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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<i>In re:</i>	: X
	: Chapter 15
	: Case No. 24-10252 (DSJ)
CASINO, GUICHARD-PERRACHON S.A., et al.¹	: Debtors in foreign proceedings.
	: (Jointly Administered)

**FINAL REPORT OF THE FOREIGN REPRESENTATIVE
AND MOTION FOR ORDER CLOSING CHAPTER 15 CASES**

Alfred Hawawini, in his capacity as the foreign representative (the “**Foreign Representative**”)² of Casino, Guichard-Perrachon S.A. (“**CGP**”) and the above-captioned debtors (collectively, the “**Debtors**”), respectfully submits this final report and motion to close (the “**Final Report and Motion to Close**”), by and through his undersigned counsel, for entry of an order pursuant to sections 105(a), 350, and 1517(d) of the Bankruptcy Code, Bankruptcy Rule 5009, and Local Bankruptcy Rule 5009-2(a), substantially in the form attached hereto as **Exhibit A**

¹ The Debtors in the foreign proceedings and each Debtor’s French SIREN number are as follows: Casino, Guichard-Perrachon S.A. (554501171); Casino Participations France S.A.S. (812269884); Casino Finance S.A. (538812405); Distribution Casino France S.A.S. (428268023); Monoprix S.A.S. (552018020); Quatrim S.A.S. (833032121); and Ségisor S.A.S. (423944677). The location of the Debtors’ corporate headquarters is 1 cours Antoine Guichard, 42000 Saint-Étienne, France, except for Monoprix S.A.S., having its corporate headquarters located 14-16 rue Marc Bloch, 92110 Clichy, France.

² See *infra* ¶¶ 17-19 for an update regarding the Foreign Representative.

(the “**Proposed Order**”), closing the above-captioned cases.³ In support of the relief requested herein, the Foreign Representative respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334, section 1501 of the Bankruptcy Code, and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.). This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).

2. Venue is proper under 28 U.S.C. §§ 1410(1), as the Debtors’ assets in the United States are located in New York, and (3), as it is in the interests of justice and convenience of the parties.

3. These Chapter 15 Cases were properly commenced in accordance with sections 1504 and 1515 of the Bankruptcy Code by the filing of voluntary petitions with the required attachments (the “**Chapter 15 Petitions**”) for recognition of the foreign proceeding filed in France by each of the Debtors (collectively, the “**Foreign Proceedings**”) under section 1515 of the Bankruptcy Code.

FINAL REPORT

4. In October 2023, the Board of Directors of CGP and the other Debtors’ respective legal representatives (i) authorized each of the Debtors to enter into accelerated safeguard proceedings and (ii) appointed Mr. Alexis Ravalais (the “**Previous Foreign Representative**”) to act as the foreign representative on behalf of the Debtors in connection with any case commenced pursuant to chapter 15 of the Bankruptcy Code.

³ Except where otherwise noted, capitalized terms not defined herein have the meanings ascribed to such terms in the *Motion for Recognition of Foreign Main Proceedings and Request for Certain Related Relief Under Chapter 15 of the Bankruptcy Code* (ECF No. 3) (the “**Recognition Motion**”).

5. On October 13, 2023, each Debtor filed an application requesting the opening of an accelerated safeguard proceeding with the *Tribunal de Commerce de Paris* (Commercial Court of Paris) (the “**French Court**”). Each application also included a proposed accelerated safeguard plan for each applicable Debtor (collectively, the “**Accelerated Safeguard Plans**”). Certified translated copies of the Accelerated Safeguard Plans were filed with this Court on March 8, 2024 (ECF No. 11).

6. On October 16, 2023, the French Court presided over an opening hearing for the Debtors and, on October 25, 2023, the French Court issued judgments (collectively, the “**Opening Judgments**”) opening an accelerated safeguard proceeding for each of the Debtors (*i.e.*, the Foreign Proceedings).

