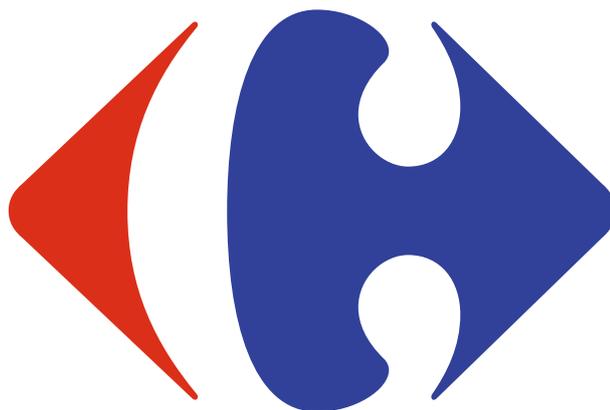




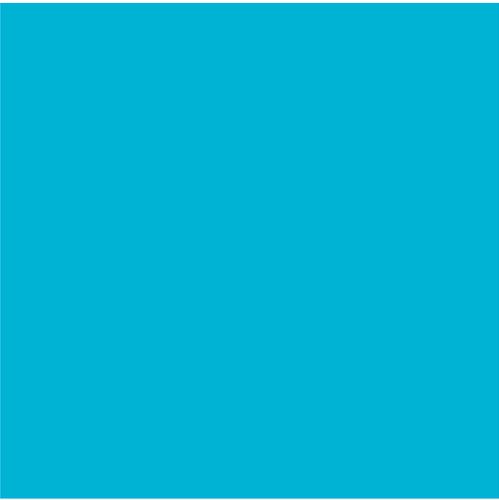
Notice of meeting

**ORDINARY AND EXTRAORDINARY
SHAREHOLDERS' MEETING**



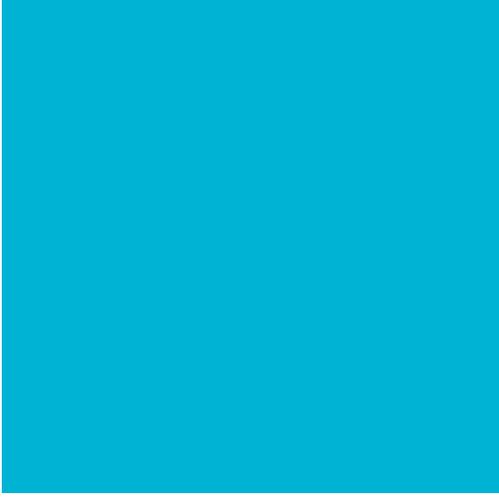
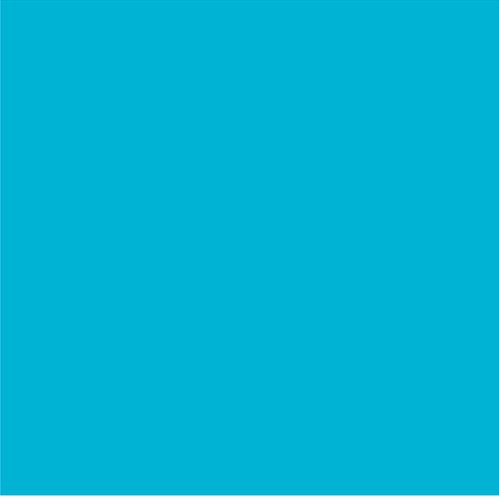
Tuesday, April 23, 2013
9.30 am

Carrousel du Louvre
99, rue de Rivoli
75001 Paris



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Dear Shareholder,

The Company's Board of Directors invites you to attend the Ordinary and Extraordinary Shareholders' Meeting to be held on Tuesday, **April 23, 2013 at 9.30 a.m.** at the Carrousel du Louvre, 99, rue de Rivoli, Paris (75001).

The Shareholders' Meeting is an excellent opportunity to obtain information and engage in a dialogue between the Company and its shareholders.

Regardless of the number of shares held, it is a chance for all shareholders to express their opinions and, through their vote, actively participate in decisions concerning the Company.

Each shareholder may take part in the Shareholders' Meeting by attending the meeting in person, voting by mail or giving proxy to the Chairman of the meeting or to another person of his or her choice.

This notice of meeting contains practical information regarding participation in the Shareholders' Meeting, the meeting agenda and the draft resolutions that will be submitted to you for approval.



SUMMARY OF COMPANY SITUATION DURING THE LAST FISCAL YEAR

ACTIVITIES AND RESULTS

Carrefour operates as a holding company and manages investments in France and abroad.

Revenue from operations totalled 462 million euros, mainly consisting of intra-Group rebilling.

Financial income increased from 427 million euros in 2011 to 1,029 million euros in 2012.

This improvement of 602 million euros resulted from:

- a decrease in net allowances to provisions for equity interests for 1,825 million euros. In 2011, net allowances to provisions stood at 1 660 million euros, and in 2012 a net provision reversal of 165 million euros was recorded;
- a decrease in dividends paid by subsidiaries for -1,439 million euros;
- a reversal of provisions for Carrefour treasury shares for 254 million euros;
- a decrease in other financial expenses, mainly related to the cost of debt, in the amount of 49 million euros;
- the accounting of provisions for financial risks of -87 million euros.

Extraordinary result was 1,234 million euros. This mainly reflected the net impact of impairment charges and impairment reversals related to merger losses, following impairment testing.

Net income for the period was 4,943,747.27 euros.

EQUITY INTERESTS

Significant movements during 2012 were as follows:

- purchase of Guyenne et Gascogne in a tender offer/exchange offer/compulsory withdrawal offer for a total price of 428 million euros;
- capital increase of Carrefour Management: 3 million euros;
- disposal of Carrefour Malaysia shares (15 million euros gross value);
- withdrawal from Carrefour Marinopoulos investment (35 million euros gross value) after our Greek activities were reorganised.

EARNINGS ALLOCATION

We propose to allocate and distribute earnings for the fiscal year as follows:

Profit for fiscal year 2012	€ 4,943,747.27
Retained earnings	€ 6,395,679.16
Total distributable profit	€11,339,426.43
Other reserves	€438,811,289.99
2012 Dividends	€411,344,498.74
Paid out of:	
Distributable profit	€11,339,426.43
Other reserves	€400.005.072,31
Balance of other reserves	€38,806,217.68

The amount of retained earnings after tax for fiscal year 2011 was increased owing to 2011 dividends not paid out on treasury shares.

It is specified that the total dividend of 411,344,498.74 euros, which represents a dividend of 0.58 euro per share, before payroll taxes and non final withholding tax of 21% provided for in Article 117 *quater* of the French General Tax Code, qualifies, for individuals who are French tax resident, for the tax relief equal to 40% of the amount of the dividend in accordance with Section 2° of paragraph 3 of Article 158 of the French General Tax Code.

We propose offering each shareholder the option of a dividend payment:

- in cash; or
- in new Company shares.

The new shares, if the option is exercised, will be issued at a price equal to 95% of the average opening prices listed during the twenty stock market trading sessions on Euronext Paris prior to the date of this Shareholders' General Meeting, less the amount of the dividend that is the subject of this resolution and rounded up to the nearest euro cent. Such issued shares will immediately be entitled to dividends as of January 1, 2013 and will be part of the share capital of the Company alongside other shares.

Shareholders may opt for payment of the dividend in cash or in new shares from May 2, 2013 to May 23, 2013 inclusive, by sending their request to the financial intermediaries that are authorized to pay the dividend or, for registered shareholders listed in the issuer-registered accounts held by the Company, to its authorized agent (CACEIS Corporate Trust 14, rue Rouget-de-Lisle - 92862 Issy-les-Moulineaux Cedex 09).



For shareholders who have not exercised their option by May 23, 2013, the dividend will only be paid in cash.

For shareholders who have not opted for a payment in shares, the dividend will be paid in cash on June 7, 2013 after the expiration of the option period. For shareholders who have opted for a dividend payment in shares, the settlement and delivery of shares will take place on the same date.

CHANGE IN CAPITAL

On December 12, 2011, Carrefour and Guyenne et Gascogne announce a final memorandum of understanding for Carrefour's acquisition of Guyenne et Gascogne. Following the authorisation given by the Board of Directors on December 11, 2011, the Company filed a public tender offer with a subsidiary public exchange offer for the shares of Guyenne et Gascogne. The offer was approved by France's securities supervisor, *Autorité des Marchés Financiers* (AMF) on February 28, 2012. The AMF consequently appended endorsement no. 12-095 to the information memorandum filed by the Company.

The Company's share capital was increased by a nominal amount of 33,328,125 euros through the creation of 13,331,250 new and fully paid-up shares in compensation for the securities brought to the subsidiary public tender offer.

Following this operation, the share capital amounted to 1,731,668,125 euros (one thousand and seven hundred thirty-one million, six hundred and sixty-eight thousand, one hundred and twenty-five euros). It was divided into 692,667,250 shares of 2.50 euros each, in the same category and fully paid up.

The Combined General Shareholders' Meeting of June 18, 2012, under its sixth resolution, resolved to offer each shareholder the option of payment of the net dividend, to which the shareholder is entitled by virtue of shares held, in the form of new Company shares.

The Company's share capital was accordingly increased by a nominal amount of 41,368,507.50 euros through the creation of 16,547,403 new Company shares, which were fully paid up as of their issue, carry dividend rights as of January 1, 2013 and rank *pari passu* with the other shares in the Company's share capital.

Following this increase, the share capital amounts to 1,773,036,632.50 euros (one thousand and seven hundred seventy-three million, thirty-six thousand, six hundred and thirty-two euros and 50 euro cents). It is divided into 709,214,653 shares of 2.50 euros each.

