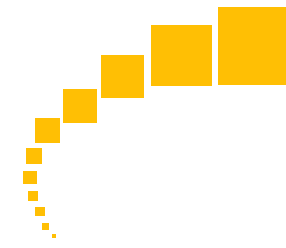




*Daniel Bernard
& Paul-Louis Halley*

C O N T E N T S

1	Message from the Chairman
4	Group profile
6	Carrefour worldwide
8	Management
10	The world's most global retailer
12	France
14	Europe
18	Americas
20	Asia
22	A complete line of store formats
24	Hypermarkets
26	Supermarkets
28	Hard discount
29	Other types of stores
30	Complementary know-how
34	Shared values
38	A new dynamic of growth and results
44	The Bourse and the Shareholders



Together, better, faster, farther

The year 1999 marked the beginning of a new chapter in our history, with the integration of Comptoirs Modernes, our merger with Promodès and a new ambition: to win the retail battle worldwide.

Today, products and services flow around the world with ever greater ease. Retailing these products and services depends upon both local and international groups. The game is open to everyone, but already top American and European groups are emerging as industry leaders.

By creating the largest retail group in Europe, the second largest in the world, and certainly the most international, we have equipped ourselves to be one of the main architects of this development.

Since August 1999, teams from both Promodès and Carrefour have done a remarkable job preparing for an across-the-board merger of our two companies in terms of trademarks, sales policies, logistics and human resources.

Today, the stores are ready to change names: all of the Group's hypermarkets will carry the Carrefour name by the end of the year. Similarly, our supermarkets will all take on a trade name common to each country, "Champion" in France and Spain. These changes are made quickly, because speed is one of the keys to the success of our merger and because our customers must benefit from the dynamics of the new group rapidly.

The European Commission's decision to clear our merger as of January 2000 has allowed us to begin implementing our plan without delay.

The year 2000 will thus be the year of incorporation for the two groups. By the end of January, after several months of effort, our work groups had completed their projects and a new organization is now in place in each of the countries where we do business. Alongside the change in trade names, we are also getting ready to harmonize our information systems and commercial policies.

We intend to achieve significant earnings growth beginning this year. In 1999, the proforma net profit of the new group amounted to €915 million after goodwill amortization. This should double within three years due to the synergies we will find at every level: optimized volume and harmonized product lines, savings on marketing and advertising, as well as those resulting from more efficient use of our logistic network.

However, accelerated growth is not an end in itself. It will provide us with the means to prepare for the future: together, we will go faster and farther.

Faster: accelerated expansion of our various stores.

Europe, our top market, currently appears to be engaged in a period of growth which could last for several years. Our size enables us to reinforce our market share by expansion of most of our current store formats. At the same time, we continue to pursue our development in the Central European countries.

In Latin America, we have raised our market share in Argentina through Promodès, while in Brazil we acquired more than a hundred supermarket outlets last year. The monetary crisis at the beginning of 1999 brought about a significant slowdown of consumption in the large countries, but the region retains its major potential for the future. As in the past, we are gearing our offer to the current context and continuing our expansion.

In Asia, our two groups will unite forces in China, in Korea and in Indonesia, as well as in all the other countries of the region. The effects of the recent crisis are still perceptible in some countries, but others, such as Korea or Thailand, have already returned

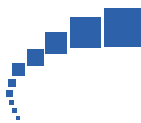
to high levels of growth. We have already become the leading retailer in the region and continue to build on the headway achieved by being the first to the market.

Farther along a new frontier: internet

We are currently present in 26 countries and each year serve more than 2 billion customers. For Carrefour, Internet represents an opportunity simultaneously to capitalize on our existing customer base and increase our trademark penetration through a better-adapted offer of consumer products, services, information and exchange.

We tackle this new venture with strong assets: we operate our stores in big megapoles around the world, we know the customers, their needs, the products and the logistics, and we have the financial capacity to invest.

This allows us to have an ambitious and entrepreneurial project. Before the end of 2000, a full offer will be launched in a few countries, including a ISP, a portal proposing Carrefour sites as well as partner sites, secured payments.



Ooshop, tested in 1999, will be included in that offer: this online supermarket will be available in the Paris area before summer.

In the history of Carrefour, we were successful in the globalization phase and have weathered the Asian and South American crises: today, our potential is stronger than ever. We have also undertaken successfully the consolidation phase with Comptoirs Modernes and Promodès: we are now the top European distributor and the only one leading in so many countries in Europe, Latin America or Asia.

We are now ready to take up the challenge of modern consumption and this new market, Internet, that is dawning with the 21st century.

Daniel BERNARD
Chairman



Group profile

1st RETAILER IN EUROPE

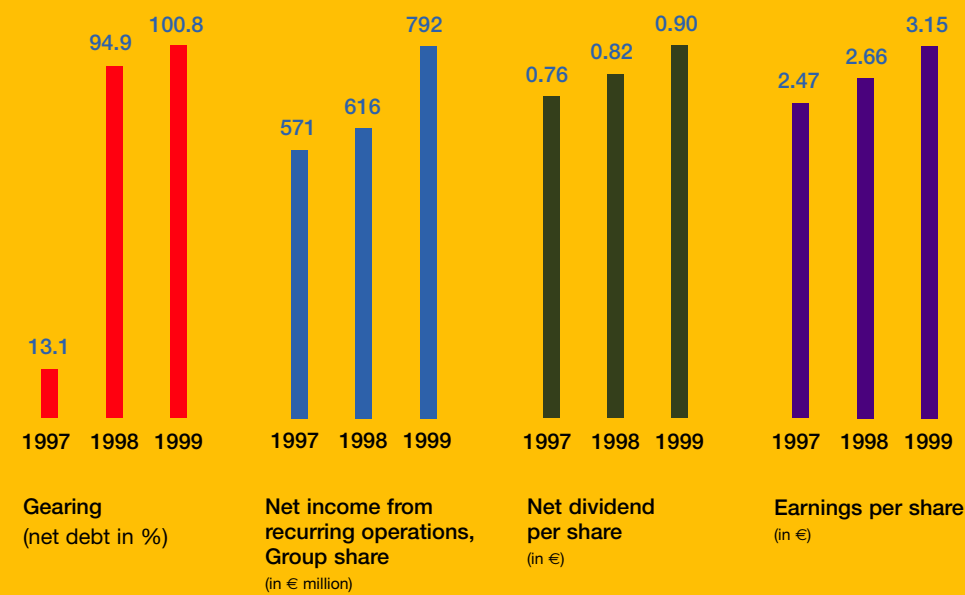
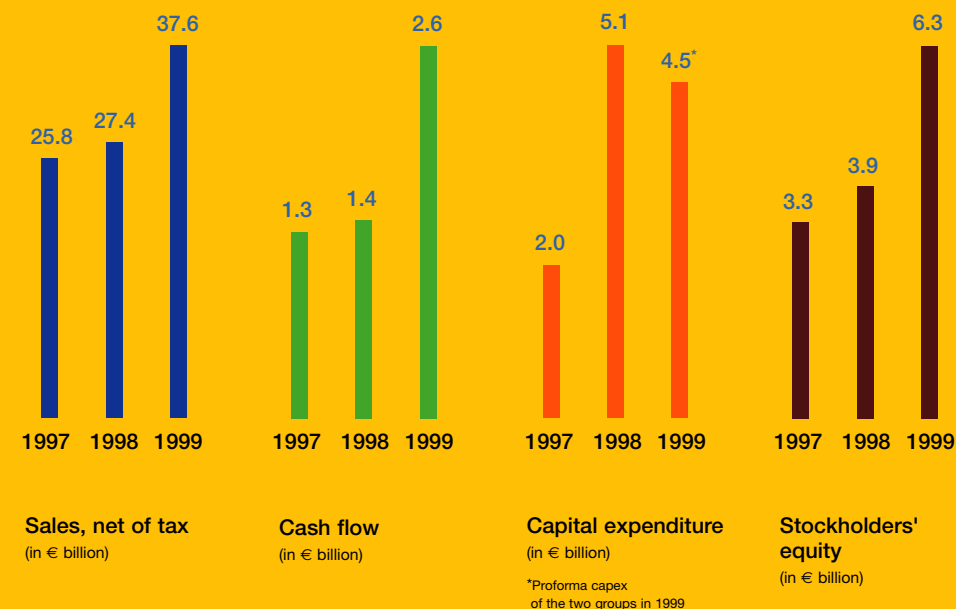
2nd RETAILER WORLDWIDE

9 000 stores in 26 countries*

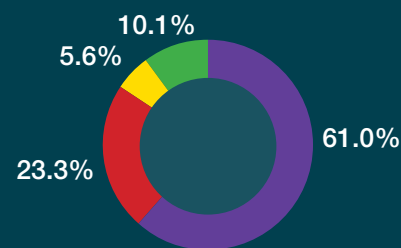
680 hypermarkets
2,260 supermarkets
3,120 hard discount stores



