2009
Financial Report

Carrefour

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This is a free translation into English of the Carrefour group's Financial Report for 2009 which is issued in the French language, and is provided solely for the convenience of English speaking users.

Consolidated Financial Statements
Management Report

ACCOUNTING PRINCIPLES

The Carrefour Group's consolidated financial statements for 2009 have been drawn up in accordance with IFRS international accounting standards.

The income statement as of 31 December 2008 is presented for the previous period.

ACTIVITY/RESULTS

Against the backdrop of a difficult, deflationary environment, Carrefour's 2009 performance reflects the deployment of its transformation plan:

- sales at constant exchange rates, excluding fuel and adjusted for the calendar impact, rose slightly (+1.2%), driven by growth markets;
- activity contribution fell by 16%, affected by commercial investment but boosted by cost savings, notably during the latter half of the year;
- net income from recurring operations - Group share suffered the impact of asset impairments, restructuring costs and other exceptional charges, resulting in negative non-current expenses of 1,072 million euros;
- free cash flow totaled 1.5 billion euros, reflecting a rigorous approach to investment and inventory reduction.

MAIN AGGREGATE VALUES FROM THE INCOME STATEMENT

(in millions of euros)	2009	2008	Change 2009/2008
Net sales	**85,963**	**86,967**	**(1.2%)**
Activity contribution	2,777	3,307	(16.0%)
Net income from recurring operations - Group share	**385**	**1,274**	**(69.8%)**
Net income from discontinued operations - Group share	(57)	(5)	
Net income - Group share	327	1,269	(74.2%)

SALES

(in millions of euros)	2009	2008	% var. 2009/2008	% var.2009/2008 at constant exchange rates
France	34,266	35,150	(2.5%)	(2.5%)
Europe (excluding France)	25,058	26,674	(6.1%)	(3.5%)
Latin America	10,598	9,560	10.9%	15.8%
Asia	6,441	5,955	8.2%	4.3%
Hard-discount stores	9,600	9,629	(0.3%)	0.8%
Total	**85,963**	**86,967**	**(1.2%)**	**0.0%**

Net sales amounted to 85,963 million euros, which was largely unchanged from 2008 sales at constant exchange rates. After the impact of exchange rates, sales decreased by 1.2%.

BREAKDOWN OF NET SALES BY OPERATING DIVISION

(as a %)	2009	2008
France	39.9%	40.4%
Europe (excluding France)	29.1%	30.7%
Latin America	12.3%	11.0%
Asia	7.5%	6.8%
Hard-discount stores	11.2%	11.1%
Total	**100.0%**	**100.0%**

ACTIVITY CONTRIBUTION

(in millions of euros)	2009	2008	% var. 2009/2008	% var. 2009/2008 at constant exchange rates
France	1,084	1,469	(26.2%)	(26.2%)
Europe (excluding France)	805	1,000	(19.5%)	(18.4%)
Latin America	472	384	22.9%	27.7%
Asia	244	258	(5.4%)	(9.6%)
Hard-discount stores	171	195	(12.1%)	(11.5%)
Total	**2,777**	**3,307**	**(16.0%)**	**(15.4%)**

Activity contribution amounted to 2,777 million euros, down 16.0% from 2008, and represented 3.2% of our sales, against 3.8% in 2008.

BREAKDOWN OF ACTIVITY CONTRIBUTION BY OPERATING DIVISION

(as a %)	2009	2008
France	39.0%	44.4%
Europe (excluding France)	29.0%	30.2%
Latin America	17.0%	11.6%
Asia	8.8%	7.8%
Hard-discount stores	6.2%	5.9%
Total	**100.0%**	**100.0%**

DEPRECIATION, AMORTIZATION AND PROVISIONS

Depreciation and provisions amounted to 1,879 million euros, representing 2.2% of sales in 2009, compared with 2.1% in 2008.