Share buyback

The Shareholders' Meeting held on June 18, 2012, deliberating pursuant to Article L. 225-209 of the French Commercial Code, the General Regulations of the *Autorité des marchés financiers* (AMF) and European Commission regulation no. 2273/2003 dated December 22, 2003, authorised the Board of Directors to purchase Company shares, enabling it to use the option of dealing in treasury shares, in particular to:

- ensure an active market in Carrefour shares through an investment services provider on the basis of a liquidity contract, in accordance with the Code of Good Conduct recognised by the *Autorité des marchés financiers* (AMF);
- fulfill share-purchase options granted to Carrefour Group employees and managers under plans implemented in accordance with Article L. 225-179 *et seq.* of the French Commercial Code;
- allocate free shares in accordance with Article L. 225-197-1 *et seq.* of the French Commercial Code;
- carry out share remittances or swaps during the exercise of rights attached to marketable securities giving access to the Company's capital, or during external growth, merger, demerger or contribution operations;
- cancel these, subject to adoption by the Shareholders' Meeting of the fourteenth resolution under the terms indicated therein, or authorisation of the same kind.

For each of the goals pursued, the number of shares purchased was as follows:

1. Liquidity contract

During 2012, the Company did not carry out any purchases or sales under a liquidity contract.

2. Hedging of share-purchase option plans and free-share allocation plans

As part of its long-term share-purchase plan, Carrefour purchased 664,970 shares at a unit price of 25.184 euros on June 20, 2012, for a total of 16,746,604.48 euros.

3. Cancellation

The Company did not cancel any shares during 2012.

The Company held 6,147,949 treasury shares at year-end (0.87% of the share capital).



2012 allocation of options and shares

Carrefour fully shares with Group corporate officers and senior managers the benefits of its growth by offering them share subscription and/or purchase options as well as free shares in the Company, which are issued in accordance with Articles L. 225-177 to L. 225-184 and L. 225-197-1 et seq. of the French Commercial Code, within the scope of authorisations by the Extraordinary Shareholders' Meeting.

- The number of shares delivered to recipients of free share allocations granted by the Management Board and/or the Board of Directors held in previous years totalled 115,671 shares for the 2012 fiscal year.

Employee shareholding

At year-end, Group employees held 1.17% of the Company's share capital through the Company mutual fund.

Transactions carried out by corporate officers with regard to Company shares

In accordance with Article 223-26 of the General Regulations of the AMF, we hereby inform you that, during transactions carried out during the 2012 fiscal year by persons described in Article L. 621-18-2 of the French Monetary and Financial Code:

- 10,254 shares were purchased due to the optional dividend payment in shares for 2011;
- 1,302,966 shares were purchased due to the optional dividend payment in shares for 2011 and were sold;
- 5,000 shares were purchased;
- 1,302,965 share purchase options were sold.

RECENT CHANGES

The outlook for the first months of this year and the activity and results for the entire Company, its subsidiaries and the companies that it controls by business division are described in the Group management report.



COMPANY EARNINGS PERFORMANCE IN THE LAST FIVE FISCAL YEARS

<i>(in € millions)</i>	2012	2011	2010	2009	2008
I - Capital at year-end					
Equity capital	1,773	1,698	1,698	1,762	1,762
Issue and merger premiums	15,419	15,094	15,094	15,953	15,954
Number of existing ordinary shares	709,214,653	679,336,000	679,336,000	704,902,716	704,902,716
II - Results of operations for the fiscal year					
Income before tax, employee profit-sharing and depreciation, amortization and provisions	473	582	1,521	470	(86)
Income tax	375	404	368	258	443
Employee profit-sharing payable for the fiscal year					
Income after tax and employee profit-sharing and depreciation, amortization and provisions	5	(1,077)	2,150	818	(1,257)
Distribute income ⁽¹⁾	369	353	734	761	761
III - Net income per share					
Income after tax and employee profit-sharing but before depreciation, amortization and provisions	1.20	1.45	2.78	1.03	0.51
Income after tax, employee profit-sharing and depreciation, amortization and provisions	0.01	(1.59)	3.16	1.17	(1.78)
Net dividend allocated to each share ⁽¹⁾	0.58	0.52	1.08	1.08	1.08
IV - Employee					
Average number of employees during the fiscal year	9	12	8	12	9
Amount of payroll for the fiscal year	19	20	25	16	18
Amount paid as employee benefits for the fiscal year (social security, social services)	6	6	7	5	7

(1) For 2012, this has been set by the Board of Directors and will be submitted to the Ordinary Shareholders' Meeting for approval.

In 2011, the distributed earnings shown in this table do not include the distribution of Dia shares in the form of a dividend-in-kind on July 5, 2011, amounting to 2,310 million euros.



AGENDA

MEETING AS AN ORDINARY SHAREHOLDERS' MEETING

1. Approval of corporate financial statements for fiscal year 2012;
2. Approval of Consolidated Financial Statements for fiscal year 2012;
3. Allocation of earnings and setting the dividend; option for payment of the dividend in shares;
4. Renewal of the appointment of Mr. Sébastien Bazin as a director;
5. Renewal of the appointment of Mr. Thierry Breton as a director;
6. Renewal of the appointment of Mr. Charles Edelstenne as a director;
7. Renewal of the appointment of Ms. Anne-Claire Taittinger as a director; and
8. Authorization for the Board of Directors to trade in the Company's own shares for a period of 18 months pursuant to Article L. 225-209 of the French Commercial Code.

MEETING AS AN EXTRAORDINARY SHAREHOLDERS' MEETING

9. Amendment to Article 20 of the Company's articles of association;
10. Authorization granted for a period of 24 months to the Board of Directors to reduce the share capital by cancelling shares already acquired through a share repurchase program;
11. Authorization granted for a period of 26 months to the Board of Directors to issue shares and securities giving access to share capital and securities giving access to the allotment of debt securities, with preferential subscription rights for shareholders, for a maximum nominal amount of 500 million euros;
12. Authorization granted for a period of 26 months to the Board of Directors to issue shares and securities granting entitlement to the share capital and securities giving access to the allotment of debt securities, cancelling the shareholders' preferential rights, by way of public offering, for a maximum nominal amount of 90 million euros;
13. Authorization granted for a period of 26 months to the Board of Directors to issue shares and securities giving access to share capital and securities giving access to the allotment of debt securities, cancelling the shareholder's preferential subscription rights, by way of private placement, within the scope of Article L. 411-2 II of the French Monetary and Financial Code, for a maximum nominal amount of 90 million euros;
14. Authorization granted for a period of 26 months to the Board of Directors to issue shares and securities giving access to share capital, not exceeding 10% of the share capital, to remunerate contributions in kind granted to the Company;
15. Authorization granted for a period of 26 months to the Board of Directors to issue, cancelling the shareholder's preferential subscription rights, shares and securities giving access to the share capital, by way of public exchange offering for the securities of another company implemented by the Company, for a maximum nominal amount of 90 million euros;
16. Authorization granted for a period of 26 months to the Board of Directors to increase share capital by incorporation of reserves, benefits or issue premiums, for a maximum nominal amount of 500 million euros;
17. Authorization granted for a period of 26 months to the Board of Directors to increase the share capital, cancelling the shareholders' preferential rights, in favor of employees who are members of a company savings plan, for a maximum nominal amount of 35 million euros.



RESOLUTIONS

For consideration by the meeting as an Ordinary General Meeting

FIRST RESOLUTION

(Approval of the corporate financial statements)

The Shareholders' General Meeting, deliberating under the conditions required for ordinary Shareholders' General Meetings as to *quorum* and majority, and having been informed of the Board of Directors' and Statutory Auditors' reports, approves the corporate financial statements for fiscal year 2012 including the balance sheet, the income statement and the notes, as presented, together with the transactions reflected in those financial statements and summarized in those reports.

SECOND RESOLUTION

(Approval of the Consolidated Financial Statements)

The Shareholders' General Meeting, deliberating under the conditions required for ordinary Shareholders' General Meetings as to *quorum* and majority, and having been informed of the Board of Directors' and Statutory Auditors' reports, approves the Consolidated Financial Statements for fiscal year 2012 including the balance sheet, the income statement and the notes, as presented, together with the transactions reflected in those financial statements and summarized in those reports.

THIRD RESOLUTION

(Allocation of earnings – Amount and payment date of dividend)

The Shareholders' General Meeting, under the conditions required for ordinary Shareholders' General Meetings as to *quorum* and majority, on a proposal from the Board of Directors resolves to allocate the profit for year 2012 which amounts to €4,943,747.27 as follows it being noted that there is no requirement to fund the legal reserve, which has already reached an amount of a tenth of the Company's share capital:

Profit for fiscal year 2012	€4,943,747.27
Retained earnings	€6,395,679.16
Total distributable profit	€11,339,426.43

Other reserves	€438,811,289.99
2012 Dividends	€411,344,498.74
Paid out of:	
Distributable profit	€11,339,426.43
Other reserves	€400,005,072.31
Balance of other reserves	€38,806,217.68

The amount of retained earnings after tax for fiscal year 2011 was increased owing to 2011 dividends not paid out on treasury shares.

It is specified that the total dividend of 411,344,498.74 euros, which represents a dividend of 0.58 euro per share, before payroll taxes and non final withholding tax of 21% provided for in Article 117 *quater* of the French General Tax Code, qualifies, for individuals who are French tax resident, for the tax relief equal to 40% of the amount of the dividend in accordance with Section 2° of paragraph 3 of Article 158 of the French General Tax Code.

The General Meeting, in accordance with Article L. 232-18 of the French Commercial Code and Article 26 of the articles of association, noting that share capital has been paid up in full, decide to offer each shareholder the option to choose for his/her dividend to be paid either:

- in cash; or
- in new shares of the Company.

