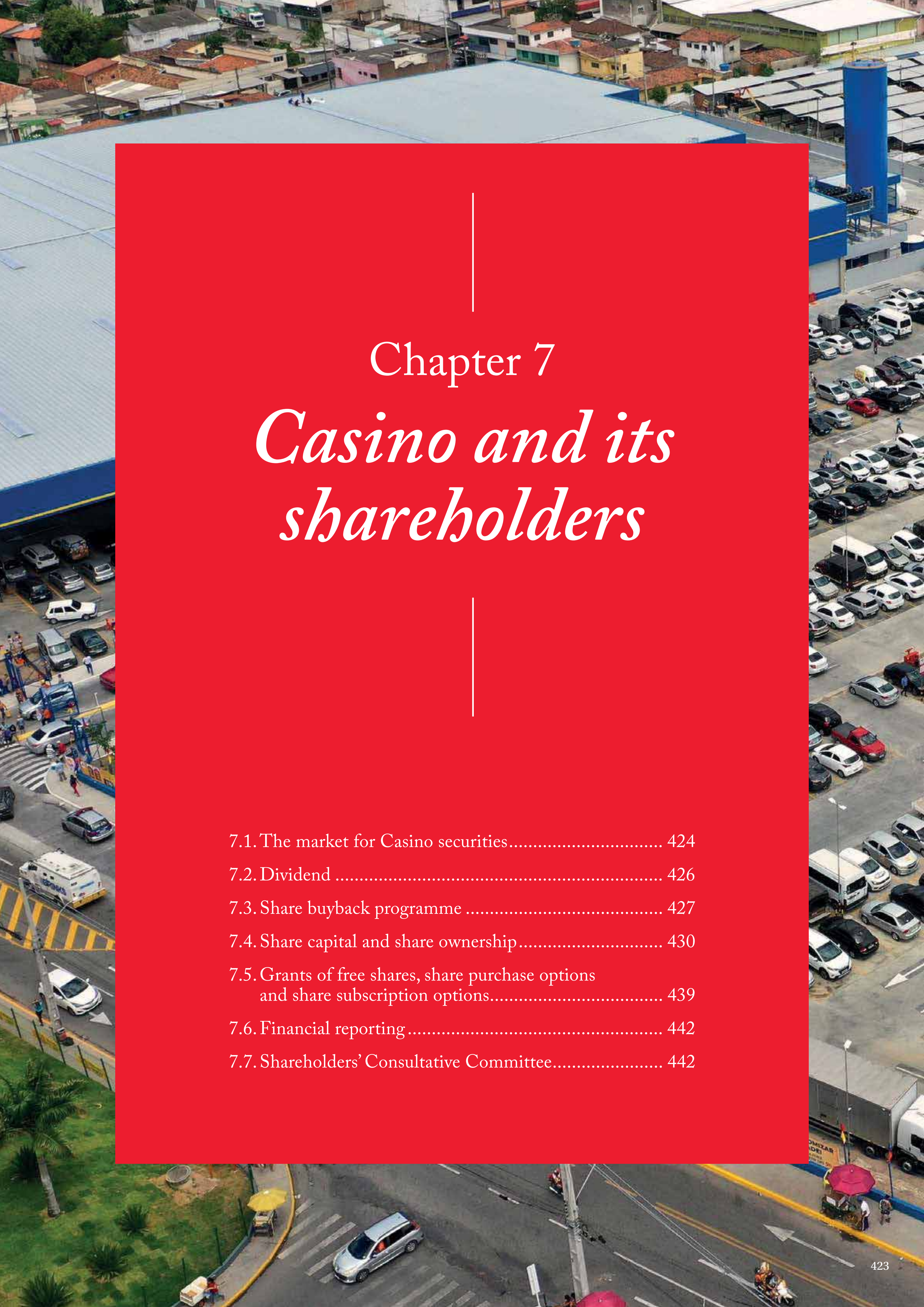
Euris, the Group's controlling shareholder, provides its subsidiaries, including the Company, with permanent advisory services on strategy, which were renewed on 1 January 2020 for a period of three years and may be renewed again only with the express agreement of the parties.

6.2.3. Compensation of Non-Voting Directors

As previously, under the authorisation granted by the shareholders on 16 May 2016, the Board of Directors decided on 15 December 2021 to pay compensation to the Non-Voting Directors in respect of 2021 on exactly the same basis as to other Directors, i.e., basic gross compensation of €25,000, comprising a fixed portion of €8,500 and a variable portion of up to €16,500. This compensation was calculated on a pro rata basis, taking into account the end of the term of two Non-Voting Directors at the close of the Annual General Meeting of 12 May 2021, representing a total sum of €19,083.

As a result, the total amount of remuneration paid in 2021 in respect of the 2020 financial year to each of the two Non-Voting Directors amounted to €47,916[1].

(1) Taking into account the 25% reduction in the compensation for April and May 2020 requested by all of the Directors, Committee Chairs and members and the Lead Director, as well as the Non-Voting Directors. The corresponding amounts were donated to the Common Solidarity Fund set up by the Fondation de France, the APHP and the Pasteur Institute, for the benefit of the healthcare staff working on the Covid-19 front line.



Chapter 7

Casino and its shareholders

7.1. THE MARKET FOR CASINO SECURITIES

7.1.1. Casino, Guichard-Perrachon – parent company

The Company's shares (ISIN code FR0000125585) are admitted for trading on Euronext Paris and are eligible for the Deferred Settlement Service.

In addition, the Company has carried out several debt issues:

- secured bonds which are listed in Luxembourg. These bonds (other than deeply-subordinated perpetual bonds) have been rated B+ with a stable outlook by Standard & Poor's since 3 November 2021 (B+ with a negative outlook previously), B2 with a stable outlook by Moody's Investors Service since 6 August 2020 and BB with a stable outlook by Scope Ratings since 11 January 2022;
- a term loan ("Term Loan B") rated B+ with a stable outlook by Standard & Poor's since 3 November 2021 (B+ with a negative outlook previously), B2 with a stable outlook by Moody's Investors Service since 6 August 2020 and BB with a stable outlook by Scope Ratings since 11 January 2022;
- unsecured bonds which are listed in Luxembourg. These bonds (other than deeply-subordinated perpetual bonds) have been rated B with a stable outlook by Standard & Poor's since 3 November 2021 (B with a negative outlook previously), Caa1 with a stable outlook by Moody's Investors Service since 6 August 2020 and B+ with a stable outlook by Scope Ratings since 11 January 2022.

Lastly, on 12 January 2012, Casino set up a sponsored level 1 American Depositary Receipt (ADR) programme in the United States. Deutsche Bank is the depositary bank for these ADRs, which may be traded over the counter in the United States. Each Casino share is represented by five ADRs under this programme.

Share prices and trading volumes over the past 18 months (source: Euronext Paris)

		High and low prices		Number of shares traded	Amount traded
		High *(in €)*	Low *(in €)*	*(thousands)*	*(€ millions)*
2020	September	23.75	20.10	9,679	211
	October	22.64	19.04	6,704	139
	November	25.54	19.13	6,011	140
	December	25.90	23.52	5,542	147
2021	January	29.49	25.19	8,332	230
	February	28.91	24.89	6,336	172
	March	29.90	25.30	7,640	213
	April	29.42	26.84	5,578	157
	May	29.61	25.98	5,390	149
	June	28.53	26.19	6,250	171
	July	27.28	23.42	5,570	138
	August	25.47	23.53	4,495	111
	September	25.01	22.75	6,580	157
	October	23.92	20.91	5,592	123
	November	22.40	19.58	6,040	127
	December	23.54	19.49	8,178	183
2022	January	24.36	19.12	6,486	144
	February	20.56	15.11	10,200	185

Five-year stock market performance

	2017	2018	2019	2020	2021
Share price *(€)*(1)					
high	57.19	53.48	50.08	42.85	29.90
low	45.59	25.37	27.29	19.04	19.49
31 December (closing price)	50.56	36.34	41.70	25.19	23.15
Market capitalisation at 31 December *(€ millions)*	5,612	3,988	4,521	2,731	2,510

(1) Source: Euronext Paris.

7.1.2. Other listed companies

The market capitalisations of the major listed companies provided below are based on Bloomberg data.

CNOVA N.V. – NETHERLANDS

The company's shares have been traded on Euronext Paris since 23 January 2015.

Euronext Paris	2017	2018	2019	2020	2021
Closing price *(€)*[1]					
high	5.26	4.46	3.70	3.50	12.50
low	4.28	3.56	2.32	2.22	3.18
31 December (closing price)	4.40	3.60	2.48	3.00	6.90
Market capitalisation at 31 December *(€ millions)*[1]	1,516	1,243	856	1,036	2,382

(1) Source: Bloomberg.

The company's shares were admitted for trading on Nasdaq (New York) from 20 November 2014 to 3 March 2017, when they were delisted.

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO (GPA) – BRAZIL

The company's shares are traded on the São Paulo Stock Exchange and on the NYSE (United States) through a level 3 American Depositary Receipt (ADR) programme. Companhia Brasileira de Distribuição has been listed on the *Novo Mercado* since 2 March 2020, giving it access to a wide international investor base.

	2017	2018	2019	2020	2021[2]
Closing price *(BRL)*[1]					
high	80.85	87.51	98.43	94.50	90.33
low	54.30	63.92	78.00	55.00	21.35
31 December (closing price)	78.93	80.98	87.65	75.05	21.73
Market capitalisation at 31 December *(BRL millions)*[1]	21,041	21,609	23,613	20,140	5,854
Market capitalisation at 31 December *(€ millions)*[1]	5,324	4,863	5,240	3,160	923

(1) Source: Bloomberg.
(2) The 2021 figures take into account the spin-off of Brazilian operations (GPA and Assaí) and the listing of Assaí on 1 March 2021.

SENDAS DISTRIBUIDORA SA (ASSAÍ) – BRAZIL

The company's shares have been traded on the São Paulo Stock Exchange's *Novo Mercado* segment and on the NYSE (United States) through a level 3 American Depositary Receipt (ADR) programme since 1 March 2021.

These listings are a result of the company's reorganisation and the sale of Companhia Brasileira de Distribuição (GPA) assets, including the cash & carry business (Assaí) and the more traditional food retailing businesses of GPA.

Casino Group holds 41% of Companhia Brasileira de Distribuição's (GPA) share capital and an identical stake in Sendas Distribuidora SA whose operations are now exclusively dedicated to the cash & carry business in Brazil (see Chapter 2, page 24).

	2021[2]
Closing price *(BRL)*[1]	
high	92.05
low	12.45
31 December (closing price)	12.96
Market capitalisation at 31 December *(BRL millions)*[1]	17,453
Market capitalisation at 31 December *(€ millions)*[1]	2,753

(1) Source: Bloomberg.
(2) The 2021 figures take into account the 5-for-1 split of Assaí shares, which took effect on 11 August 2021.

ALMACENES ÉXITO (COLOMBIA)

The Company's shares are traded on the Colombia Stock Exchange (*Bolsa de Valores*).

	2017	2018	2019	2020	2021
Share price *(COP)*[1]					
high	16,640	18,500	17,980	15,940	14,200
low	14,620	11,920	12,360	10,000	11,060
31 December (closing price)	16,560	12,400	13,880	13,890	11,490
Market capitalisation at 31 December *(COP millions)*[1]	7,412,327	5,550,294	6,212,748	6,208,830	5,142,974
Market capitalisation at 31 December *(€ millions)*[1]	2,076	1,490	1,683	1,483	1,111

(1) Source: Bloomberg.

7.2. DIVIDEND

Dividends paid in respect of 2018 are indicated below. No dividend was paid in respect of 2019 or 2020.

Year	Dividend per share	Dividend eligible for 40% deduction	Dividend not eligible for 40% tax deduction
2018			
Interim dividend (paid on 5 December 2018)	€1.56	€1.56	-
Final dividend (paid on 13 May 2019)	€1.56	€1.56	-
TOTAL	**€3.12**	**€3.12**	**-**

The following table shows the total dividend payout (€ millions) and the payout rate (as a percentage of underlying net profit, Group share – see Chapter 2, page 34) over the past five years:

Year	2016	2017	2018	2019	2020
Total payout	343.6	341.4	339.1	-	-
% of underlying net profit, Group share	100.8	91.8	106.6	-	-

By law, any dividends which have not been claimed within five years of their payment date will lapse and become the property of the French State, in accordance with Articles L. 1126-1 and L. 1126-2 of the French Public Property Code (*Code général de la propriété des personnes publiques*).

7.3. SHARE BUYBACK PROGRAMME

7.3.1. Current share buyback programme

The Ordinary General Meeting of 12 May 2021 authorised the Board of Directors to buy back, or to order the buyback of, Company shares as provided in Articles L. 22-10-62 *et seq.* of the French Commercial Code (*Code de commerce*), Articles 241-1 to 241-7 of the General Regulations of France's securities regulator (*Autorité des marchés financiers* – AMF) and European Union regulations on market abuse (particularly Regulation (EU) No. 596/2014 of 16 April 2014), notably in order:

- to ensure the liquidity of and make a market for the Company's shares through an investment services provider acting independently in the name and on behalf of the Company, under the terms of a liquidity agreement that complies with a Code of Conduct recognised by the AMF;
- to implement any Company stock option plan under Articles L. 22-10-56 *et seq*. of the French Commercial Code, any savings plan pursuant to Articles L. 3332-1 *et seq*. of the French Labour Code (*Code du travail*), or any grant of free shares made under Articles L. 22-10-59, L. 22-10-60 and L. 225-197-1 of the French Commercial Code, or any other share-based compensation mechanism;
- to deliver shares in connection with the exercise of rights attached to securities giving access to Company shares by way of redemption, conversion, exchange or on presentation of a warrant or a debt security convertible or exchangeable for shares, or otherwise;
- to hold shares for later use as payment or consideration in the context of or following any external growth transactions;
- to cancel all or some of these shares in order to optimise earnings per share through a share capital reduction under the conditions provided for by law;
- to implement any future market practice authorised by the AMF and, generally, carry out any transaction that complies with the applicable regulations.

These shares may be acquired, sold, transferred, or exchanged by any method and, in particular, on regulated markets or over the counter, including via block trades. These methods include the use of any derivative financial instrument traded on a regulated market or over the counter and the implementation of option-based strategies under the conditions authorised by the relevant financial markets regulator, provided said methods do not cause a significant increase in the price volatility of the shares. The shares may also be loaned, pursuant to Articles L. 211-22 *et seq.* of the French Monetary and Financial Code (*Code monétaire et financier*).

The share buyback price may not exceed €100 (excluding transaction costs) for each share with a par value of €1.53.

This authorisation may only be used in respect of a number of shares no greater than 10% of the Company's share capital as of the date of the Annual General Meeting of 12 May 2021, it being specified that, whenever the Company shares are purchased in connection with a liquidity agreement, the number of shares used to calculate the aforementioned 10% limit will correspond to the number of shares purchased less the number of shares sold during the authorisation period under the terms of the liquidity agreement. However, the number of shares purchased by the Company and intended to be held and subsequently used as payment or consideration in the context of an external growth transaction, may not exceed 5% of the share capital. The acquisitions made by the Company shall not at any time or under any circumstance result in the Company holding more than 10% of the shares constituting its share capital.

In the event of a public tender offer for the shares or other securities issued by the Company, the Company may only use this authorisation for the purpose of meeting securities delivery commitments, notably in the context of free share plans, or strategic transactions, initiated and announced prior to the launch of said public tender offer.

In 2021, the authorisation was used exclusively in connection with the Company's liquidity agreement (see below).

TRANSACTIONS COMPLETED IN 2021 AND UNTIL 8 MARCH 2022

Liquidity agreement

In February 2005, Casino mandated Rothschild & Cie Banque to implement a liquidity agreement to ensure a wide market and regular quotations for its shares. The agreement complies with the Code of Conduct of the French financial markets association (*Association Française des Marchés Financiers* – AMAFI) approved by the AMF on 1 October 2008.

Casino allocated 700,000 ordinary shares and the sum of €40 million to the liquidity account.

Additional allocations were made on 25 September 2015 (€30 million) and 28 December 2015 (€50 million), bringing the total allocated to the liquidity account to €120 million.

The Company withdrew 580,000 shares from the liquidity account on 16 May 2016 and 120,000 shares on 23 May 2016. By decision of the Board of Directors on 14 June 2016, these 700,000 shares were subsequently cancelled.

In January 2019, the Company signed a new liquidity agreement with the company Rothschild Martin Maurel, effective 1 January of that year, to take account of the changes in regulations governing such agreements, in accordance with AMF decision 2018-01 dated 2 July 2018. The new agreement replaced the previous agreement signed on 11 February 2005. As of the January 2019 contract signature date, the liquidity account held zero shares and €30 million.