FINANCIAL HIGHLIGHTS

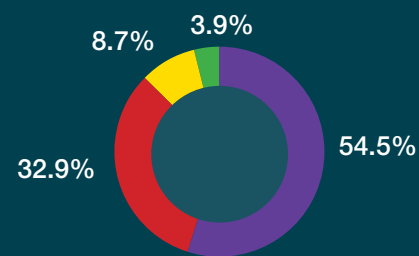


BREAKDOWN OF RETAIL NETWORK SALES*



By store type

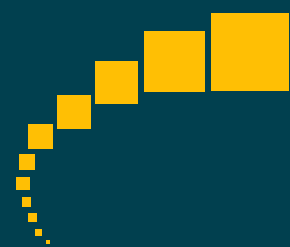
- HYPERMARKETS
- SUPERMARKETS
- HARD DISCOUNT
- OTHERS



By geographical area

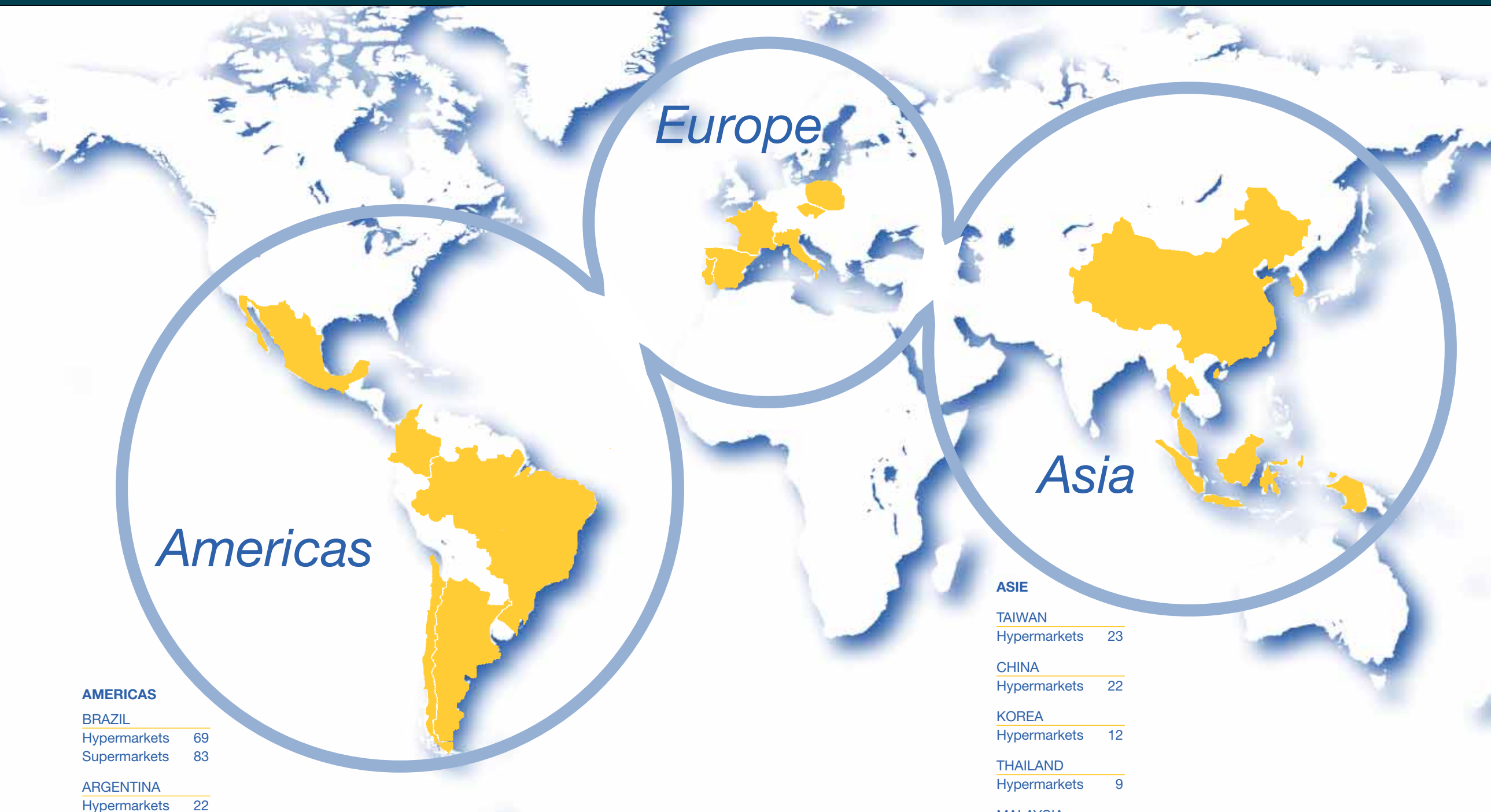
- FRANCE
- EUROPE (excl France)
- AMERICAS
- ASIA

*Stores under banners of the group



Carrefour worldwide

Stores under banners of the group at 31 December 1999



AMERICAS

BRAZIL	
Hypermarkets	69
Supermarkets	83
ARGENTINA	
Hypermarkets	22
Hard discount	106
MEXICO	
Hypermarkets	14
CHILE	
Hypermarkets	2
COLUMBIA	
Hypermarkets	2

Europe

ASIE

TAIWAN	
Hypermarkets	23
CHINA	
Hypermarkets	22
KOREA	
Hypermarkets	12
THAILAND	
Hypermarkets	9
MALAYSIA	
Hypermarkets	6
INDONESIA	
Hypermarkets	5
SINGAPORE	
Hypermarket	1
HONG KONG	
Hypermarkets	4

Asia

EUROPE

FRANCE	
Hypermarkets	227
Supermarkets	1,078
Hard discount	418
Convenience stores	1,672
Cash and carry	160
Frozen food stores	411
SPAIN	
Hypermarkets	117
Supermarkets	180
Hard discount	2,157
Convenience stores	532
Cash and carry	30
BELGIUM	
Hypermarkets	60
Supermarkets	492
GREECE	
Hypermarkets	8
Supermarkets	92
Hard discount	149
Convenience stores	34
ITALY	
Hypermarkets	36
Supermarkets	262
Convenience stores	532
Cash and carry	9
Frozen food stores	47
POLAND	
Hypermarkets	7
Supermarkets	6
PORTUGAL	
Hypermarkets	17
Supermarkets	64
Hard discount	285
CZECH REPUBLIC	
Hypermarkets	3
TURKEY	
Hypermarkets	5
Supermarkets	9



Managing the new Group: quick, yet balanced choices



From the day the merger was announced, an organisational diagram of the Executive Committee of the new Group was published. The new organization presents a good balance between the management of Carrefour and that of Promodès: amongst the top 200 managers of France and Spain, 47% will be from Promodès, 53% from Carrefour

The Board of Directors has also been changed, the number of Directors increasing from 7 to 12 members.

The merger: a process requiring pragmatism and speed

The merger process was organised rapidly so as to provide each company, very quickly, with the new objectives of the Group.

From September 1999, a steering committee, was created to head up overall merger strategy, set deadlines, assign priorities and targets, and examine proposals.

At the operational level, the merger was organised in a very methodical fashion, based on work groups that meet in each country on every occasion requiring an examination of the strategic objectives specific to the organization. These work groups are composed of the unit heads of each of the merging groups.

The coordination of topics, by concept, type or trademark would be carried out, if necessary, by international work groups, organised under the management of a supra-national director.

With regard to the large, functional divisions, five platforms were organised covering human resources, communications, legal affairs, finance and information systems. Bringing together the unit heads of each of the divisions in view of detailing the new, functional principles under which the merger is to proceed, the platforms ensure consistency during the merger process.

Within the limits of our organisation, pragmatism is essential due to the need to bring the new group up to an acceptable level of performance as quickly as possible. Later on, our competitiveness will be based upon some principles, which from the beginning oriented our decisions:

- The preservation of a local approach, adapting our product offer to the needs of our clients, and drawing our profits from the global scale of our operations, our combined resources, and our shared know-how.
- The construction of a European organisation to serve as a foundation for the Group while guaranteeing the short-term realisation of synergies which are, for the most part, to be found at national level.

- The search for simplicity without denying complexity: the portfolio of services produced by the various units within the group is the largest amongst the world's distributors. This is a major strong point, but also presents risks that must be taken into consideration. Two major targets have been defined: to be the best in each of our three major store types world-wide (hypermarket, supermarket and hard discount), and to generate a maximum of synergy between these concepts.

- The optimisation of relations between the sales force and upstream operators: our overriding goal is to satisfy our clients, and to do it better than our competitors, by adapting our offer to meet customer needs, at the best price and with the best service. This goal can only be achieved if those who are in contact with our clients are listened to on a daily basis.

- The strengthening of the entrepreneurial spirit, responsiveness, and the development of individual and collective skills, making these attributes the foundation of the company's culture.

It is these principles, in addition to the traditional virtues of our two groups, which are guiding our actions, and they will continue to guide us in the future.

Last January 25, an essential step was taken by the new Group: the European Commission in Brussels gave the green light for the merger between the Carrefour and Promodès groups.