The new shares, if the option is exercised, will be issued at a price equal to 95% of the average opening prices listed during the twenty stock market trading sessions on Euronext Paris prior to the date of this Shareholders' General Meeting, less the amount of the dividend that is the subject of this resolution and rounded up to the nearest euro cent. Such issued shares will immediately be entitled to dividends as of January 1, 2013 and will be part of the share capital of the Company alongside other shares.

Shareholders may opt for payment of the dividend in cash or in new shares from May 2, 2013 to May 23, 2013 inclusive, by sending their request to the financial intermediaries that are authorized to pay the dividend or, for registered shareholders listed in the issuer-registered accounts held by the Company, to its authorized agent (CACEIS Corporate Trust 14, rue Rouget-de-Lisle – 92862 Issy-les-Moulineaux Cedex 09).



For shareholders who have not exercised their option by May 23, 2013, the dividend will only be paid in cash.

For shareholders who have not opted for a payment in shares, the dividend will be paid in cash on June 7, 2013 after the expiration of the option period. For shareholders who have opted for a dividend payment in shares, the settlement and delivery of shares will take place on the same date.

If the amount of the dividends for which the option is exercised does not correspond to a whole number of shares, shareholders may obtain the immediately higher number of shares by paying the difference in cash on the date they exercise the option, or receive the immediately lower number of shares, with the balance in cash.

The Shareholders' General Meeting gives full powers to the Board of Directors, with the option of sub-delegation to the Chairman of the Board, in accordance with the conditions provided for by law, in order to make the payment of the dividend in new shares, to specify the terms and conditions of application and implementation thereof, to record the number of shares issued pursuant to this resolution and to make all requisite amendments to the articles of association concerning the share capital and the number of shares that make up the share capital and, in general, to take all requisite action.

It is recalled in accordance with the law, that the dividends paid on each share for the three preceding fiscal years and the income eligible for tax relief under Section 2° of paragraph 3 of Article 158 of the French General Tax Code per share, were as follows:

Fiscal year	Gross dividend paid	Dividends eligible for tax relief of 40%
2009	€1.08	€1.08
2010	€1.08	€1.08
2011	€0.52	€0.52

FOURTH RESOLUTION

(Renewal of the appointment of Mr. Sébastien Bazin as a director)

The Shareholders' General Meeting, deliberating under the conditions required for ordinary Shareholders' General Meetings as to *quorum* and majority, renews the term of office of Mr. Sébastien Bazin, as a member of the Board of Directors of the Company for a period of three years, until the Shareholders' General Meeting called to approve the financial statements for fiscal year 2015.

FIFTH RESOLUTION

(Renewal of the appointment of Mr. Thierry Breton as a director)

The Shareholders' General Meeting, deliberating under the *quorum* and majority conditions required for ordinary Shareholders' General Meetings, renews the term of office of Mr. Thierry Breton, as a member of the Board of Directors of the Company for a period of three years, until the Shareholders' General Meeting called to approve the financial statements for fiscal year 2015.

SIXTH RESOLUTION

(Renewal of the appointment of Mr. Charles Edelstenne as a director)

The Shareholders' General Meeting, deliberating under the *quorum* and majority conditions required for ordinary Shareholders' General Meetings, renews the term of office of Mr. Charles Edelstenne, as a member of the Board of Directors of the Company for a period of three years, until the Shareholders' General Meeting called to approve the financial statements for fiscal year 2015.

SEVENTH RESOLUTION

(Renewal of the appointment of Ms Anne-Claire Taittinger as a director)

The Shareholders' General Meeting, deliberating under the *quorum* and majority conditions required for ordinary Shareholders' General Meetings, renews the term of office of Ms Anne-Claire Taittinger, as a member of the Board of Directors of the Company for a period of three years, until the Shareholders' General Meeting called to approve the financial statements for fiscal year 2015.



EIGHTH RESOLUTION

(Authorization for the Board of Directors to trade in the Company's own shares for a period of 18 months)

The Shareholders' General Meeting, deliberating under the *quorum* and majority conditions required for ordinary Shareholders' General Meetings and having reviewed the report of the Board of Directors, authorizes the Board of Directors, with the option of sub-delegation, to trade in the shares of the Company as provided below, in accordance with Article L. 225-209 of the French Commercial Code, the General Regulation of the French Financial Markets Authority (*Autorité des Marchés Financiers*) and the European Commission's Regulation n° 2273/2003 of December 22, 2003.

The maximum purchase price of the shares is set at 35 euros per share and the maximum number of shares that may be acquired is 70,000,000 (approximately 10% of the share capital as of December 31, 2012).

The total amount that the Company may allocate to the share repurchase program shall not exceed 2,450,000,000 euros.

In the event of an alteration of the Company's share capital structure, in particular by a share capital increase through the capitalization of reserves, grant of free shares, share split or consolidation, the number of shares and the aforementioned purchase price will be adjusted to take account of the impact of such transactions on the value of the shares.

This authorization intends to allow the Company to use the possibilities of intervention on its own shares, in particular for the following purposes:

- to engage in market making activities with respect to Carrefour shares through an investment services provider, in the context of a liquidity contract conforming to the professional rules approved by the French Financial Markets Authority (*Autorité des Marchés Financiers*);
- to fulfill any stock option plan in respect of the Company, free share allocation or other forms of allocation of shares or compensation related to the share price, to employees or corporate officers of the Company or a Group company;
- to allot or exchange shares, upon the exercise of rights attached to securities giving access to share capital;

- to keep shares and subsequently use them as payment or as exchange within the scope of acquisitions, mergers, demergers or contributions, and under the limits set by the applicable regulations;
- to cancel shares, subject to the approval by the Shareholders' General Meeting of the tenth resolution, according to the terms and conditions stated therein or any other similar authorization; or
- engage in any market making activities that may be recognized by law or the French Financial Markets Authority (*Autorité des Marchés Financiers*).

The Shareholders' General Meeting resolves that (i) the purchase, sale or transfer of shares may be effected and financed by all means and in one or several installments, on the market, off-market or over the counter, including by use of options, derivatives – including the purchase of options – or securities giving access to shares of the Company, as provided for by the market authorities, and (ii) the maximum number of shares that can be transferred in the form of blocks of shares may be equal to the entirety of the share repurchase program.

The Shareholders' General Meeting resolves that the Company shall not use this authorization and at the same time continue its repurchase program in the event a public offer on the shares or other securities issued by the Company is made.

The Shareholders' General Meeting gives full powers to the Board of Directors, with the option of sub-delegation, pursuant to the conditions provided for by law and by the articles of association, to decide upon and implement this authorization, by placing any stock exchange orders, entering into any agreements, carrying out all formalities and declarations (in particular, in accordance with the regulations set out by the French Financial Markets Authority (*Autorité des Marchés Financiers*)), allocate or reallocate the shares acquired for various purposes in accordance with any legal and regulatory requirements, and more generally taking any necessary action for the implementation of this resolution.

This authorization is granted for a period of eighteen months from the date of this General meeting, and supersedes, for the remainder of its on-going validity period the authorization granted by the Shareholders' General Meeting on June 18, 2012.



Extraordinary General Meeting

NINTH RESOLUTION

(Amendment to Article 20 of the Company's articles of association)

The Shareholders' General Meeting, deliberating under the conditions required for extraordinary Shareholders' General Meetings as to *quorum* and majority, after having reviewed the report of the Board of Directors, resolves:

- to amend Article 20 of the Company's articles of association as follows:

Current version:

"2. Every shareholder has the right to participate in Shareholders' General Meetings by way of a proxy given to another shareholder, or to his or her spouse, and may also participate by sending their proxy and mail voting forms, subject to the conditions set forth under applicable laws and regulations."

Proposed new wording:

"2. Every shareholder has the right to participate in Shareholders' General Meetings by way of a proxy given to any other person of his or her choice, and may also participate by sending their proxy and mail voting forms, subject to the conditions set forth under applicable laws and regulations."

The other provisions of Article 20 remain unchanged.

TENTH RESOLUTION

(Authorization granted to the Board of Directors for a period of 24 months, to reduce the share capital by cancelling shares)

The Shareholders' General Meeting, deliberating under the conditions required for ordinary Shareholders' General Meetings as to *quorum* and majority, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, authorizes the Board of Directors, with the option of sub-delegation, pursuant to the provisions of Article L. 225-209 of the French Commercial Code, to reduce the share capital, on one or more occasions, at its sole discretion and at any time it deems appropriate, through the cancellation of shares already held by the Company and/or shares the Company might acquire through a share repurchase program.

As required by law, the reduction may be made on no more than 10% of the share capital during each twenty-four month period.

All powers are granted to the Board of Directors, with the option of sub-delegation, in order to:

- perform and record the capital reduction transactions;
- perform and determine the terms and conditions for the cancellation of shares;

- modify accordingly the Company's articles of association;
- deduct the difference between the carrying value of the cancelled shares and their par value on all reserves or premiums; and
- generally, take all necessary measures, enter into all agreements and carry out all formalities in order to successfully complete the proposed share capital reduction, record its completion and subsequently amend the Company's articles of association.

This authorization is granted for a period of twenty-four months from the date of this General Meeting. It supersedes the authorization granted by the Shareholders' General Meeting on June 18, 2012.