NON-CURRENT INCOME AND EXPENSES

Non-current expenses amounted to 1,072 million euros. Non-current income and expenses included:

- asset impairment charges of (766) million euros;
- transformation costs of (66) million euros;
- capital gains or losses representing income of 44 million euros;
- restructuring costs of (172) million euros;
- miscellaneous costs of (112) million euros.

EBIT

EBIT amounted to 1,705 million euros, a 38.9% decline from 2008, and represented 2.0% of sales compared with 3.2% in 2008.

EBIT BY OPERATING DIVISION

(in millions of euros)	2009	2008
France	814	1,144
Europe (excluding France)	82	875
Latin America	470	384
Asia	164	239
Hard-discount stores	175	147
Total	**1,705**	**2,789**

BREAKDOWN OF EBIT BY OPERATING DIVISION

(as a %)	2009	2008
France	47.8%	41.0%
Europe (excluding France)	4.8%	31.4%
Latin America	27.6%	13.8%
Asia	9.6%	8.6%
Hard-discount stores	10.2%	5.3%
Total	**100.0%**	**100.0%**

FINANCIAL INCOME (EXPENSE)

Financial expense amounted to 610 million euros, down 8.7% as compared with 2008. This represented 0.7% of sales, versus 0.6% in 2008.

INCOME TAX

Effective income-tax expenses were 638 million euros in 2009. This represented 58.3% of income before taxes, against 33.2% in 2008. The higher tax rate is largely attributable to the non-deductibility of exceptional impairment charges.

CONSOLIDATION BY THE EQUITY METHOD

Income from equity affiliates amounted to 38 million euros, a reduction of 14 million euros from 2008.

MINORITY INTERESTS

Minority interests' share in income amounted to 110 million euros, a decrease of 156 million euros from the previous year. This change is primarily the result of capital gains from disposals in Turkey and Bulgaria during 2008 and a reduced share of income from subsidiaries where the Group works with partners.

NET INCOME FROM RECURRING OPERATIONS - GROUP SHARE

This line amounted to 385 million euros, down 69.8% compared with 2008 net income from recurring operations - Group share, which stood at 1,274 million euros.

NET INCOME FROM DISCONTINUED OPERATIONS - GROUP SHARE

This amounted to a charge of 57 million euros in 2009, since Russian activities were treated as discontinued operations pursuant to IFRS 5. On 15 October 2009, the Group announced its intention to sell its Russian operations and withdraw from the market there in the absence of appropriate prospects for organic growth and opportunities for short- and medium-term external growth with which to capture a leadership position in the Russian market.

CASH FLOW AND INVESTMENTS

Cash flow stood at 3,419 million euros, against 4,005 million euros in 2008.

Net investment for the year amounted to 2,109 million euros, versus 2,402 million euros in 2008.

Tangible and intangible investment amounted to 2,137 million euros in 2009, against 2,908 million euros in 2008. The decline was primarily due to Europe; however, investment remained stable in France as a result of the conversion to the Carrefour Market banner. Financial investment totaled 154 million euros, compared with 439 million euros in 2008.

Disposals that impacted our cash flow in 2009 amounted to 182 million euros, versus 945 million euros in 2008.

SHAREHOLDERS' EQUITY

This amounted to 11,115 million euros as of 31 December 2009, against 10,923 million euros for the previous year.

NET DEBT

The Group's debt fell from 6,652 million euros at the end of 2008 to 6,460 million euros at the end of 2009.

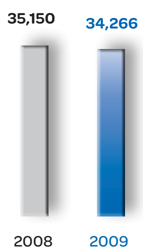
FRANCE

The consolidated store network in France as of 31 December 2009 stood as follows:

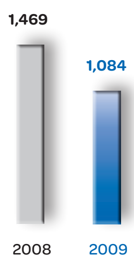
Hypermarkets	Supermarkets	Other stores	Total
203	582	5	790

In 2009, the consolidated network was reduced by eight supermarkets and four Cash & Carry stores.