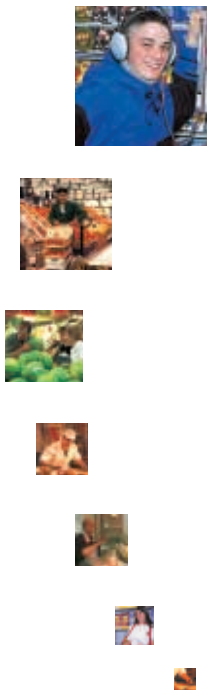
At the time of the talks with the Commission, we promoted our policy of forming partnerships with small and medium-sized enterprises in Europe, and similarly with farmers via the system of "quality lines". Both Carrefour and Promodès have achieved a degree of certain headway over our competitors in this type of partnership, and we have confirmed our intention of extending such relations to include new suppliers.

The authorities governing competition in France and Spain are now in the process of studying data concerning sites where, because of the merger, our position might be considered dominant. These bodies should render their decision some time in 2000.

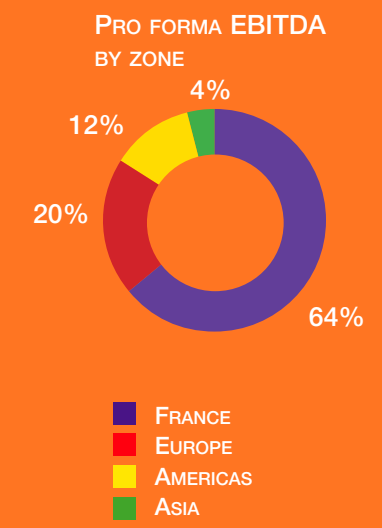
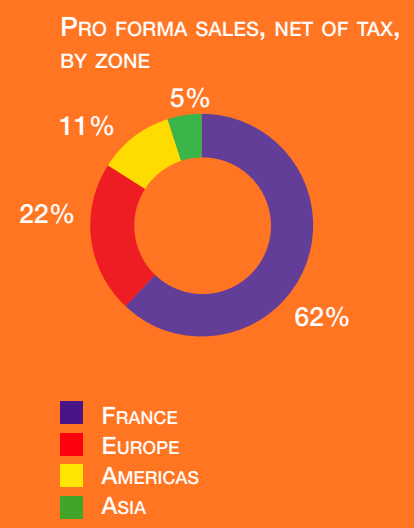
Due to the agreement, the schedule that was established at the beginning of the operation will be able to be maintained: **the merger, which will submitted for approval at our Annual General Meeting of Shareholders to be held on March 30, 2000**, should therefore take effect in April. The shares of Promodès still in circulation will, at that time, be converted into shares of Carrefour, at the same par value as that of the Public Offer of Exchange launched in September 1999 (six shares of Carrefour for one share of Promodès).



Promodès enjoyed a very strong presence in Europe in all of its store formats. Early on, Carrefour had turned towards new continents: Latin America and Asia. Together, the new group is now the world's most global retailer.



The world's most global retailer





The 1st retailer in France

The merger of Carrefour and Promodès has produced a new Group which is now the number-one retailer in France: nearly 4,000 retail outlets all types included (1,699 of which are fully owned), consolidated sales of more than FF150 billion, complementary positions in large urban areas as well as in medium-sized towns and complementary types of stores.

Sales for the Carrefour Group – excluding Promodès – grew by 35.7% in France, in part due to including Comptoirs Modernes for the first time. As in the other countries, our leading aim after the merger has remained achieving our annual targets and not losing sight of short-term profits. In 1999, the environment in France was again favorable to consumption.

Carrefour has enhanced its attractiveness in three essential ways

The test of non-food concepts was very positive, as much on the basis of the satisfaction expressed by customers, as that of the sales growth realized. This new merchandising concept constitutes an undeniable competitive advantage, since it brings with it an automatic enlargement of the catchment zone subsequent to store transformation. This concept was therefore extended, and 60 stores had implemented it by end 1999.

The logical follow up to this was to survey our food world. The creation of Magali (for MAGasin ALImentaire in French), the food concept of Carrefour hypermarkets, was a major event in the French retail industry in 1999. It will serve as a benchmark for renovating stores, after conclusive tests in Lescar, Vénissieux and Montesson.

Finally, Carrefour confirmed its ability to generate a major sales event in France, as well as in the 26 countries where we do

business: after the 35th anniversary celebration in 1998, the "historic month" in 1999 saw significant sales growth, in spite of the very strong results registered a year earlier.

The two groups were aiming at a major reduction of store inventories, particularly in France, where logistics tools enable optimised flows. For both Carrefour and Continent, this target was virtually achieved for food. Significant improvements were accomplished in the non-food area, and our merger is going to allow us to set more ambitious targets.

Finally, the density of group stores in France will enable productivity gains at the warehouse level and reduced transport costs. Our medium-term strategy will be to develop European-wide logistics to ensure further optimization of our flows.

Continent continued reorganizing its stores to strengthen customer welcome and services. Centralised accounting of Continent hypermarkets in Mondeville freed up resources for a marketing drive. Store management was reorganized and reinforced with the arrival at each site of a marketing manager in charge of improving the overall offer (products, services, reception, information, after sales services, etc.). This program is in line with the commercial policies of Carrefour and will facilitate the task of incorporating Continent into the Carrefour network in the year 2000, where a similar approach is under way.

Supermarkets: loyalty and market share gains

As for supermarkets, the evolution was even more favorable, as the FCD index (Fédération du Commerce et de la Distribution) posted comparable surface sales growth of +3.5%.

The performances of Champion and Stoc were above average, +4.2% and 4.8%



respectively, demonstrating the dynamic quality of these two trademarks.

Champion expanded the dissemination of its loyalty card to a large part of its network, helping to create a customer database that will contribute to a better understanding of our customers' purchasing behaviour, and may eventually lead to the development of direct marketing. There is a high degree of complementarity between the Stoc (Iris) and Champion cards: the rate of card used by Stoc clients is higher than that of Champion customers, but the Stoc program was launched a year earlier.

The two trade names have become references in France for the supermarket format.

They are at the leading edge in the areas of pricing, product quality and product variety, as well as for services and advertising. Their complementary know-how will help to create value out of the merger of the two networks.

Convenience stores

The Group's convenience stores underwent some streamlining: the Codec outlets took on the name Shopi, while the urban concept of Shopi was extended to all of the concerned sites. 8 à Huit, Maxiplus and Comod improved their product offer, developing services and leveraging their dual advantages of proximity and conviviality to reconquer market share.

Cash & carry

The Promocash stores, specialized in cash and carry, have pursued their convenience strategy in 1999 through a better-suited offer to each type of sales outlet (catchment zone, store size).

Picard les surgelés

Picard, the leading frozen food retailer in France, has regularly confirmed its success from one year to the next. This activity continues to develop, both in terms of improved store performance, with sales growth of 7% on a like-for-like basis, and through setting up new stores. In total, sales have increased by 16%.

SPAIN

Spain had an excellent year in 1999, achieving a 3.7% GDP growth rate and a drop in the unemployment rate from its former level of 18.8% to approximately 15.4%, with inflation well-controlled at only 2.9%. Growth in consumption favored mainly the automobile, leisure and household product-segments.

Our stores benefited from this positive environment with a slight increase in sales over the year, more significant in non food items.

The Continente hypermarkets continued to move ahead, gaining market share through the expansion of the outlet network: over the course of the year, three new stores took on the Continente sign.

Pryca did not open any new stores in 1999, but pursued the transformation of 15 existing stores. The group also opened 10 new boutiques, Optica Pryca.

Continente also broadened its scope with supermarket activities through the acquisition of Simago, which runs 66 outlets. The year 1999 was devoted to transforming these stores, all of which had adopted the Champion banner in September, as well as to the opening of 5 new stores. The work was carried out with the support of French teams with expertise in that store format.

Champion in Spain offers a large variety of products, amongst which discount-priced fresh food products holds a predominant position. The number of services proposed in-store is also very attractive.

This is confirmed by the growth of sales recorded since the transformation to the Champion trademark. The goal of Continente was to create a network of integrated supermarkets that would conquer a leading market position in Spain. The location of the Simago outlets, moreover, constituted an excellent base. With the addition of the 109 Comptoirs Modernes outlets, which will rapidly take on the Champion name, the supermarket will become a major source of growth in Spain for the new group.

In March 2000, the Boards of Pryca and Continente have proposed a merger of the two entities, over an average parity calculated over the two months before the announcement of the Carrefour-Promodes merger, i.e 21 Pryca shares for 16 Continente shares. The supermarket branches of the two groups will be included in that deal.

Dia% continues to gain market share by various means:

- expanding two types of outlets in its network: inner-city stores with small



surface areas and no parking facilities, and much larger (800 m²) suburban stores with parking and, therefore, a catchment area that is correspondingly greater,

- developing the franchise concept, which enables a growth in sales and warehouse saturation without heavy up-front investment,
- constant work on the variety of products: innovations on own brand products, development of fresh food and certain non-food products, and a very aggressive pricing policy made possible by purchasing volumes: an average outlet has no more than 1,000 individual products, half of them own brand products,
- and last, customer loyalty, through the fast development of a loyalty card.

