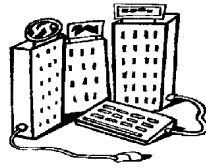


CARREFOUR

13-07-2000



CODICIL 2000

[translated from French]

*EUROPEAN INFORMATION AND CONSULTATION COUNCIL
BETWEEN CARREFOUR
PUBLIC LIMITED COMPANY*

*WITH HEAD OFFICE AT 6, AVENUE RAYMOND POINCARRÉ – 75016 PARIS - FRANCE
AND*

*UNI-EUROPE
UNION NETWORK INTERNATIONAL*

WITH HEAD OFFICE AT AVENUE DE BALEXERT 15 – CH-1219 CHÂTELAINE – GENEVA – SWITZERLAND

The present codicil – agreed between Carrefour on the one hand and UNI-Europa, acting on behalf of its affiliated trade unions listed in the annex to the agreement, on the other hand – aims to promote within Carrefour good labour relations and a social dialogue at the European level.

In conformity with the dispositions of article 6 of the agreement of 31 July 1996, the signatory parties of the present codicil agree to bring up to date the dispositions of the above-mentioned agreement as follows:

PREAMBLE

The Carrefour Group includes establishments in several countries of the European Union. In order to provide general information to the employees from these member states, collect their opinions and contribute to the cohesion of the Group, agreement has been reached to set up a European Information and Consultation Council according to the terms of Directive 94/95/CE of the Council of the European Union of 22 September 1994.

In 2000, following the merger between Carrefour and Promodès, it was decided to merge the two European Works Councils by making the necessary changes to the agreement creating the Carrefour European Information and Consultation Council. The new European Information and Consultation Council takes into account the experience of its two predecessors.

ARTICLE 2 – Attributions

The terms “an establishment in which” shall be deleted from the first paragraph.

ARTICLE 3 – Composition, number of members, distribution of mandates, duration of mandate

The Carrefour Group European Information and Consultation Council includes representatives of the management, representatives of UNI-Europa and personnel representatives.

Representatives of the management

The representatives of the management shall be designated by the Chairman of the Board of Directors. They may belong to the general management or to the management of the companies concerned by the present agreement. The number of representatives of the management may not exceed that of the personnel representatives.

One of the representatives of the management shall chair the Council.

Representatives of UNI-Europa and of UNI

UNI-Europa shall designate 1 (one) representative on the Council, who shall not necessarily belong to one of the companies of the Group. This representative shall be secretary-general of the Council. UNI may also designate 1 (one) representative on the Council as an observer.

Personnel representatives

The number of personnel representatives shall be determined by the number of businesses, companies or subsidiaries and the number of employees belong to the Carrefour Group in the countries of the European Union where it is established.

Based on the number of employees, the distribution be as follows:

France:	11
Spain:	7
Italy:	3
Portugal:	1
Greece:	1

For countries that have applied for membership of the European Union and in which Carrefour is established, UNI-Europa shall designate 1 representative per country in an advisory capacity (such countries being at the date of signing the present codicil: Poland, the Czech Republic and Turkey).

The personnel representatives must be employed by one of the companies defined in article 1 of the present codicil; they must hold an elected or trade union mandate. Their mandate shall last two years.

Personnel representatives whose role it is to represent each country shall be designated from the main companies, either by UNI-Europa, or else by the Works Councils if within a particular company the majority of the elected representatives belong to a non-federated trade union organisation or to none.

Whatever the case, any trade union organisation that is a member of UNI-Europa and is substantially present in the Group in any given country may have a representative on the EICC. The term "substantial" is defined in Annex 2.

Three months before the composition of the Council is due to be renewed, the Management of the Carrefour Group shall inform UNI-Europa, for each of the countries mentioned above, of the identity of the main companies concerned and the percentage of elected members on their Works Councils (or equivalent bodies) belonging to federated trade union organisations.

Should the work contract of a representative be terminated during his mandate or should he lose his elected or trade union mandate in the company he works for, the body concerned shall designate a new member.

The number of personnel representatives may not exceed thirty.

Observers

Where appropriate, the management delegation and the personnel delegation may each bring an observer, following the approval of the Chairman and of the secretary-general of the Council when the agenda is drawn up.

ARTICLE 4 – Meeting of the European Information and Consultation Council

In order to take into account the development of the new Group after the merger and the extension of the Group's representation to new countries, the Council shall henceforth meet once a year for 2 (two) days including the half-day of the preparatory meeting.