Sales
(in millions of euros)



Activity contribution
(in millions of euros)



Sales in France fell by 2.5%. The Group's market share, all formats combined, increased by 20 basis points during the year (source: Kantar Worldpanel), buoyed by the excellent performance of supermarkets, whose conversion to the Carrefour Market banner is virtually complete. Overall, activity contribution in France posted a decline of 26.2%, as a result of reduced volumes and price investment.
Operational investments in France totaled 718 million euros, representing 2.1% of sales.

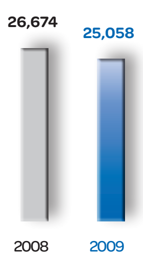
EUROPE (EXCLUDING FRANCE)

Europe's consolidated store network (excluding France) as of 31 December 2009 stood as follows:

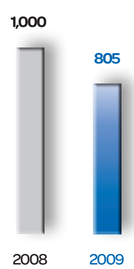
Hypermarkets	Supermarkets	Other stores	Total
449	996	223	1,668

In 2009, the network expanded by 12 hypermarkets and 22 supermarkets, and was reduced by 13 convenience stores.

Sales
(in millions of euros)



Activity contribution
(in millions of euros)



Sales in Europe declined 3.5% at constant exchange rates (6.1% at current exchange rates). In general, sales were hurt by poor economic conditions in every country in the area and by deflation in Spain in particular. The impact on profitability of the decline in sales was partially offset by healthy margins from current operations and by controls on general corporate and administrative expenses. In total, activity contribution fell 19.5% to 805 million euros.
Operational investment in Europe totaled 405 million euros, representing 1.6% of sales.

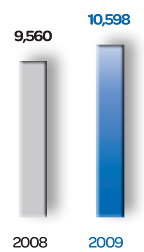
LATIN AMERICA

The consolidated store network in Latin America as of 31 December 2009 stood as follows:

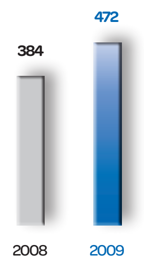
Hypermarkets	Supermarkets	Other stores	Total
309	166	8	483

In 2009, the network expanded by 21 hypermarkets and 15 supermarkets.

Sales
(in millions of euros)



Activity contribution
(in millions of euros)



Sales in Latin America showed a significant increase of 15.8% at constant exchange rates (10.9% at current exchange rates), thanks to strong growth in same-store sales in Argentina and Brazil and ongoing expansion throughout the area. Controls on general corporate expenses and on the gross margin from current operations resulted in activity contribution of 472 million euros, a 22.9% increase.
Operational investment totaled 372 million euros, representing 3.5% of sales.

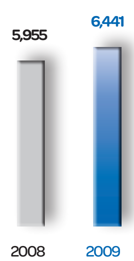
ASIA

The consolidated store network in Asia as of 31 December 2009 stood as follows:

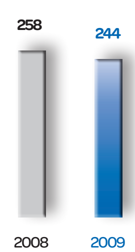
Hypermarkets	Supermarkets	Other stores	Total
339	18	1	358

In 2009, the network expanded by 54 hypermarkets, including 16 supermarket conversions.

Sales
(in millions of euros)



Activity contribution
(in millions of euros)



Asia posted growth in sales of 4.3% at constant exchange rates (8.2% at current exchange rates), driven by the continued steady pace of expansion. Same-store sales performance was negative in every country in the area, reflecting broadly difficult economic conditions. Overall, activity contribution fell by 5.4% to 244 million euros. This decline is primarily attributable to Taiwan and Thailand, whereas China reported improved results despite substantial deflationary pressures throughout the year.
Operational investment in Asia totaled 301 million euros, representing 4.7% of sales.