ITALY

The new Group's activity is currently composed of 6 Carrefour hypermarkets and, since March 2000 the control of the GS group, the second largest food retailer in Italy. This latter group is comprised of the Continente and Euromercato hypermarkets, the GS supermarkets, the neighbourhood outlet chains Supersconto and Di per Di, and the cash and carry outlets Docks Market and Grossiper. Its sales totalled FF27 billion in 1999.

Work groups were established for the purpose of coordinating the future integration of the activities of GS within Carrefour, notably with regard to harmonizing the product lines.

A program involving a change in trademarks is under way: all of the group's hypermarkets will be taking on the Carrefour trade name.

GREECE

After a relatively unfavourable 1998 year for retailers due to the devaluation of the currency, which weighed on household consumption, the stores of the Group and its partner, Marinopoulos, returned to growth. Two Continent hypermarkets were opened in Athens – one fully owned, the other one franchised – over the course of the year and the other outlets increased sales on a comparable surface basis.

The Dia% banner continued its expansion, creating another 47 outlets and, thereby, bringing the total to 149 by the end of the year. The concept is certainly very much appreciated by Greek consumers. Dia% has become a recognised trademark in the regions of Athens and Salonika, its two areas of development. Present in the country now for four years, the trademark's success has been confirmed and we are planning on the same pace of growth over the medium term.

TURKEY

In the context of the recession which took place in 1999, Turkey nevertheless showed some improvement in consumption. The market remained very much turned toward food products. Carrefour realised a significant advance in sales at its two stores in Istanbul and Adana. A third outlet was opened in Izmit at the beginning of 2000.

The backup of Continent, which has already opened 3 hypermarkets in Turkey, and of Dia% which started its operations in 1999 in Istanbul will allow Carrefour to rapidly become a major actor in Turkey.

The modern forms of distribution – principally hypermarkets and hard discount – are still little present in this country, but they are developing rapidly under the pressure of a growing urban population and related changes in attitude.

BELGIUM

Subsequent to the 1998 acquisition of a 27.5% stake in the company GB, the Promodès teams spent the year 1999 transferring the requisite know-how to improve that company's performance. At the start of the year, GB created a food purchasing group, in order to massify purchases and improving relations with suppliers.

The company's hypermarkets have begun a remodelling program and the breadth of product lines on sale now approximates that of a French hypermarket. The success of Bigg's Continent in Belgium culminated in a very positive test of the concept. Insofar as supermarkets and neighbourhood stores are concerned, GB continued the network restructuring begun in 1998.

The merger between Carrefour and Promodès did not alter prior agreements, and the new group is pursuing its course, confident in the potential of this network of stores, which holds the top-ranking market share in Belgium, as well as some very good locations.

Finally, in partnership with the Mestdagh company, in which Carrefour holds a 25% stake, the Champion banner will continue to expand in the market.

PORTUGAL

The 1999 year in Portugal was marked by continued development of the group's various banners. Carrefour opened another hypermarket in the third quarter, bringing the total for the country to 5.

With two new locations, Continente now has twelve stores in operation. This venture is managed by teams from Modelo Continente SGPS of which the new Carrefour group holds a 22% stake.

Finally, Dia% wrapped up its restructuring of the Minipreço network. Subsequent to various tests, it was decided to preserve only this banner, and hence, to transform the Dia% stores. The excellent image and reputation of the name were the motivating



factors for this decision. The harmonization of the various product families and the development of Dia% products resulted in sales growth and the gain of new clients. The turnover of this subsidiary increased significantly in 1999.

POLAND

In Poland, GDP growth reached 3.2% while inflation reached 9.6%. In a more and more competitive market, Carrefour pursued its development with 4 hypermarkets inaugurated in 1999, bringing the total network to 7 stores by the end of the year. In addition, Stoc started its operations with 6 new stores.

CZECH REPUBLIC

In the Czech Republic, despite an unfavorable economic context, Carrefour opened two new stores in Brno and Usti nad Labem, in large, attractive commercial malls. The increase in sales of the first store in 1999 is promising.



Americas

BRAZIL

The 1999 year in Brazil was marked by the January devaluation of the Real. The first months of the year saw a sustained level of consumption, turned in particular toward non-food products due to the fear of inflation. However, subsequently there was a contraction in sales of both food and non-food products.

At the end of 1999, the country's GDP was down by about 3% and the rate of unemployment in the nation had risen from the level of 7.5% in 1998 to around 10%. Steps taken by the authorities to reduce the government deficits have yet to prove effective, but at least one victory has been achieved: this crisis has not set off hyperinflation, as had been feared at the beginning of the year. Inflation is certainly higher, but has stabilized at around 15%.

The retail sector was marked by a new wave of consolidation. As forecast, Carrefour took part through the acquisition of several chains of supermarkets over the course of the year. Thus, the network of supermarket outlets stood at 83 stores at the end of 1999. Nine hypermarkets were also opened or acquired. The target of development is to quickly attain a critical mass, region by region, through the use of both formats, hypermarket and supermarket, thereby enabling our infrastructure to operate at maximum efficiency.

In 1999, the group opened a 35,000 sqm warehouse, covering all consumer products, bazaar and white and brown goods, for the states of Sao Paulo, Campo Grande and Curitiba. Two other warehouses should open in 2000 and 2001 for in-house brands, deep discounted products and textiles.

ARGENTINA

In Argentina, there was a significant slump in consumption in 1999, linked to the financial crisis outside of the country and the maintenance of a fixed parity between the US dollar and Argentinean peso. The collapse in exports and the rise in unemployment, particularly in the region of Buenos Aires, brought about a large drop in demand and deflation across the entire spectrum of consumer products.

In the retail sector, as in Brazil, the consolidation of the sector continued. The merger of Carrefour and Promodès took part in this movement. Promodès had already in 1998 acquired a stake in Norte, the country's leading chain of supermarkets, followed in January 1999 by the acquisition of Tia. In all, Norte and Tia are now running 141 supermarkets. In 1999, Carrefour opened a new hypermarket in a large shopping centre in Buenos Aires and has developed new client services and concepts (call centre, home delivery tests, new non-food universes).

Finally, Dia% opened 73 stores in 1999, bringing its total store population to around 100 units.

COLOMBIA

Columbia maintained a restrictive economic policy in 1999 seeking to control inflation and reduce the nation's deficits. The growth in GDP slowed significantly to around +0.6%. The first full operational year of the store opened in October 1998 in Bogota was satisfactory and the group proceeded with the opening of a second store in Cali.

Modern trade, principally present in the large cities, still represents only a small percentage of the total market, in spite of the fact that modernization is progressing by leaps



and bounds. Here, as elsewhere, the segment is characterized by consolidation and newcomers. The potential of the country is large, considering that the nation has a population of more than 40 million inhabitants and a high degree of urbanisation (73% of the total population). A third hypermarket should open in Bogota during the year 2000.

CHILE

In Chile, the regional crisis brought about a deceleration of growth but had only a reduced impact on the principal indicators (inflation was tightly controlled, unemployment was up only slightly). Although consumption stagnated in 1999, the expectation is that it will return to grow from the start of the year 2000, and the first signs of this have already appeared at the end of 1999.

The first full operational year of the store opened at the end of 1998 in Santiago was quite satisfactory and a second store was opened at the end of the year, also in Santiago. Carrefour intends to pursue this expansion at a rhythm of 1 to 2 new stores per year.

MEXICO

Mexico had a satisfying year, albeit with weaker GDP growth than that of the prior year, but nevertheless rising by more than 3%. Consumption increased by around 4%, principally pulled up by non food products.

Carrefour modified its development program in the country: one of the problems lied in the wide scattering of sales outlets across the nation and the inability to improve the profitability of some very isolated stores in the face of competition concentrated within only one or two regions only.

The group therefore decided to divest three of its stores located in Chihuahua, Hermosillo and Ciudad Juarez over the course of the year, and to concentrate its future development in the regions of Mexico and Monterrey.

A new model store, better adapted to the market due to its reduced size (6,000 sqm - 8,000 sqm) will be developed in the coming years. The group did not open any new stores in 1999, but plans to open one or two during the year 2000.

TAIWAN

Taiwan was only slightly touched by the Asian crisis: consumption levels continued to increase, pulled up in particular by the communications markets. Household consumption progressed by about 6% in 1999 and should again grow at about this level in the year 2000. The savings rate remained high, at about 25% of real income and unemployment was tame at 3%. Competition in the retail industry is accelerating, with the opening of new hypermarkets and specialised stores. In this environment, Carrefour nonetheless raised its market share, achieving sales growth of 11.6%, as measured in local currency. In 1999, two openings were added to the store population which boasted 23 units as of December 31, 1999.