ARTICLE 6 – Term of the agreement and procedure of re-negotiation

The signatory parties agree to meet during the first half of 2002, before the term of the agreement made in 1996, in order to examine the conditions in which this agreement shall be renewed as a "pre-directive" agreement. On this occasion, they shall assess the experience and practices of the

European social dialogue for the periods 1996-2000 (Carrefour and Promodès) and 2000-2002 (new Carrefour group).

The present codicil exists in five original copies one of which is deposited with the Paris Département Direction of Labour, with the European Commission and the International Labour Office.

Paris, 13 July 2000

For Carrefour

Signature

Daniel BERNARD
Chairman, General Manager

Signature

Joël SAVEUSE
General Manager for Europe

For UNI

Signature

Philip JENNINGS
Secretary-general

Signature

Jan FURSTENBOURG
UNI Commercial secretary

ANNEX 1

LIST OF COMPANIES CONCERNED BY THE PRESENT CODICIL

This list is not definitive and may be modified on the basis of changes in the Group

For France: 123,019 employees

Ardan SA	Ardon Dist. SARL	Au Vieux Gourmet SARL
Besneville	Boulogne Dist. SNC	Bridis SNC
Caci SARL	Arcoop SA	CacoopFrance SAS
Carma SA	Carrefour Europe SAS	Carrefour France SAS
Carrefour Management SAS	Carrefour March. Intern. SAS	Carrefour SA
Carrefour Serv. Client SNC	Carrefour Vacances SAS	Catteau SAS
Chareton SAS	Cim SARL	Clamardis SAS
CMBD	CMEN	CMER
CMMU	CMPG	CMSC
CMSI GIE	CMSO	CMSSE
CMUC	Continent 2001 SNC	Continent France SNC
CVL	Discol Hazebrouck SA	Discol SA
Distrifi	Disvilec Distribution SNC	Dradis SNC
ED SNC	Elitop SNC	Erteco SA
Etb J Constans SAS	Etb L. Lapalus & Fils SAS	Fécampoise
Fidis SNC	Finicarte SARL	Finifac SAS
Franvert SA	Génédis SNC	GML SA
Goninet SNC	Hyper de la Vézère SA	Interdis SAS
La Dauphinoise SNC	Locatop SNC	Logidis SAS
Maison Joannes Boubée SAS	Morandis	Ogalim SARL
Ooshop SAS	Panatop SNC	Picard SA
PRCP SARL	Primo SNC	Prodim SAS
Prodirest SNC	Promodes France SARL	Pronorfi SAS
Providange SA	RAZ Presse SARL	Récidive SNC
Rochedis SARL	S.E.C. SNC	S2P SA
SCSM SNC	Serdis SA	Serv. Auto Sogara SAS
Serv. Auto. Carrefour SAS	Sisp SARL	SNE et Cie SAS
Snec SAS	Sodipar 92 SAS	Sodisor SAS
Sogara France SAS	Stoc Sud Est	Suescun SAS
Vetter SA		

For Spain: 56,741 employees

Autocenter Delauto	Cenesa	C. C. Pryca
Centros Shopping	Contisa	Dia SA
Finaconsa	Inversiones Pryca	Opticas Pryca
Pryca Canarias	Pryca Estaciones de Servicio	Pryca Navarra
Pryca Norte	Puntocash	Sidamsa
Simago	Simane	Socomo
Supeco		

For Italy: 19,357 employees

Carrefour Italia Commerciale	Carrefour Italia Finanziara
Carrefour Italia Immobiliare	Gruppo G
Picard I Surgelati	Societa Commercio Meridionale
Societa Sviluppo Commerciale	

For Portugal: 4,637 employees

Cariges	Carrefour Imobiliara	CPLD
Carrefour Soc. De exploracao	De Centros Comerciais SA	
Data Trade	Dia Portugal Supermercados	EPCJ
LDI	Lispetroleos	

For Greece: 9,290 employees

Carrefour Hellas	Continent Hellas	Dia Hellas
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For Poland: 4,570 employees

Carrefour Polska	Carrefour Polska Property	Miko
Polimm	Rubinstajn	

For Belgium: 11 employees

Carrefour Belgium	Centre de Coordination Carrefour	GMR
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For the Netherlands: 3 employees

Carrefour Neederland BV	Fourcar	PMD International
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For Germany: 20 employees

Promohypermarkt

For Turkey: 2,577 employees

Carrefour Sabanci Tikaret Merketi AS

For the Czech Republic: 1,854 employees

Carrefour Ceska Republika	Eden	L'optique Carrefour
Stavoczech	Usti Nad Laber Shopping Center	

ANNEX 2:

DEFINITION OF THE SUBSTANTIAL PRESENCE OF TRADE UNIONS AFFILIATED TO UNI-EUROPA

For the period 2000-2002, corresponding to the exercise of a mandate for the members of the European Information and Consultation Council, the following trade union organisations shall be considered to be “substantially present” in the countries in which Carrefour is established and shall therefore be attributed a member on this Council:

Spain: C.C.O.O.)
) 3 members
 U.G.T.)