In 2021, a total of 2,061,374 shares were purchased under the liquidity agreement at an average price of €25.79, and 2,061,374 shares were sold at an average price of €25.75 (including 1,071,993 shares purchased and 1,072,243 shares sold using the shareholder authorisation given on 12 May 2021). At 31 December 2021, the liquidity account held zero shares and €29.5 million.

From 1 January 2022 to 8 March 2022, a total of 482,094 shares were purchased at an average price of €20.51 per share and 418,094 shares were sold at an average price of €20.85 per share. At 8 March 2022, the liquidity account held 64,000 shares and €28.3 million.

Other stock transactions

In 2021, and from 1 January 2022 to 8 March 2022, the Company did not buy back any shares for any employee share grant plans, stock option plans or savings plans.

The Annual General Meeting of 12 May 2021 authorised the Board of Directors to reduce the share capital by cancelling shares bought back by the Company, by 24-month periods. The Board of Directors did not cancel any shares in 2021.

Over the 24-month period beginning 7 March 2020 and ending 8 March 2022, the Board of Directors did not cancel any shares.

SUMMARY OF STOCK TRANSACTIONS

The table below shows details of treasury shares bought and sold between 1 January 2021 and 31 December 2021 and between 1 January 2022 and 8 March 2022, together with the number of treasury shares held by the Company:

	Number of shares	% of share capital represented by the total number of shares
Number of shares held at 31 December 2020	**641,486**	**0.59**
Shares purchased under the liquidity agreement	2,061,374	
Shares sold under the liquidity agreement	(2,061,374)	
Shares purchased	0	
Shares sold	0	
Shares cancelled	0	
Free shares granted	(232,447)	
Number of shares held at 31 December 2021	**409,039**	**0.38**
Shares purchased under the liquidity agreement	482,094	
Shares sold under the liquidity agreement	(418,094)	
Shares purchased	0	
Shares sold	0	
Shares cancelled	0	
Free shares granted	0	
Number of shares held at 8 March 2022	**473,039**	**0.44**

At 31 December 2021, the Company owned 409,039 shares (purchase cost: €13.9 million) with a par value of €1.53. Based on the closing price at 31 December 2021 (€23.15), their market value totalled €9.5 million.

At 8 March 2022, the Company owned 473,039 shares (purchase cost: €14.9 million) with a par value of €1.53. Based on the closing price at 8 March 2022 (€14.21), their market value totalled €6.7 million.

Treasury shares are allocated for the following purposes:

- 64,000 shares to the liquidity agreement;
- 409,039 shares to cover stock option plans, employee share ownership plans or share grant plans for Group employees.

On 31 December 2021, Germinal SNC, an indirectly controlled wholly-owned company, held 928 ordinary shares.

7.3.2. Share buyback programme submitted to the Annual General Meeting for approval

The Annual General Meeting of 10 May 2022 will be asked to renew the authorisation granted to the Board of Directors to buy back, or order the buyback, of Company shares as provided in Articles L. 22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 to 241-7 of the AMF General Regulations and European Union legislation on market abuse (particularly Regulation [EU] No. 596/2014 of 16 April 2014), notably in order:

- to ensure the liquidity of and make a market for the Company's shares through an investment services provider acting independently in the name and on behalf of the Company, under the terms of a liquidity agreement that complies with a Code of Conduct recognised by the AMF;
- to implement any Company stock option plan under Articles L. 22-10-56 *et seq.* of the French Commercial Code, any savings plan pursuant to Articles L. 3332-1 *et seq.* of the French Labour Code (*Code du travail*), or any grant of free shares made under Articles L. 22-10-59, L. 22-10-60 and L. 225-197-1 of the French Commercial Code, or any other share-based compensation mechanism;
- to deliver shares in connection with the exercise of rights attached to securities giving access to Company shares by way of redemption, conversion, exchange or on presentation of a warrant or a debt security convertible or exchangeable for shares, or otherwise;
- to hold shares for later use as payment or consideration in the context of or following any external growth transactions;
- to cancel all or some of these shares in order to optimise earnings per share through a share capital reduction under the conditions provided for by law;
- to implement any future market practice authorised by the AMF and, generally, carry out any transaction that complies with the applicable regulations.

These shares may be acquired, sold, transferred, or exchanged by any method and, in particular, on regulated markets or over the counter, including via block trades. These methods include the use of any derivative financial instrument traded on a regulated market or over the counter and the implementation of option-based strategies under the conditions authorised by the relevant markets regulator, provided said methods do not cause a significant increase in the price volatility of the shares. The shares may also be loaned, pursuant to Articles L. 211-22 *et seq.* of the French Monetary and Financial Code.

The share buyback price may not exceed €100 (excluding transaction costs) for each share with a par value of €1.53.

This authorisation may only be used in respect of a number of shares no greater than 10% of the Company's share capital as of the date of the Annual General Meeting of 10 May 2022. Based on the share capital as of 8 March 2022, after deducting the 473,039 own shares held by the Company, this would correspond to 10,369,584 shares and a maximum amount of €1,037 million, provided that, whenever the Company's shares are purchased in connection with a liquidity agreement, the number of shares used to calculate the aforementioned 10% limit will correspond to the number of shares purchased less the number of shares sold during the authorisation period under the terms of the liquidity agreement. However, the number of shares purchased by the Company and intended to be held and subsequently used as payment or consideration in the context of an external growth transaction, may not exceed 5% of the share capital. The acquisitions made by the Company shall not at any time or under any circumstance result in the Company holding more than 10% of the shares constituting its share capital.

The authorisation is granted to the Board of Directors for 18 months. It supersedes the unused portion of the authorisation previously granted by the 12th resolution of the Ordinary General Meeting of 12 May 2021.

In the event of a public tender offer for the shares or other securities issued by the Company, the Company may only use this authorisation for the purpose of meeting securities delivery commitments, notably in the context of free share plans, or strategic transactions, initiated and announced prior to the launch of said public tender offer.

7.4. SHARE CAPITAL AND SHARE OWNERSHIP

7.4.1. Changes in share capital

At 31 December 2021, the share capital amounted to €165,892,131.90 divided into 108,426,230 shares with a par value of €1.53 each.

This was unchanged at 8 March 2022.

Changes in share capital over the past five years

From 1 January 2017 to 31 December 2021		Number of shares issued/ cancelled	Increase/(decrease) in share capital (€)		Successive amounts of the share capital (€)	Total number of shares in issue
			Par value	Premium		
2017	-	-	-	-	169,825,403.88	110,996,996
2018	Cancellation of shares	(1,267,608)	(1,939,440)	(52,748,629)	167,885,963.64	109,729,388
	Absorption of subsidiaries	28	42.84	1,272	167,886,006.48	109,729,416
2019	Cancellation of shares	(1,303,186)	(1,993,875)	(37,824,310)	165,892,131.90	108,426,230
2020	-	-	-	-	165,892,131.90	108,426,230
2021	-	-	-	-	165,892,131.90	108,426,230

No capital transaction occurred from 1 January 2022 to 8 March 2022.

Potential number of shares

There are no securities or stock options (see section 7.5) that may confer entitlement to share capital, as the share grant plans underway (see section 7.5) concern existing shares.

Unissued authorised capital

To allow the Company to raise funds on the financial markets to finance the Group's continued development and improve its financial position, the Annual General Meeting of 12 May 2021 granted to the Board of Directors a number of delegations of competence and authorisations.

At the Annual General Meeting of 17 June 2020, the Board of Directors was authorised to make free share grants to employees of the Company and related companies.

The authorisations and delegations granted to the Board of Directors that can lead to the issuance of securities carrying rights to shares of the Company are listed below:

Transactions	Maximum amount	Terms and conditions	Authorisation date	Term	Expiry
Capital increase by issuing shares or securities carrying rights to new or existing shares of the Company or existing shares of any company in which it directly or indirectly owns an interest or to debt securities, with pre-emptive rights in the case of new share issues	€59 million[(1)(2)]	With PE*	12 May 2021	26 months	11 July 2023
Capital increase by issuing shares or securities carrying rights to new or existing shares of the Company or existing shares of any company in which it directly or indirectly owns an interest or to debt securities by means of a public offer, without pre-emptive rights in the case of new share issues	€16.5 million[(1)(2)]	Without PE*	12 May 2021	26 months	11 July 2023
Capital increase by issuing shares or securities carrying rights to new or existing shares of the Company or existing shares of any company in which it directly or indirectly owns an interest or to debt securities by means of an offer as referred to in paragraph 1 of Article L. 411-2 (formerly Article L. 411-2 II) of the French Monetary and Financial Code, without pre-emptive rights in the case of new share issues	€16.5 million[(1)(2)]	Without PE*	12 May 2021	26 months	11 July 2023
Capital increase by capitalising reserves, earnings, share premiums or other capitalisable sums	€59 million[(1)]	-	12 May 2021	26 months	11 July 2023
Capital increase by issuing shares or share equivalents to pay for contributions in kind made to the Company comprising shares or share equivalents	10% of the share capital on the date the issue is decided[(1)]	Without PE*	12 May 2021	26 months	11 July 2023

Transactions	Maximum amount	Terms and conditions	Authorisation date	Term	Expiry
Capital increase by issuing shares or share equivalents in the event of a public offer initiated by Casino, Guichard-Perrachon for the shares of another listed company	€16.5 million(1)(2)	Without PE*	12 May 2021	26 months	11 July 2023
Rights issue to employees of the Company and related entities who are members of a company savings plan	2% of the total number of shares outstanding on 12 May 2021 (i.e., 2,168,524 shares)	Without PE*	12 May 2021	26 months	11 July 2023
Share grants of existing or new shares to employees of the Company and related companies	2% of the total number of shares outstanding on 17 June 2020 (i.e., 2,168,524 shares)	Without PE*	17 June 2020	38 months	16 August 2023

** PE = pre-emptive subscription rights.*

(1) The aggregate par value of the shares which may be issued, immediately and/or in the future, pursuant to various authorisations, may not exceed €59 million, it being specified that the par value of capital increases that may be carried out, immediately and/or in the future, without pre-emptive rights for existing shareholders may not exceed €16.5 million, without taking account of the par value of the additional shares to be issued to safeguard the rights of securities holders, as required by law.

(2) The aggregate nominal amount of debt securities that may be issued pursuant to this authorisation, may not exceed €2 billion or its equivalent value in other currencies or monetary units based on a basket of currencies, it being specified that the overall amount of debt securities that may be issued pursuant to this authorisation may not exceed €2 billion or its equivalent value in any other currency or monetary unit based on a basket of several currencies.

None of these authorisations were used in 2021, other than those related to free share grants.

Pursuant to the authorisation granted by the Annual General Meeting of 17 June 2020, the Board of Directors granted rights to 14,510 existing shares in 2020, and 538,969 existing shares in 2021. The rights will vest if the performance conditions are met and/or the grantee is still employed by the Company at the end of the vesting period.

None of these authorisations are due to expire and therefore no resolutions will be submitted to the Annual General Meeting of 10 May 2022 for their renewal.

The Annual General Meeting of 12 May 2021 also authorised the Board of Directors to reduce the capital by up to 10% per 24-month period by cancelling shares held in treasury stock. This authorisation was given for a period of 18 months expiring on 11 November 2022.

This authorisation was not used in 2021.

The Annual General Meeting of 10 May 2022 will be asked to renew it.

7.4.2. Changes in share ownership

Double voting rights

Statutory provisions relating to double voting rights were introduced by the Extraordinary General Meeting of 30 November 1934 and amended by the Extraordinary General Meeting of 21 May 1987 (Article 28-III of the Articles of Association).

With respect to voting rights, Article 28-III of the Company's Articles of Association stipulates as follows:

"Shareholders hold as many votes as the shares they hold or represent, without limitation, with the only exception of the cases provided for by law or in these Articles of Association.

However, a double voting right is assigned, under applicable legal conditions, to all fully paid-up shares effectively held in registered form in the name of the same shareholder for at least four years, as well as, in the event of a share capital increase via capitalisation of reserves, profits, or issue premiums, to those registered shares granted free of charge to a shareholder in connection with old shares for which he or she is entitled to this right.

…/…

As such, the double voting right assigned to fully paid registered shares is forfeited ipso jure for any share that was converted to bearer form or that was subject to a transfer of ownership except in the event of a transfer in which the shares remain in registered form, pursuant to the terms of Article L. 225-124 of the French Commercial Code.

…/…

The vote or proxy issued by an intermediary that has either not declared itself as an intermediary registered as a holder of securities on behalf of third parties not domiciled in France, or has not disclosed the identity of the owners of the shares for which it is a registered intermediary, in accordance with regulations in force, will not be counted."

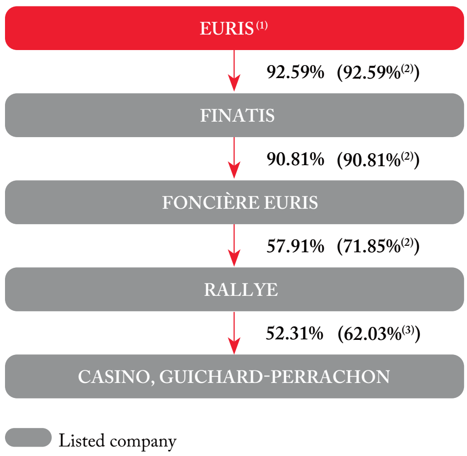
Double voting rights may be withdrawn by decision of the Extraordinary General Meeting, after approval by a special meeting of holders of double voting rights.

At 31 December 2021, a total of 145,861,519 voting rights were attached to 108,016,263 shares with voting rights in issue. The number of voting rights is different from the number of shares comprising the share capital due to the double voting right attached to registered shares, as well as the direct or indirect holding by the Company of a certain number of its own shares. At 31 December 2021, the Company directly and indirectly held 473,967 of its own shares.

Taking into account the gain or loss of double voting rights by certain shareholders since 1 January 2022 and the number of treasury shares held directly or indirectly, a total of 145,818,831 voting rights were attached to 107,952,263 shares carrying voting rights as of 8 March 2022. At 8 March 2022, the Company directly and indirectly held 469,967 of its own shares.

Controlling shareholder

The diagram below shows the Company's position within the Group as of 8 March 2022:



(1) Euris is controlled by Euris Holding, itself controlled by Jean-Charles Naouri.
(2) Theoretical voting rights as described in Article 223-11 of the AMF's General Regulations.
(3) Including 11.74% of Casino's share capital held in fiduciary trust (8.70% of theoretical voting rights).