KOREA

Korea returned to growth in 1999. After a contraction of 5.3% in 1998, GDP registered a rise of nearly 10% over the year. Unemployment remained high, but there was a real recovery in consumption. Modern retail concepts should continue to develop rapidly over the coming years, notably that of hypermarkets and supermarkets. In 1999, Carrefour and Promodès opened 6 stores, the first for Promodès in the country. The Group was thus managing 12 stores here at the end of 1999 and Korea already represents the second largest turnover for the group within the region. At the beginning of 2000, the first hypermarket of the new group opened in Korea located in Seoul. Built by Promodès, its inauguration was delayed so as to open under the Carrefour name.

THAILAND

In Thailand, after two years of crisis, the country began its recovery in the 2nd half of 1999. This was manifested in part by a rise in consumption, particularly of non-food products. The potential for development in this nation is large, certainly in the region of Bangkok which accounts for 20% of the population but 77% of the nation's wealth. The group opened 2 stores in 1999 and expects to accelerate the pace over the years to come.

MALAYSIA

Malaysia, after having experienced one of the strongest expansions of all the Asian nations, and a strong contraction subsequent to the 1998 crisis, managed to achieve a stable 1999 year. Consumption has yet to take off and is currently focused on food products. Carrefour opened its 6th store and has adapted its pace of development to conform to that of the nation's economy.

INDONESIA

Indonesia is one of the Asian countries where Promodès had just initiated activity, with two openings in 1998, followed by a third in 1999. After the crisis, the nation had a year of mild recession in 1999, but may begin a recovery in the year 2000. Organized retail in the country is undergoing buoyant development, with the creation of large shopping centres, hypermarkets and supermarkets. Carrefour is pursuing its development by opening one or two stores per year.



CHINA

Although its rate of growth has slowed over the past several years, China remains a market with a large potential for sustained growth of such organized retail concepts as the hypermarket, since it is characterized by increasing urbanization and consumption. Carrefour opened 7 outlets in 1999 and Promodès opened its first store in Beijing. With 22 outlets, the Group is thus the leading foreign operator in the country, present in 9 of its 20 largest cities. Carrefour should continue its expansion with targeted openings in cities where it is already present, thereby reinforcing its store population.

HONG KONG

Hong Kong has yet to return to strong growth: after a 1998 year in contraction, the GDP stabilised while unemployment continued to expand. In the face of fierce competition and the relocation of certain purchases in favor of Shenzhen, Carrefour modified its activity through the optimization of product lines and the continued development of first prices.

SINGAPORE

Singapore held up well during the crisis with a rise of more than 2% in 1999 GDP. However, this masked a slow down in consumption caused by the progression of savings. In this environment, Carrefour registered sales growth and actively pursued the study of new projects which may see the light of day in the year 2001.

JAPAN

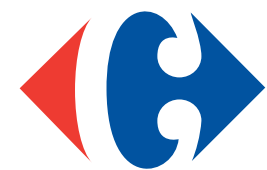
The group intends to open its first hypermarkets in Japan at the end of 2000 or beginning of 2001. They will be located in Tokyo and in Osaka and will have surfaces of 10,000 sqm - 12,000 sqm. The second largest nation in the world in terms of consumption, the country offers huge potential for the development of new forms of retail. The planned hypermarkets embody all of the group's newest concepts. Other projects are also being considered.



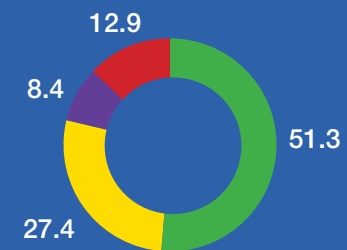
Hypermarkets for modernity, offering everything under the same roof, supermarkets for fresh produce and everyday needs, hard discount stores for savings: with these three leaders in their category, plus convenience stores, cash and carry, institutional distribution and frozen food products, the new Group offers a complete line of store formats.



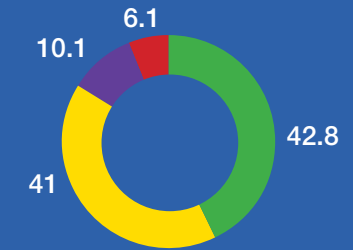
A complete line of store formats



BREAKDOWN OF SALES AREA FOR THE STORES UNDER BANNER (IN %)



- HYPERMARKETS
- SUPERMARKETS
- HARD DISCOUNT
- OTHER



- FRANCE
- EUROPE
- AMERICAS
- ASIA



Hypermarkets

A modern concept

Already present in 21 countries, the hypermarket will continue to gain market share in the regions of Europe, America and Asia. The development of our banner remains a priority, and we expect to achieve more than 40 new openings in the year 2000: a little more than 10 in Europe and in Latin America with the remaining 20 or so in Asia.

More than anything else, the year 2000 will be the year of merging the activities of the Promodès group.

The choice of the Carrefour trade name for all of the hypermarkets of the new Group, including those in Spain, was made in order to take maximum advantage of the synergies offered by a global network operating under a single trade name (own brands, worldwide promotions, etc.).

The past 35th and 36th annual sales of Carrefour have proved the Group's ability to globalize its offer and create world-wide marketing events through extremely attractive, daily promotions. The addition of the Promodès world-wide network of hypermarkets (251 additional hypermarkets) reinforces the weight of this type of operation and will lead to significant cost reductions, particularly in the domain of advertising. Carrefour France will transfer its concept know-how to teams from Continent, who will then be responsible for the changeover to the new name.

A world banner

The Carrefour concept will be extended to all existing Continent hypermarkets and should lead to improved sales, particularly in the non-food segment. The advance that Carrefour enjoys in terms of marketing and

innovation, for example the development of services (financing, insurance, travel, entertainment) and the creation of complete food and non-food product worlds has brought enormous success, and will be gradually extended to all of the stores.

In Spain, the plan is ambitious: all of the stores of the two groups will change names (currently Pryca and Continente), and they will all benefit from the change, as the strengths of each are highly complementary.

In each country, commercial policies (product assortments, marketing, pricing, etc.) will be made not in the interest of privileging either one brand or the other, but rather to correspond more fully to local market requirements, while preserving the best qualities of each.

A common organization

The transfer of commercial know-how will be facilitated by often similar methods and organization. For example, in the year 2000, Carrefour will spread the cross-functional organization throughout its chain of outlets, giving more decision-making autonomy to the heads of product lines, allowing them to focus their energies on sales.

In the past, the product heads spent much of their time negotiating with suppliers, now they will be free to concentrate 100% of their time on optimizing sales and managing their teams. They will be supported on a day-to-day basis by five cross-functional managers, each one specialized in a specific area: sales, marketing, logistics and organization, human resources and management control. These managers will guarantee performance in line with Carrefour practices.



The central functions will conduct all negotiations in the interest of greater efficiency and homogeneity. Similarly, the organization of flows, which is aimed at minimizing store inventories – the strategy is the same in both groups – will be harmonized without difficulty. The density of turnover per square mile of the new Group in both France and in Spain should enable the new logistics network to become one of the top performers on a world-wide basis.

The low level of location overlap between the two networks is demonstrative of the relevance of this partnership: more than

half of Continent customers also shop at Carrefour, while only 22% of Carrefour clients visit Continent stores (source: Sécodip). Finally, throughout the world, wherever the two hypermarket chains were once in direct competition for new store sites, which was the case above all in Spain, Italy, Greece, Korea, Indonesia or China, they will now join forces to seek out the best, most profitable projects.



Supermarkets

Wherever the opportunity presents itself, supermarkets will be used to reinforce the presence of hypermarkets, as is already the case in France, with the trade names of Champion and Stoc, in Spain, Greece, Portugal, Belgium and Latin America.

Champion in France and Spain

For France and Spain, the Champion sign was chosen to represent the network. In the other countries, where the recognition of existing trade names is already very strong and carries a positive image (GS in Italy, Norte in Argentina), it does not seem advisable in the short-term to invest in a name change.

The teams of Champion and Comptoirs Modernes have joined together to define a common concept which can be extended to the Group's merged store population as well as to franchisees. The level of motivation in the new group is very high, since the difference in the working methods of Stoc and Champion were quite limited and combining the two populations offers truly promising prospects for the future.

Each one will benefit from the strong points of the other and their size will help them achieve a significant advantage over their competitors. In the area of customer loyalty, for example, both names already had sizeable development programs, one by the name of Iris, the other under the name Champion. The unified databases will now constitute a major tool for differentiating the chain's offer and accelerating gains in market share.

In Spain, the priority for the year 2000 will also be the integration of the networks of the two groups. The Champion name was selected to represent the chain due to the very recent transformation of the 66 Simago stores which now form an homogenous network of outlets.

They will serve as the foundation for the development of this store format in Spain.

A significant potential

Although the market share of supermarkets is already very high in this country, it appears equally true that there is still substantial growth potential for the type of stores we operate or that we are setting up. The positioning of Champion in Spain, based on discount prices, selection and customer service, is expected to become a huge success throughout the country.

In Brazil, as well in Poland, the acquisition of sales outlets and the creation of new stores (89) in 1999 by Comptoirs Modernes illustrate the multiple format strategy Carrefour is applying.

In Argentina, supermarkets are considered as an essential activity for us, since they will represent, once fully consolidated, about 50% of the new Group's turnover in the country. The year 2000 will be a year of building which will be of primordial importance for our future success.