7. After entry of the Opening Judgments, the Debtors and the *administrateurs judiciaires* (*i.e.*, the court-appointed judicial administrators) then began to negotiate with, and provide notice to, the creditors and other parties (including equity holders) whose interests are affected by, and were entitled to vote on, the Accelerated Safeguard Plans (the “**Affected Parties**”). All Affected Parties were given notice of the hearing to consider approval of the Accelerated Safeguard Plans, the deadline and procedures for filing claims in the Foreign Proceedings, and the applicable deadline for voting on the Accelerated Safeguard Plans.

8. On January 11, 2024, the judicial administrators provided notice of the voting results to the Debtors. On January 12, 2024, the Debtors posted a press release on CGP’s website with these voting results, reporting that all but two (2) classes of creditors and shareholders voted in favor of the Accelerated Safeguard Plans by the requisite majorities. Affected Parties that voted against the Accelerated Safeguard Plans had until ten days after the applicable voting

deadline to challenge certain aspects of the Accelerated Safeguard Plans. No Affected Party commenced a challenge during that period.

9. On February 5, 2024, the French Court held a hearing to consider approval of the Accelerated Safeguard Plans with the exception of the Accelerated Safeguard Plan for Distribution Casino France S.A.S. (“DCF”), for which the hearing was postponed to February 12, 2024.

10. On February 15, 2024, the Previous Foreign Representative commenced these Chapter 15 Cases by filing, among other things, the Chapter 15 Petitions and the Recognition Motion.

11. On February 26, 2024, the French Court entered judgments approving the Accelerated Safeguard Plans. Certified translated copies of the French Court’s judgments approving the Accelerated Safeguard Plans (the “**French Orders**”) were filed with this Court on March 12, 2024 (ECF No. 12).

12. Thereafter, the works council of DCF filed an appeal of the French Order sanctioning the Accelerated Safeguard Plan of DCF. The appeal does not suspend the enforceability of the French Orders.

13. On March 14, 2024, this Court entered the *Order Granting Recognition of Foreign Main Proceedings and Request for Certain Related Relief Under Chapter 15 of the Bankruptcy Code* (ECF No. 15) (the “**Recognition Order**”) pursuant to which the Court, among other things: (i) granted recognition of the Foreign Proceedings as foreign main proceedings pursuant to chapter 15 of the Bankruptcy Code; (ii) granted recognition of the Foreign Representative as the “foreign representative,” as defined in section 101(24) of the Bankruptcy Code, in respect of the Foreign Proceedings; and (iii) recognized, granted comity to, and gave full

force and effect in the United States to the Foreign Proceedings, the Accelerated Safeguard Plans, the French Orders, and the transactions consummated or to be consummated thereunder.

14. On March 25, 2024, this Court entered the *Order Scheduling Status Conference on September 26, 2024 at 10:00 a.m. (Prevailing Eastern Time)* (ECF No. 24) scheduling a status conference for September 26, 2024 at 10:00 a.m. (Prevailing Eastern Time) (the “**Status Conference**”) and providing that the Status Conference is subject to cancellation upon a written request by the Foreign Representative if the cases are resolved prior to the date of the Status Conference.

15. On March 27, 2024, the Debtors completed the Consortium New Money Capital Increase, New Money Backstopped Capital Increase, Unsecured Debt Conversion, Secured Claims Conversion (each as defined in the Recognition Motion), and other transaction steps pursuant to the Accelerated Safeguard Plans.

16. On March 28, 2024, the Debtors announced on their website (the “**Effective Date Announcement**”) the occurrence of the effective date of the Accelerated Safeguard Plans on March 27, 2024 (the “**Restructuring Effective Date**”). A copy of the Effective Date Announcement is attached hereto as **Exhibit B**. The Effective Date Announcement includes disclosure of the composition of the new executive committee for CGP, which includes Mr. Hawawini, CGP’s Director of Transformation and Strategy.

17. Shortly after the Restructuring Effective Date and conclusion of the restructuring pursuant to the Accelerated Safeguard Plans, the Previous Foreign Representative resigned from his positions as special advisor to the Chief Executive Officer and Chairman of the Board of Directors of CGP.