CHANGES IN SHARE CAPITAL AND VOTING RIGHTS

The ownership of share capital and voting rights as of 31 December 2019, 2020 and 2021 and as of 8 March 2022 is as follows:

	Shares		Voting rights exercisable at Annual General Meeting[1]		Theoretical voting rights[1]	
31 December 2019	Number	%	Number	%	Number	%
Public	49,633,209	45.8	52,478,720	36.5	52,478,720	36.3
of which shares in registered form	3,677,658	3.4	6,523,169	4.5	6,523,169	4.5
of which shares in bearer form	45,955,551	42.4	45,955,551	32.0	45,955,551	31.8
Rallye group[2]	56,777,914	52.4	88,884,334	61.9	88,884,334	61.5
Casino Group employee mutual funds	1,184,850	1.1	2,228,350	1.6	2,228,350	1.5
Treasury shares[3]	830,257	0.8	0	0	830,257	(0.6)[4]
TOTAL	**108,426,230**	**100.0**	**143,591,404**	**100.0**	**144,421,661**	**100.0**

	Shares		Voting rights exercisable at Annual General Meeting[1]		Theoretical voting rights[1]	
31 December 2020	Number	%	Number	%	Number	%
Public	39,005,042	35.97	41,766,647	28.05	41,766,647	27.93
of which shares in registered form	3,703,557	3.42	6,465,162	4.34	6,465,162	4.32
of which shares in bearer form	35,301,485	32.56	35,301,485	23.71	35,301,485	23.61
Rallye group *(including Fiducie Rallye – Equitis Gestion)*[2][5][7]	56,716,271	52.31	94,005,269	63.14	94,005,269	62.87
of which Rallye + other shareholders acting jointly	47,248,016	43.58	84,537,014	56.78	84,537,014	56.54
of which Fiducie Rallye/Equitis Gestion	9,468,255	8.73	9,468,255	6.36	9,468,255	6.33
Vesa Equity Investment[6]	10,838,863	10.00	10,838,863	7.28	10,838,863	7.25
Casino Group employee mutual funds	1,223,640	1.13	2,267,080	1.52	2,267,080	1.52
Treasury shares[3]	642,414	0.59	0	0	642,414	(0.43)[4]
TOTAL	**108,426,230**	**100.0**	**148,877,859**	**100.0**	**149,520,273**	**100.0**

	Shares		Voting rights exercisable at Annual General Meeting[1]		Theoretical voting rights[1]	
31 December 2021	Number	%	Number	%	Number	%
Public	42,429,477	39.13	45,200,295	30.99	45,200,295	30.90
of which shares in registered form	3,596,368	3.32	6,367,186	4.37	6,367,186	4.35
of which shares in bearer form	38,833,109	35.82	38,833,109	26.62	38,833,109	26.55
Rallye group *(including Fiducie Rallye – Equitis Gestion)*[2][5][7]	56,716,271	52.31	90,747,885	62.22	90,747,885	62.04
of which Rallye + other shareholders acting jointly	43,990,632	40.57	78,022,246	53.49	78,022,246	53.34
of which Fiducie Rallye/Equitis Gestion	12,725,639	11.74	12,725,639	8.72	12,725,639	8.70
Vesa Equity Investment[6]	7,661,041	7.07	7,661,041	5.25	7,661,041	5.24
Casino Group employee mutual funds	1,209,474	1.12	2,252,298	1.54	2,252,298	1.54
Treasury shares[3]	409,967	0.38	0	0.00	409,967	0.28[4]
TOTAL	**108,426,230**	**100.0**	**145,861,519**	**100.0**	**146,271,486**	**100.0**

8 March 2022	Shares		Voting rights exercisable at Annual General Meeting[(1)]		Theoretical voting rights[(1)]	
	Number	%	Number	%	Number	%
Public	39,178,240	36.13	41,964,870	28.78	41,964,870	28.69
of which shares in registered form	3,580,868	3.30	6,367,498	4.37	6,367,498	4.35
of which shares in bearer form	35,597,372	32.83	35,597,372	24.41	35,597,372	24.33
Rallye group *(including Fiducie Rallye – Equitis Gestion)*[(2)(5)(7)]	56,716,271	52.31	90,747,885	62.23	90,747,885	62.03
of which Rallye + other shareholders acting jointly	43,990,632	40.57	78,022,246	53.51	78,022,246	53.33
of which Fiducie Rallye/Equitis Gestion	12,725,639	11.74	12,725,639	8.73	12,725,639	8.70
Vesa Equity Investment[(6)]	10,853,978	10.01	10,853,978	7.44	10,853,978	7.42
Casino Group employee mutual funds	1,203,774	1.11	2,252,098	1.54	2,252,098	1.54
Treasury shares[(3)]	473,967	0.44	0	0.00	473,967	0.32[(4)]
TOTAL	**108,426,230**	**100.00**	**145,818,831**	**100.00**	**146,292,798**	**100.00**

(1) The number of rights to vote at the Annual General Meeting is not the same as the number of voting rights published under France's disclosure threshold rules (theoretical voting rights). For the monthly publication of the total number of voting rights and the number of shares comprising the share capital, the total number of voting rights is calculated based on all the shares that potentially carry voting rights, including shares stripped of voting rights (treasury shares), in accordance with Article 223-11 of the AMF General Regulations.

(2) On 3 October 2018, Alpétrol (the lender), a wholly-owned subsidiary of Rallye, and Rallye (the borrower) entered into a securities lending agreement on 6,681,492 Casino, Guichard-Perrachon shares (AMF 2018DD578901 – AMF 2018DD578908), expiring on 31 December 2019. The lent shares were stripped of double voting rights (AMF 218C1648). The agreement was amended on 19 December 2019 to extend its term to 31 December 2021.

On 20 April 2020, Alpétrol was liquidated with the universal transfer of its assets, including the above-mentioned lending agreement, to L'Habitation Moderne de Boulogne (wholly owned by Rallye) (AMF 220C1338).

On 28 February 2019, Cobivia (the lender) and L'Habitation Moderne de Boulogne (the lender), subsidiaries of Rallye, and Rallye (the borrower) entered into securities lending agreements on 6,866,554 Casino, Guichard-Perrachon shares and 2,721,459 Casino, Guichard-Perrachon shares respectively (AMF 2019DD597522 – AMF 2019DD597523 – AMF 2019DD597521). The lent shares were stripped of double voting rights (AMF 219C0420). The agreement was amended on 19 December 2019 to extend its maturity to 31 December 2021. The agreement was amended on 27 January 2020 to reduce the number of securities loaned by Cobivia (lender) to Rallye (borrower) to 6,866,454 shares.

Rallye signed a private agreement with Cobivia and L'Habitation Moderne de Boulogne on 25 May 2020 for the merger by absorption of Cobivia and L'Habitation Moderne de Boulogne into Rallye effective from 29 June 2020. As a result of this transaction, the above-mentioned lending agreements were cancelled by absorption (AMF 220C2376).

(3) Casino holds 928 shares through Germinal, an indirectly wholly-owned company.

(4) Voting rights that will become exercisable again if the underlying shares cease to be held in treasury stock.

(5) Rallye (controlled by Foncière Euris, which in turn is controlled by Jean-Charles Naouri) crossed below the statutory threshold of 50% of Casino, Guichard-Perrachon's capital on 20 July 2020, holding 47,248,016 Casino, Guichard-Perrachon's shares (i.e., 43.57% of its capital) and 84,537,014 of its voting rights (i.e., 56.53%) (AMF 220C2603).

The threshold was crossed as a result of the fiduciary trust-management (fiducie sûreté-gestion) *agreement entered into on 10 July 2020 between Rallye and Equitis Gestion SAS (the trustee), and the transfer by Rallye, in the context of said agreement, of 9,468,255 Casino, Guichard-Perrachon shares as collateral for financing secured from F. Marc de Lacharrière (Fimalac), it being specified that:*

- under the terms of the fiduciary trust agreement, as long as no early repayment has been notified to the trustee, the voting rights attached to the 9,468,255 Casino, Guichard-Perrachon shares held in trust may be exercised by the trustee acting on the instructions of Rallye; and

- any distribution, notably dividends, with regard to the 9,468,255 Casino, Guichard-Perrachon shares held in trust will be immediately allocated to the early repayment of the above-mentioned financing.

Under the above-mentioned agreement, Equitis Gestion (controlled by IQEQ) crossed above the 5% statutory thresholds for Casino, Guichard-Perrachon's capital and voting rights on 20 July 2020, holding 9,468,255 Casino, Guichard-Perrachon shares and the same number of voting rights, representing 8.73% and 6.33% respectively (AMF 220C2603).

Equitis Gestion (controlled by IQEQ) crossed above the 10% statutory threshold for Casino, Guichard-Perrachon's capital on 10 May 2021, holding 12,725,639 Casino, Guichard-Perrachon' shares (i.e., 11.74% of its capital) and 8.70% of the voting rights (AMF 221C1050).

The threshold was crossed as a result of the two fiduciary trust-management agreements entered into on 5 May 2021 between Rallye and Equitis Gestion (the trustee), and the transfer by Rallye, in the context of said agreements, of (i) 2,540,549 Casino, Guichard-Perrachon shares to a pool of banks and (ii) 716,835 Casino, Guichard-Perrachon shares to F. Marc de Lacharrière (Fimalac), as collateral for financing secured by Rallye from, on the one hand, a pool of banks and, on the other hand, F. Marc de Lacharrière (Fimalac), it being specified that:

- under the terms of the fiduciary trust agreements, as long as no early repayment of the financing entered into by Rallye has been notified to the trustee, the voting rights attached to the 3,257,384 Casino, Guichard-Perrachon shares transferred to be held in trust may be exercised by the trustee acting on instructions from Rallye; and

- any distribution, notably dividends, relating to the 3,257,384 Casino, Guichard-Perrachon shares transferred to be held in trust will be immediately allocated to the early repayment of the financing secured by Rallye SA from, on the one hand, a pool of banks and, on the other hand, F. Marc de Lacharrière (Fimalac).

These include shares pledged by Rallye as part of the above-mentioned trust agreement (see "Shares held as collateral" below).

(6) Based on the disclosures made by Vesa Equity Investment to the AMF and/or the Company.

(7) The Paris commercial court confirmed, with regard to 28 February 2020 rulings, in accordance with Article L. 626-14 of the French Commercial Code, the inalienability of all shares held by the Euris group companies subject to safeguard proceedings (Rallye and its parent companies Euris, Finatis and Foncière Euris) for the duration of their safeguard plan, barring the exceptions provided by said rulings or subsequent rulings to ensure, in particular, the proper implementation of said plans.

To the best of the Company's knowledge, no shareholder other than (i) Rallye, (ii) Equitis Gestion (controlled by IQEQ) and (iii) Vesa Equity Investment (controlled by Daniel Křetínský) which both disclosed notifiable interests to the AMF (see below) and/or the Company, held more than 5% of the share capital or voting rights of the Company at 8 March 2022.

On 31 December 2021, the Company conducted a survey of holders of bearer shares, which identified 38,094 direct holders or nominees.

The number of the Company's bearer and registered shareholders is estimated at more than 42,000 and the percentage of share capital held by private shareholders is estimated at 18.8% (sources: survey of identifiable holders of bearer shares carried out on 31 December 2021 and shareholders' register).

Statutory disclosure thresholds

Between 1 January 2021 and 8 March 2022, the following notifiable interests were disclosed to the AMF:

Shareholder	Date of threshold crossing	Type of threshold crossing	Number of shares and voting rights disclosed		% of the share capital	% of voting rights[1]	AMF notice reference no.
Vesa Equity Investment[2]	23 February 2021	Decrease	7,435,547	7,435,547	6.86	4.97	221C0446
Vesa Equity Investment[2]	22 April 2021	Decrease	5,351,487	5,351,487	4.94	3.58	221C0907
Equitis Gestion[3]	10 May 2021	Increase	12,725,639	12,725,639	11.74	8.70	221C1050
Vesa Equity Investment[2]	15 September 2021	Increase	5,485,585	5,485,585	5.06	3.75	221C2462
Vesa Equity Investment[2]	26 November 2021	Increase	7,392,517	7,392,517	6.82	5.05	221C3350
Vesa Equity Investment[2]	2 March 2022	Increase	10,853,978	10,853,978	10.01	7.42	222C0543

(1) The disclosures were made on the basis of information communicated by the Company, in accordance with the requirements of Article L. 233-8 of the French Commercial Code and Article 223-16 of the AMF General Regulations, on the date the threshold was crossed. The disclosure of the total number of voting rights, which is published monthly, is calculated based on all the shares that potentially carry voting rights, including shares stripped of voting rights (treasury shares), in accordance with Article 223-11 of the AMF General Regulations.

(2) Controlled by Daniel Křetínský.

(3) Controlled by IQEQ.

Furthermore, Article 11-II of the Company's Articles of Association stipulates the following with respect to the crossing of shareholding thresholds:

"In addition to compliance with the legal obligation to disclose holding certain fractions of the share capital and any attached voting rights, any natural person or legal entity – including any intermediary registered as the holder of securities for persons not domiciled on the French territory – who, either alone or jointly with other natural persons or legal entities, come to hold, to stop holding, in any way whatsoever, a fraction equal to 1% of the voting rights or share capital or a multiple of this fraction, must notify the Company, by registered letter with acknowledgement of receipt sent within five trading days of effectively crossing one of these thresholds. It must declare the number of shares and number of voting rights it directly holds.

For the determination of these thresholds, account is taken of shares that are assimilated with the shares already owned and the associated voting rights, in accordance with the provisions of Articles L. 233-7 and L. 233-9 of the French Commercial Code.

In each disclosure made as provided for above, the disclosing shareholder must certify that the disclosure includes all the securities held or owned within the meaning of the above paragraph. The disclosing shareholder must also indicate his or her identity and that of the persons or legal entities acting in concert with the disclosing shareholder, the total number of shares or voting rights held directly or indirectly, alone or in concert, the date the disclosure threshold was crossed and, if applicable, the information referred to in the third paragraph of Article L. 233-7 I of the French Commercial Code.

These disclosure requirements will no longer apply in the event that a single or several shareholder(s) acting jointly hold more than 50% of the voting rights.

In the event of any failure to disclose information under these conditions, the portion of shares in excess of what should have been declared are deprived of the right to vote in shareholders' meetings provided, during a given shareholders' meeting, the failure to disclose is officially acknowledged and one or several shareholders jointly holding at least 5% of the share capital or voting rights make the request at said meeting. Under the same conditions, voting rights that have not been properly declared cannot be exercised. If deprived, a voting right cannot be exercised at any shareholders' meeting for two years as from the date on which the disclosure issues are remedied.

Employee share ownership

On 31 December 2021, Group employees held 1,802,640 shares representing 1.66% of the share capital and 1.97% of the voting rights, of which:

- 1,209,474 shares through employee savings plans and different mutual funds;
- 593,166 registered shares resulting from free share grants authorised by shareholders at an Extraordinary General Meeting held after 6 August 2015 (information disclosed in application of the Macron Act).

Shares held by Directors and officers

On 31 December 2021, shares held directly by members of the Board of Directors or officers represented 0.10% of the share capital and 0.13% of the voting rights exercisable in General Meetings. On the same date, with the addition of the 11.74% of capital and the corresponding 8.72% of voting rights held in fiduciary trust, 55.06% of the share capital and 64.31% of the voting rights were controlled directly or indirectly by these members.

On 8 March 2022, Casino shares held directly by members of the Board of Directors or officers represented 0.03% of the share capital and 0.04% of the voting rights. On the same date, with the addition of the 11.74% of capital and the corresponding 8.73% of voting rights held in fiduciary trust, 54.99% of the share capital and 64.24% of the voting rights were controlled directly or indirectly by these members.

To the best of the Company's knowledge, transactions carried out in the Company's securities in 2021 and up until 8 March 2022 by officers and persons who were related parties on the transaction date, were as follows:

Date	Shareholder	Financial instrument	Purchase/ sale	Number	Amount (€)
15 May 2021	Cyril Bourgois, Group Chief Digital Officer, Chairman of RelevanC and Executive Director, New Businesses	Shares	Purchase	1,313[1]	27.63[2]
15 May 2021	Hervé Daudin, Executive Director, Merchandise Director and Chairman of Achats Marchandises Casino	Shares	Purchase	5,251[1]	27.63[2]
15 May 2021	Jacques Dumas, Permanent representative of Euris, Director	Shares	Purchase	6,564[1]	27.63[2]
15 May 2021	Franck-Philippe Georgin, General Secretary, Executive Committee Secretary	Shares	Purchase	1,313[1]	27.63[2]
15 May 2021	Cécile Guillou, Executive Director of Franprix	Shares	Purchase	1,970[1]	27.63[2]
15 May 2021	Julien Lagubeau, Chief Operating Officer	Shares	Purchase	6,564[1]	27.63[2]
15 May 2021	Karine Lenglart, Director of Group Corporate Development and Holdings	Shares	Purchase	1,051[1]	27.63[2]
15 May 2021	David Lubek, Chief Financial Officer	Shares	Purchase	1,313[1]	27.63[2]
15 May 2021	Jean-Paul Mochet, Chairman of Monoprix and Chief Executive Officer of Franprix	Shares	Purchase	3,282[1]	27.63[2]
15 May 2021	Tina Schuler, Chief Executive Officer of Casino Supermarchés, Géant Casino and Casino Proximités	Shares	Purchase	5,251[1]	27.63[2]
31 July 2021	Hervé Daudin, Executive Director, Merchandise Director and Chairman of Achats Marchandises Casino	Shares	Purchase	1,578[1]	23.83[2]
31 July 2021	Julien Lagubeau, Chief Operating Officer	Shares	Purchase	3,652[1]	23.83[2]
31 July 2021	Tina Schuler, Chief Executive Officer of Casino Supermarchés, Géant Casino and Casino Proximités	Shares	Purchase	4,008[1]	23.83[2]
31 October 2021	Julien Lagubeau, Chief Operating Officer	Shares	Purchase	1,928[1]	21.53[2]
12 December 2021	Julien Lagubeau, Chief Operating Officer	Shares	Purchase	1,952[1]	23.00[2]
12 December 2021	David Lubek, Chief Financial Officer	Shares	Purchase	2,781[1]	23.00[2]
14 December 2021	David Lubek, Chief Financial Officer	Shares	Purchase	12,493[1]	22.95[2]

(1) Vested shares under free share grant plans.
(2) First quoted share price on the vesting date or, if not quoted, the last known quoted share price on the vesting date.