To begin with, the Norte chain will wrap up the merger with Tia, which was acquired in 1999. The complementary nature of these two chains is evident in geographic terms



(one achieves 80% of its turnover in the metropolitan area of Buenos Aires, the other only 20%), manifesting numerous opportunities for synergies, particularly in the areas of logistics and purchasing. This year, the convergence of trade names should enable cost reduction.

Strong complementarities

Moreover, the merger of Carrefour and Norte also presents a number of complementary aspects: synergies stemming from centralized purchasing will, of course, fuel the growth of our results, as will productivity gains at the logistics level.

The development of own brands, currently a large project at Norte, could be reinforced by cross-store brands, such as De la Nuestra Tierra in Spain. Carrefour expertise in this field is expected to speed up the process.

In Italy, in Belgium, in Portugal and in Greece, the group will pursue the transfer of know-how undertaken by Promodès, and will find means of otherwise profiting from the merger of the various trademarks in these countries.

Hard discount



Erteco pursued its development in France, with 34 more stores over 1999. The concept seems ever more fitted to consumer demand, as reflected by the growth in like for like sales. The Dia% concept, which continues to encounter growing success in Spain, and its expansion year after year (creation of 150 new outlets per annum, comparable surface sales growth of 5.5% in 1999), is rapidly being exported: the 1998 acquisition of the Minipreço chain in Portugal was an initial illustration. It was followed by the organic development of the trademark in Greece, Argentina and in Turkey since the 2nd half of 1999 confirming the ability of the Dia% teams to conquer new markets and adapt their marketing techniques to new environments. New markets are currently being researched, notably those of Brazil and South Korea. The success of Dia% in Spain comes in part from the strength of its name, which offers a particularly attractive price/quality ratio. Turnover by product line (1,000 in each store)

is in fact quite high, helping to make the concentration of unit purchasing unequalled in Spain. The mark is expanding the variety of its offer and focusing attention on customer demand, ensuring an enhanced degree of comfort and giving preferential treatment to faithful customers through the use of loyalty cards. In Portugal, after surveys carried out in 1998, concerning the Dia% and Minipreço marks, it was decided, based on the criteria of image and store performance, to retain only the use of the Minipreço name. The incorporation of Dia% into the Minipreço chain constituted one of the main projects undertaken in 1999. For example, alignment of various product lines led to a reduction, in percentage terms, own brands at stores operating under the Dia% name while increasing their use in the Minipreço outlets. Currently, Dia% products make up about 50% of the product lines offered by our stores in the country.

Other types of stores

CASH & CARRY

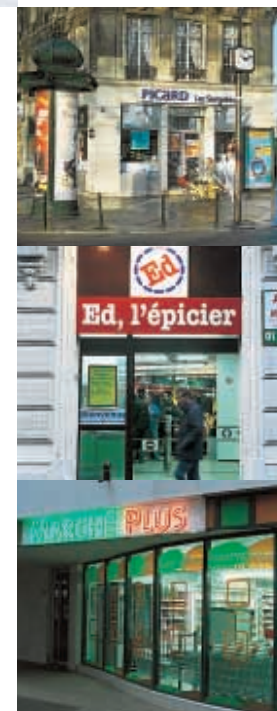
At Promocash, the main projects under way, begun in 1999, target improved adaptation of our offer depending on the type of store: optimizing product varieties according to the size of the store and its catchment base (definition of 4 store categories, consistent product varieties for each region), faster treatment of new product information, improved logistics that are more responsive to demand, switch from an organization based on products to one focused on customers. The processing of customer databases has resulted in launching a program of individualised communication. Promocash will pursue this strategy, coupled with aggressive marketing, in view of improving our market share.

CONVENIENCE STORES

In convenience stores, both Promodès and Comptoirs Modernes continued to modernize points of sales, develop services and optimize advantages coming from proximity and conviviality. Shopi extended its concept to urban stores while 8 à Huit pursued a commercial policy deliberately focused on service.

PICARD

Picard made its first steps outside France in 1999, through the acquisition of Gel Market in Italy, which will change its name to Picard Surgelatti. This company runs 47 stores. The year 2000 will therefore be devoted to integrating that new business, continued expansion mainly in France and improving all stores performance.





Complementary
 **know-how**

The merger of our two groups does not mean simply adding up our sales or taking advantage of our synergies, but also combining various skills. The assets of the new Group are thus based on the complementarity of our know-how.





Areas of expertise of the two groups

A converging evolution

Although Promodès and Carrefour share a number of basic values, they did not develop according to the same strategy. Rather, their individual strategies gradually converged over the years until they became almost identical in 1998: developing several store sizes, expanding at the world-wide level, group purchasing, controlling logistic flows to reduce inventories and centralising upstream operations.

From their inception, however, the two groups relied on different assets to ensure their success: as a wholesaler, Promodès took advantage of its upstream know-how – logistics, purchasing negotiation – to stay ahead of its competitors in these fields, and immediately decided to develop several store formats for its own stores or those under franchise, in order to saturate its logistics capability as quickly as possible and increase its purchasing power, and consequently its in-store competitiveness. For Promodès, as for Carrefour, discounting is a fundamental strategy component. Promodès first developed this strategy in France, then in Spain, and later in all of southern Europe, either on its own or in franchised stores or in partnership with local operators, to become the front-runner in this area.

The franchise system has been adopted for a significant percentage of French stores in the Promodès group, thereby enabling rapid expansion of the trade name without

long-term investments, stronger group purchasing power as well as optimum use of the logistics capabilities: the ratio of operating profit to capital investment for this activity is particularly high.

Carrefour will continue developing this activity, above all in the supermarket format, especially insofar as it will allow new expansion of the store population in France. It is an activity that requires great skill in sales management and controlling compliance with trade name procedures in order to maintain perfect store uniformity. Promodès has managed to expand rapidly through franchises due to this expertise, which it can now share with the whole Group.

Carrefour's background, and thus the history of its areas of expertise, is naturally altogether different. Carrefour created the concept of the hypermarket in 1963. Since then, the Carrefour teams have introduced numerous innovations in this format and have succeeded in setting an international standard. Innovative selling and merchandising have been two key instruments in achieving our trade name renown.

Early on, the Carrefour management decided to expand the Group's activities world-wide. Today Carrefour is the world's most international distributor, with stores in 26 countries and unquestionable expertise in conquering new markets and adapting its concept to different types of consumption.



Strong geographical complementarity

Achieving a powerful global position requires both widespread market coverage, which Carrefour already has, as well as a solid base. As a result of the merger of our two groups, this base will henceforth be Europe. The new Group achieves 84% of its turnover in Europe, in an increasingly uniform market, and enjoys the advantage of unrivalled store population density per square km in the Lisbon-Brussels-Istanbul zone. This geographical complementarity will therefore give rise to maximum synergies, particularly Europe-wide deployment of own brands such as Carrefour, Champion and

Dia% brands, as well as cross-store brands such as Reflets de France, Destinations Saveurs, Escapades Gourmandes, which will be strengthened as a result.

The merger of our two groups does not mean simply adding up our sales or taking advantage of our synergies, but also combining various skills. The assets of the new Group are thus based on the complementary of our know-how.

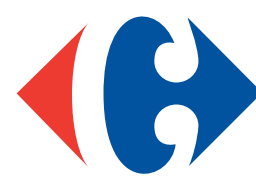
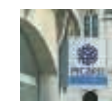


The new Group's success is based on a strong culture.

It will be built on values shared by the two groups:

quality, innovation, entrepreneurial attitude,

customer satisfaction.



Shared values





Enhancing skills and talents

Reinforcing values

Originally, Carrefour and Promodès were both family enterprises, one became a European leader and the other an international leader. Operating in the same market segments, both groups adopted similar human resources policies, developed partnerships with their suppliers, and demonstrated their ability to create value for their shareholders. It is the reinforcement of these values that are the driving force of the new Carrefour Group.

Up to the time of the merger, both group policies in the sphere of human resources were quite similar with respect to training, internal promotions, promotion prospects and career opportunities. In terms of overall employment, the merger has not had any impact on the staff working in outlets, who represent more than 90% of the workforce; however, at the level of headquarters and the centralized services, some modifications will obviously take place. But the dynamics resulting from the merger should, nonetheless, permit every employee to benefit from a larger spectrum of job possibilities.

Furthermore, the new Group is continuing to develop in-store services and apply major resources for this purpose. This will inevitably lead to creating new positions at the outlet level. These new positions will concern qualified employees in particular, as they will be closely linked to new technologies and financial products.

Innovative partnerships

In the area of relations with suppliers, very early on Carrefour put the consumer at the heart of its actions: the safety of food

products and their impact on health, for example has resulted in research that has made the Group one of the most innovative in this area. The same vision has led to building a new relationship with the agricultural world. Quality can only be achieved through real partnerships with farmers. Promodès, a predominantly European enterprise, was very attached to its regional roots, as its development was founded on small and medium-sized independent enterprises. This attachment to the special features of each region has made the Group the leader in the rediscovery and promotion of local cuisine.