18. Consequently, on April 24, 2024, the Board of Directors of CGP duly noted and accepted the resignation of the Previous Foreign Representative from his position as foreign representative in these Chapter 15 Cases.

19. Additionally, on April 24, 2024, the Board of Directors of CGP appointed Mr. Hawawini to act as the Foreign Representative on behalf of the Debtors in these Chapter 15 Cases.

20. There are no outstanding motions or other matters pending in these Chapter 15 Cases.

RELIEF REQUESTED

21. With the entry of the Recognition Order by this Court and the occurrence of the Restructuring Effective Date, the Foreign Representative has determined there is no longer a reason for these Chapter 15 Cases to remain open. Accordingly, the Foreign Representative respectfully requests that this Court enter an order, substantially in the form of the Proposed Order, closing these Chapter 15 Cases and cancelling the Status Conference, without prejudice to the Foreign Representative's or the Debtors' ability to seek to reopen one or more of these Chapter 15 Cases at a later time, should the need to reopen such cases arise, and subject to this Court's retention of jurisdiction set forth in the Recognition Order.

22. The Foreign Representative also respectfully requests that this Court find the new Foreign Representative is the duly appointed foreign representative of the Foreign Proceedings with respect to the Debtors within the meaning of section 101(24) of the Bankruptcy Code, and is authorized to act on behalf of the Debtors in these Chapter 15 Cases.

BASIS FOR RELIEF REQUESTED

23. Section 1517(d) of the Bankruptcy Code provides that “[a] case under this chapter [15] may be closed in the manner prescribed under section 350,” which provides that a case may be closed “[a]fter an estate is fully administered” 11 U.S.C. §§ 350(a) and 1517(d).

24. A chapter 15 case has no “estate” per se. *See In re Fairfield Sentry Ltd.*, 458 B.R. 665, 683 (S.D.N.Y. 2011). Rather, “fully administered” means, at a minimum, that there are no outstanding motions, contested matters, or adversary proceedings. *See, e.g., In re Lupatech S.A.*, 611 B.R. 496, 503 (Bankr. S.D.N.Y. 2020).

25. Pursuant to Bankruptcy Rule 5009(c), a foreign representative in a chapter 15 case must file and serve a final report when the purpose of the foreign representative’s appearance is completed. If no objection to such final report is filed, the case is presumed to have been fully administered and may be closed. *See Fed. R. Bankr. P. 5009(c); S.D.N.Y. LBR 5009-2; In re Ginsberg*, 164 B.R. 870, 873 (Bankr. S.D.N.Y. 1994). Thus, pursuant to section 1517(d) and Bankruptcy Rule 5009(c), once a chapter 15 case is inactive and the purpose of the foreign representative’s appearance is complete, the case may be closed.

26. In accordance with Bankruptcy Rule 5009(c), this Final Report and Motion to Close describes the Foreign Representative’s activities in the Chapter 15 Cases. This Final Report and Motion to Close has been served on the parties in interest described in Bankruptcy Rule 5009(c), including the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”).

27. There are no outstanding matters in these Chapter 15 Cases. The Recognition Order provided the relief necessary to facilitate implementation of the Foreign Proceedings, the Accelerated Safeguard Plans, and the French Orders, and the Debtors’ restructuring went effective on March 27, 2024.

28. The Foreign Representative expects no objection from the U.S. Trustee or otherwise within the 30-day period mandated by Bankruptcy Rule 5009(c). If no objection is filed, pursuant to Bankruptcy Rule 5009(c) these Chapter 15 Cases are presumed to have been fully administered. Even in the unlikely event an objection is filed, the Foreign Representative submits that the facts set forth in this Final Report and Motion to Close will demonstrate, upon notice and a hearing under Local Bankruptcy Rule 5009-2, that these Chapter 15 Cases have been fully administered.

29. Accordingly, the Foreign Representative submits it is appropriate and necessary for the Court to enter an order closing these Chapter 15 Cases, effective upon entry of such order.