Shares held as collateral

At 31 December 2021, 56,793,125 registered shares were held as collateral, including:

- 43,988,624 shares held by Rallye and pledged to secure credit facilities (i.e., 40.57% of Casino's share capital);
- 9,468,255 shares, formerly pledged to financial institutions as part of derivative transactions, transferred on 17 July 2020 by fiduciary trust agreement between Rallye and Equitis Gestion as collateral for financing secured by Rallye from F. Marc de Lacharrière (Fimalac) (i.e., 8.73% of Casino's share capital);
- the transfer of 3,257,384 shares on 10 May 2021 under the fiduciary trust agreements between Rallye and Equitis Gestion of (i) 2,540,549 shares, i.e., 2.34% of Casino's share capital, to a pool of banks and (ii) 716,835 shares, i.e., 0.66% of Casino's share capital, to Fimalac, as collateral for financing secured by Rallye from, on the one hand, a pool of banks and, on the other hand, Fimalac.

At 31 December 2021, all Casino shares held by Rallye (i.e., 40.57% of the Company's share capital) were pledged to financial institutions and Fimalac.

Shareholder agreement

To the best of the Company's knowledge, there are no shareholder agreements involving the Company's shares.

7.5. GRANTS OF FREE SHARES, SHARE PURCHASE OPTIONS AND SHARE SUBSCRIPTION OPTIONS

For many years, the Group has offered employees opportunities to own a stake in their Company as part of a policy to retain and motivate its teams. This strategy, which was long implemented through share purchase and subscription options, is now carried out through the allotment of free shares ("share grants") and, since 2014, has essentially aimed to:

- on the one hand, motivate, strengthen the commitment of and/or loyalty of key managers both in France and abroad. The share grants are contingent on beneficiaries remaining with the Company until the end of the vesting period (three years) and, barring exceptions, on the achievement of performance conditions evaluated as from 2016 over a three-year period (the "Key manager plans").

  The criteria for performance share grants (see table below) through "Key manager plans" are the same as those set for the Chairman and Chief Executive Officer's long-term incentive bonus (LTI) awarded for the same year as set out in Chapter 6 (section 6.1, pages 406 *et seq.*);
- on the other hand, reward a critical contribution to the success of strategic and/or particularly complex operations. The free shares granted in this context reflect the Company's decision, in order to strengthen commitment and loyalty, to grant, in the form of Company shares, a portion of the exceptional compensation awarded to the beneficiary for carrying out such a transaction. The exceptional compensation is generally proportional to the compensation, involvement and level of contribution of the employees concerned. The receipt of the portion of the beneficiary's bonus awarded in the form of share grants is therefore deferred and share grants vest on the sole condition that the beneficiaries remain with the Company until the vesting date (one to two years). When the vesting period is less than two years, the shares are subject to a lock-up period such that the combined vesting period and lock-up period would represent at least two years.

In 2021, pursuant to the authorisation given by the Extraordinary General Meeting of 17 June 2020, and based on the recommendation of the Appointments and Compensation Committee, the Board of Directors made a total of 538,969 free share grants representing 0.50% of the capital at 31 December 2021, subject to the grantee still being employed by the Company at the end of the vesting period and/or the performance conditions being met:

- 529,917 shares were granted by the Board of Directors on 28 July 2021 (representing 0.49% of the share capital on the grant date);
- 9,052 shares were granted by the Board of Directors on 15 December 2021 (representing 0.01% of the share capital on the grant date).

As in previous years, no shares were granted to the Chairman and Chief Executive Officer, who is not entitled to receive share grants, in accordance with the authorisation granted by the Annual General Meeting of 17 June 2020.

See below for information on the share grants.

All outstanding share grant plans exclusively concern existing shares and do not have a dilutive effect on capital.

Share grants

Details of the various plans outstanding at 31 December 2021 are provided in the table below, it being specified that the Chairman and Chief Executive Officer is not entitled to receive share grants and that all share grants concern existing shares which will be delivered on the vesting date.

Date of Annual General Meeting	Date of Board of Directors' meeting/Grant date	Vesting date	Date from which the vested shares may be sold	Number of beneficiaries	Number of shares granted by the Board of Directors	Number of grants cancelled	Number of grants outstanding at the period-end
13 May 2016	20 April 2017	20 April 2022	21 April 2022	2	5,666	1,416	4,250(1)
15 May 2018	15 May 2018	15 May 2023	16 May 2023	3	7,326	3,518	3,808(2)
15 May 2018	7 May 2019	7 May 2022	8 May 2024	57	184,608	50,494	134,114(3)
15 May 2018	7 May 2019	7 May 2024	8 May 2024	2	7,809	0	7,809(3)
15 May 2018	12 December 2019	12 December 2022	13 December 2022	6	28,043	0	28,043(4)
15 May 2018	27 April 2020	27 April 2023	28 April 2025	46	160,033	4,792	155,241(5)
15 May 2018	27 April 2020	27 April 2025	28 April 2025	2	8,171	0	8,171(5)
15 May 2018	27 April 2020	31 March 2022	28 April 2022	6	8,805	0	8,805(4)
15 May 2018	27 April 2020	27 April 2023	28 April 2023	1	4,226	0	4,226(4)
17 June 2020	16 December 2020	31 July 2022	17 December 2022	8	14,510	0	14,510(4)
17 June 2020	28 July 2021	28 July 2024	29 July 2026	43	231,932	0	231,932(6)
17 June 2020	28 July 2021	28 July 2026	29 July 2026	1	3,972	0	3,972(6)
17 June 2020	28 July 2021	31 January 2023	29 July 2023	3	7,049	0	7,049(4)
17 June 2020	28 July 2021	31 December 2022	29 July 2023	12	38,905	1,093	37,812(4)
17 June 2020	28 July 2021	28 July 2022	29 July 2023	1	152,885	0	152,885(4)
17 June 2020	28 July 2021	28 July 2022	29 July 2023	4	72,533	0	72,533(4)
17 June 2020	28 July 2021	30 April 2023	29 July 2023	10	22,641	0	22,641(4)
17 June 2020	15 December 2021	31 July 2023	16 December 2023	3	9,052	0	9,052(4)
TOTAL					**968,166**	**61,313**	**906,853**

(1) The share grants are contingent on the beneficiaries remaining with the Company until the vesting date and on the achievement of two performance conditions assessed over a three-year period (2017, 2018 and 2019), each concerning half of the initial grant: TSR compared to a sample of nine European companies in the Food Retail index and the Group's average EBITDA/net sales.

(2) The share grants are contingent on the beneficiaries remaining with the Company until the vesting date and on the achievement of two performance conditions assessed over a three-year period (2018, 2019 and 2020), each concerning half of the initial grant: TSR compared to a sample of nine European companies in the Food Retail index and the Group's average EBITDA/net sales.

(3) The share grants are contingent on the beneficiaries remaining with the Company until the vesting date and on the achievement of two performance conditions assessed over a three-year period (2019, 2020 and 2021), each concerning half of the initial grant: TSR compared to a sample of nine European companies in the Food Retail index and the Group's average EBITDAR/net sales.

(4) The share grants are contingent only on the beneficiaries remaining with the Company until the vesting date.

(5) The share grants are contingent on the beneficiaries remaining with the Company until the vesting date and on the achievement of three performance conditions assessed over a three-year period (2020, 2021 and 2022): (i) the Group's average EBITDA/net sales, concerning 50% of the initial grant; (ii) growth in TSR compared to a sample of nine European companies in the Food Retail index, concerning 30% of the initial grant; and (iii) a CSR condition, concerning 20% of the original grant, based on two criteria: gender balance in top management positions in 2022 in France and environmental protection (CO_2 emissions reduction in France by 2022).

(6) The share grants are contingent on the beneficiaries remaining with the Company until the vesting date and on the achievement of three performance conditions assessed over a three-year period (2021, 2022 and 2023), it being specified that a minimum achievement threshold, a target level and an over-performance level have been set for each criterion, with the corresponding award calculated on a straight-line basis between the minimum and maximum levels: (i) average growth in EBITDA France, concerning 50% of the initial grant; (ii) growth in underlying EPS, concerning 30% of the initial grant; and (iii) a CSR condition, concerning 20% of the initial grant, based on two criteria: gender balance in top management positions in 2023 in France and environmental protection (CO_2 emissions reduction in France by 2023).

Under share grant plans introduced on 15 May 2018, 13 December 2018, 7 May 2019, 12 December 2019 and 27 April 2020, shares vested in 2021 as follows:

Date of Annual General Meeting	Date of Board of Directors' meeting/Grant date	Vesting date	Date from which the vested shares may be sold	Number of beneficiaries	Number of shares granted by the Board of Directors	Number of grants cancelled	Number of shares vested in 2021
15 May 2018	15 May 2018	15 May 2021	16 May 2023	59	177,117	121,833	55,284(1)
15 May 2018	15 May 2018	15 May 2021	16 May 2021	1	1,500	0	1,500(2)
15 May 2018	13 December 2018	14 December 2021	14 December 2021	4	32,218	19,725	12,493(2)
15 May 2018	7 May 2019	31 January 2021	8 May 2021	6	15,553	3,501	12,052(2)
15 May 2018	7 May 2019	31 March 2021	8 May 2021	3	5,252	0	5,252(2)
15 May 2018	12 December 2019	31 July 2021	13 December 2021	29	27,626	6,811	20,815(2)
15 May 2018	12 December 2019	31 October 2021	13 December 2021	3	8,939	0	8,939(2)
15 May 2018	12 December 2019	12 December 2021	13 December 2021	11	19,260	11,605	7,655(2)
15 May 2018	27 April 2020	27 April 2021	28 April 2022	1	108,457	0	108,457(2)
TOTAL					**395,922**	**163,475**	**232,447**

(1) The share grants were contingent on the beneficiaries remaining with the Company until the vesting date and on the achievement of two performance conditions assessed over a three-year period (2018, 2019 and 2020), each concerning half of the initial grant: TSR compared to a sample of nine European companies in the Food Retail index and the Group's average EBITDA/net sales.

(2) The share grants were contingent only on the beneficiaries remaining with the Company until the vesting date.

Share purchase and/or subscription options

No share purchase or subscription options have been granted since 2004.

There were no share purchase and/or subscription plans or Annual General Meeting authorisations that were outstanding at 31 December 2021.

7.6. FINANCIAL REPORTING

The Group Investor Relations department's role is to provide the financial community with accurate, specific and fair information about the Group's strategy, business model and performance.

Financial information is prepared and validated by the Accounting and Budget Control units prior to publication.

The legal, accounting and CSR units also contribute to producing the Universal Registration Document and the management report.

The Board of Directors reviews all information and news releases about the Group's results or financial and strategic transactions, and may make comments and proposals. The Audit Committee reviews information on the annual and interim financial statements prior to release. Sales and earnings news releases are submitted to the Statutory Auditors for comment prior to issue.

Financial information is disclosed to the markets through the following communication channels:

- financial and other media releases;
- conference calls for quarterly releases of sales figures;
- annual and interim results presentations;
- roadshows, conferences, meetings and conference calls with financial analysts and investors, in France and abroad;
- Annual General Meetings;
- Universal Registration Documents and Annual and Corporate Social Responsibility Reports;
- the Group's corporate website.

Group Investor Relations is also involved in checking and setting the publication timetable for the financial information prepared by listed subsidiaries and ensures consistency among the various media produced by the Group.

7.7. SHAREHOLDERS' CONSULTATIVE COMMITTEE

In 2016, the Company put in place a Shareholders' Consultative Committee to facilitate regular and meaningful dialogue between the Company and the representatives of its individual shareholders and thereby improve the Company's communication with respect to its shareholders.

The committee has ten members, including:

- five shareholder representatives (two individual shareholders, a former employee shareholder and two representatives of an association of individual shareholders), designated for a two-year term;
- five permanent Company representatives (Board Secretary, Finance department, Investor Relations department and Legal department).

The Committee is expected to meet at least twice a year. The Committee met last on 24 September 2021 by conference call given the public health situation associated with the Covid-19 pandemic and will meet again during the first half of 2022.

Chapter 8

Additional information

8.1. GENERAL INFORMATION

Legal name

Casino, Guichard-Perrachon

Legal form – Governing law

French joint stock company (*société anonyme*) with a Board of Directors governed by Book II of the French Commercial Code (*Code de commerce*).

French law.

Registered office, telephone number and website

1, cours Antoine Guichard, 42000 Saint-Étienne, France

Telephone +33 (0)4 77 45 31 31

www.groupe-casino.fr

Trade and companies registry – APE code – LEI

The Company is registered in the Saint-Étienne Trade and Companies Registry under No. 554 501 171.

APE (business identifier) code: 6420Z – Activities of holding companies.

Legal Entity Identifier (LEI): 969500VHL8F83GBL6L29.

Date of incorporation and expiry

The Company was incorporated on 3 August 1898 following the signing of its Articles of Association on 1 July 1898. Its term, which was extended by extraordinary resolution of the shareholders at the General Meeting of 31 October 1941, will expire on 31 July 2040 unless the Company is wound up before this date or its term is further extended.

Financial year

The Company's financial year runs from 1 January to 31 December.

Corporate purpose (Article 3 of the Articles of Association)

The purpose of the Company is to:

- directly or indirectly create and exploit all types of retail stores selling any types of items or products including, yet not limited to, food products;
- offer all types of services to said retail stores' customers and manufacture any and all goods that may be useful to their exploitation;
- wholesale all types of goods, either on its own behalf or on behalf of third parties including, in particular, as a commission-based service, and offer all types of services to these third parties;
- and, generally, execute any and all types of commercial, industrial, real estate, movable property, and financial transactions related to this purpose or that could potentially facilitate its successful fulfilment.

It can, in France and abroad, create, acquire, exploit or commission the exploitation of any trade mark, trade name, or service mark, and any industrial design rights, patents or manufacturing processes related to the above-mentioned purpose.

It can invest in or acquire any interests in any French or foreign businesses or companies, regardless of their purpose.

It can take action in any country, either directly or indirectly, alone or as an association, partnership, group, or company created with any other persons or companies, and complete, in any form whatsoever, the transactions related to its purpose.

Access to legal documents

The Articles of Association, minutes of General Meetings, Statutory Auditors' reports and other legal documents are available for consultation at the Company's registered office.

8.1.1. Provisions of the Articles of Association concerning the Board of Directors and Senior Management – Board of Directors' Internal Rules

Board of Directors

Membership of the Board of Directors *(excerpt from Article 14 of the Articles of Association)*

The Company is managed by a Board of Directors. Subject to the legal provisions applicable in the event of a merger with another joint stock company (*société anonyme*), the Board of Directors is composed of at least three members and at most eighteen, appointed by the Ordinary Shareholders' Meeting.

Where applicable, the Board includes, in accordance with the provisions of Article L. 22-10-7 (formerly L. 225-27-1) of the French Commercial Code, one or two Directors representing employees, for whom the specific rules are subject to the legal provisions in force and the Articles of Association.

Directors' shares *(excerpt from Article 15 of the Articles of Association)*

Each Director must own at least one hundred shares held in registered form.

Duration of office – Age limitation – Replacement of Directors appointed by the Ordinary Shareholders' Meeting *(excerpt from Article 16 of the Articles of Association)*

I — Notwithstanding the impact of paragraphs II and III of this article, the duration of Directors' offices is three years expiring at the end of the Ordinary Shareholders' Meeting set to approve the financial statements of the past fiscal year and held in the year in which the office expires.

Once they have reached the end of their term, Directors are eligible for renewal.

Directors are appointed or their terms of office renewed pursuant to a decision taken by the Ordinary Shareholders' Meeting. Directors' terms of office are up for renewal on a rolling basis, in order to ensure that a roughly equal amount of Directors' terms of office are renewed each year. In order to enable the system of rotation to operate, the Ordinary General Meeting can appoint a Director for a period of one or two years, on an exceptional basis.

II — No person over the age of seventy (70) can be appointed as Director or permanent representative of a Director that is a legal entity, if such appointment would cause the number of Directors and permanent representatives of legal entities over said age to be more than one-third of the total number of Directors serving on the Board. In the event that one-third of all Directors is over the age of seventy, the oldest Director or permanent representative of a legal entity is deemed as having automatically resigned at the end of the Ordinary Shareholders' Meeting called to approve the financial statements of the fiscal year in which this age threshold was surpassed.

III — In the event that one or more seats become vacant as a result of the death or resignation of Directors, the Board of Directors can appoint temporary Directors to hold office until the next shareholders' meeting. These appointments must be approved at the next shareholders' meeting.

If a Director appointed by the Board of Directors temporarily as described above is not granted permanent status by the shareholders' meeting, said Director's actions and the Board's decisions during this temporary appointment remain valid nonetheless.