In the 21st century, the merger of our talents will give rise to a firm combining the best of tradition with modern, international ambition while respecting special local features, and the capacity to promote brands on a world-wide basis with the capacity to establish partnerships with local small and medium-sized enterprises with their own special know-how.

Adapting to local markets

In today's world of food consumption, there is no such thing as uniformity. In Europe, for example, the levels and structure of consumption are quite varied: the maintaining of local, traditional tastes is overlaid with a growing interest in regional and foreign cuisine. To satisfy consumers, food retailers must increasingly offer ever wider selections and promote local food traditions and yet satisfy even the most exotic tastes. The number of different food products offered to clients by Carrefour, as well as by Promodès, has doubled over the past 10 years, growing in number from 7,000 to more than 14,000.



Constantly increasing quality

In several countries, the two groups began several years ago to develop programs targeted at improving the quality of agricultural products, raising the productive value of farmers, contributing to better production value, and contributing to reduced surplus production by engaging in long-term contracts. These actions were taken in the form of "quality lines" at Carrefour, the development of the product lines Carrefour Bio, and Reflets de France at Promodès also extended to other countries in Europe and the world (Kvality program in the Czech Republic, Quality Line in China).

From the year 2000, every country will have its own "line" team, in charge of "labelling" a large number of local products, thereby reinforcing the differentiation of our trade names by the quality of the products at the best price. At the beginning of 2000, Carrefour set up a subsidiary for supplying soybean that has not been genetically modified from Brazil, together with eight partners in the food industry and one importer. It will enable the supply of feed guaranteed free of genetic alteration initially intended for poultry and pigs, and later for other animals.

Carrefour retains a strategic interest in small and medium-sized enterprises. It is as necessary to maintain a balance between its international suppliers and those at the local or regional level as it is to profit from the innovation and responsiveness to market changes of the specialised smaller companies.

The most complete partnerships with small- and medium-sized companies arise through the development of own brands. Targeted at satisfying the needs of every client in every country, own brands must cover a large variety as well as several levels of qualities: brands such as Carrefour or Champion, brands connected to cuisine such as Escapades Gourmandes or Reflets de France, those targeted at the discovery of dishes from around the world such as Destinations Saveurs or organically grown foods such as Carrefour Bio and Bio Enfant. The diversity of habits and tastes from one country to the next implies that own brands have to be local.

Carrefour will continue developing its relations with small- and medium-sized enterprises and works towards helping them improve their methods of production, innovate, increase their competitiveness through greater efficiency and assisting such companies in exporting their products to each of the countries where we do business.

Shareholder value creation

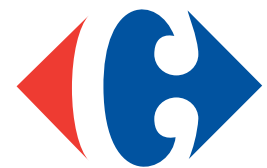
Finally, the two groups have proved their ability to create value for their shareholders, as testified by increases in the share price of the two companies over the past five year – more than 30% per annum for each of them – or stock rankings crowning achievements in terms of value creation.

This remains, more than ever, an objective of the new Group, as well the management's interest in giving greater transparency to the Group's operations by publishing information concerning our activity on a monthly basis and holding regular meetings with institutional shareholders and financial analysts.



On solid bases, the new Group has a better position for international reach and has become the reference on all the businesses it develops. This will lead to a new dynamic of growth and results.

A new
dynamic
of growth and results



Supplies

The harmonisation of product varieties sold by outlets, the pursuit of international negotiations (global sourcing, international contracts with large suppliers) and the extension of the partnerships both groups have made (large, shared productivity gains) are amongst the leading sources of the improved profitability we are seeking.

Logistics

A rise in the productivity of logistics: due to the density of our retail outlets per km², we will be able to save on transport costs and benefit from a more efficient use of our warehouses due to the fact that we will no longer need to supply different types of outlets from the same warehouse. The cost of transport and the expenses related to storing goods are the two largest vectors of our logistics expense.

Marketing

An improvement in the productivity of communications: advertising expense per retail outlet will be considerably reduced due to the disappearance of certain trademarks (Continent and Stoc in France, Pryca and Continente in Spain). Advertising on a nation-wide basis, distribution of magazines and handouts are significant expense items within both groups and will be substantially reduced in terms of percentage of total sales.

Expansion

An improvement in the profitability of new store locations: our two groups were in fierce competition at a number of sites, opening up stores in direct competition with each other, as was the case in Pusan, Korea last August. This type of situation will, of course, disappear. However, this should not be construed to mean that we will be reducing the overall amount of our new investment, but rather that we will be allocating our resources to projects that, *a priori*, will be more profitable.



The prospects for our new group are excellent

To begin with, our strategy has yielded a network of outlets that is, at once, the most international and the best-adapted to the various forms of local consumption. We will continue to develop in this direction,

- by pursuing growth in countries where there is a good possibility for continued gain in market share (China, Thailand, Korea, Indonesia and Brazil, for example),
- by following up on our advances in the world: we are currently preparing to open our first hypermarket in Japan (scheduled for the end of 2000). The entry into this market, one of the world's largest, represents a major challenge for Carrefour.

Moreover, the integration of Promodès adds several strong points, keys to our future development:

- a leading position in our domestic market, Europe, and
- a portfolio comprising several different types of stores, enabling us to adapt to all of the various opportunities present in the market. As soon as possible, supermarkets and hard discount will begin reinforcing the market share held by our hypermarkets. The expertise of Promodès' teams



in the management of these types of stores will help us quickly to take advantage of the synergies thus created.

The consolidation of these strong points and the exploitation of all of the various synergies will lead to a significant enhancement in the growth of our results. The target that we set when announcing our merger remains unchanged: to double our net profit within a period of three years.





Management structure

Board of Directors

Daniel Bernard
Chairman, General Manager

Hervé Defforey
Board Member, General Manager

Joël Saveuse
Board Member, General Manager

Jacques Badin
Board Member

Alain Bessèche
Board Member

Christian Blanc*
Board Member

Thierry Defforey
Board Member

Philippe Foriel-Destezet*
Board Member

Paul-Louis Halley
Board Member

Robert Halley
Board Member

François Henrot*
Board Member

Carlos March
Board Member

Jacques Fournier
Censor

Etienne Van Dyck
Secretary of the Board

The Board of Directors defines the group policies in terms of activities, management of risks and global objectives. It approves the strategy of the Group and takes into account its major changes. Finally, it approves all assets acquisitions and disposals that might have a significant impact on accounts and all major acquisitions or disposals outside the ongoing business sphere. It met seven times in 1999.

* Independent Directors

Executive Committee

Daniel Bernard
Chairman

William Anderson
Merchandise and Marketing

René Brillet
Asia

Javier Campo
Dia%

Hervé Defforey
Finance

Philippe Jarry
Americas

Bruce Johnson
Organization and Systems

Jean-Claude Plassart
Supermarkets

Joël Saveuse
Europe

Léon Salto*
France

Alfonso Merry del Val*
Spain

Jean-François Domont*
Other European countries

Jean Duboc*
Brazil

The Executive Committee's missions include defining the strategy of the Group and its validation by the Board of Directors, and overlooking the ongoing operational and functional activities. It meets once a month for three days. Once every three months it is extended to the General Managers of France, Spain, other European countries and Brazil.

* Members of the Extended Executive Committee

Strategic Orientation Committee

Paul-Louis Halley
Chairman

Daniel Bernard

Jacques Badin

Carlos March

The Strategic Orientation Committee was created on Oct. 1st 1999. It includes the Chairmen of the Board of Directors, the Audit Committee and the Compensation Committee and is presided by Paul-Louis Halley. It prepares the most important decisions for the future of the Group and gives the orientation of the preparatory work of the annual seminar of the Board of Directors. It represents a thinktank and can elaborate its projects with the support of outside guests, selected for their expertise and experience in various domains. It reports to the Board of Directors.

Audit Committee

Jacques Badin
Chairman

Hervé Defforey

François Henrot

Robert Halley

The Audit Committee inspects the annual accounts before their presentation to the Board of Directors, analyses interim and intermediate results, checks the continuity and relevance of accounting methods, sees to the quality of procedures and information in relation with stock market rules and evaluates internal control procedures. It reports to the Board of Directors. It met three times in 1999.

Compensation Committee

Carlos March
Chairman

Daniel Bernard

Christian Blanc

Thierry Defforey

Philippe Foriel-Destezet

The Compensation Committee proposes the remuneration of the Group Executives, and stock options by category of beneficiaries. It also validates the remuneration policy for top managers of the Group. It reports to the Board of Directors. It met once in 1999.