ELEVENTH RESOLUTION

(Authorization granted to the Board of Directors for a period of 26 months to issue shares and securities giving access to share capital, and securities giving access to the allotment of debt securities with preferential subscription rights for shareholders for a maximum nominal amount of five hundred (500) million euros)

The Shareholders' General Meeting, deliberating under the *quorum* and majority required for extraordinary general meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, in accordance with Articles L. 225-129-2 to L. 225-129-6, L. 225-132, L. 225-134, L. 228-91 and L. 228-92 of the French Commercial Code:

- delegates to the Board of Directors, with the option of sub-delegation, subject to applicable law, in the proportions and at the times it sees fit, both in France and abroad, its authority to decide on one or more issues in euro or in any other currency or currency unit established by reference to more than one currency, with the maintenance of shareholder preferential subscription rights, the Company's shares and/or securities giving access, immediately and/or in the future, to the Company's share capital;
- resolves to expressly exclude any issue of preference shares and securities conferring the right to preference shares;



- resolves that securities issued may consist of debt securities or be related to the issuance of such securities or take the form of subordinated or non-subordinated securities with a fixed or indefinite duration;
- resolves that the total amount of share capital increases likely to be performed, immediately and/or in the future, under this authorization shall not exceed a maximum par value amount of five hundred (500) million euros, this amount being increased, if necessary, to preserve, in accordance with the law and, where applicable, to contractual provisions allowing for other adjustments, to preserve the rights of the holders of the marketable securities or other rights giving access to the share capital;
- resolves that, in the event of an issue of debt securities granting access to the Company's share capital the maximum nominal amount of all debt securities shall not exceed 4 billion euros (or the equivalent thereof in the event of an issue in another currency or monetary unit calculated by reference to multiple currencies);
- resolves that the shareholders may, in compliance with the applicable law, exercise their preferential subscription rights, in the proportions and limits set by the Board of Directors. The Board of Directors may also grant the right to shareholders to subscribe to securities in excess of the minimum number to which they have preferential subscription rights, in proportion to the subscription rights they hold and within the limits of their requests. If the subscriptions made by the shareholders *pro rata* to their existing shareholding and, as the case may be, over and above their existing shareholding, have not resulted in the purchase of all of the shares or marketable securities, the Board of Directors may use, in the order it shall deem appropriate, the options set forth in Article L. 225-134 of the French Commercial Code, or only some of them, including the offer to the public of all or part of the unsubscribed shares;
- resolves that issuances of warrants entitling their holders to subscribe for shares of the Company may be carried out by subscription offer but also by a free issue to holders of existing shares, and in the event of a free issue of equity warrants, the Board of Directors would have the right to decide that the rights of allotment forming fractional allocations will not be negotiable and that the corresponding securities shall be sold;
- resolves that the amount paid or due to the Company for each of the shares issued, as a result of this authorization, will be at least equal to the nominal value of the shares, as calculated on the date of issue;
- acknowledges, where necessary, that this authorization entails a waiver by the shareholders, for the benefit of the holders of securities conferring access to the share capital of the Company, of their preferential subscription right in respect of the ordinary shares of the Company to which such securities give entitlement to.

This authorization is granted for a period of twenty-six months from the date of this meeting and replaces, in relation to ineffective parts, that granted on June 21, 2011.

TWELFTH RESOLUTION

(Authorization granted for a period of 26 months to the Board of Directors to issue shares and securities granting entitlement to the share capital as well as securities granting right to as well as securities granting allotment of debt securities, cancelling the shareholders' preferential rights to subscribe for shares by way of public offering, for a maximum nominal value of ninety (90) million euros)

The shareholder's general meeting deliberating under the *quorum* and majority required for extraordinary general meetings, in accordance with the provisions of the Articles L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 to L. 228-93 of the French Commercial Code:

- delegates to the Board of Directors, with the option of sub-delegation, subject to applicable law, in the proportion and at the time it sees fit, its authority to issue, cancelling the preferential subscription rights:
 - shares and/or securities giving access to the Company's share capital,
 - shares and/or securities giving access to the Company's share capital to be issued by companies in which the Company, directly or indirectly, owns more than half of all securities giving access to the Company's share capital,
 - shares and/or securities of the Company giving access to the share capital of a company of which the Company directly or indirectly owns more than half of the share capital;
- resolves that all issuances of preference shares and securities conferring the right to preference shares shall be expressly excluded;
- resolves that the total amount of the share capital increases likely to be performed immediately and/or in the future, under this authorization shall not exceed ninety (90) million euros, it being specified that such amount shall be counted towards the aggregate limit of five hundred (500) million euros provided for by the eleventh resolution of this meeting, and, where applicable, this amount will be increased by the nominal value of the issued shares to preserve the rights of holders of the marketable securities or other rights giving access to the share capital;



- resolves that the securities issued may consist of debt securities or be related to the issue of such securities or take the form of subordinated or non-subordinated securities with a fixed or indefinite period;
- resolves that the amount of the debt securities which are likely to be issued shall not exceed 720 million euros (or the equivalent thereof in the event of an issue in another currency or monetary unit), it being specified that this amount shall be counted towards the aggregate limit of 4 billion euros provided for in the eleventh resolution of this meeting;
- resolves that the issuances made under this authorization will be made by way of public offering, it being specified that they are made in conjunction with an offer, pursuant to Section II of Article L. 411-2 of the French Monetary and Financial Code;
- resolves to cancel any preferential subscription right to shares and securities to be issued under this resolution;
- resolves that the Board of Directors will confer to shareholders the option of a preferential subscription right over irrevocable and revocable shares, for a period determined in compliance with the law and regulatory requirements, to all or part of the issued shares as set forth in the provisions of Article L. 225-135 paragraph 2 of the French Commercial Code;
- acknowledges, where necessary, that this authorization will constitute a waiver by existing shareholders of their preferential subscription rights in respect of new shares, in favor of holders of securities to be issued under this resolution;
- resolves that:
 - the issue price of shares will be at least equal to the minimum amount within the legal and regulatory requirements applicable on the day of issue (which at the present date is the weighted average stock market price over the last three stock market trading days preceding the fixing of the price) and if needed, after correction of this amount and taking into account differences in dividend eligibility dates,
 - the issue price of the securities giving access to the Company's share capital issued pursuant to this resolution will be determined such that the amount received by the Company plus any amount that may be received by it for every share issued, shall be at least equal to the minimum as defined in the paragraph above.

This authorization is granted for a period of 26 months from the date of this meeting and supersedes, in relation to ineffective parts, to that granted on June 21, 2011.

THIRTEENTH RESOLUTION

(Authorization granted for the period of 26 months to the Board of Directors to issue ordinary shares and securities granting entitlement to share capital including securities granting entitlement to an allotment of debt instruments, cancelling the preferential subscription right of the shareholders, by way of private placement, within the scope of Article L. 411-2 II of the French Monetary and Financial Code, for a maximum nominal amount of ninety (90) million euros)

The shareholder's general meeting deliberating under the *quorum* and majority required for extraordinary general meetings, in accordance with the provisions of Articles L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 to L. 228-93 of the French Commercial Code and having reviewed the report of the Board and the report of the auditors:

- delegates to the Board of Directors, with the option of sub-delegation, subject to applicable law, in the proportion and at the time it sees fit, its authority to issue, cancelling the preferential subscription right of the shareholder:
 - shares and/or securities giving access to the Company's share capital,
 - shares and/or securities giving access to the Company's share capital to be issued further to the issue of any securities giving access to the Company's share capital by companies of which the Company, directly or indirectly, owns more than half of all securities,
 - shares and/or securities of the Company giving access to the share capital of a company of which the Company, directly or indirectly, owns more than half of the share capital;
- resolves that all issuances of preference shares and securities conferring the right to preference shares shall be expressly excluded;
- resolves that the total amount of the share capital increases likely to be performed immediately and/or in the future, under this authorization shall not exceed ninety (90) million euros, it being specified that such amount shall be counted against the maximum nominal amount of ninety (90) million euros provided for by the twelfth resolution of this meeting, and to the amount of the aggregate limit of five hundred (500) million euros provided for by the eleventh resolution of this meeting, and, where applicable, this amount will be increased by the nominal value of the issued shares to preserve the rights of holders of the marketable securities or other rights giving access to the share capital;
- resolves that the securities issued may consist of debt securities or be related to the issue of such securities or take the form of subordinated or non-subordinated securities with a fixed or indefinite period;



- resolves that the amount of the debt securities which are likely to be issued shall not exceed 720 million euros (or the equivalent thereof in the event of an issue in another currency or monetary unit), it being specified that this amount will be counted against the aggregate limit of 720 million euros provided for in the twelfth resolution of this meeting, and to the aggregate limit of 4 billion euros provided for in the eleventh resolution of this meeting;
- resolves that the issuances made under this authorization by way of public offering pursuant to II of Article L. 411-2 of the French Monetary and Financial Code, which can be undertaken conjointly in a tender or in a public tender;
- resolves to cancel any preferential subscription right to shares and securities to be issued under this resolution;
- acknowledges, where necessary, that this authorization shall automatically give for the benefit of the holders of the securities to be issued under this resolution and entails a waiver by shareholders of their preferential subscription right in respect of the new shares to which such securities give entitlement to;
- resolves that:
 - the issue price of shares is at least equal to the minimum amount within the legal and regulatory requirements applicable on the day of issue (which at the present date is the weighted average stock market price over the last three stock market trading days preceding the fixing of the price) and if needed, after correction of this amount and taking into account differences in dividend eligibility dates,
 - the issue price of the securities giving access to the Company's share capital shall be determined so that the amount received immediately by the Company plus any amount which may be received in the future so that each of these securities shall be at least equal to the minimum issue price as defined in the paragraph above.

This authorization is granted for the duration of 26 months from the date of this meeting.