30. In addition, the Foreign Representative is a person who is duly authorized to serve in his capacity as a foreign representative in these Chapter 15 Cases. The term “foreign representative” is defined under section 101(24) of the Bankruptcy Code as:

a person or body, including a person or body appointed on an interim basis, authorized in a foreign proceeding to administer the reorganization or the liquidation of the debtor’s assets or affairs or to act as a representative of such foreign proceeding.

11 U.S.C. § 101(24).

31. The Foreign Representative is an individual who was duly appointed by the Board of Directors of CGP to act as foreign representative on behalf of each of the Debtors in connection with the Foreign Proceedings. *See Supplemental Declaration of Anne-Sophie Noury as French Counsel in Support of Final Report of the Foreign Representative and Motion for Order Closing Chapter 15 Cases; Ad Hoc Group of Vitro Noteholders v. Vitro S.A.B. de C.V. (In re Vitro, S.A.B. de C.V.),* 470 B.R. 408, 412 (N.D. Tex. 2012), *aff’d sub nom., In re Vitro S.A.B. de CV,* 701 F.3d 1031 (5th Cir. 2012), *cert. dismissed,* 133 S. Ct. 1862 (2013) (recognizing that a board of

directors may authorize a person to act as company's foreign representative in a chapter 15 proceeding and that approval by the foreign court is not required); *In re OAS S.A.*, 533 B.R. 83 (Bankr. S.D.N.Y. 2015) (same); *In re PT Bakrie Telecom Tbk*, 601 B.R. 707 (Bankr. S.D.N.Y. 2019) (same); *In re PT Bakrie Telecom Tbk*, 628 B.R. 859 (Bankr. S.D.N.Y. 2021) (same). Accordingly, Mr. Hawawini is a proper "foreign representative" within the meaning of section 101(24) of the Bankruptcy Code.

NOTICE

32. Notice of this Final Report and Motion to Close shall be provided in accordance with the procedures set forth in the *Order Scheduling Evidentiary Recognition Hearing and Specifying Form and Manner of Service of Notice*, dated February 16, 2024 (ECF No. 8). The Foreign Representative respectfully submits that no further notice is required.

NO PRIOR REQUEST

33. No previous request for the relief sought herein has been made by the Foreign Representative to this or any other court.

[*Remainder of page intentionally left blank*]

WHEREFORE the Foreign Representative respectfully requests entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: April 26, 2024
New York, New York

/s/ Kelly DiBlasi
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Attorneys for the Foreign Representative

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<i>In re:</i>	x
	:
CASINO, GUICHARD-PERRACHON S.A., <i>et al.</i> ¹	Chapter 15
	:
Debtors in foreign proceedings.	Case No. 24-10252 (DSJ)
	:
	:
	(Jointly Administered)
	x

ORDER CLOSING CHAPTER 15 CASES

Upon consideration of the *Final Report of the Foreign Representative and Motion for Order Closing Chapter 15 Cases* (the “**Final Report and Motion to Close**”)²; and due and sufficient notice of the Final Report and Motion to Close having been given; and no objections or responses to the Final Report and Motion to Close having been filed; and it appearing that the relief requested in the Final Report and Motion to Close is in the best interests of the Debtors, their creditors, and all parties in interest in these Chapter 15 Cases, and that the legal and factual bases set forth in the Final Report and Motion to Close establish just cause for the relief herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:

A. The findings and conclusions set forth herein constitute this Court’s findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052, made applicable to this

¹ The Debtors in the foreign proceedings and each Debtor’s French SIREN number are as follows: Casino, Guichard-Perrachon S.A. (554501171); Casino Participations France S.A.S. (812269884); Casino Finance S.A. (538812405); Distribution Casino France S.A.S. (428268023); Monoprix S.A.S. (552018020); Quatrim S.A.S. (833032121); and Ségisor S.A.S. (423944677). The location of the Debtors’ corporate headquarters is 1 cours Antoine Guichard, 42000 Saint-Étienne, France, except for Monoprix S.A.S., having its corporate headquarters located 14-16 rue Marc Bloch, 92110 Clichy, France.

² Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Final Report and Motion to Close.

proceeding pursuant to Bankruptcy Rule 9014. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

B. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* M-431, dated January 31, 2012 (Preska, C.J.).

C. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(P).

D. Venue for this proceeding is proper before this Court pursuant to 28 U.S.C. § 1410.

E. The Restructuring Effective Date of the Accelerated Safeguard Plans occurred on March 27, 2024.

F. The Foreign Representative is the duly appointed “foreign representative” of the Debtors within the meaning of section 101(24) of the Bankruptcy Code.

G. Appropriate notice of the Final Report and Motion to Close was given, which notice is adequate for all purposes, and no other or further notice need be given.

H. Thirty (30) days have passed since the Foreign Representative filed its certificate of service in respect of the Final Report and Motion to Close, and no objections have been filed.

I. These Chapter 15 Cases have been fully administered.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Foreign Representative is the duly appointed foreign representative of the Foreign Proceedings with respect to the Debtors, within the meaning of section 101(24) of the Bankruptcy Code, and is authorized to act on behalf of the Debtors in these Chapter 15 Cases.

2. These Chapter 15 Cases are closed pursuant to sections 350 and 1517(d) of the Bankruptcy Code, without prejudice to reopening pursuant to section 350. The Office of the Clerk of the Court is respectfully directed to close the above-captioned cases.

3. The Status Conference scheduled for September 26, 2024 at 10:00 a.m. (Prevailing Eastern Time) is hereby cancelled.

4. All orders entered by this Court in these Chapter 15 Cases, including the Recognition Order, shall survive entry of this Order.

5. This Court shall retain jurisdiction with respect to the effect, enforcement, amendment or modification of this Order, the Recognition Order, and any other request for additional relief in or related to these Chapter 15 Cases.

Dated: _____, 2024
New York, New York

HONORABLE DAVID S. JONES
UNITED STATES BANKRUPTCY JUDGE

Exhibit B

Effective Date Announcement

Successful implementation of Casino Group's financial restructuring

Paris, 28 March 2024

Casino, Guichard-Perrachon ("Casino") announces the effective completion of its financial restructuring.

All the transactions provided for in Casino's accelerated safeguard plan approved by the Paris Commercial Court on 26 February 2024 (the "Accelerated Safeguard Plan") and the accelerated safeguard plans of its concerned subsidiaries¹ approved by the Paris Commercial Court on 26 February 2024, have been implemented on 27 March 2024.

As a result of these transactions, Casino's share capital is comprised of 37,304,080,735 shares, representing 37,351,145,246 theoretical voting rights.

Thus, Mr. Philippe Palazzi acknowledged that the Effective Restructuring Date (as this term is defined in the Accelerated Safeguard Plan) occurred on 27 March 2024.

The completion of Casino's financial restructuring resulted in a change of control of Casino group (the "Group") to France Retail Holdings S.à.r.l. (an entity ultimately controlled by Mr. Daniel Křetínský).

Effective completion of the financial restructuring

All transactions provided for in the Accelerated Safeguard Plan have been completed, in particular the capital transactions described in the press release published by Casino on 25 March 2024.

Trading in Casino shares, which has been suspended since market close on 26 March 2024, will resume this morning at market opening.

Composition of Casino's board of directors

The new board of directors of Casino (the "Board of Directors") is now composed as follows:

- Mr. Laurent Pietraszewski: chairman of the Board of Directors;
- Mr. Philippe Palazzi: director and chief executive officer;
- Ms. Nathalie Andrieux, Ms. Elisabeth Sandager, Ms. Athina Onassis, Mr. Pascal Clouzard and Mr. Branislav Mišković: directors; and
- Mr. Thomas Piquemal, Mr. Thomas Doerane and Mr. Martin Plavec: censors (censeurs).

Mr. Thomas Doerane, censor appointed on the proposal of Trinity Investments Designated Activity Company, whose management company is Attestor Limited, has today informed Casino of his decision to temporarily renounce, with immediate effect from his appointment and until further notice, his position as censor on the Board of Directors of Casino and on its Strategic Committee, in order to prevent Trinity, Attestor, their affiliates and/or representatives from holding insider information concerning the Group.

