Paris - 5 March 2009

An Excellent Performance in 2008

- **Faster organic growth, at 5.9% vs. 3.8% in 2007**
- **Sustained 7.3% rise in trading profit**
- **Underlying attributable net profit up 6.0%**

2009 Outlook

- **A business model well aligned with the current environment**
- **Step-up in operating action plans (focused on costs, working capital and capital expenditure)**
- **Ongoing strategy to enhance the value of property assets**
  - ✓ Through the contribution to Mercialys of a €334m real estate portfolio under the Alcudia programme, and
  - ✓ The distribution to Casino shareholders of 1 Mercialys share for 8 held shares, in addition to the cash dividend
- **Conversion of preferred non-voting shares into ordinary shares**
  - ✓ On the basis of 6 ordinary shares for 7 preferred non-voting shares
- **Increased financial flexibility**
  - ✓ Improved free cash flow generation
  - ✓ A €1 billion asset disposal programm to be completed by the end of 2010
  - ✓ Improvement in the net debt/EBITDA ratio at end-2009, with the objective of bringing it down to below 2.2x at end-2010

"Casino's business model is well aligned with the current environment, with its focus on the most buoyant retailing formats (convenience stores, discount stores and non-food e-commerce), as well as on its highly successful private label and its expertise in capturing the value of property assets.
Our very good 2008 results attest to the effectiveness of our positioning, which will be further strengthened in 2009 and subsequent years by the measures announced by the Group. For this reason, our teams are looking forward to the next 18 months with confidence, despite the economic crisis, and with the expectation of an improvement in the Group's performance across all areas." said Jean-Charles Naouri, Casino's Chairman and Chief Executive Officer.

KEY FIGURES

Continuing operations (in €m)	**2007**	**2008**	***% change***	***Organic***[(1)]
Net sales	24,972	**28,704**	+14.9%	+5.9%
EBITDA[(2)]	1,799	**1,952**	+8.5%	+7.0%
Trading profit	1,196	**1,283**	+7.3%	+7.6%
Underlying net profit attributable to equity holders of the parent [(3)]	510	**540**	+6.0%	
Cash flow	1,221	**1,355**	+11.0%	
Net debt/EBITDA	2.5x	**2.5x**		

[(1)]Based on a comparable scope of consolidation and constant exchange rates, excluding the impact of asset disposals to OPCI property funds which reduced trading profit by €27.6M
[(2)]EBITDA = Earnings before interest, taxes, depreciation and amortisation
[(3)] Adjusted for the impact of other operating income and expense and non-recurring financial items

2008 results: very good performances in France and in international markets

The Group **met its objectives** in 2008. Organic sales growth stood at 5.9% versus 3.8% in 2007. Trading profit increased by a strong 7.3% on a reported basis, underpinned by 7.6% organic growth which drove a 7 bps organic improvement in trading margin.

In France, sales grew by a robust 3.6%, reflecting the Group's good mix of formats in the current environment. Trading profit was 3.9% higher on an organic basis. Trading margin was stable over the year and up in the second half, in a tougher economic environment.

- ✓ Despite the relatively unfavourable environment for hypermarkets, **Géant Casino** reported trading profit up by a strong 10.4%, demonstrating the banner's adaptability. Trading margin improved, thanks to favourable shifts in brand and product mix, higher margins on non-food products and lower operating costs.
- ✓ The **convenience formats** enjoyed a solid 4.7% increase in sales, led by Casino supermarkets. Trading profit was stable on an organic basis. Casino supermarkets continued to increase their market share, which rose by 0.1 point over the year, and also reported improved underlying trading margin, excluding the impact of property disposals. Monoprix benefited from its differentiated positioning and sustained high margins. However, the superettes' trading margin declined, due to price investments carried out mainly in the first half.
- ✓ **Franprix-Leader Price** sales were up a sharp 8.8%, lifted by robust same-store growth at both banners and the ongoing acceleration of expansion. The decline in trading margin to 6.5% reflected the impact of sales revitalisation plans.
- ✓ The **other businesses** (property, Cdiscount, Banque Casino, Casino Restauration) continued to enjoy fast sales growth, led by Cdiscount's strong 19.3% increase over the year. Trading profit was significantly higher, driven by solid performances by Cdiscount and Mercialys.

In international markets, sales surged by 43.8%, driven by healthy 11.7% organic growth and the first-time consolidation of Super de Boer and Exito. Trading profit was a significant 19.8% higher, mainly due to 18.6% organic growth.

- ✓ The Group delivered an excellent performance in **South America**. Organic sales growth came to 12.5%, lifted by a same-store increase of 10.6%. Trading profit rose by a very healthy 32.2%, including 20.1% organic growth.
- ✓ In **Asia**, sales were up 13.3% and trading profit was up 7.9% on an organic basis. Profitability remained high.