FOURTEENTH RESOLUTION

(Authorization granted for a period of 26 months to the Board of Directors in order to issue the shares and/or securities, not exceeding 10% of the share capital and giving access to share capital to remunerate contributions in kind granted to the Company)

The shareholder's general meeting deliberating under the *quorum* and majority required for extraordinary general meetings, in accordance with the provisions of the Articles L. 225-147 paragraph 6 of the French Commercial Code and having examined the report of the Board and the report of the auditors:

- delegates to the Board of Directors, with the option of sub-delegation, subject to applicable law, in the proportion and at the time it sees fit, its authority to issue shares and/or securities giving access to the Company's share capital and to remunerate contributions in kind consisting of equity securities or securities giving access to the share capital, if the provisions of L. 225-148 of the French Commercial Code are not applicable;
- resolves that the total amount of the share capital increase to be undertaken pursuant to this authorization shall not exceed 10% of the share capital of the Company at the time of the issue within the limits of the nominal amount of ninety (90) million euros, being specified that such amount shall be counted against the maximum nominal amount of ninety (90) million euros provided for by the twelfth resolution and to the amount of the aggregate limit of five (500) hundred million euros provided for by the eleventh resolution of this meeting;
- acknowledges, where necessary, that this authorization entails a waiver by the shareholders of their preferential right in respect of shares of the Company to which such securities may give entitlement to.

Full authority is granted to the Board of Directors to implement this authorization, in particular to determine all terms and conditions of the authorized operations and evaluate contributions as well as grants, where applicable, of specific benefits, to determine the number of shares to be issued in return for the contributions as well as the entitlement date of the shares to be issued, to charge to the premium account the expenses arising from the issuance, to complete the share capital increase and amend the articles of association accordingly, to prepare all agreements and to take necessary measures to conclude all agreements to ensure successful completion of the operation.

This authorization is granted for a period of 26 months from the date of this meeting and supersedes, in relation to ineffective parts the authorization granted on June 21, 2011.



FIFTEENTH RESOLUTION

(Authorization granted for a period of 26 months to the Board of Directors to issue shares and/or securities giving access to the share capital, cancelling the preferential subscription right of the shareholders, to remunerate contributions in kind granted to the Company, by way of public offering implemented by the Company on the securities of another company, for the maximum nominal amount of ninety (90) million euros)

The shareholder's general meeting deliberating under the *quorum* and majority required for extraordinary general meetings, in accordance with the provisions of the Articles L. 225-129-2, L. 225-148, L. 228-91 and L. 228-92 of the French Commercial Code and having reviewed the report of the Board and the auditors:

- delegates to the Board of Directors, with the option of sub-delegation, subject to applicable law, in the proportion and at the time it sees fit, its authority to issue shares and/or securities giving access to share capital, to remunerate contributions given through public tender in France and abroad;
- resolves that the amount of the share capital increases which may be executed through the issue of shares or securities giving access to the share capital shall not exceed ninety (90) million euros, it being specified that this amount will be counted against the maximum nominal amount of ninety (90) million euros provided for by the twelfth resolution and to the amount of the aggregate limit of five hundred (500) million euros provided for by the eleventh resolution of this meeting;
- resolves that the total amount of the debt securities to be issued in respect of this resolution shall not exceed 720 million euros (or the equivalent thereof calculated in another currency or monetary unit), it being specified that the said amount shall be counted against the limit of 720 million euros provided for by the twelfth resolution of this meeting and to the aggregate limit of 4 billion euros provided for by the eleventh resolution of this meeting;
- resolves to cancel preferential subscription rights to shares and securities to be issued under this resolution to the benefit of holders of securities;
- acknowledges, where necessary, that this authorization entails a waiver by the shareholders of their preferential right in respect to shares of the Company to which such securities may give entitlement to.

This authorization is granted for a period of 26 months from the date of this meeting and supersedes, in relation to its ineffective parts, the authorization granted on June 21, 2011.

SIXTEENTH RESOLUTION

(Authorization granted for a period of 26 months to the Board of Directors to increase share capital by incorporation of reserves, benefits or issue premiums for a maximum nominal amount of five hundred (500) million euros)

The shareholder's general meeting deliberating under the *quorum* and majority required for ordinary general meetings, in accordance with the provisions of the Articles L. 225-129-2 and L. 225-130 of the French Commercial Code:

- delegates to the Board of Directors, with the option of sub-delegation, subject to applicable law, in the proportion and at the time it sees fit, its authority to decide upon the share capital increase by capitalizing premiums, reserves and profits, which will be lawful and compliant with the articles of association, either through free allocation of new shares or by increasing the nominal value of existing shares, or a combination of these two processes;
- resolves that the nominal amount of share capital increases that may thus be carried out through the issue of shares and securities shall not exceed five hundred (500) million euros, it being specified that this nominal amount will be counted against the aggregate limit of five hundred (500) million euros provided for in the eleventh resolution of this meeting and that this amount shall increase, where applicable, the nominal value of shares, in accordance with the law, where applicable contractual provisions, stock options or the purchase of or right to free shares;
- resolves, in the event of a grant of free shares, that (i) the rights forming fractional allotments will not be negotiable and that the corresponding shares will be sold; it being specified that the sums derived from the sale will be allocated to the right's holders in accordance with applicable legal and regulatory provisions, and that (ii) the shares allotted under this authorization will benefit from double voting rights in relation to this issuance.

This authorization is granted for a period of 26 months from the date of this meeting and supersedes, in relation to ineffective parts, the authorization granted on June 21, 2011.



SEVENTEENTH RESOLUTION

(Authorization granted to the Board of Directors for a maximum period of 26 months in order to increase the share capital, cancelling the preferential subscription rights of the shareholders, in favor of employees who are members of a company savings plan, for a maximum nominal amount of thirty-five (35) million euros)

The Shareholders' General Meeting, deliberating under the *quorum* and majority required for extraordinary Shareholders' General Meetings in accordance with the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-1 *et seq.* of the French Labor Code, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

- delegates to the Board of Directors, with the option of sub-delegation within the law, its authority to increase the share capital, on one or more occasions, at the time and under the terms and conditions it will determine, to a maximum nominal amount of thirty-five (35) million euros by issuing shares or any other securities conferring immediate or deferred access to the share capital of the Company to participants of the Company's employee saving plan, and that this nominal amount shall be counted against the aggregate nominal value of five hundred (500) million euros provided for in the eleventh resolution of this meeting and that this amount will be increased, as may be necessary, by reason of any adjustments made in accordance with applicable legislative and regulatory provisions and, as the case may be, of contractual stipulations to preserve the rights of holders of marketable securities or other rights conferring access to share capital;
- resolves to cancel the preferential subscription rights of shareholders to the new shares or other securities to be issued giving rights to the share capital of the Company reserved for the participants in one or more company savings plans (or any other plan within the scope of Article L. 3332-18 of the French Labor Code, whereby a share capital increase may be reserved under equivalent conditions) which may be put in place within the Group formed by the Company and the French and foreign companies, included within the scope of consolidation of the Company's financial statements under Article L. 3344-1 of the French Labor Code;

- recognizes that this authorization will constitute a waiver by existing shareholders of their preferential subscription rights in respect of new shares, in favor of holders of securities to be issued under this resolution;
- resolves that the subscription price for the new shares will be at least 80% of the average of the opening price of existing shares on the NYSE Euronext Paris market over the 20 trading days immediately preceding the date on which the issue price is set. However, the Shareholders' General Meeting expressly authorizes the Board of Directors to reduce the aforementioned discounts within the legal and regulatory limits so as to take account, where required, of locally applicable legal, accounting, tax and social security regimes provisions in the country of residence of members of a savings plan who are beneficiaries of the share capital increase. The Board of Directors may also replace all or part of the discount through the grant of free shares or other securities, in existence or to be issued, giving access to the Company's share capital, it being understood that the total advantage resulting from this allotment and, if applicable, the discount described above, shall not exceed the benefit that members of the Company savings plan would have enjoyed if this difference had been 20%;
- the Board of Directors may proceed, in accordance with Article L. 3332-21 of the French Labor Code, with the grant of free shares or securities conferring access to the share capital of the Company, by way of subscription, and/or in lieu of the discount.

This authorization is granted for a period of twenty-six months from the date of this meeting. It supersedes the authorization granted by the Shareholders' General Meeting of June 18, 2012.



BOARD OF DIRECTORS' REPORT TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF APRIL 23, 2013

This Shareholders' Meeting will be asked to vote on ordinary resolutions, for which a majority of the votes is required for adoption, and extraordinary resolutions, for which two-thirds of the votes are required for adoption.

Ordinary resolutions

The Board of Directors asks that you vote on the following ordinary resolutions:

FIRST, SECOND AND THIRD RESOLUTIONS: APPROVAL OF THE FINANCIAL STATEMENTS, ALLOCATION OF NET INCOME AND SETTING OF DIVIDEND

In its first and second resolutions, the Board of Directors asks that you approve the annual and Consolidated Financial Statements for the fiscal year ended December 31, 2012.

The purpose of the third resolution is to propose the allocation of net income and to set the dividend per share for fiscal year 2012 at 0.58 euro, payable in cash or in shares.

New shares would be issued at a price equal to 95% of the average of the opening prices quoted on the Euronext Paris regulated market during the 20 trading sessions preceding the date of the Shareholders' Meeting, reduced by the net amount of the dividend and rounded up to the nearest euro cent.

The quotation date of the ex-dividend shares is set at May 2, 2013. The option period during which shareholders may opt for a payment of the dividends in cash or in new shares would begin on May 2 and continue until May 23, 2013 inclusive. Shareholders may submit their request to the financial intermediaries authorised to pay the dividend or, for shareholders listed in the registered accounts held by the Company, to its agent, CACEIS Corporate Trust, 14 Rue Rouget-de-Lisle, 92862 Issy-les-Moulineaux Cedex 09, France.

Payment of the dividend and delivery of the new shares would occur on June 7, 2013.

The full dividend amount of 411,344,498.74 euros, which represents a dividend per share of 0.58 euro before social security contributions and the compulsory levy (*prélèvement obligatoire non libératoire*) of 21% stipulated in Article 117, subparagraph four, of the French General Tax Code, is, for private individuals who are residents in France for tax purposes, eligible for the 40% tax reduction described in Article 158-3-2 of the French General Tax Code.