In accordance with Casino's bylaws, a proposal will be made to the next general meeting of Casino shareholders convened on 11 June 2024, to ratify these appointments, which will be made on a provisional basis by co-option in accordance with Casino's bylaws.

The employee representative will be appointed at a later date, in accordance with the applicable legal and statutory provisions.

¹ Casino Finance, Distribution Casino France, Casino Participations France, Quatrim, Ségisor, and Monoprix

Composition of the committees of the Board of Directors

Casino refers to the recommendations of the AFEP-MEDEF code, it being specified that the composition and powers of the audit committee and the nominations and remuneration committee comply with the recommendations of the AFEP-MEDEF code.

Composition of Casino's new strategic committee

The composition of Casino's strategic committee (the "**Strategic Committee**") is as follows:

- Mr. Philippe Palazzi
- Mr. Branislav Miškovič
- Mr. Martin Plavec
- Mr. Thomas Piquemal
- Mr. Thomas Doerane
- Mr. Pascal Clouzard, non-voting

Composition of Casino's new audit committee

The composition of Casino's audit committee (the "**Audit Committee**") is as follows:

- Mr. Pascal Clouzard
- Ms. Nathalie Andrieux
- Mr. Branislav Miškovič
- Mr. Martin Plavec

Composition of Casino's new nominations and remuneration committee

The composition of Casino's nominations and remuneration committee (the "**Nominations and Remuneration Committee**") is as follows:

- Ms. Elisabeth Sandager
- Ms. Nathalie Andrieux
- Mr. Branislav Miškovič

Composition of Casino's new governance and CSR committee

The composition of Casino's governance and CSR committee (the "**Governance and CSR Committee**") is as follows:

- Ms. Nathalie Andrieux
- Ms. Elisabeth Sandager
- Ms. Athina Onassis

Composition of Casino's new executive committee

The composition of Casino's executive committee (the "**Executive Committee**") is as follows:

- Mr. Philippe Palazzi, Chief Executive Officer
- Ms. Esther Bitton, Director of Mergers and Acquisitions
- Ms. Estelle Cherruau, Director of Human Resources
- Ms. Angelique Cristofari, Chief Financial Officer
- Ms. Magali Daubinet-Salen, Managing Director, Distribution Casino France
- Mr. Hervé Daudin, Director of Merchandise, Chairman of Achats Marchandises Casino
- Mr. Vincent Doumerc, Managing Director of Franprix
- Mr. Alfred Hawawini, Director of Transformation and Strategy

- Mr. Thomas Métivier, Managing Director, Cdiscount, Cnova
- Mr. Christophe Piednoël, Director of Communications, Public Affairs and CSR
- Mr. Guillaume Sénéclauze, Managing Director, Monoprix / Naturalia
- Ms. Stéphanie Zolesio, Chairman of Casino Immobilier and Fintech activities

Next steps

The next steps in the Group's financial restructuring are as follows:

- the trading of Casino shares, which has been suspended since 27 March 2024, will resume on this morning at market opening;
- the following transactions involving Casino's share capital will be carried out in April 2024:
 - (i) a reverse share split of the shares comprising Casino's share capital, such that one hundred (100) ordinary shares with a par value of one euro cent (€0.01) each will be exchanged for one (1) new share with a par value of one (1) euro each, then upon completion of said reverse stock-split;
 - (ii) a reduction in Casino's share capital by reducing the par value of the shares issued by Casino from one euro (€1.00) to one euro cent (€0.01) per share; and
- Casino's annual general meeting will be held on 11 June 2024.

This press release has been prepared for information purposes only and should not be construed as a solicitation or offer to buy or sell any securities or related financial instruments. Similarly, it does not constitute, and should not be treated as, an investment advice. It has no regard to the investment objectives, financial situation or particular needs of any receiver. No representation or warranty, express or implied, is made as to the accuracy, completeness or reliability of the information contained herein. It should not be considered by recipients as a substitute for the exercise of their own judgment. All opinions expressed in this document are subject to change without notice.

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