The Group maintained its **strict financial discipline** during the year. Net debt stood at €4,851 million at 31 December 2008 and the net debt/EBITDA ratio was stable at 2.5x. The Group's liquidity position was strengthened through the issue of €1.2 billion worth of bonds in 2008 and €500 million worth in January 2009, as well as by sales of property assets and deferral of the exercise period for the Monoprix call and put options.

At the Annual General Meeting on 19 May 2009, the Board of Directors will propose to shareholders' approval the payment of a dividend of **€2.53 per ordinary share** and **€2.57 per preferred share**.

2008 Results

Continuing operations (in €M)	2007	2008	% change
Net sales	**24,972**	**28,704**	**+14.9%**
- of which France	17,915	***18,558***	+3.6%
- of which International	7,057	***10,146***	*+43.8%*
EBITDA [(1)]	1,799	**1,952**	**+8.5%**
- of which France	*1,296*	***1,330***	*+2.7%*
- of which International	*504*	***622***	*+23.4%*
Trading profit	1,196	**1,283**	**+7.3%**
- of which France	*880*	***905***	*+2.8%*
- of which International	*316*	***378***	*+19.8%*
Other operating income and expense - net	139	***(74)***	*n.s.*
Operating profit	1,335	**1,209**	-9.4%
Finance costs, net	(295)	**(379)**	
Other financial income and expense - net	2	**(16)**	
Income tax expense	(293)	**(214)**	
Share of profits of associates	17	**13**	
Profit from continuing operations, attributable to equity holders of the parent	664	**510**	-23.3%
Profit (loss) from discontinued operations attributable to equity holders	149	**(13)**	
Net profit attributable to equity holders	814	**497**	
Underlying profit attributable to equity holders of the parent[(2)]	**510**	**540**	**+6.0%**
Cash flow	**1,221**	**1,355**	**+11.0%**

[(1)] EBITDA = Earnings before interest, taxes, depreciation and amortisation
[(2)] Adjusted for the impact of other operating income and expense and non-recurring financial items

Ongoing strategy to capture the value of property assets through the contribution of Alcudia assets to Mercialys

Distribution of Mercialys shares to Casino shareholders

Casino announces the contribution to Mercialys under the Alcudia programme of a €334 million portfolio of property assets comprising Casino development projects and hypermarket surfaces (storage and sales areas [1].

The transaction, which represents a key milestone in the Alcudia programme, is part of the strategy underway since 2005 to capture and monetise the value of the Group's property assets. It illustrates Casino's ability, through its property development arm, to generate a steady pipeline of high value creating development projects and to improve return on capital employed in the hypermarkets business.

Mercialys will acquire the assets in exchange for new shares, lifting Casino's interest in its capital from 59.7% to 66.1%.

The transaction will enable Mercialys to significantly expand its property portfolio and take advantage of the growth opportunities offered by these assets, while strengthening its financial structure.

In line with Mercialys' IPO in 2005 and in order to comply with SIIC regulation[2], Casino intends to give its shareholders a direct stake in Mercialys's development and in the value creation potential represented by the asset contribution.

To this end, at the forthcoming Annual General Meeting, Casino will propose to all shareholders (both ordinary and preferred non-voting shareholders) the distribution of a dividend in Mercialys shares at an attribution rate of 1 Mercialys share for every 8 Casino shares held. This stock dividend, which will be in addition to the normal cash dividend, will represent around €3.07 per share[3].

Following the distribution of the stock dividend, the Group will hold a 50.4% stake in Mercialys share capital and voting rights[4]. Casino intends to remain a long term majority shareholder of Mercialys.

Improved stock market profile, through the conversion of preferred shares into ordinary shares

Casino's Board of Directors has unanimously approved the proposed conversion[5] of the Company's preferred non-voting shares into ordinary shares on the basis of 6 ordinary shares for 7 preferred shares.

Through this transaction, Casino aims at simplifying the Company's capital structure and enhancing its stock market profile by increasing the number of ordinary shares included in the free float.

The conversion ratio represents a premium of respectively 16.3% and 22.6% on the 1-month and 3-months weighted average share prices, and reduces the discount observed over the corresponding periods of time by 46% and 52% ex-dividend[6].

The three transactions together – the asset contribution, the distribution of Mercialys shares and the conversion of preferred shares – will have no material impact on the Group's earnings per share or financial position.