Should the number of Directors fall below three, the remaining members (or, in the event of a lack of members, a corporate officer appointed by the President of the Commercial Court at the request of any person concerned) must immediately call for an Ordinary Shareholders' Meeting in order to appoint one or more new Directors for the purpose of securing the required amount of members and resuming compliance with applicable legal thresholds.

A Director appointed to replace another Director remains in office for the remainder of his or her predecessor's term of office.

The appointment of a new Board member to be added to the permanent list of members in office can be decided only by the shareholders' meeting, which must set the term of office.

Organisation, meetings and decisions of the Board of Directors

Office of the Board – Chairman *(excerpts from Articles 17 and 20 of the Articles of Association)*

The Board of Directors appoints a Chairman from among the natural persons sitting on the Board. The Chairman of the Board of Directors organises and manages the Board of Directors' work, and reports to the General Shareholders' Meeting regarding said work. He or she ensures the proper functioning of the corporate bodies of the Company and, in particular, ensures that the Directors are able to exercise their duties.

The Chairman can be appointed for the duration of his or her directorship, subject to the Board of Directors' right to strip him or her of this title, at any time, and to the Chairman's right to resign before his or her term expires. The Chairman is eligible for reappointment. The Chairman's age cannot exceed seventy-five (75) years. Exceptionally, in the event the Chairman reaches the aforementioned age while in office, he or she will remain Chairman until the end of his or her term of office.

In the event that the Chairman is temporarily unable to exercise his or her duties or dies, the Board of Directors may designate a Director to serve as Chairman. In the event that the Chairman is temporarily unable to exercise his or her duties, this delegation of powers is granted for a limited yet renewable amount of time. In the event that the Chairman dies, said delegation is valid until the election of the new Chairman.

Non-Voting Directors *(excerpt from Article 23 of the Articles of Association)*

The Ordinary Shareholders' Meeting can appoint Non-Voting Directors who are either natural persons or legal entities from among the Company's shareholders. The Board of Directors can appoint Non-Voting Directors to serve on the Board at any time, provided their office is approved at the next Ordinary Shareholders' Meeting. No more than five Non-Voting Directors can sit on the Board.

A Non-Voting Director remains in office for three years. His or her duties expire at the end of the Ordinary Shareholders' Meeting set to approve the financial statements of the past fiscal year and held in the year in which the office expires. Non-Voting Directors are eligible for reappointment indefinitely, and can be removed from office at any moment by decision of the Ordinary Shareholders' Meeting.

Non-Voting Directors attend Board of Directors' meetings, and offer their opinions and observations and take part in the decision-making process in an advisory capacity.

They are eligible for compensation, the amount of which is set by the Ordinary Shareholders' Meeting and maintained until a decision to change it is taken at a future shareholders' meeting. This compensation is distributed, at the Board of Directors' discretion, among all Non-Voting Directors.

Meetings of the Board of Directors *(excerpt from Article 18 of the Articles of Association)*

The Board meets as often as required in the Company's interest and every time said Board deems it appropriate, at the location indicated in the meeting notification. Meeting notifications are prepared by the Chairman or by any person he or she appoints to do so on his or her behalf; if the Board has not met for more than two months, one-third of the Directors in office can ask the Chairman to call for a meeting based on a predetermined agenda. The Chief Executive Officer can also ask the Chairman to call for a meeting based on a predetermined agenda. A Director can grant proxy to another Director for the purpose of being represented in the Board of Directors' decision-making process. (…). A Director may represent only one other Director.

In order for the Board's decisions to be considered fully valid and binding, the attendance of at least half of the Directors in office is necessary and sufficient. Decisions are taken based on a majority vote of the members present and represented. In the event of a split ballot, the Chairman of the meeting shall have the casting vote. However, in the event that the Board is composed of less than five members, decisions can be taken by two Directors in attendance, provided they are in agreement. Directors may participate in the deliberations by videoconference or means of telecommunication, under the conditions and according to the terms provided under applicable regulations and the Board of Directors' Internal Rules. The Board of Directors may, at the initiative of the Chairman, adopt by written consultation decisions falling within its remit in accordance with Article L. 225-37 of the French Commercial Code, and any decision to transfer the registered office within the same county *(département)*.

Powers of the Board of Directors *(excerpt from Article 19 of the Articles of Association)*

The Board of Directors sets the Company's business strategy and oversees its implementation, in line with its corporate interests, taking into consideration the social and environmental challenges of its business. Subject to powers expressly granted at general shareholders' meetings and within the limit of the Company's corporate purpose, it handles any matters relating to the Company's proper functioning and votes on the matters for which it is responsible. The Board of Directors carries out the controls and checks it deems appropriate.

The Board of Directors may, at its own discretion and at any time, change the Senior Management operation method, it being specified that this decision does not trigger a change in the Articles of Association.

The Board can create committees, of which it determines the composition and responsibilities, in order to assist it in the completion of its assignments. Said committees, each in their area of expertise, make suggestions, recommendations, and issue opinions, based on what is required.

The Board authorises, under applicable legal conditions, agreements other than those concerning standard transactions carried out under normal conditions, as discussed in Article L. 225-38 of the French Commercial Code, it being specified that it is strictly prohibited for the company to grant loans, overdrafts, sureties, or guarantees in favour of the persons referred to in Article L. 225-43 of said Code.

In accordance with the provisions of the last paragraph of Article L. 225-35 of the French Commercial Code, the commitment of any sureties, underwritings or guarantees granted on behalf of the Company are subject to a Board of Directors' authorisation. The Board may, however, grant this authorisation in the aggregate and annually, without a limit on the amount, to guarantee the commitments made by the controlled companies within the meaning of paragraph II of Article L. 233-16 of the French Commercial Code. It may also authorise the Chief Executive Officer to grant, in the aggregate and without a limit on the amount, securities, underwritings or guarantees to secure the commitments made by controlled companies within the meaning of paragraph II of said Article, provided that he or she reports back to the Board at least once a year. The Chief Executive Officer may also be authorised to grant sureties, underwritings or guarantees on behalf of the Company with no limit on the amount, with respect to the tax and customs authorities.

Subject to any applicable legal restriction, delegations of power, powers of attorney or duties limited to one or more predetermined transaction(s) or transaction category(ies) can be granted or assigned to any persons, be it Directors or any other persons.

Management structure

Combination of the functions of Chairman of the Board of Directors and Chief Executive Officer (excerpt from Article 21 of the Articles of Association).

Senior Management

The Senior Management of the company is the responsibility of either the Chairman of the Board of Directors or another natural person, not necessarily a Director, appointed by the Board of Directors and bearing the title of Chief Executive Officer.

The Chief Executive Officer remains in office for as long as specified by the Board of Directors. However, the term of office cannot exceed three (3) years. The Chief Executive Officer is eligible for reappointment.

The Chief Executive Officer's age cannot exceed seventy-five (75) years. However, in the event that the Chief Executive Officer reaches this age while in office, he or she will remain in office until the expiration of his or her term of office.

The Board of Directors can remove the Chief Executive Officer from office at any time. If the removal from office is carried out without proper justification, it may result in damages, except when the Chief Executive Officer also exercises the duties of Chairman of the Board of Directors.

The Chief Executive Officer is vested with the most extensive powers to act in all circumstances on behalf of the Company. The Chief Executive Officer exercises his or her powers within the limits of the Company's corporate purpose, subject to those powers the law expressly grants to shareholders' meetings and to the Board of Directors. However, as an internal measure, the Board of Directors may decide to limit the Chief Executive Officer's powers[1]. He or she represents the Company in its relations with third parties.

Deputy Chief Executive Officers

On the Chief Executive Officer's suggestion, the Board of Directors can appoint one or more natural persons in charge of assisting the Chief Executive Officer. There cannot be more than five Deputy Chief Executive Officers.

In agreement with the Chief Executive Officer, the Board of Directors determines the duration of the Deputy Chief Executive Officers' respective terms of office, which cannot exceed three (3) years and, as an internal measure, the powers granted to said Deputy Chief Executive Officers. Deputy Chief Executive Officers are eligible for reappointment. They are granted the same powers as the Chief Executive Officer vis-à-vis third parties.

The Deputy Chief Executive Officer's age cannot exceed seventy (70) years. However, in the event that the Deputy Chief Executive Officer reaches this age while in office, he or she will remain in office until the expiration of his or her term of office.

The Board of Directors can remove a Deputy Chief Executive Officer from office at any time, on the Chief Executive Officer's recommendation. If the removal from office is carried out without proper justification, it may result in damages.

The Chairman, provided he or she also exercises the duties of Chief Executive Officer, the Chief Executive Officer, or each of the Deputy Chief Executive Officers are authorised to grant sub-delegations or substitutions of powers relative to one or more predetermined transactions or categories of transactions.

Board of Directors' Internal Rules

The Board of Directors has established the Board of Directors' Internal Rules describing its rules of procedure, which add to the related provisions of the law and the Company's Articles of Association.

The Internal Rules describe the Board's organisation and procedures, the powers and duties of the Board and the Committees of the Board, and the procedures for overseeing and assessing its work[2].

The Internal Rules were last updated on 3 November 2021 (see pages 451 *et seq.*).

8.1.2. Allocation of net profit *(excerpts from Articles 33 and 34 of the Articles of Association)*

The income statement breaks down the revenues and charges of the fiscal year. After deducting amortisation and provisions, it shows the profit or loss of the fiscal year.

From this profit, net of any losses carried forward, as the case may be, at least 5% is first withheld to constitute the legal reserve, until such time as it has reached a sum equal to one-tenth of the share capital and whenever, for any reason whatsoever, the total drops below this threshold, and any sums to be allocated to reserves are also withheld as required by law.

The necessary sum is withheld from the profit calculated as described above, plus any retained earnings, in order to provide a first dividend pay-out of 5% interest per year on the amount paid for the shares, it being specified that, if in a given fiscal year profits are not high enough to make this payment, amounts cannot be withheld from profits expected in future fiscal years.

The surplus is available to the General Shareholders' Meeting for distribution to all shares.

However, the Annual Shareholders' Meeting can decide, as suggested by the Board of Directors, provided the legal reserve is filled and the 5% interest on the nominal value of the shares has been paid out but before any other distributions, to withhold amounts it deems useful to allocate to any non-mandatory, ordinary or exceptional reserves, with or without a specific allocation.

Subject to a Board of Directors' proposal and a General Shareholders' Meeting decision, sums allocated to reserves can later be either distributed or capitalised.

In addition, the General Shareholders' Meeting can decide to distribute sums deducted from the reserves at its disposal. In that case, the decision clearly states which reserve(s) said sums are being deducted from.

The total or partial amortisation of the shares triggers a corresponding loss of the right to the first dividend and the right to redeem the par value of the share.

(1) See Chapter 5 "Corporate Governance Report" for a description of the restrictions on Senior Management's powers.
(2) See Chapter 5 "Corporate Governance Report" for a description of the Committees of the Board, the restrictions on the Chief Executive Officer's powers and the procedures for overseeing and assessing the Board's work.

The Ordinary Shareholders' Meeting can determine the distribution of profits or reserves based on the number of transferable securities comprising the Company's assets which may require shareholders to form groups to obtain a whole number of securities distributed.

Any dividends that have not been received within five years from the date on which they were paid out are allocated in accordance with legal provisions.

8.1.3. General Meetings

Notice of Meeting, participation *(excerpts from Articles 25 and 27 of the Articles of Association)*

General Meetings are summoned under the conditions required by law.

The right to participate in General Shareholders' Meetings is subject to the registration of the shares in a securities account held in the name of the shareholder or of the third party registered on the shareholder's behalf provided the latter resides outside France, within the time frame set forth under Article R. 22-10-28 (formerly R. 225-85) of the French Commercial Code. This securities account registration is made either in the registered securities accounts managed by the Company or its authorised agent, or in the bearer securities accounts managed by an authorised intermediary. The registration of securities in the bearer securities accounts managed by an authorised intermediary is reported in a statement of equity delivered by the latter electronically, as the case may be, in the appendix to the form for voting by mail or by proxy, or for requesting an admission card, as applicable, filled out in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. A statement is also issued to shareholders who wish to attend the General Shareholders' Meeting in person and who have not received an admission card within the time frame provided for under the terms of Article R. 22-10-28 (formerly R. 225-85) of the French Commercial Code.

Meetings are held in the city in which the registered headquarters are established or at any other location in France, as specified in the Notice of Meeting.

The General Shareholders' Meeting regroups all shareholders, irrespective of the number of shares each of them holds.

Voting rights (double voting rights) *(excerpt from Article 28-III of the Articles of Association)*

Every shareholder holds as many votes as the shares he or she holds or represents, without limitation, with the only exception of the cases provided for by law or in these Articles of Association.

However, a double voting right is assigned, under applicable legal conditions, to all fully paid-up shares effectively held in registered form in the name of the same shareholder for at least four years, as well as, in the event of a share capital increase via capitalisation of reserves, profits, or issue premiums, to those registered shares granted free of charge to a shareholder in connection with old shares for which he or she is entitled to this right.

The double voting right is forfeited ipso jure for any share that was converted to bearer-form or that was subject to a transfer of ownership except, in the event of a transfer in which the shares remain in registered form, pursuant to the terms of Article L. 225-124 of the French Commercial Code.

The vote or proxy issued by an intermediary that has either not declared itself as an intermediary registered as a holder of securities on behalf of third parties not domiciled in France, or has not disclosed the identity of the owners of the shares for which it is a registered intermediary, in accordance with regulations in force, will not be counted.

8.1.4. Identification of shareholders *(Article 11-I of the Articles of Association)*

The Company or its agent may, under applicable legal and regulatory conditions, ask the main custodian of financial instruments at any time, directly or through one or more intermediaries in accordance with Article L. 211-3 of the French Monetary and Financial Code, for the name or, if it is a legal entity, the corporate name, the nationality, the year of birth or, if it is a legal entity, the year of incorporation, the postal and, if necessary, the email address of the holders of bearer shares granting immediate or future access to a voting right at shareholders' meetings, the number of securities each of them holds and, as the case may be, the restrictions attached to these securities, as well as any other information provided for by the applicable legal and regulatory provisions.

When a financial institution identifies, in the list it is responsible for drawing up, following a request referred to in the first paragraph above, an intermediary mentioned in the seventh paragraph of Article L. 228-1 of the French Commercial Code registered on behalf of one or more third-party shareholders, it will forward this request to him or her, unless the Company or its agent expressly objects at the time of the request. Said registered intermediary is required to forward the information to the financial institution, which is responsible for disclosing it, as the case may be, to the Company, its agent or the main custodian. If the identity of the securities owner(s) cannot be disclosed, the vote or the power issued by the registered account intermediary will not be taken into account.

Lastly, the Company has the right to ask any legal entity holding more than 2.5% of the share capital or voting rights to reveal the identity of the persons directly or indirectly holding more than one-third of the share capital of said legal entity or of the voting rights cast at this entity's shareholders' meetings. Failure to disclose this information on the part of the holders of these securities or holders of the requested information may, under applicable legal conditions, lead to the suspension or even the deprivation of their right to vote and their right to the payment of the dividend attached to shares or to the securities granting immediate or future access to the share capital and for which these persons have been registered in an account.

Statutory disclosure thresholds *(Article 11-II of the Articles of Association)*

In addition to compliance with the legal obligation to disclose holding certain fractions of the share capital and any attached voting rights, any natural person or legal entity – including any intermediary registered as the holder of securities for persons not domiciled on the French territory – who, either alone or jointly with other natural persons or legal entities, come to hold or to stop holding, in any way whatsoever, a fraction equal to 1% of the voting rights or share capital or a multiple of this fraction, must notify the Company, by registered letter with acknowledgement of receipt sent within five trading days of effectively crossing one of these thresholds. It must declare the total number of shares and total number of voting rights it holds.

For the determination of these thresholds, account is taken of shares that are assimilated with the shares already owned and the associated voting rights, in accordance with the provisions of Articles L. 233-7 and L. 233-9 of the French Commercial Code.

In each disclosure made as provided for above, the disclosing shareholder must certify that the disclosure includes all the securities held or owned within the meaning of the above paragraph. The disclosing shareholder must also indicate his or her identity and that of the persons or legal entities acting in concert with the disclosing shareholder, the total number of shares or voting rights held directly or indirectly, alone or in concert, the date and reason for the disclosure threshold being crossed and, if applicable, the information referred to in the third paragraph of Article L. 233-7 of the French Commercial Code.

These disclosure requirements will no longer apply in the event that a single or several shareholder(s) acting jointly hold more than 50% of the voting rights.

