

NOTICE OF MEETING FOR HOLDERS OF BONDS (<i>OBLIGATIONS</i>) ISSUED BY RALLYE

DIIS Group, a *société par actions simplifiée* with a share capital of EUR 30,000, registered with the *registre du commerce et des sociétés* of Paris under number 812 824 266, having its registered office at 12, rue Vivienne – 75002 Paris – France,

acting as a representative of the *masse* of the holders of the bonds listed below, issued by Rallye, a *société anonyme à conseil d'administration* with a share capital of EUR 156,545,307.00, registered with the *registre du commerce et des sociétés* of Paris under number 054 500 574, having its registered office at 83, rue du Faubourg Saint-Honoré – 75008 Paris (the “**Company**”);

judicially appointed to this position by orders of the President of the Paris Commercial Court dated 21 June 2019 and 10 July 2019,

has decided to convene the holders of the bonds (*obligations*) listed below to general meetings (each a “**General Meeting**”, and together the “**General Meetings**”), at the office of Linklaters – 25 rue de Marignan – 75008 Paris – France, on **16 January 2020** on first convocation and, if the quorum is not reached, on **27 January 2020** on second convocation, both at the same place and times:

ISIN code Common Code	Title	Time (in Paris)
FR0012017903	Notes issued on 30 June 2014 due 31 January 2022 at an annual rate of 3.40% for an aggregate amount of EUR 110,000,000 in full outstanding.	08:30 a.m.
FR0013257557 161928615	Notes issued on 23 May 2017 due 23 January 2023 at an annual rate of 4.371% for an aggregate amount of EUR 350,000,000 in full outstanding.	09:00 a.m.
FR0011801596 104842763	Notes issued on 2 April 2014 due 2 April 2021 at an annual rate of 4% for an aggregate amount of EUR 500,000,000 of which EUR 464,600,000 are outstanding.	09:30 a.m.
CH0341440326 151872719	Notes issued on 23 November 2016 due 23 November 2020 at an annual rate of 4% for an aggregate amount of CHF 75,000,000 in full outstanding.	10:00 a.m.
CH0398013778 175905111	Notes issued on 8 February 2018 due 8 February 2024 at an annual rate of 3.25% for an aggregate amount of CHF 95,000,000 in full outstanding.	10:30 a.m.
FR0013215415	Non-dilutive cash-settled notes, exchangeable for ordinary shares of Casino, Guichard-Perrachon, issued on 26 October 2016 due 1 February 2022 at an annual rate of 5.25% for an aggregate amount of EUR 200,000,000 in full outstanding.	11:00 a.m.
FR0011567908	Exchangeable notes for ordinary shares of Casino, Guichard-Perrachon, issued on 2 October 2013 due 2 October 2020 at an annual rate of 1% for an aggregate amount of EUR 374,999,962.14 of which EUR 4,628,847.61 are outstanding.	11:30 a.m.

Hereinafter, together, the “**Bonds**”, and each bond, separately, the “**Issuance**”.

DIIS Group, acting as representative of the *masse*, has agreed that the following agenda shall be submitted to the vote of the General Meetings:

AGENDA

1. Approval of the proposals made by Rallye, with the assistance of the judicial administrators, in the context of the safeguard proceedings opened by judgement of the Paris Commercial Court dated 23 May 2019, for the repayment of the debt related to the Issuance;
2. Filing of the documents relating to the General Meeting; and
3. Powers to carry out formalities.

VOTING PROCEDURES

Preliminary formalities to be completed to participate to the General Meeting

Any holder of Bonds may attend, or be represented at, the General Meeting of the relevant Issuance in accordance with the legal and regulatory requirements.

In accordance with the provisions of Article R. 228-71 of the French *Code de commerce*, to take part in the relevant General Meeting, holders of Bonds shall have their Bonds registered in an account opened in their name with an authorised intermediary accountholder on the second (2nd) business day prior to the date set for the General Meeting at midnight (Paris time), *i.e.* 14 January 2020 at 12.00 a.m. (midnight), Paris time. A registration certificate issued by the authorised intermediary accountholder shall be sent to the representative of the *masse* (DIIS Group – 12, rue Vivienne – 75002 Paris, France – email: centralisation@diisgroup.com) before this date.

Any holder of Bonds who has already cast a vote by correspondence or sent a proxy may transfer all or part of his Bonds at any time. In the event of a transfer of ownership taking place before the second (2nd) business day prior to the General Meeting at midnight, the intermediary accountholder shall notify the transfer of ownership to the representative of the *masse* (DIIS Group – 12, rue Vivienne – 75002 Paris – France – email: centralisation@diisgroup.com).

Method of participation in the General Meeting

Failing to attend this General Meeting in person, holders of Bonds may choose one of the following options:

- giving a proxy to the Chairman of the General Meeting;
- giving a proxy to any natural person or legal entity of their choice;
- voting by correspondence.

There is no possibility to vote by electronic means of telecommunication.

Single voting forms shall be issued to holders of Bonds who send their request to the representative of the *masse* (DIIS Group – 12, rue Vivienne – 75002 Paris, France – email: centralisation@diisgroup.com).

Single voting forms with account registration certificates shall be submitted to the representative of the *masse* (DIIS Group – 12, rue Vivienne – 75002 Paris, France – email: centralisation@diisgroup.com) no later than three calendar days prior to the date of the relevant General Meeting, *i.e.* 13 January 2020 (final reception date) or, if sent electronically, no later than 3 p.m., Paris time on the day before the General Meeting, *i.e.* no later than 15 January 2020 at 3 p.m., Paris time (final reception date).

Holders of Bonds' rights to communication

The following documents are available for consultation by holders of Bonds within the time period set by applicable law at the registered office of the Company, (83 rue du Faubourg Saint-Honoré – 75008 Paris / 32, rue de Ponthieu – 75008 Paris) or with the representative of the *masse* (DIIS Group – 12, rue Vivienne – 75002 Paris, France – email: centralisation@dissgroup.com):

- the proxy form or voting form by correspondence, including (i) the text of the draft proposed resolutions and (ii) the proposals for the settlement of debts drawn up by Rallye, with the assistance of the judicial administrators, as provided to the representative of the *masse* by the creditors' representatives, as well as a free translation into English, it being specified that only the French version of this document shall be binding; and
- the terms and conditions of each Issuance (*Base Prospectus*, *Final Terms* and *Terms and Conditions*, if applicable).

DIIS Group, acting as representative of the *masse*