FOURTH, FIFTH, SIXTH AND SEVENTH RESOLUTIONS: RENEWAL OF THE TERMS OF FOUR DIRECTORS

The terms of Sébastien Bazin, Thierry Breton, Charles Edelstenne and Anne-Claire Taittinger are due to expire at the end of this Shareholders' Meeting.

The biography of each candidate whose term is up for renewal may be viewed on the Company's website within the statutory periods.

At the recommendation of the Appointments Committee, the Board of Directors asks that you renew their term for a period of three years.

At the recommendation of the Appointments Committee, the Board of Directors re-examined the status of Thierry Breton, Charles Edelstenne and Anne-Claire Taittinger as independent directors.

On the basis of public information in which reference was made to Thierry Breton's strictly potential role, in the future, as a member of a committee of experts that would be formed only in case of Mr. Bernard Arnault's unavailability in order to ensure the proper implementation of his personal recommendations, the Board of Directors followed the recommendations of the Appointments Committee. This committee unanimously decided that such an event would in no way compromise Thierry Breton's independence in completing his current term as director of the Company. It also noted that Thierry Breton holds no corporate appointments, in France or abroad, other than those of director of the Company and Chief Executive Officer of Atos SE. After discussing the matter, the Board of Directors unanimously agreed with the findings of the Appointments Committee regarding Thierry Breton's independence.

In accordance with the AFEP-MEDEF Corporate Governance Code, the Board of Directors decided that these three members can continue to be considered independent directors.



EIGHTH RESOLUTION: BUYBACK PROGRAMME

Pursuant to Articles L. 225-209 *et seq.* of the French Commercial Code, the General Regulations of the *Autorité des Marchés Financiers* (AMF) and European Commission Regulation no. 2273/2003 of December 22, 2003, the Board of Directors proposes that you renew, for a period of 18 months, the authorisation granted to it by the Shareholders' Meeting held on June 18, 2012 to buyback and sell the Company's shares, except during a tender offer, in particular to:

- ensure an active market in Carrefour shares through an investment services provider;
- honour the obligations related to stock option plans, free share allocation programmes and any other restricted sharetypes of share allocation or compensation related to the share price;
- proceed with deliveries or exchanges of shares during the exercise of rights attached to marketable securities giving access to the Company's share capital;
- retain them and deliver them at a later date as payment or exchange in connection with external growth operations;

- cancel them; or
- engage in any acceptable market practice that may be recognised by law or by the AMF.

The maximum purchase price per share will be set at 35 euros (*i.e.* the same maximum price stipulated in the current authorisation), with the maximum number of shares that may be purchased set at 70,000,000 (*i.e.* nearly 10% of the capital stock as of December 31, 2012).

In accordance with the regulations in force, the Company may not hold, at any given time, more than 10% of the shares comprising its share capital.

The total amount that the Company may use to buyback its own shares may not exceed 2,450 million euros.

This authorisation will be granted for a period of 18 months from the date of this Shareholders' Meeting.



Extraordinary resolutions

The Board of Directors asks that you vote on the following extraordinary resolutions:

NINTH RESOLUTION: AMENDMENTS TO THE BY-LAWS

The purpose of the amendment to Article 20 of the Company's by-laws is to update the provisions related to shareholder representation.

TENTH RESOLUTION: CAPITAL REDUCTION THROUGH CANCELLATION OF TREASURY SHARES

Pursuant to the provisions of Article L. 225-209 of the French Commercial Code, the Board of Directors proposes that you renew, for a period of 24 months, the authorisation granted to it to reduce the share capital, on one or more occasions, by cancelling shares already held by the Company and/or shares that it may purchase as part of a share buyback.

As provided by law, such a reduction may not exceed 10% of the share capital per 24-month period.

This authorisation will be granted for a period of 24 months from the date of this Shareholders' Meeting.

FROM ELEVENTH TO SIXTEENTH RESOLUTIONS: FINANCIAL AUTHORISATIONS

The Board of Directors was granted financial authorisations by the Shareholders' Meeting of June 21, 2011 (other than the thirteenth resolution), which are due to expire this year.

The Board of Directors has not used the previous authorisations. These resolutions are proposed to you so that your Board of Directors can, at the right time, immediately take the most appropriate measures regarding the financing of planned investments or external growth operations in the interest of the Company.

The Board of Directors asks that you cancel these authorisations and grant it new delegations of power and authority for a uniform period of 26 months.

The Board of Directors proposes a new resolution (thirteenth resolution) for the purpose of issuing shares and marketable

securities giving access to share capital as well as marketable securities entitling holders to the allotment of debt securities by a private placement in addition to the twelfth resolution (in the context of a tender offer) so as not to request a joint vote on transactions aimed at different recipients (public or qualified investors only).

Overall ceiling for issues giving access to share capital

The Board of Directors asks that you set the overall ceiling for the requested issue authorisations at 28.20% of share capital as of the Shareholders' Meeting date, *i.e.* a maximum nominal amount of 500 million euros for issues of ordinary shares.

This overall ceiling includes the ceiling for:

- issues with preferential subscription rights maintained (eleventh and sixteenth resolutions);
- issues with cancellation of preferential subscription rights (twelfth, thirteenth, fourteenth and fifteenth resolutions);
- issues reserved for members of a Company savings plan (seventeenth resolution).

The ceiling for issues with preferential subscription rights maintained (eleventh and sixteenth resolutions) will be equal to the aforementioned overall ceiling.

The ceiling for issues with cancellation of preferential subscription rights (twelfth, thirteenth, fourteenth and fifteenth resolutions) will be limited to 5% of share capital as of the Shareholders' Meeting date, *i.e.* a maximum nominal amount of 90 million euros for issues of ordinary shares.

The total amount of issues completed pursuant to all the aforementioned resolutions may therefore not exceed 500 million euros and the total amount of issues completed with cancellation of preferential subscription rights may not exceed 90 million euros.

The delegations related to the eleventh, twelfth, thirteenth and fifteenth resolutions also pertain to the issue of marketable securities representing debt securities that give access to the Company's share capital or to debt securities:

- up to 4,000 million euros pursuant to the eleventh resolution;
- up to 720 million euros pursuant to the twelfth, thirteenth and fifteenth resolutions.

The total amount of issues completed pursuant to said resolutions may not exceed 4,000 million euros and the total amount of issues of marketable securities representing debt securities carried out pursuant to the twelfth, thirteenth and fifteenth resolutions may not exceed 720 million euros.



SEVENTEENTH RESOLUTION: CAPITAL INCREASE RESERVED FOR EMPLOYEES

Given that the Shareholders' Meeting must vote on authorisations to increase the Company's capital, a resolution regarding a capital increase reserved for employees must, pursuant to the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-1 *et seq.* of the French Labour Code, be voted on by the Shareholders' Meeting.

This resolution provides for:

- a maximum nominal amount of the capital increase set at thirty-five million euros (35 million euros);
- this amount will be charged against the overall nominal ceiling of 500 million euros specified in the eleventh resolution;

- the subscription price for new shares will not be less than 80% of the average share price quoted on NYSE Euronext Paris during the 20 trading sessions preceding the date of the decision that sets the opening date of subscriptions;
- this delegation will automatically entail the shareholders' waiver, in favour of the holders of marketable securities issued pursuant to this resolution that give access to the Company's share capital, of their preferential right to subscribe for the shares to which these marketable securities entitle their holders.

This delegation will be granted for a period of 26 months from the date of this Shareholders' Meeting. It cancels and replaces the authorisation granted by the Shareholders' Meeting of June 18, 2012.



PRESENTATION OF THE BOARD OF DIRECTORS

COMPOSITION OF THE BOARD OF DIRECTORS

GEORGES PLASSAT

Chairman and Chief Executive Officer

Board appointment date:
May 23, 2012

Ratification and renewal:
June 18, 2012

Term of office expires:
Shareholders' Meeting convened to approve the financial statements for the fiscal year ending December 31, 2014

SÉBASTIEN BAZIN

Vice-Chairman, Member of the Accounts Committee and the Remuneration Committee

Board appointment date:
July 28, 2008

Renewal date:
May 4, 2010

Reappointment proposed during the Shareholders' Meeting of April 23, 2013

AMAURY DE SEZE *

Senior Independent director

Board appointment date:
July 28, 2008

Renewal date:
June 21, 2011

Term of office expires:
Shareholders' Meeting convened to approve the financial statements for the fiscal year ending December 31, 2013

BERNARD ARNAULT

Director

Board appointment date:
July 28, 2008

Renewal date:
June 21, 2011

Term of office expires:
Shareholders' Meeting convened to approve the financial statements for the fiscal year ending December 31, 2013

NICOLAS BAZIRE

Director, Member of the Appointments Committee

Board appointment date:
July 28, 2008

Renewal date:
June 18, 2012

Term of office expires:
Shareholders' Meeting convened to approve the financial statements for the fiscal year ending December 31, 2014

JEAN-LAURENT BONNAFÉ

Director

Board appointment date:
July 28, 2008

Renewal date:
June 21, 2011

Term of office expires:
Shareholders' Meeting convened to approve the financial statements for the fiscal year ending December 31, 2013

THIERRY BRETON *

Director, Chairman of the Remuneration Committee:

Board appointment date:
July 28, 2008

Renewal date:
May 4, 2010

Reappointment proposed during the Shareholders' Meeting of April 23, 2013

RENÉ BRILLET *

Director, Member of the Accounts Committee and the Remuneration Committee

Board appointment date:
July 28, 2008

Renewal date:
June 21, 2011

Term of office expires:
Shareholders' Meeting convened to approve the financial statements for the fiscal year ending December 31, 2013

* Independent director.