In the event of any failure to disclose information under these conditions, the portion of shares in excess of what should have been declared is deprived of the right to vote in shareholders' meetings provided, during a given shareholders' meeting, the failure to disclose is officially acknowledged and one or several shareholders jointly holding at least 5% of the share capital or voting rights make the request at said meeting. Under the same conditions, voting rights that have not been properly declared cannot be exercised. If deprived, a voting right cannot be exercised at any shareholders' meeting for two years as from the date on which the disclosure issues are remedied.

8.2. FACTORS LIKELY TO HAVE AN IMPACT IN THE EVENT OF A PUBLIC OFFER

Information on the Company's capital structure and significant direct or indirect interests in its share capital known by the Company by virtue of Articles L. 233-7 and L. 233-12 of the French Commercial Code is provided on pages 430 *et seq.*

The Articles of Association contain no restrictions on voting rights or the transfer of shares. There are (i) no agreements known to the Company by virtue of Article L. 233-11 of the French Commercial Code that provide for preferential rights with respect to the sale or purchase of the Company's shares and (ii) no known shareholders' agreements that could result in restrictions on the transfer of shares and exercise of voting rights, with the exception of those rights attached to Casino shares placed in fiduciary trusts by Rallye as referred to on page 438 of the 2021 Universal Registration Document under "Shares held as collateral".

The Company has not issued any securities conferring special control rights. There are no control mechanisms set out in any employee share schemes where the control rights are not exercised directly by the employees.

The rules governing the appointment and replacement of Board members and amendment of the Articles of Association are described on pages 444 *et seq.*

The powers of the Board of Directors are described on pages 352 and 446. The Board's powers to issue and buy back shares are described on pages 431 and 432, and page 427, respectively.

Agreements to which the Company is a party and which are altered or terminate upon a change of control of the Company are described on page 325 ("Liquidity risks").

There are no agreements between the Company and its Directors or employees providing for compensation if they resign because of a takeover bid, or are made redundant without valid reason, or if their employment ceases because of a takeover bid.

8.3. BOARD OF DIRECTORS' INTERNAL RULES

The Board of Directors has decided to codify and, where appropriate, clarify and supplement, the applicable legal, regulatory and statutory provisions governing its operations.

For this purpose, the Board has established the Board of Directors' internal rules (hereinafter the "Internal Rules"), which can also include of all the principles and recommendations set forth in the Afep-Medef Corporate Governance Code (hereinafter the "Afep-Medef Code") and the Application Guide published by the High Committee on Corporate Governance (*Haut Comité de Gouvernement d'Entreprise*).

These Internal Rules describe, on the one hand, the Board's organisational methods and operations, the powers and duties of the Board and its Committees and, on the other hand, the code of conduct applicable to the Board members.

I. Organisation and operation of the Board of Directors

Article 1. Election of Directors

Directors are elected, or their terms of office renewed, for three-year periods. They are eligible to stand for re-election on expiry of their term. Every year, one-third of the Board is re-elected.

Recommendations of candidates for election are first reviewed by the Appointments and Compensation Committee (see Article 9 "Technical Committees of the Board – General provisions" and Article 11 "Appointments and Compensation Committee" below).

Directors must be selected based on their ability, the diversity of their experience, their desire to help develop the Group, as well as the contribution they can make to the Board of Directors' efforts.

If, from one General Shareholders' Meeting to the next, one or more seats on the Board should become vacant due to the death or resignation of a Director, the Board of Directors may appoint temporary Directors. Such appointments are subject to the shareholders' ratification at the next General Meeting. A Director appointed to replace an outgoing Director serves for the remainder of his or her predecessor's term.

No person over the age of seventy (70) may be elected as Director or serve as permanent representative of a legal entity, if such election would cause the number of Directors and permanent representatives of legal entities over said age serving on the Board to rise to above one-third of all Directors. Should this threshold be exceeded, the oldest Director or permanent representative of a legal entity is considered as having resigned at the Ordinary General Meeting held to approve the financial statements for the financial year in which the threshold was exceeded.

The Board of Directors seeks to apply the guiding principles of the Afep-Medef Code to its membership and, in particular, to its gender balance and number of Independent Directors, in accordance with the terms and criteria suggested, in particular, in the Afep-Medef Code.

The appointment of Directors representing employees is carried out according to the terms and conditions set forth in the French Commercial Code and the Company's Articles of Association.

Article 2. Meetings and Decisions of the Board of Directors

The Board of Directors meets as often as necessary to protect the interests of the Company and whenever it is deemed appropriate.

Meetings are called by the Chairman or in the Chairman's name by any person designated by him or her. If the Board has not met in more than two months, at least one-third of the Directors may ask the Chairman to call a meeting to discuss a specific agenda. The Chief Executive Officer can also ask the Chairman to call a Board meeting to discuss a specific agenda.

Meetings are held at the venue specified in the notice of meeting.

Directors may choose another Director as their proxy to represent them at Board meetings. A proxy may be granted by any means, as long as there is a clear indication of the Director's desire to be represented. Each member can only be represented by one other member.

The above paragraph's provisions also apply to the permanent representatives of a legal entity.

A quorum of at least half the Directors is required for the meeting to transact business validly. Decisions are made by majority vote of the members present in person or represented. In the event of a tie vote, the Chairman of the meeting casts the deciding vote.

In accordance with the legal and regulatory provisions, the Chairman of the Board of Directors may authorise the members of the Board to attend meetings via videoconference or other means of telecommunication.

Said videoconference or other means of telecommunication must, at least, transmit the participant's voice and meet the technical requirements to ensure identification of the Director(s) in question and to guarantee their effective participation in the Board meeting through a continuous live broadcast.

In case of doubt or poor reception, the Chairman of the meeting may decide to continue the meeting's proceedings without taking into account, in the calculation of the meeting's quorum and majority, a person whose voice can no longer be identified with sufficient security, provided the quorum is still met with the remaining Directors present. The Chairman may also decide to remove said Director's name from the meeting's attendance register if the videoconferencing or other means of telecommunication experiences a technical malfunction during the meeting and can no longer ensure the complete confidentiality of the proceedings.

Directors taking part in Board meetings via videoconference or telecommunication are deemed present for the purposes of calculating the quorum and majority, except for the approval of the annual financial statements, the consolidated financial statements, and the management report related thereto.

Furthermore, the Chairman may allow a Director to take part in meetings via any other means of telecommunication. In this case, however, the Director concerned is not deemed present for the purpose of calculating the quorum and majority.

The Board of Directors may also invite non-members of the Board to attend its meetings, in a consultative capacity only, including via videoconference or telecommunication.

An attendance register is drawn up and signed by those Directors attending the Board meeting.

By signing the attendance register, the Chairman of the meeting certifies the presence of the Directors attending a meeting via videoconference or telecommunication.

In accordance with legal and regulatory provisions, at the initiative of the Chairman, the Board of Directors may adopt the following decisions through written consultation: (i) the temporary appointment of members of the Board should a seat become vacant or when the proportion of Directors of either gender falls below 40%; (ii) the authorisation of sureties, underwritings and guarantees granted by the Company; (iii) bringing the Articles of Association into compliance with legal and regulatory provisions upon delegation by the Extraordinary General Meeting; (iv) the notification of the General Meeting; (v) the transfer of the registered office within the same county (*département*); and, (vi) more generally, any decision expressly provided for in the applicable legal and regulatory provisions. Written consultation with the Directors may be carried out by e-mail.

In this case, each Director is provided with the text of the proposed decisions and all the documents needed to ensure the Directors are informed. Directors must cast their vote under the terms and conditions and within the time frame indicated in the consultation. Any Director that does not send his or her written response to the consultation to the Chairman of the Board of Directors within the applicable time frame is deemed not to have participated in the decision. Any decision made by written consultation is only valid if at least half of the members of the Board of Directors participate in the decision by sending a written response. The majority rules described in paragraph 6 above apply to decisions made by written consultation.

During the response period, Directors may send written questions to the Chairman of the Board of Directors, which will be answered.

Article 3. Board meeting minutes

Board resolutions are recorded in minutes signed by the Chairman of the meeting and at least one of the Directors present. Minutes are approved at the next Board meeting and a draft copy is sent to all Directors before said meeting.

The minutes must indicate whether or not videoconference or other means of telecommunication were used, and list those Directors who participated by those means, and, in this respect, mention any technical incidents that may have occurred during the meeting.

Decisions taken by the Board of Directors following written consultations are recorded in minutes signed by the Chairman of the Board of Directors.

The Chairman of the Board, the Chief Executive Officer, a Deputy Chief Executive Officer, the Director temporarily acting as Chairman, the Secretary of the Board, or a duly empowered representative can validly certify copies or excerpts of meeting minutes.

ARTICLE 4. COMPENSATION OF THE BOARD OF DIRECTORS' MEMBERS

The Board of Directors can receive an aggregate amount of annual compensation, determined by shareholders at the General Meeting.

The total amount of compensation thus allocated by shareholders at the General Meeting pursuant to Article 22-II of the Articles of Association, is distributed by the Board of Directors, based on the proposal or recommendation of the Appointments and Compensation Committee, under the conditions set forth by law, in accordance with the following terms and conditions:

- a fixed amount allocated to each Director;
- a variable amount, which must be higher than the fixed amount, based on effective attendance at Board meetings;
- any member of the Board of Directors can also receive additional compensation based on his or her specific experience or the specific tasks the Board assigns to him or her.

The Board of Directors sets, as the case may be, the amount of any other compensation payable to the Chairman and Vice-Chairman or Chairmen of the Board of Directors. It may also allocate exceptional compensation for special assignments or duties entrusted to its members.

Members of the Board of Directors can be reimbursed for any reasonable expenses incurred while performing their duties, insofar as they provide the supporting documents.

Each Director, whether a natural person, legal entity or permanent representative, undertakes to hold a number of shares in the Company equivalent to the sum of at least one year's Director's compensation, with the possibility of using said compensation to acquire such shares (calculated based on the Director's basic individual compensation and the weighted average price of the Company's shares for the previous year). Each Director has one year from the date of his or her election or re-election to increase his or her shareholding to this minimum level. Directors' Casino shares must be held in direct registered or administered registered form in accordance with the conditions set forth by the laws and regulations in force. These provisions do not apply to Directors representing employees.

II. Authority and powers of the Board of Directors

ARTICLE 5. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

The Board of Directors performs the duties entrusted to it pursuant to the provisions of Article L. 225-35 of the French Commercial Code.

The Board of Directors also decides how Senior Management authority should be exercised, either by the Chairman of the Board, or by a natural person, who may, but need not be, a Director, appointed by the Board and having the title of Chief Executive Officer.

The Board of Directors exercises the powers vested in it by law and the Company's Articles of Association. To exercise these powers, it has the right to obtain and have disclosed to it information and can rely on the assistance of specialised Board Committees.

It ensures that shareholders and investors receive relevant, balanced, and instructive information on the Company's strategy, development model, and the non-financial challenges it deems significant, as well as on its long-term prospects. Its role is to create value for the Company over the long term.

A – Powers vested in the Board of Directors

In particular, the Board of Directors reviews and approves the annual and interim financial statements of the Company and the Group, as well as the reports on the operations and results of the Company and its subsidiaries. It also approves budgets and forecasts. It deliberates annually on the Company's policy on professional and wage equality in the workplace. It prepares the report on corporate governance pursuant to Article L. 225-37 of the French Commercial Code and, particularly, the compensation policy for corporate officers pursuant to Article L. 22-10-8 (formerly L. 225-37-2) of the French Commercial Code which is presented in such report.

It summons General Meetings and can, upon delegation, carry out securities issues.

B – Matters requiring the Board of Directors' prior authorisation

In addition to the prior authorisations expressly required by law regarding sureties, collateral, or guarantees in the name of the Company and the related-party agreements subject to Article L. 225-38 of the French Commercial Code, the Board of Directors has decided, as an internal rule, that its prior authorisation must be obtained for certain management transactions due to their nature or value (see Article 8 "Senior Management" below).

Accordingly, the Board's authorisation is required for all transactions that could potentially affect the strategy of the Company and its subsidiaries, their financial structure or scope of business and, in particular, for the execution or termination of commercial agreements that could, potentially, significantly impact the Group's future development, or that individually exceed €500 million in value.

In this respect, the Board has also granted certain annual general delegations of authority (see Article 8 "Senior Management" below).

ARTICLE 6. RIGHT TO OBTAIN AND RECEIVE INFORMATION

The Board of Directors carries out all the verifications and controls it deems necessary and at the times it deems appropriate. The Chairman or Chief Executive Officer is responsible for providing all Directors with the documents and information they need to perform their duties.

Prior to each Board meeting, members of the Board of Directors receive all the information they require to study the items on the agenda before they are discussed at the meeting, provided such information is available and sufficiently comprehensive.

The Board is kept regularly informed and regularly reviews trends in the Group's business and results, its key risks, such as financial, operational, social and environmental risks, its risk management policies, its financial position, its cash position, as well as any significant Company events and transactions.

The Chief Executive Officer reports to the Board of Directors on the following at least once every quarter:

- operations of the Company and its main subsidiaries including, in particular, revenues and changes in income;
- debt and the credit lines available to the Company and its main subsidiaries;
- headcount data for the Company and its main subsidiaries.

The Board of Directors also reviews the Group's off-balance sheet commitments once every six months.

Board members also receive information on changes in the market, the competitive environment and key challenges, including information relative to the Company's corporate social and environmental responsibility.

Directors can request meetings with the Group's key executives, including in the absence of executive corporate officers, provided the latter received prior notification of said meetings.

Between Board meetings, Directors are sent all important information concerning the Company and, in particular, any document sent by the Company to its shareholders.

ARTICLE 7. CHAIRMAN OF THE BOARD OF DIRECTORS

The Chairman of the Board organises and chairs Board meetings and reports to shareholders on the Board's work at the General Meeting. He or she is responsible for ensuring that the Company's corporate bodies operate correctly and, in particular, that Directors are able to perform their duties successfully.

The Chairman is elected for a period that cannot exceed his or her term of office as Director. If, while in office, the Chairman reaches the age limit specified in the Articles of Association, he or she remains in office until the end of his or her current term.

In the event of the Chairman's death or temporary inability to act, the Board of Directors may designate a Director to serve as Chairman. In the event of temporary inability to act, the acting Chairman is appointed for a set period, which may be renewed. In the event of death, the designation is valid until the election of a new Chairman.

ARTICLE 8. SENIOR MANAGEMENT

Pursuant to the terms of Article L. 225-56 of the French Commercial Code, the Chief Executive Officer has full powers to act in all circumstances in the name of the Company. He or she exercises said powers within the limits of the Company's corporate purpose and except for those powers which are specifically vested, by law, in shareholders' meetings and the Board of Directors. The Chief Executive Officer represents the Company in its dealings with third parties.

However, the Board of Directors has decided, as an internal rule, that the Chief Executive Officer must obtain the Board's prior authorisation for the following:

- transactions that could potentially affect the strategy of the Company and its controlled subsidiaries, their financial structure or scope of business, particularly the execution or termination of industrial and commercial agreements that could significantly impact the Group's future development;

- transactions valued individually at over five hundred million euros (€500,000,000), including but not limited to:
  - investments in securities and immediate or deferred investments in any company or business venture,
  - contributions or exchanges of assets, with or without additional compensation, concerning goods, rights or securities,
  - acquisitions of real property or property rights,
  - purchases or sales of receivables, acquisitions or divestments of business goodwill or other intangible assets,
  - issues of securities by directly or indirectly controlled companies,
  - issues or acceptances of loans, borrowings, credit facilities or short-term advances,
  - settlements or arbitration agreements, in the event of a dispute,
  - disposals of real property or property rights,
  - full or partial divestments of equity interests,
  - constitution of collateral and guarantees.

As an exception to the above rules, the Chief Executive Officer may, on an exceptional basis and after obtaining the opinion of the Audit Committee, carry out any transaction valued at no more than 15% of consolidated equity as measured at the previous year-end. The Chief Executive Officer reports on any such transaction at the next Board meeting.

These provisions apply to transactions carried out directly by the Company and by all entities the Company directly or indirectly controls, except for intragroup transactions.

The Board of Directors may also grant the Chief Executive Officer authority to carry out the following transactions, up to a maximum aggregate limit set on an annual basis by the Board of Directors:

- Sureties, collateral, and guarantees

  The Chief Executive Officer may grant liens or security interests, collateral, or guarantees to third parties in the Company's name, subject to a maximum annual limit of €1.5 billion and a maximum limit per commitment of €500 million.

- Loans, confirmed credit lines, short-term working capital advance facilities, and all loan and credit agreements

  The Chief Executive Officer may negotiate and/or renew or extend loans, confirmed credit lines and all syndicated and non-syndicated financing agreements subject to a maximum annual limit of €3.5 billion and a maximum limit per transaction of €500 million.