Group's Managers Committee

Americas

Luis Aliaga
Organisation and Systems Argentina

Armando Almeida
Hypermarkets Brazil

Hipolito Armesto
Operations Argentina

Alvaro Cordero
Human Resources Brazil

Juan Gordon
Finance Argentina

Régis Croizet
Supermarkets Brazil

Jack Deceliere
Expansion/Services Brazil

Osvaldo Dominguez
Merchandise Argentina

Jean Duboc
Brazil

Bernard Dunand
Mexico

Jean-Michel Garrigue
Finance Brazil

Antonio Mateus
Chile

Marcelo Melamed
Human Resources Argentina

Michel Ollier
Merchandise Brazil

Pierre Paroche
Colombia

Eric Reiss
Finance Americas

Carlos Richter
Argentina

Roberto Wilson
Organisation and Systems Americas

Asia

Pascal Billaud
Malaysia

Jean-Noël Bironneau
Operations Japan

François de Boyer
Taiwan

Jean-François Brunet
Finance Asia

Yves Chen
China

Jean-Luc Chéreau
China

Hervé Clec'h
Singapore

Jean-Christophe Goarin
Japan

Jean Luc Montebault
Indonesia

Marc Oursin
Thailand

Bernard Rolland
Hong Kong

Frank Witek
Korea

Dia / Erteco

Antonio Coto
Dia South America

Ricardo Curras
Dia Group

Santiago Gimeno
Dia Spain

Jean-Pierre Granié
Erteco France

Javier Martinez
Human Resources

Domingo Mate
Finance

Javier De La Pena
Dia Europe excl. France/Spain

Picard Surgelés

Olivier Decelle

Xavier Decelle

Europe

Patrick Armand
Finance

Alain Bonnefin
Hungary

Dominique Brard
Human Resources France

Christophe Le Bret
Services France

Jean-Christophe Brexta
Assets

Jean-Claude Burtin
Switzerland

Felipe Bustamante
Supermarkets Spain

Livio Buttignol
GS Italy

Rémi Camous
International Alliances

Gérard Causse
Logistics France

Dominique Clauet
Hypermarkets France

Thierry Contet
Prodirect

Jean-François Domont
Other European Countries

Gérard Dorey
Convenience France

José Luis Duran
Finance Spain

Abili Falco
Supermarkets Spain

Didier Fleury
Hypermarkets Spain

José Maria Folache
Hypermarkets Italy

Jean-Pierre Gillot
Hypermarkets France

Michel Journet
Italy

William Koeberle
Promocash

Philippe Lauthier
Food supply France

Jaime Leyva
Services Spain

Justo Martin
Assets/Expansion Spain

Jean-Luc Masset
Czech Republic

Alfonso Merry Del Val
Spain

Alain Moinet
Finance France

Luc de Noirmont
Non Food Supply France

Jaime Oliveira
Human Resources Spain

Philippe Pauze
Supermarkets France

Gilles Petit
Hypermarkets France

Dominique Pieton
Logistics

Norbert Pineau
Legal affairs France

Noël Prioux
Turkey

Jean-Luc Recouvreur
Integrated Supermarkets France

Gilles Roudy
Services

Javier Rueda
Greece

Léon Salto
France

Alain Souillard
Hypermarkets France

Alain Thieffry
Marketing

Eric Uzan
Greece

José Maria Vara
Operations Spain

Guillaume Vicaire
Finance

Gérard Vinson
Portugal

Guy Yraeta
Poland

Group

Jean-Pierre Audebourg
Treasury/Finance

Alexis Babeau
Internal Audit

Antonio Baptista
Textile/Home Europe/Intl

Vincent Barucq
Investor Relations

Jacques Beauchet
Human Resources

François Bouche
Mgt control Merchandise

Raphaël Chabbert
Assets

Vincent Cornet
Carreer development

Christian Courcelle
Integration

Elisabeth Dos Santos
Mgt control CMI

Sergio Ferreira Dias
Mgt control Group

William Ginsburg
Global Sourcing

Hervé Goudchaux
Human Resources

Jeremy Hollows
Information systems

Chantal Jaquet
Food Europe/Intl

Philippe Legru
Supply chain and Adm. Import

Jérôme Loubere
Executive Committee secretary

Franck Mariembourg
Organisation Logistics

Paul Mir
Bazar/Appliances Europe/Intl

Guy Paillaud
Integration

Philippe Rabit
Adviser to the Chairman

Jean Semah
International Contracts

Etienne Van Dyck
Legal Affairs



The Bourse and the Shareholders

On October 1st, 1999, the shareholders of Carrefour came together in an Extraordinary General Meeting and approved the issue of new shares necessary for the Public Offer of Exchange of Carrefour shares for those of Promodès. On this occasion, 109,427,940 shares were created, corresponding to the acquisition of 94.55% of the outstanding shares of Promodès and 44.77% of its investment certificates. On March 30, 2000, the Board of Directors will propose that the shareholders approve a supplementary issue of 6,387,126 shares for the purpose of merging the two groups, Carrefour and Promodès, via the exchange of Carrefour shares for all remaining shares, investment certificates and voting right certificates of Promodès.

In total, 348,880,476 shares of Carrefour will be in circulation after the approval of the proposed merger by the General Meeting.

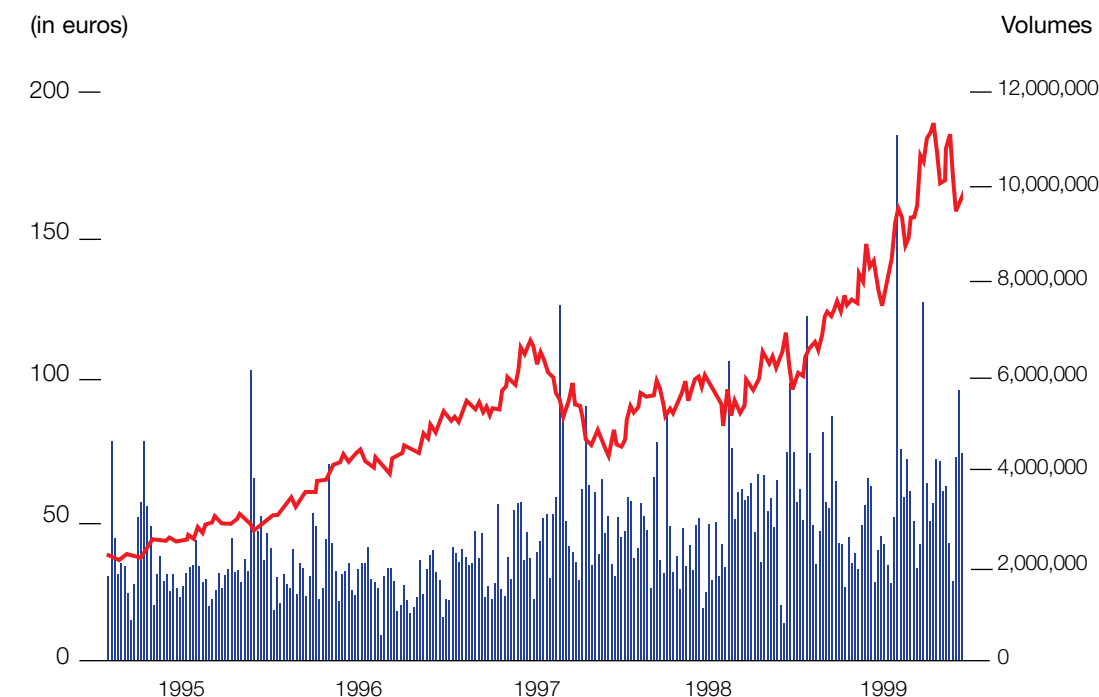
Certain of the founding family shareholders of Promodès and Carrefour have signed a pact, of which the principal provisions

have to do with the composition of the Board of Directors, the creation of a Strategic Orientation Committee to be chaired by Mr. Paul-Louis Halley, the collaboration prior to each General Meeting for the purpose of establishing a united position, the obligation to not increase their shareholding to the point of triggering a Public Offer, the preemptive rights to acquire any shares sold by members of the pact (except in the case where such shares are sold to other members of the pact, their marital partner, etc.).

A procedure is equally provided for in case of a Public Offer, to enable the introduction of a third party buyer. The pact has a life of five years dating from November 1999 and is automatically renewable for periods of two years.

At €183.1 as of December 30, 1999, the share price of Carrefour grew 73.2% over the year, while the CAC 40 advanced 51.1% over the same period of time.

SHARE PRICE AND WEEKLY VOLUMES



Capital	1995	1996	1997	1998	1999
Number of shares	153,845,400	230,768,100	230,852,124	233,069,544	342,502,350
Adjusted share price (nominal 2.54 euros)					
High	51.0	86.4	113.6	111.3	193.2
Low	34.6	50.3	69.9	71.3	92.3
Market capitalisation at year end in bn euros	8.6	11.6	19.8	25.0	62.7

Capital structure at December 31, 1999

	Shares	% equity	Voting rights	% voting rights
<i>Halley Family</i>	40,051,906	11.69	40,051,906	10.54
<i>Badin-Defforey-Fournier Families</i>	19,386,746	5.66	37,138,066	9.77
<i>March Group</i>	11,698,020	3.42	18,241,566	4.80
Pact	71,136,672	20.77	95,431,538	25.11
Group employees	5,142,183	1.50	10,194,079	2.68
Shares owned directly by Carrefour SA	1,564,568	0.46	0	0
Shares owned indirectly by Carrefour SA	5,458,269	1.59	0	0
Public	259,200,658	75.68	274,462,515	72.21
Total	342,502,350	100.00	360,088,132	100.00