APPLICATION PROTOCOL

Between CARREFOUR SA

With head office at 6, Avenue Raymond Poincaré – 75016 Paris – France

And

UNI – Union Network International –

With head office at Avenue de Ballexert 15 – CH-1219 Châtelaine – Geneva – Switzerland

The objective of the present agreement protocol established between Carrefour and Uni-Europa is to specify certain modalities for application of the agreement of 31 July 1996 on establishing a European Information and Consultation Council in the Carrefour Group. To this end, the following dispositions have been agreed upon:

EXECUTIVE COMMITTEE

In order to guarantee the good functioning of the Carrefour Group European Information and Consultation Council (E.I.C.C.), an Executive Committee is constituted, composed of 4 (four) employees' representatives and a sufficient number of management representatives. The number of management representatives may not exceed that of the employees' representatives. The chairman and the secretary-general of the E.I.C.C. shall be ex officio members of the Executive Committee. The prime function of the Executive Committee shall be to organise and prepare the meetings of the European Works Council and to guarantee the good functioning of the E.I.C.C. from meeting to meeting. The Executive Committee may not replace the E.I.C.C. in plenary assembly in its functions of "dialogue and exchange of points of view" in the sense of the European Directive of 22 September 1994 instituting European Works Councils.

The Executive Committee shall be immediately informed of any exceptional event, which may have a significant effect on the employees' interests, particularly in the case of transfers or closures of establishments or collective dismissals concerning several European countries. The management shall convoke a meeting of the Executive Committee or of the European Works Council to discuss such events.

ANNUAL MEETING

The agenda of the annual meeting shall be drawn up by the Executive Committee and shall provide for information and a dialogue and exchanges of points of view within the field of competence of the E.I.C.C. and subjects on the agenda of its meetings as provided for in article 2 and 4 of the agreement instituting the E.I.C.C. Such questions are those affecting the interests of the employees of the Company in more than one European country:

- advance information on developments in the Group and its commercial activity in Europe (turnover, structure and the economic and financial situation of the company, investments, significant changes in its organisation, projects and results of mergers, acquisitions, reductions and closures of businesses or collective dismissals)
- training policy and tools (training and security)
- promotion of human resources (the present situation and probable trends in employment, the establishment of new working methods or technological applications)
- trade union law.

The Executive Committee shall invite the employees' representatives to indicate the points they wish to have included on the agenda at least 12 weeks before the annual meeting. The convocations to the annual meeting shall be sent out at least eight weeks before the meeting.

At each annual meeting, the management shall present, in the languages of the E.I.C.C., a summarised report in writing on the situation of the company and its perspectives.

Apart from its role as a forum of information and of "dialogue and exchanges of points of view" in the sense of the Directive of 22 September 1994, the E.I.C.C. shall also do its best to conduct a constructive dialogue on questions of common interest to the company and its employees.

The Company shall make sure the employees' representatives have sufficient access, before and after the meetings, to its infrastructures and means of internal communication, and to documents published within the company in usual conditions as defined by each of the entities to which the E.I.C.C. members belong.

The work of the Committee shall be conducted, as regards the E.I.C.C. members, in one of its working languages. On the date of signing the revised agreement, these languages were French, Spanish, Italian, Portuguese and Greek. If the structure of the Group changes, the parties to the present agreement may negotiate modifications to this list.

The annual meeting and the employees' representatives' preparatory meetings (and all extraordinary meetings) shall be conducted in French, with simultaneous interpretation in the languages necessary to permit all members full participation in the work.

The agenda, the minutes and all the other documents and papers shall be sent, fully or partially, in the necessary languages so as to permit all members full participation in the work.

Under reserve of the dispositions of confidentiality, the parties agree that the debates during a meeting of the European Works Council may be communicated to all the employees of the Company's different European subsidiaries. Apart from the official minutes of the meeting drawn up by the Secretary General, the E.I.C.C. representatives may, on their own responsibility, write and distribute written and verbal reports on the meetings.

The present protocol exists in two original copies, which have been entrusted to each of the signatory parties.

Paris, 13 July 2000

For CARREFOUR

Signature

Daniel Bernard, Chairman, General Manager

Signature

Joël Saveuse, General Manager for Europe

For UNI

Signature

Philip Jennings, Secretary General

Signature

Jan Furstenborg, Commercial Secretary