CHARLES EDELSTENNE *

Director

Board appointment date:
July 28, 2008

Renewal date:
May 4, 2010

Reappointment proposed
during the Shareholders'
Meeting of April 23, 2013

**DIANE LABRUYÈRE-
CUILLERET ***

Director, Member of the
Appointments Committee

Board appointment date:
June 18, 2012

Term of office expires:
Shareholders' Meeting
convened to approve the
financial statements for
the fiscal year ending
December 31, 2014

MATHILDE LEMOINE *

Director, Member of the
Accounts Committee

Board appointment date:
May 20, 2011

Renewal date:
June 18, 2012

Term of office expires:
Shareholders' Meeting
convened to approve the
financial statements for
the fiscal year ending
December 31, 2014

**BERTRAND
DE MONTESQUIOU ***

Director, Chairman of the
Appointments Committee

Board appointment date:
June 18, 2012

Term of office expires:
Shareholders' Meeting
convened to approve the
financial statements for
the fiscal year ending
December 31, 2014

GEORGES RALLI *

Director, Chairman of the
Accounts Committee

Board appointment date:
June 18, 2012

Term of office expires:
Shareholders' Meeting
convened to approve the
financial statements for
the fiscal year ending
December 31, 2014

ANNE-CLAIRE TAITTINGER *

Director, Member of the
Appointments Committee

Board appointment date:
July 28, 2008

Renewal date:
May 4, 2010

Reappointment proposed
during the Shareholders'
Meeting of April 23, 2013

ROBERT HALLEY

Honorary Chairman

* Independent director.



INFORMATION ABOUT THE DIRECTORS WHOSE REAPPOINTMENT IS PROPOSED TO THE SHAREHOLDERS' MEETING

Sébastien Bazin

Born on November 9, 1961. French.

Number of Company shares owned: 1,000

Date of appointment to the Board: July 28, 2008

Renewal date: May 4, 2010

Term of office expires: Shareholders' Meeting convened to approve the financial statements for the fiscal year ended December 31, 2012

Thierry Breton

(Independent member)

Born on January 15, 1955. French.

Number of Company shares owned: 1,000

Date of appointment to the Board: July 28, 2008

Renewal date: May 4, 2010

Term of office expires: Shareholders' Meeting convened to approve the financial statements for the fiscal year ended December 31, 2012

Professional background:

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

Positions held outside the Group:

- CEO of Colony Europe,
- Chairman and CEO of SESE (Société d'Exploitation Sports et Événements) and HSE (Holding Sports et Événements),
- Director of Accor, Edenred, La Tour Réseau de Soins (Switzerland) and Permanence de la Clinique de Carouge (Switzerland),
- Managing director of Sisters Soparfi SA (Luxembourg),
- Member of the Supervisory Board of ANF (Les Ateliers du Nord de la France),
- Chairman of Colillkirch France SAS, Colfilm SAS, Bazeo Europe SAS and Colony Capital SAS,
- Managing director of Toulouse Canceropole and COLSPA SAS,
- Manager of CC Europe Invest SARL, Managing Partner of Nina (SCI) and La Tour SARL (Switzerland),
- Permanent representative of Colony Capital SAS, which chairs COLPSA SAS,
- Chairman of Colyzeo Investment Ltd,
- Chairman of Data 4 SAS,
- Manager of Société du Savoy à Méribel SARL,
- Manager of Colmed SARL,
- Managing Partner of Haute Roche civil partnership,
- Managing Partner of Madeleine Michelis civil partnership,
- Managing Partner of Ranelagh civil partnership,
- Legal representative of Colony Capital SAS, which manages SC George V.

Professional background:

Thierry Breton graduated from the Paris École Supérieure d'Électricité (Supelec) engineering school, and the Institut des Hautes Études de Défense Nationale (IHEDN, 46th session). In 1986, he became Project manager of the Poitiers Futuroscope theme park, then manager of teleport operations. He later served as an Advisor to Education Minister René Monory in the area of new information technologies. Mr Breton also sat on the Poitou-Charentes Regional Council from 1986 to 1992, serving as Vice-Chairman from 1988. He then joined Bull as director of strategy and development before becoming Deputy Managing director and then Chief Operating Officer. After joining the Group's Management Board in February 1996, he was successively named Vice-Chairman and Chief Executive Officer.

Positions held outside the Group:

- Chairman of the Board of Directors and Chief Executive Officer of Atos SE,
- Chief Executive Officer of Atos International SAS.



Charles Edelstenne

(Independent member)

Born on January 9, 1938. French.

Number of Company shares owned: 1,000

Date of appointment to the Board: July 28, 2008

Renewal date: May 4, 2010

Term of office expires: Shareholders' Meeting convened to approve the financial statements for the fiscal year ended December 31, 2012

Anne-Claire Taittinger

(Independent member)

Born on November 3, 1949 French

Number of Company shares owned: 3,901

Date of appointment to the Board: July 28, 2008

Renewal date: May 4, 2010

Term of office expires: Shareholders' Meeting convened to approve the financial statements for the fiscal year ended December 31, 2012

Professional background:

An independent accountant and an IFEC scholar, Charles Edelstenne joined Dassault Aviation in 1960 as head of the Financial Studies department. Serving successively as Deputy Corporate Secretary, Corporate Secretary and Vice-President for economic and financial affairs, Mr Edelstenne was appointed to the Board of Directors in 1989 and then named Chairman and Chief Executive Officer in 2000, a position he still holds.

Positions held outside the Group:

- Chairman and Chief Executive Officer of Dassault Aviation SA,
- Chairman of the Board of Directors of Dassault Systèmes SA,
- Member of the Supervisory Board of GIMD (Groupe Industriel Marcel Dassault) SAS,
- Director of Thales SA,
- Director of Sogitec Industries SA,
- Director of SABCA (Société Anonyme Belge de Constructions Aéronautiques) [Belgium],
- Chairman of Dassault Falcon Jet Corporation (United States),
- Chairman of Dassault International Inc. (United States),
- Manager of ARIE civil partnership,
- Manager of ARIE 2 civil partnership,
- Manager of NILI civil partnership,
- Manager of NILI 2 civil partnership.

Professional background:

Anne-Claire Taittinger graduated from the Institut d'Études Politiques de Paris, and holds a master's degree in urban sociology and an advanced degree in urban development from the Centre de Perfectionnement aux Affaires. She began her career in 1976 at the Caisse des Dépôts et Consignations as head of urban development operations at the Société Centrale d'Équipement du Territoire. She joined the Louvre Group in 1979 as Corporate Secretary, then became Chairperson and Managing director of the Compagnie Financière Deville. She served successively as Chairman and Managing director of the Compagnie Financière Leblanc and of ELM-LEBLANC, Vice-Chairman and Managing director of the industrial division of DEVILLE, and Chairperson and Managing director of Parfums Annick Goutal France USA and then of BACCARAT. She became Managing director and subsequently Chairperson of the Executive Committee of the Société du Louvre in 1997, and then in 2002 Chairperson of the Executive Committee of Taittinger as well as Managing director of its subsidiary the Louvre Group in conjunction with the separation of functions of Chairman of the Board and Managing director. She left these positions in July 2006 upon a change in the shareholder base at Taittinger.

Positions held outside the Group:

- Director and Chairman of the Appointments, Remuneration and Corporate Governance Committee of Club Méditerranée,
- Director of Financités,
- Director of IFA (Institut Français des Administrateurs),
- Member of the Supervisory Board of Planet Finance,
- Chairman of Le Riffay SAS,
- Chief Executive Officer of DFT Immobilier SAS *,
- Director and Chairman of the Accounts and Internal Audit Committee of Thales SA.

* Term of office expired in 2012.



HOW TO ATTEND THE SHAREHOLDERS' MEETING?

FORMALITIES TO BE COMPLETED BY THOSE WISHING TO ATTEND THE SHAREHOLDERS' MEETING

Regardless of the number of shares they may hold, all shareholders may attend this General Meeting or may be represented by their spouse, civil partner, another shareholder, the Chairman of the meeting or by any other natural or legal person.

It is noted that if a shareholder does not indicate the name of the proxy, the Chairman of the General meeting shall vote in favor of proposed resolutions submitted for approval by the Board of Directors, and against any other proposed resolution.

In accordance with Article R. 225-85 of the French Commercial Code, shareholders will only be authorized to attend the General Meeting, vote by post or appoint a proxy if they have provided evidence of the fact that they are shareholders by registering the shares held in their name or in the name of the intermediary registered on their behalf, by 00:00 (Paris time) on the third business day prior to the General Meeting, that is, at 00:00 (Paris time) on Thursday, April 18, 2013, either in the register of registered shares held for the

Company by its authorized representative, Caceis Corporate Trust, Service Assemblées Générales Centralisées, 14 Rue Rouget-de-Lisle, 92862 Issy-les-Moulineaux Cedex 09, or in the register of bearer shares held by an intermediary referred to in Article L. 211-3 of the French Monetary and Financial Code, who holds such shareholder's share account.

Registration of the shares in the register of bearer shares held by an authorized intermediary must be shown by a certificate of ownership issued by said intermediary. This certificate should be appended to the postal vote/proxy form or to the application for an admission card made out in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. A certificate will also be given to shareholders who wish to attend the General Meeting in person and who have not received their admission card by 00:00 (Paris time) on the third business day prior to the General Meeting.

TERMS GOVERNING PARTICIPATION AT THE SHAREHOLDERS' MEETING

SHAREHOLDERS WHO WISH TO ATTEND THE GENERAL MEETING IN PERSON

Shareholders who wish to attend the General Meeting in person should apply to do so using the single postal vote/proxy form. This form should be sent to:

Caceis Corporate Trust,
Service Assemblées Générales Centralisées
14, rue Rouget de Lisle
92862 Issy-les-Moulineaux Cedex 09

They will be sent an admission card.