(1) Refer to the appendix for details of the transaction

(2) Majority shareholder's stake to represent less than 60% of the capital and voting rights

(3) Based on Mercialys's closing price at March 3, 2009, adjusted for the ordinary dividend of €0.48 per share that will be paid before the distribution of the Mercialys shares to Casino shareholders, ie €24.57

(4) Rallye and Casino will hold together 58.0% of the share capital and voting rights

(5) Refer to the appendix for details of the transaction

(6) Decrease in the observed delta between (i) Ithe historical discount between the share prices of the ordinary share and of the preferred non-voting share adjusted each for the mixed dividend to be proposed to the General Assembly (i.e. €2.53 in cash +€3.07 in shares for the ordinary share, with an additional €0.04 in cash for the preferred non-voting share)

Outlook and conclusion

The Group's performance last year demonstrates the **effectiveness of its business model**.

The Group is **well positioned in the current environment** to continue to outperform the market in France and deliver sustained growth in international markets, thanks to:

- ✓ A favourable mix of formats in France, with a strong presence in the convenience and discount formats.
- ✓ Its position of n°1 French retailer in terms of private label penetration rate.
- ✓ Increasingly personalised marketing with dunnhumby.
- ✓ A platform of international assets concentrated in high potential markets.

In 2009, in a context of economic crisis, the Group will step up and accelerate its operating action plans (focused on costs, working capital optimisation and capital expenditure reduction).

Casino will significantly enhance its financial flexibility thanks to improved free cash flow generation[(1)] and a **€1 billion asset disposal programme** to be implemented by the end of 2010.

The Group's objective is to improve the **net debt/EBITDA** ratio at the end of 2009 and bring the **ratio down to below 2.2x by the end of 2010**.

2009 Investor Calendar

Wednesday, 15 April (after the close of trading): First quarter 2009 sales announcement
Tuesday, 19 May: Annual General Meeting
Wednesday, 15 July (after the close of trading): Second quarter 2009 sales announcement
Thursday, 27 August 2009 (before the market opens): First-half results

[(1)] Free Cash Flow = Current Operating Cash Flow before tax – Capex + Change in WCR – income tax paid – net interest paid

Appendices

Details of the asset transfers to Mercialys and the distribution of Mercialys shares.

The asset transfers concern:

- ✓ New shopping centres delivered in the first half of 2009 (for €47 million).
- ✓ Shopping centres at an advanced stage of development, scheduled for delivery within 24 months (for €113 million).
- ✓ Surfaces of hypermarket (sales and storage areas) to be transformed into shopping centres (for €50 million).
- ✓ Five downtown hypermarket or supermarket properties subject to complex co-ownership arrangements, which need to be transferred to a single owner before major remodelling work can be undertaken (for €124 million).

Mercialys will pay for the assets by issuing 14.2 million new shares (with full dividend rights from 1 January 2009), based on a price of €23.5 per share (ex-dividend). The issue will lift Casino's interest in Mercialys's capital from 59.7% to 66.1%.

At the forthcoming Annual General Meeting, Casino will propose to all shareholders (both ordinary and preferred non-voting shareholders) the distribution of a dividend in Mercialys shares at an attribution rate of 1 Mercialys share for every 8 Casino shares held. Based on the current Mercialys share price(1), this stock dividend, which will be in addition to the normal cash dividend, will represent a total payout of around €345 million based on Mercialys share price of €24.57, ie €3.07 per Casino ordinary or preferred non-voting share held.

The transactions will be subject to approval of Mercialys and Casino shareholders' meetings scheduled on 19 May 2009, and will be described in a "document E" and a prospectus approved by the French securities regulator (AMF) that will be published ahead of the meetings.

The combined cash and share dividend is expected to be paid at the end of May. Payment details will be given in the prospectus approved by the AMF.

(1) Based on the Mercialys closing share price on 3 March 2009, adjusted for the ordinary final dividend of €0.48 per share to be distributed before Mercialys stock dividend to Casino's shareholders

Details of the proposed conversion of preferred non-voting shares into ordinary shares

The Board's decision to recommend the conversion was based on the fairness opinion issued by the independent expert appointed by Casino, Jean-Florent Rérolle, Managing Director of Houlihan Lokey, who concluded that the proposed conversion ratio was fair to both holders of ordinary shares and holders of preferred non-voting shares. Mr. Rérolle's appointment and fairness review were overseen exclusively by the independent directors on the Audit Committee.

The proposal will be put to the vote at the Casino shareholders' meeting and the special meeting of holders of preferred non-voting shares scheduled for 19 May 2009. The conversion will be effective after payment of the cash dividend and the distribution of Mercialys shares due on 28 May 2009. The conversion is currently expected to take place mid-June 2009. The conversion terms and conditions will be specified in the prospectus approved by the AMF that will be published before the shareholders' meetings and will contain the independent expert's final report.