  To cover seasonal needs, he or she may also negotiate, implement, roll over and extend short-term advances up to a maximum amount of €1 billion.

- Issuance of bonds and other debt securities

  The Chief Executive Officer may issue bonds or any debt securities other than commercial paper, including under the Euro Medium Term Note (EMTN) programme or otherwise, subject to a ceiling of €3.5 billion, determine the terms and conditions of any such issue and carry out all related market transactions.

  He or she may also issue commercial paper subject to a ceiling of €2 billion.

- Repurchase of debt securities

  The Chief Executive Officer is authorised to repurchase debt securities issued by the Company in an annual nominal amount of €1 billion and determine the terms and conditions thereof.

- Sureties and security interests given by Casino concerning all of Casino Finance's commitments

  The Chief Executive Officer may secure the performance of commitments made by Casino Finance in the name of Casino, Guichard-Perrachon and third parties, by any means (grants of security interests, collateral, and guarantees, including first demand guarantees) in respect of:

  - bond issues, including those as part of an EMTN programme subject to a maximum amount currently capped at €9 billion, and/or commercial paper, and/or short-term debt securities, as well as loans, confirmed credit lines, financings and short-term advance facility agreements, within the limit of the same specific caps per transaction and per year as fixed above for annual authorisations of the aforementioned items;
  - amounts due in respect of foreign exchange transactions and derivative instruments associated with an ISDA or FBF Master Agreement entered into by Casino Finance, subject to a ceiling of €100 million per bank and within the limit of a total of €1.2 billion.

  This authorisation is separate from the specific annual authorisations granted above and its use is not included in the per transaction and per year ceilings set for such authorisations.

The Chief Executive Officer may delegate all or some of these powers, except the power to issue bonds or other debt securities. He or she is required to report regularly to the Board of Directors on their use.

These authorisations apply to transactions involving the Company and all entities controlled directly or indirectly by the Company.

The Chief Executive Officer's term of office is set by the Board of Directors at its discretion, but may not exceed three years. If, while in office, the Chief Executive Officer reaches the age limit specified in the Articles of Association, he or she remains in office until the end of his or her current term.

In the case of the temporary inability to act of the Chief Executive Officer, the Board of Directors appoints an acting Chief Executive Officer until such time as the Chief Executive Officer is able to resume exercising his or her duties.

At the Chief Executive Officer's proposal, the Board of Directors may appoint one or more natural persons in charge of assisting the Chief Executive Officer. Such natural persons are assigned the title of Deputy Chief Executive Officer.

The Board of Directors cannot appoint more than five Deputy Chief Executive Officers.

In agreement with the Chief Executive Officer, the Board of Directors determines the scope and duration of the powers to be vested in the Deputy Chief Executive Officers. They have the same powers as the Chief Executive Officer in dealings with third parties.

The Chairman, if he or she is also Chief Executive Officer, the Chief Executive Officer, or each of the Deputy Chief Executive Officers may delegate their powers to carry out one or several specific transactions or categories of transaction.

III. Committees

Article 9. Technical Committees of the Board – General Provisions

Under the terms of Article 19-III of the Company's Articles of Association, the Board of Directors may establish one or more specialised Committees. It is responsible for appointing said Committees' members and specifying their respective roles and responsibilities, which said members exercise under its authority. The Board of Directors may not delegate any powers to these Committees that are specifically vested in the Board of Directors either by law or under the Company's Articles of Association. Each committee reports on its work at the next Board meeting.

Each Committee has at least three members who must be Directors, permanent representatives of legal entities or Non-Voting Directors, appointed by the Board. Members are appointed on an entirely personal basis and may not be represented by proxy.

The Board of Directors sets the terms of office of Committee members. Said terms of office can be renewed.

The Board of Directors appoints a Chairman within each Committee for a term of office not to exceed three years, save for any special circumstances.

Each Committee decides how often it will meet and may also decide, insofar as may be required, to invite any person of its choice to its meetings.

Minutes are prepared after each Committee meeting, unless specifically provided otherwise, under the authority of the Committee Chairman. Such minutes are sent to all Committee members. Once approved by the Committee, they are also available to all Board members. The Committee Chairman reports to the Board of Directors on the Committee's work.

The work carried out by each Committee is described in the Board of Directors' report on corporate governance.

The Committees are responsible for making proposals or recommendations and giving their opinion in their specific area of expertise. To this end, they may conduct or commission any research or studies likely to assist the Board of Directors in its decisions.

Committee members are paid specific fees allocated by the Board of Directors based on the recommendation of the Appointments and Compensation Committee, under the conditions set forth by law.

The Board of Directors currently relies on three committees for assistance: the Audit Committee, the Appointments and Compensation Committee, and the Governance and Social Responsibility Committee.

Each Committee has its own organisational and operational charter, which is approved by the Board of Directors.

Article 10. Audit Committee

10.1. Membership – Organisation

The Audit Committee has at least three members, two-thirds of whom are independent within the meaning of the criteria set out in the Afep-Medef Code. The members are appointed by the Board of Directors from among those members with finance and management experience. Company executives may not be members of the Committee.

The Committee meets at least four times per year at the initiative of its Chairman, who may also arrange any additional meetings, as required. If a member of the Committee is unable to attend a meeting in person, he or she may participate via any means of telecommunication. The Chairman, or any Committee member to whom authority has been delegated for that purpose, draws up an agenda and sends it to each Committee member before the meeting.

The Audit Committee may meet with any person involved in the operational management of the Company and its subsidiaries, in particular, including when members of Senior Management are not present. It may call upon any outside consultant or expert it deems appropriate to assist in its duties. The Audit Committee may also arrange, insofar as may be required, specific meetings with the Statutory Auditors and executives of the Company and its subsidiaries.

The Committee reports to the Board of Directors on its work, research and recommendations. The Board of Directors has absolute discretion to decide whether or not to act on such recommendations.

The Audit Committee has a charter, approved by the Board of Directors, describing its organisation, functioning, expertise and responsibilities.

10.2. Role and duties of the Audit Committee

In accordance with the provisions of Article L. 823-19 of the French Commercial Code, the Audit Committee, acting under the authority of the Board of Directors, is responsible for following up on issues pertaining to the preparation and auditing of accounting and financial information. Company executives may not be members of the Audit Committee.

10.2.1. Review of the accounts and the financial statements

The Audit Committee is responsible for assisting the Board of Directors in reviewing and approving the annual and interim financial statements.

As part of its role of supervising the process for preparing accounting and financial information, the Audit Committee reviews the Company's and the Group's annual and interim financial statements, together with the accompanying reports, before they are approved by the Board of Directors. It ensures that the financial statements are consistent with the other information available to it and assesses the appropriateness of the accounting policies applied and their compliance with the accounting standards in force.

As part of its role of supervising the process for preparing financial information, it provides recommendations, where applicable, to guarantee the integrity of that information.

The Committee reviews the procedures for approving the financial statements and the nature, scope and outcome of the work undertaken by the Statutory Auditors for the Company and its subsidiaries.

In this respect, the Audit Committee holds discussions with the Statutory Auditors, including, if it so wishes, without the Company's representatives being present, and reviews their audit reports and conclusions.

10.2.2. Statutory Auditors

The Audit Committee organises the procedure for selecting the Company's Statutory Auditors and receives information on the selection procedures implemented by the Group's subsidiaries. As such, the Committee reviews and makes a recommendation on the candidates to be presented for appointment or re-appointment at the General Meeting, which is sent to the Board of Directors and prepared in accordance with applicable regulations.

The Audit Committee ensures that the Statutory Auditors, with which it liaises on a regular basis, comply with the independence conditions defined in the applicable regulations. In particular, it reviews their relationships with the Company and its subsidiaries and provides an opinion on their fees.

The Audit Committee approves services other than the audit of the financial statements that may be provided by the Statutory Auditors or members of their network in accordance with the applicable regulations. It defines the approval procedure for such services in accordance with the conditions set forth by the relevant authorities, where applicable.

It monitors the progress of the Statutory Auditors' work.

The Audit Committee reports to the Board of Directors on the results of the audit engagement, the way in which this engagement contributed to improving the soundness of the financial information, and the role the Committee played throughout this process.

10.2.3. Monitoring of the effectiveness of internal control and risk management systems

The Audit Committee monitors the effectiveness of the internal control and risk management systems, as well as the effectiveness of internal auditing, if applicable, regarding procedures applicable to the preparation and processing of accounting and financial information, while ensuring that its independence is not called into question. It examines the Company's exposure to financial and non-financial risks. With respect to non-financial risks, it may draw on the work of the Governance and Social Responsibility Committee.

The Audit Committee periodically reviews the internal control systems, and more generally the audit, accounting and management procedures of the Company and the Group, through discussions with the Chief Executive Officer, internal audit teams, and the Statutory Auditors.

The Committee is also responsible for examining any transactions or any facts or events that may have a significant impact on the position of Casino, Guichard-Perrachon or its subsidiaries in terms of commitments and/or risks. It ensures that the Company and its subsidiaries have internal audit, accounting and legal teams that are able to anticipate and protect against risks and anomalies in the management of the Group's business.

10.2.4. Prior review of related-party agreements

The Board of Directors of Casino, Guichard-Perrachon has introduced a specific internal procedure that requires the prior review by the Audit Committee of agreements or transactions between Casino, Guichard-Perrachon or any of its wholly-owned subsidiaries ("Subsidiary")[1] on the one hand, and a related party on the other. The procedure is triggered whenever the maximum individual or aggregate amount of such agreements and/or transactions with the same related party exceeds, during a given financial year, (i) €10 million per transaction and, beyond the aggregate €10 million threshold, (ii) in €1 million increments for all further transactions.

Related parties are:

(i) any company that is exclusively or jointly controlled, whether directly or indirectly, excluding Subsidiaries;

(ii) any company accounted for by the equity method in the consolidated financial statements;

(iii) any company that directly or indirectly controls Casino, Guichard-Perrachon.

However, the procedure does not apply to related-party agreements and transactions that concern, in particular, routine business transactions carried out in the ordinary course of the Group's business (for example, purchases/sales of goods, leasing of commercial space and franchise or affiliation agreements) or the issue of a guarantee or a payment for a guarantee unless the payment does not follow the standard operating procedure in place within the Group.

This prior review is governed by a specific charter prepared by the Audit Committee and approved by the Board of Directors.

In accordance with the policy for identifying and reviewing arm's length agreements adopted by the Board of Directors and governed by a specific charter prepared by the Audit Committee and approved by the Board of Directors, the Audit Committee reviews those agreements qualified as at arm's length and reports thereon to the Board of Directors on a yearly basis. Every year, the Audit Committee also determines whether the policy for identifying and reviewing arm's length agreements in force remains appropriate to the Company's needs and proposes any necessary changes to the Board of Directors.

The Committee also expresses its opinion on exceptions to the restrictions on the powers of Senior Management, as provided for in Article 8 of the Board of Directors' Internal Rules, which may be permitted in exceptional circumstances. If an exception is granted, the Chief Executive Officer may, after the Audit Committee has expressed its opinion, carry out any transaction in an amount not to exceed 15% of consolidated equity as assessed at the previous year-end.

The Audit Committee may fulfil any other duties associated with its role at the request of the Board of Directors.

Lastly, in addition to the Internal Rules, in accordance with the procedure for identifying and reviewing arm's length agreements adopted by the Board of Directors, the Audit Committee reviews those agreements qualified as at arm's length and reports thereon to the Board of Directors on a yearly basis. Every year, the Audit Committee also determines whether the procedure for identifying and reviewing arm's length agreements in force remains appropriate to the Company's needs and proposes any necessary changes to the Board of Directors.

Article 11. Appointments and Compensation Committee

11.1. Membership – Organisation

The Appointments and Compensation Committee has at least three members, the majority of whom are independent within the meaning of the criteria set out in the Afep-Medef Code. The Committee's members are appointed by the Board of Directors. Company executives may not be members of the Committee. Nevertheless, the Chairman of the Board of Directors participates in the procedure for selecting new Directors.

The Committee meets at least twice a year at the initiative of its Chairman, who may also arrange additional meetings as required. If a member of the Committee is unable to attend a meeting in person, he or she may participate via any means of telecommunication. The Chairman or any Committee member to whom authority has been delegated for that purpose, draws up an agenda and sends it to each Committee member before the meeting.

Together with the Chief Executive Officer, the Appointments and Compensation Committee can rely on the cooperation of the Group's Human Resources department, particularly whenever the Committee is informed on the compensation policy applicable to key executives who are not corporate officers.

The Committee may call upon any outside consultant or expert it deems appropriate to assist in its duties.

The Appointments and Compensation Committee reports to the Board of Directors on its work, research and recommendations. The Board of Directors has absolute discretion to decide whether or not to act on such recommendations.

(1) "Subsidiary" refers to any company in which Casino, Guichard-Perrachon owns 100% of the shares, minus the minimum number of shareholders required for certain types of companies and the number of shares held by Group executives and employees within a 5% limit.

11.2. Role and duties of the Appointments and Compensation Committee

11.2.1. Compensation

The Committee is responsible for:

- preparing the adoption by the Board of Directors of the compensation policy for corporate officers, setting out all the fixed and variable compensation components and describing the decision process used to determine, review and implement it, and ensuring that the compensation policy for corporate officers is in the Company's corporate interests, contributes to its long-term sustainability and is aligned with its business strategy in accordance with the law;
- preparing information for setting the compensation of the Chief Executive Officer and, where applicable, the Deputy Chief Executive Officers, and proposing qualitative and/or quantitative criteria for determining any variable component to said compensation, including one or several criteria associated with corporate social and environmental responsibility;
- assessing all other benefits or entitlements granted to the Chief Executive Officer and, where applicable, the Deputy Chief Executive Officers;
- submitting proposals and formulating opinions on Directors' compensation policy and any other compensation or benefits to be paid to the Directors and Non-Voting Directors;
- reviewing proposals for stock option plans and/or free share plans to be offered to the Group's employees and executives in order to enable the Board of Directors to set the total and/or individual number of options or free shares to be granted as well as the terms and conditions of any such grants.

11.2.2. Appointments

The Committee is responsible for:

- reviewing the composition of the Board of Directors;
- implementing the procedure for selecting new Directors or renewing the terms of current Directors, and reviewing potential candidates based on the criteria and guidelines set by the Governance and Social Responsibility Committee;
- making recommendations of candidates to be appointed as members of the Board's specialised Committees;
- reviewing potential candidates for the position of Chief Executive Officer and, where applicable, Deputy Chief Executive Officer;
- obtaining all useful information concerning recruitment terms and conditions, compensation and status of senior executives of the Company and its subsidiaries;
- periodically assessing the independence of Directors based on the criteria set forth in the Afep-Medef Code;
- reviewing the talent development and succession plans;
- stating its opinion on the appointment of the Lead Director, who is selected from among the Governance and Social Responsibility Committee members, based on the Chairman and Chief Executive Officer's proposal.

ARTICLE 12. GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE

12.1. Membership – Organisation

The Governance and Social Responsibility Committee has at least three members appointed by the Board of Directors from among its members, and at least two-thirds of whom are independent within the meaning of the criteria set out in the Afep-Medef Code. Company executives may not be members of the Committee.

The Committee meets at least twice per year at the initiative of its Chairman, who may also arrange any additional meetings as required. If a member of the Committee is unable to attend a meeting in person, he or she may participate via any means of telecommunication. The Chairman, or any Committee member to whom authority has been delegated for that purpose, draws up an agenda and sends it to each Committee member before the meeting.

The Committee may call upon any outside consultant or expert it deems appropriate to assist in its duties.

The Governance and Social Responsibility Committee reports to the Board of Directors on its work, research and recommendations. The Board of Directors has absolute discretion to decide whether or not to act on such recommendations.

12.2. Role and duties of the Governance and Social Responsibility Committee

12.2.1. Corporate governance

The Committee is responsible for:

- preparing and updating the Internal Rules of the Board of Directors and the charters of its specialised Committees, the charter on related-party agreements, and any other charter in effect;
- reviewing changes in corporate governance guidelines (particularly within the framework of the Afep-Medef Code) and identifying emerging practices and significant developments in corporate governance-related regulations and/or practices, both in France and abroad;
- leading discussions and formulating recommendations for the Board of Directors on best practices in the area of corporate governance and, where applicable, on actions to be taken;
- monitoring the corporate governance-related practices implemented by the Group's subsidiaries and ensuring that they are consistent with those in effect within the Company. The Committee makes recommendations, where applicable;
- preparing information for the Board of Directors' review of corporate governance-related issues;
- annually reviewing the draft report on corporate governance and submitting any observations before it is submitted to the Board of Directors for approval.