SHAREHOLDERS WHO CAN'T ASSIST

Vote by post

Shareholders who wish to vote by post may request a postal vote form, in writing, from CARREFOUR, 33 Avenue Émile-Zola (TSA 55555) 92649 Boulogne-Billancourt Cedex, or its authorized representative Caceis Corporate Trust, Service Assemblées Générales Centralisées, 14 Rue Rouget-de-Lisle, 92862 Issy-les-Moulineaux Cedex 9, at least six (6) days before the date of the General Meeting. This form, duly completed and signed, should then be returned to CARREFOUR or the above-mentioned authorized representative, and should be received at least three (3) days before the General Meeting, that is, Saturday, April 20, 2013.

For holders of bearer shares, the form will only be valid if it is accompanied by the certificate of ownership issued by the authorized intermediary that holds their share account.



Appoint a proxy

Shareholders who wish to appoint a proxy should send the single postal vote/proxy form so that it is received by:

Caceis Corporate Trust,
Service Assemblées Générales Centralisées
14, rue Rouget de Lisle
92862 Issy-les-Moulineaux Cedex 09

no later than Saturday, April 20, 2013.

In addition, any shareholder who has already voted by post, appointed a proxy or requested an admission card may not subsequently choose to participate in the General Meeting in another way.

In accordance with Article R. 225-79 of the French Commercial Code, notice of the appointment or withdrawal of the appointment of a proxy may also be given in electronic form as set out below:

- **for holders of registered shares:** by sending an email to the following email address: ct-mandataires-assemblees-carrefour@caceis.com, giving their last name, first name, address and their Caceis Corporate Trust login code for holders of directly registered shares (this is located in the top left-hand corner of their share account statements) or their login code with their financial intermediary for holders of intermediary registered shares, and the last name, first name and address of the proxy appointed or whose appointment has been withdrawn;

- **for holders of bearer shares:** by sending an email with an electronic signature to the following email address: ct-mandataires-assemblees-carrefour@caceis.com, giving their last name, first name, address and their full bank details as well as the last name, first name and address of the proxy appointed or whose appointment has been withdrawn, then by asking the financial intermediary that manages their securities account to send written confirmation (by post) to the following address:

Caceis Corporate Trust,
Service Assemblées Générales Centralisées
14, rue Rouget de Lisle
92862 Issy-les-Moulineaux Cedex 09

(or by fax to the following number: 01 49 08 05 82). To be valid, documents giving notice of the appointment or withdrawal of appointment of a proxy, that are duly signed and completed, must be received no later than three (3) days before the date the General Meeting is to be held, that is, by Saturday, April 20, 2013. Furthermore, only notices of the appointment or withdrawal of an appointment of a proxy may be sent to the above-mentioned email address. No other request or notice relating to another subject shall be valid and/or processed.

- For this General Meeting, no provision has been made for votes to be cast electronically; accordingly, none of the websites referred to in Article R. 225-61 of the French Commercial Code will be available for this purpose.

REQUEST BY SHAREHOLDERS TO ADD ITEMS OR INCLUDE RESOLUTIONS

Requests to add items or include resolutions to the agenda of the meeting must be received by the Company no later than twenty-five (25) days before the date the General Meeting is to be held, that is, Friday, March 29, 2013 and no more than twenty (20) days after the publication date of this notice, addressed to the headquarters by registered letter with an advice of receipt. Shareholders' requests must be justified and accompanied by a certificate showing that their shares have been duly registered which proves the holding of the percentage of shares required by the applicable statutory and regulatory conditions.

The General Meeting's examination of the resolutions submitted by the shareholders in the conditions as defined above is subject to submission of a new certificate, by the authors of the request, certifying the registration of the accounting registration of the shares in the same account, the third day before the date the General Meeting is held, at 00:00 (Paris time).

WRITTEN QUESTIONS FROM SHAREHOLDERS

Written questions should be sent to the registered office, for the attention of the Chairman of the Board of Directors, by recorded delivery letter with advice of receipt, no later than the fourth business day before the General Meeting, that is, Wednesday, April 17, 2013. Shareholders should enclose a certificate showing that their shares have been duly registered.

RIGHT TO RECEIVE INFORMATION

The documents and information provided for by Article R. 225-73-1 of the French Commercial Code may be viewed on the Company's website, at www.carrefour.com, until twenty-one days before the General Meeting, that is Tuesday, April 2, 2013, and will be available at the registered office whose address is given above.



HOW TO FILL IN YOUR VOTING FORM

Step 1

If you would like to attend the Meeting and receive your admittance card, check box **A**

If you are unable to attend the Meeting and would like to vote by correspondent or authorise a proxy to vote in your name, check box **1** or box **2** or box **3** (see Step 2)

Step 2 (If you are unable to attend the Meeting)

To vote by correspondence, check box **1**

- To vote YES to a resolution, leave the box for this resolution's number blank.
- To vote NO to a resolution or abstain, blacken the box for this resolution's number.

To give your proxy to the Chairman, simply check box **2** then sign and date the form at the bottom.

To give power to a proxy, who will represent you at the Meeting, check box **3** and provide this person's contact details.

IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important** : Before selecting please refer to instructions on reverse side

Quelle que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - **Whichever option is used, shade box(es) like this , date and sign at the bottom of the form**

A J'aimerais assister à cette assemblée et demande une carte d'admission* : dater et signer au bas du formulaire. / **I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.**

1 J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / **I prefer to use the postal voting form or the proxy form as specified below.**



Assemblée Générale Mixte du 23 avril 2013 à 9h30
au Carrousel du Louvre
99, rue de Rivoli - 75001 Paris

Combined General Meeting convened of April 23, 2013 at 09:30 AM
at Carrousel du Louvre
99, rue de Rivoli - 75001 Paris

Société anonyme au capital de 1 773 036 632,50 euros
Siège social : 39 Avenue Emile Zola
92100 BOULOGNE-BILLANCOURT
652 014 051 RCS NANTERRE

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account Vote simple / Single vote

Nominatif / Registered

Nombre d'actions / Number of shares Vote double / Double vote

Porteur / Bearer

Nombre de voix - Number of voting rights

1 JE VOTE PAR CORRESPONDANCE // VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci la case correspondante et pour lesquels je vote NON ou je m'abstiens.

I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this , for which I vote NO or I abstain.

1	2	3	4	5	6	7	8	9
<input type="checkbox"/>								
10	11	12	13	14	15	16	17	18
<input type="checkbox"/>								
19	20	21	22	23	24	25	26	27
<input type="checkbox"/>								
28	29	30	31	32	33	34	35	36
<input type="checkbox"/>								
37	38	39	40	41	42	43	44	45
<input type="checkbox"/>								

OUI / Non/No
Yes Abst/Abs

A F

B G

C H

D J

E K

2 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

3 JE DONNE POUVOIR À : Cf. au verso (4)

I HEREBY APPOINT: See reverse (4)

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.

CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)

Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting

- Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf.

- Je m'abstiens (l'abstention équival à un vote contre). / I abstain from voting (is equivalent to vote NO).

- Je donne procuration [cf. au verso renvoi (6)] à M., Mme ou Mlle, Raison Sociale pour voter en mon nom / I appoint [see reverse (6)] Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard :
in order to be considered, this completed form must be returned at the latest:

sur 1^{ère} convocation / on 1st notification sur 2^{ème} convocation / on 2nd notification

à la banque / to the bank 20/04/2013

à la société / to the company

Date & Signature _____

Step 3

← Here, write your last name, first name and address, or make sure that they are already there.

Step 4

← No matter what your choice is, do not forget to sign and date the form here.



REQUEST FORM FOR DOCUMENTS AND INFORMATION (Art. R225-88 of French Commercial Code)



Shareholders' Meeting
Tuesday, April 23, 2013

TO RETURN:

Caceis Corporate Trust,
Service Assemblées Générales Centralisées
14, rue Rouget de Lisle
92862 Issy-les-Moulineaux Cedex 09

I the undersigned,

Surname and name:

Address:

.....

.....

Owner of (number of shares) as:

registered shares;

bearer shares registered at⁽¹⁾

request that Carrefour sends me a copy of the documents and information listed in Article R. 225-83 of French Commercial Code, relating to the Ordinary and Extraordinary General Shareholders' Meeting to be held on April 13, 2013 or to all subsequent Shareholders' Meetings in case of cancellation of the initially planned Shareholders' Meeting.

In, on 2013

Signature

N.B. - Pursuant to paragraph 3 of Article R. 225-88 of French Commercial Code, owners of registered shares may obtain from the Company copy of the documents listed in the Article R. 225-83 of the French Commercial Code, by a single request for each ulterior Shareholders' Meetings.

(1) Indicate the name of the bank or financial institution or brokerage Company account holders.





Contacts

Carrefour Group

Head Office

33, avenue Émile Zola – TSA 55 555
92649 Boulogne-Billancourt Cedex
Tel. : +33 (0)1 41 04 26 00
Fax : +33 (0)1 41 04 26 01

Investor Relations

investisseurs@carrefour.com

Shareholder Relations

Toll-free number for shareholders in France:

 **N° Vert 0 805 902 902**

APPEL GRATUIT DEPUIS UN POSTE FIXE

Number for shareholders outside France:

+33 (0)1 41 04 26 00

actionnaires@carrefour.com

Registered Shareholders CACEIS Corporate Trust

Investor Relations

14, rue Rouget-de-Lisle
92852 Issy-les-Moulineaux
Cedex 09
Tel. : +33 (0)1 57 78 34 44
Fax : +33 (0)1 49 08 05 80
ct-contact@caceis.com

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www.carrefour.com

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www.carrefour.com

Société Anonyme with capital of €1,773,036,632.50
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652 014 051 RCS Nanterre