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12.2.2. Directors' conduct

The Governance and Social Responsibility Committee is called upon to:

- handle ethical issues relating to the Directors. It discusses ethical issues that the Board of Directors or its Chairman may submit for review or that it independently chooses to discuss.

  In this respect, the Governance and Social Responsibility Committee ensures the implementation of a Directors' Code of Conduct and updates it on a regular basis, as necessary;
- ensure compliance with and the proper application of ethical rules, particularly those contained in the Directors' Code of Conduct.

12.2.3. Assessment of the Board of Directors

Within the framework of corporate governance principles, the Governance Committee is responsible for determining the terms and conditions of and conducting the assessment of the Board of Directors' organisation and operations.

12.2.4. Membership of the Board of Directors and Committees of the Board

The Governance and Social Responsibility Committee periodically reviews the structure, size and membership of the Board of Directors and the Committees of the Board, and informs the Board of its recommendations regarding any proposed changes.

12.2.5. Corporate Social Responsibility (CSR)

The Governance and Social Responsibility Committee, in light of the Group's strategy, reviews the Group's commitments and policies in the area of ethics and corporate social, environmental, and societal responsibility, the application and implementation of such policies and the results thereof, and expresses or makes any opinion or recommendation to the Board of Directors.

Together with the Audit Committee, it ensures that there are systems for identifying and managing the principal risks relating to such subjects and for ensuring compliance with applicable laws and regulations (particularly the prevention and detection of corruption and influence peddling).

The Governance and Social Responsibility Committee reviews reporting procedures relating to non-financial information and key non-financial performance indicators used and analyses the Group's participation in non-financial indices.

The Governance and Social Responsibility Committee reviews the information disclosed annually in the management report in respect of non-financial information pursuant to applicable legal requirements and provides its observations prior to approval thereof by the Board of Directors.

The Governance and Social Responsibility Committee reviews the gender balance and professional equality policy in preparation for the annual discussion of this matter by the Board of Directors, as provided in Article L. 225-37-1 of the French Commercial Code.

The Governance and Social Responsibility Committee also reviews the objectives proposed by Senior Management concerning gender diversity in management bodies. It reviews the procedures for implementing these objectives, along with the accompanying action plan and time frame. Every year, it also reviews the results obtained, presented to it by Senior Management.

12.2.6. Management of conflicts of interest

The Governance and Social Responsibility Committee may examine any exceptional issue that may give rise to a conflict of interest within the Board of Directors and expresses any opinion or makes any recommendation it may have on the matter.

IV. Lead Director

Article 13. Lead Director

The Lead Director is appointed from among the independent members of the Governance and Social Responsibility Committee on the proposal of the Chairman and Chief Executive Officer and upon review by the Appointments and Compensation Committee.

The Lead Director ensures that combining the roles of Chairman and Chief Executive Officer does not have an adverse impact on the Board's operations, such as information provided to Directors, the inclusion of items on the agenda of Board meetings and the organisation of Board discussions and votes.

The Lead Director may, if necessary, consult with the Governance and Social Responsibility Committee at any time about any potential issues.

The Lead Director can attend Committee meetings of which he or she is not a member, and has access to their work and to the information made available to them.

Each year, the Lead Director presents a report to the Governance and Social Responsibility Committee on the conditions under which the respective roles of Chairman of the Board and Chief Executive Officer are exercised.

The Secretary to the Board of Directors is available to assist the Lead Director in exercising his or her duties.

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V. Non-Voting Directors

Article 14. Non-Voting Directors

The Ordinary General Meeting may appoint Non-Voting Directors, either natural persons or legal entities, from among the shareholders. The Board of Directors may appoint a Non-Voting Director subject to ratification at the next General Meeting.

The number of Non-Voting Directors may not exceed five. They are elected for a term of three years and may be re-elected.

A Non-Voting Director who reaches the age of 80 while in office is required to resign at the Ordinary General Meeting held to approve the financial statements for the year in which this age limit was reached.

Non-Voting Directors attend Board meetings and participate in discussions in a consultative capacity only.

They may receive compensation, the total amount of which is determined by the Ordinary General Meeting. This amount is maintained until a change is decided at a future shareholders' meeting. The Board of Directors allocates this compensation to the Non-Voting Directors at its own discretion.

VI. Directors' code of conduct

Article 15. Principles

The Company's Directors must be able to exercise their duties in compliance with the rules of independence, business ethics and integrity.

In line with good corporate governance practices, Directors exercise their duties in good faith in the manner they consider most appropriate to promote the interests of the Company and with the care that would be expected of a reasonably prudent person acting under such circumstances.

The Directors undertake to maintain their freedom of analysis, judgement, decision and action at all times, and to withstand any direct or indirect pressure that may be exerted on them.

Article 16. Duty of Information

Before accepting office, Directors must review the laws and regulatory requirements applicable to their position, the applicable Codes and proper corporate governance practices, as well as any provisions specific to the Company and specified in its Articles of Association and in these Internal Rules.

Directors must request the information they deem necessary for the successful performance of their responsibilities. To this end, they must request from the Chairman, within the appropriate time frame, all information necessary to ensure their informed participation in the discussions on the matters featured on the Board meeting agenda.

If he or she deems it necessary, each Director can receive additional training to become better acquainted with the Group's specificities, its activities and business sectors, the issues facing the Group with regard to social and environmental responsibility, and with its accounting and financial characteristics. Directors representing employees receive training suited to the exercise of their duties.

Article 17. Protection of the Company's interests – Conflicts of interest

Even though he or she is a shareholder, each Director acts as a representative for all shareholders and must act in all circumstances in the Company's corporate interests.

Each Director is bound by a duty of loyalty to the Company. He or she will take no action that could adversely affect the interests of the Company or the Group's companies.

Each Director undertakes to ensure that the Company's decisions do not favour one particular class of shareholder over another.

Each Director must alert the Board regarding any actual or potential conflict of interest in which he or she might be directly or indirectly involved. In this case, he or she must abstain from voting on the matters in question.

Each Director must consult with the Chairman prior to undertaking any assignment or accepting any function or duties that could, even potentially, result in a conflict of interest for the Director in question. The Chairman may refer such matters to the Governance and Social Responsibility Committee and the Board of Directors.

Article 18. Control and assessment of the Board of Directors' operations

Directors must pay careful attention to the manner in which powers and responsibilities are respectively assigned to and exercised by the Company's corporate bodies.

They must ensure that no person can exercise uncontrolled discretionary power over the Company, and that the Committees of the Board of Directors operate effectively.

The Board of Directors discusses its functioning once per year.

The Board of Directors also routinely conducts an assessment of its own functioning. The Chairman of the Board of Directors calls upon the Governance and Social Responsibility Committee to conduct said assessment.

Independent Directors meet at least once per year to discuss any matter in the absence of the Chairman of the Board of Directors and members of Senior Management. These meetings are chaired by the Lead Director.

Article 19. Presence of Directors – Aggregation of offices

Each Director must comply with legal provisions in force governing the aggregation of offices, as well as with the Afep-Medef Code's recommendations.

Each Director must disclose to the Company any and all offices he or she holds in other French or foreign companies. He or she must inform the Company as soon as possible regarding any new office or professional function he or she accepts. Additionally, whenever he or she exercises executive duties for the Company, he or she must receive the Board of Directors' favourable opinion prior to accepting a new corporate office in a publicly traded company external to the Group.

Each Director must devote the appropriate amount of time and attention to his or her duties. He or she must make every effort to attend all Board meetings, shareholders' meetings, and the meetings of any Committees on which he or she serves.

Article 20. Confidentiality

Directors, and any other persons attending the Board of Directors' meetings, are subject to a general confidentiality requirement with regard to the deliberations of both the Board and its Committees.

Non-public information shared with a member of the Board of Directors in the context of his or her duties is shared on a strictly personal basis. He or she must personally protect the confidentiality of such information and must not disclose it under any circumstances. This requirement also applies to representatives of legal entities serving on the Board, as well as to Non-Voting Directors.

Article 21. Shareholding – Dealing in the Company's shares

All of the Company's shares held by a Director, his or her unemancipated minor children, or his or her spouse (provided they are not separated), must be registered shares. Directors must also inform the Company regarding the number of Company securities they hold as of 31 December of every year and at the time of any financial transactions, or at any time at the Company's request.

Every member of the Board of Directors undertakes to comply with the provisions of the Insider Trading Policy he or she received, relative to securities transactions and to preventing the use of inside information, and with any applicable legal or regulatory provision.

In particular, pursuant to the terms of Article 19 of Regulation (EU) No. 589/2014 of 16 April 2014 on Market Abuse and of Article L. 621-18-2 of the French Monetary and Financial Code (*Code monétaire et financier*), each Director is required to notify the AMF and the Company of any transactions he or she has carried out involving the Company's financial instruments, under the conditions set forth in the Insider Trading Policy. This requirement also applies to persons closely related to the members of the Board of Directors. Directors must notify persons closely related to them regarding their reporting obligations and provide the Company with a regularly updated list of such persons.

Voting and Non-Voting Directors should note that they are likely to be exposed to inside information and that they must, prior to undertaking any transaction dealing in companies' financial instruments, ensure they are not in violation of any insider trading provisions.

Therefore, as specified in the Insider Trading Policy, in the event that they hold inside information, Directors and Non-Voting Directors are required, in particular, to refrain from engaging, either directly or indirectly, or via an intermediary, in any transaction dealing in the financial instruments to which this inside information relates, or in the instruments to which these financial instruments are related, or from sharing this information with third parties until it is effectively released to the public.

In addition, each Director must also refrain from completing any transaction on his or her own behalf or on behalf of a third party, either directly or indirectly, that involves the financial instruments of the Company, during the 30 days preceding the publication date of the Company's annual and interim financial statements, and the 15-day period preceding public disclosure of the Company's quarterly revenue. This restriction also applies on the dates of public disclosure of said annual and interim financial statements and quarterly revenue.

VII. Adoption of the Board of Directors' Internal Rules

These Internal Rules were approved by the Board of Directors at its meeting dated 9 December 2003. The most recent update was approved on 3 November 2021.

8.4. PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT AND ANNUAL FINANCIAL REPORT

Person responsible for the Universal Registration Document

Jean-Charles Naouri, Chairman and Chief Executive Officer

Statement by the person responsible for the Universal Registration Document and annual financial report

"I hereby declare that the information contained in this Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

I hereby declare that, to the best of my knowledge and belief, the financial statements have been prepared in accordance with the applicable accounting standards and present accurately in all material respects the assets and liabilities, financial position and results of the Company and the consolidated group. I also declare that the information contained in the management report appearing on pages 22 *et seq.* gives a true and fair view of trends in the business operations, results and financial position of the Company and the consolidated group, as well as a description of the main risks and uncertainties facing those companies."

30 March 2022

Jean-Charles Naouri

Chairman and Chief Executive Officer

8.5. DOCUMENTS INCORPORATED BY REFERENCE

Pursuant to Article 19 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, the following information is incorporated by reference in this Universal Registration Document:

- For the year ended 31 December 2020

  the management report, the consolidated financial statements, the parent company financial statements and the accompanying Statutory Auditors' reports are presented in the 2020 Universal Registration Document, which was filed with the *Autorité des marchés financiers* on 31 March 2021 under No. D.21-0235, on pages 2 to 34, 40 to 135, 141 to 164, 35 to 39, and 137 to 140.

- For the year ended 31 December 2019

  the management report, the consolidated financial statements, the parent company financial statements and the accompanying Statutory Auditors' reports are presented in the 2019 Universal Registration Document, which was filed with the *Autorité des marchés financiers* on 29 April 2020 under No. D.20-0403, on pages 2 to 39, 48 to 149, 155 to 180, 40 to 47, and 151 to 154.

  Other information contained in the 2020 Universal Registration Document and the 2019 Universal Registration Document has, where applicable, been replaced by or updated with the information contained in this Universal Registration Document. The 2020 Universal Registration Document and the 2019 Universal Registration Document are available at the Company's registered office and online at www.groupe-casino.fr/en.

8.6. UNIVERSAL REGISTRATION DOCUMENT – CROSS-REFERENCE TABLE

The following cross-reference table lists the headings provided for in Annexes 1 and 2 of the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council and repealing Commission Regulation (EC) No. 809/2004, and refers to the pages where the information relating to each of these headings can be found in this Universal Registration Document:

8.7. ANNUAL FINANCIAL REPORT – CROSS-REFERENCE TABLE

To facilitate consultation of this Universal Registration Document, the table below indicates the page references corresponding to the information contained in the annual financial report which listed companies are required to publish in accordance with Article L. 451-1-2 of the French Monetary and Financial Code and Article 222-3 of the General Regulations of the *Autorité des marchés financiers*:

8.8. BOARD OF DIRECTORS' MANAGEMENT REPORT – CROSS-REFERENCE TABLE

To facilitate consultation of this Universal Registration Document, the table below indicates the page references corresponding to the information comprising the Board of Directors' management report as required by Articles L. 225-100 *et seq.* of the French Commercial Code:

	Pages
Review of the Company's and the Group's operations and performance	
Review of the Company's and the Group's operations and performance during the year and analysis of developments in the business operations, results and financial position of the Company and the Group (debt situation)	2 to 40
Operations and results of the Company, its subsidiaries and the companies that it controls	2 to 40, 185 to 187
Key financial performance indicators	2, 34
Key non-financial performance indicators	16, 17, 276, 277
Subsequent events	35, 149, 185
Description of key risks and uncertainties	316 to 335
Financial risks related to the effects of climate change and implementation of a low-carbon strategy	257 to 263, 316, 317, 329
Internal control and risk management procedures implemented by the Company and relating to the preparation and processing of accounting and financial information	302 to 315
Group's financial risk management policy, Group's exposure to price, credit, liquidity and treasury risk and information on the use of financial instruments	128 to 137, 316, 317, 325, 326
Acquisitions of significant shareholdings in companies registered in France	39
Company and Group performance forecasts and outlook	36
Company's research and development activities	37
Company's supplier and customer payment terms	38
Company's store network	39
Environmental, human resources and social information	
Non-Financial Statement	192 to 198, 284 to 288
Duty of care plan and report on its implementation	232 to 254
Information about the policy on technological risk prevention	n/a
Share ownership and share capital	
Structure of and changes in the Company's share capital and disclosure thresholds	430 to 438
Treasury shares	434, 435
Information on Directors' and related parties' dealings in the Company's shares	434, 435, 437, 438
Employee share ownership	437
Purchase and sale by the Company of treasury shares	427 to 429
Free shares and stock options granted to corporate officers	n/a
Disclosure of potential adjustments for securities carrying rights to shares in the event of share buybacks or financial transactions	n/a
Other information	
Non-deductible expenses	38
Dividends paid in the last three financial years	426
Convictions against the Company for anti-competitive practices	n/a
Losses exceeding half of the share capital	n/a
Loans granted to micro-enterprises, small- and medium-sized enterprises or intermediate-sized enterprises with which the Company has economic links	n/a
Document and report appended to the management report	
▪ Five-year financial summary	185
▪ Board of Directors' report on corporate governance	469

8.9. BOARD OF DIRECTORS' CORPORATE GOVERNANCE REPORT – CROSS-REFERENCE TABLE

To facilitate consultation of this Universal Registration Document, the table below indicates the page references corresponding to the information comprising the Board of Directors' corporate governance report as required by Article L. 225-37 of the French Commercial Code:

Financial Communications and Investor Relations

Lionel Benchimol
Phone: +33 (0)1 53 65 64 17
lbenchimol@groupe-casino.fr

or

Phone: +33 (0)1 53 65 24 17
IR_Casino@groupe-casino.fr

Shareholder Relations

Toll-free number: 0 800 16 18 20 (from France only)
E-mail: actionnaires@groupe-casino.fr

To convert bearer shares to registered shares, contact:

BNP Paribas Securities Services

CTO - Shareholder Relations
Grands Moulins de Pantin - 9, rue du Débarcadère
93761 Pantin Cedex, France

Phone: +33 (0)1 40 14 31 00
Monday to Friday from 8:45 am to 6:00 pm

Contact form available on the homepage https://planetshares.bnpparibas.com

Casino, Guichard-Perrachon

A French *société anonyme* (joint stock company) with share capital of €165,892,131.90.
The Company is registered in the Saint-Étienne Trade and Companies Registry under No. 554 501 171.

Registered office (postal address)

1, cours Antoine Guichard, CS 50306
42008 Saint-Étienne Cedex 1, France

Phone: +33 (0)4 77 45 31 31

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