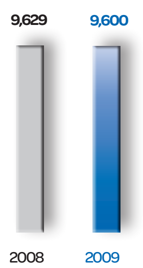
HARD-DISCOUNT STORES

The consolidated network of hard-discount stores as of 31 December 2009 stood as follows:

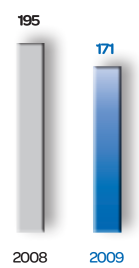
France	Europe	Latin America	Asia	Total
835	2,988	635	268	4,726

In 2009, the network expanded by 29 stores in Latin America, but was reduced by seven stores in France, 50 in Europe and 41 in Asia.

Sales
(in millions of euros)



Activity contribution
(in millions of euros)



Sales at hard-discount stores rose by 0.8% at constant exchange rates (they fell by 0.3% at current exchange rates). These results reflect lower customer traffic at hard-discount stores in France and strong deflation in Spain. Overall, the 12.1% drop in activity contribution, to 171 million euros, is attributable primarily to the decline in sales in France.

Operational investment in hard-discount stores stood at 341 million euros, representing 3.6% of sales.

GOALS

The global economic environment is likely to remain difficult in 2010. In order to meet its objectives in terms of capturing market share, improving operational efficiency and generating cash flow, the Group will continue to implement its transformation plan and will boost its retail dynamic in key markets.

RISK MANAGEMENT

The Group's policy for managing credit, liquidity and market risks (e.g. those involving interest rates, exchange rates, shares and other financial instruments) is described in Note 29 to the Consolidated Financial Statements.

LITIGATION AND OTHER RISKS

The Group is subject to various litigation matters and disputes, which it nevertheless believes will not have a significant impact on its financial situation, business and/or results.

INSURANCE

Carrefour's insurance strategy is aimed at providing the best possible protection for people and property.

To this end, the Group has implemented comprehensive, worldwide schemes (especially with regard to physical damage, civil liability, environmental issues and construction) that provide uniform coverage for all formats (consolidated stores), wherever the stores are located (except in countries where regulations prohibit this type of arrangement).

Furthermore, the Group ensures that new acquisitions over the course of the year quickly obtain this across-the-board coverage, or, where applicable, benefit from its DIC/DIL (difference in conditions/difference in limits) coverage policies.

Carrefour's insurance strategy identifies and assesses existing and emerging risks in close collaboration with operational managers, the various Carrefour Group departments involved and outside specialists. This strategy also requires that risk prevention measures be monitored by a central management office that works with insurers and Group liaisons in each country.

The Group transfers all the insurable risk it can identify to the insurance market.

Methods for monitoring and managing insurance coverage are regularly audited and inspected by independent parties, including brokers and insurers, as well as internally through Carrefour's Corporate Insurance department (part of the Group Legal department).

The following information is provided for information purposes only in order to illustrate the scope of action in 2009. This information should not be regarded as static, since the insurance market is changing. Indeed, the Group's insurance strategy depends on and adapts to market conditions, investments and the coverage available.

Furthermore, in order to optimize insurance costs and better manage risk, Carrefour has a policy for maintaining its frequency lines through its captive reinsurance company and, since 1 January 2005, through its own insurance company in Ireland, Carrefour Insurance Limited (accredited by the Irish authorities), whose results are consolidated in Group financial statements.

This direct-insurance company primarily covers property-damage and operating-loss risk for subsidiaries in Europe under what is known as 'free service provision.' Subsidiaries outside the Europe zone are reinsured by the Group. A stop-loss provision per claim and per insurance year has been established in order to protect the captive company's interests and limit its commitments. Beyond a certain predefined limit, risk is transferred to the insurance market.

The same subscription strategy applies to civil liability risk, but only with regard to reinsurance. The captive reinsurance company's exposure is limited per claim and per insurance year. Anything beyond a certain exposure level is transferred to the traditional insurance market.

Damage to property and operating-loss coverage

The purpose of this insurance is to protect company assets. An 'all risks, with exceptions' policy is issued, on the basis of existing insurance-market guarantees, to cover the traditional risks for this type of coverage, which include fire, lightning, theft, natural disaster and operating loss. Deductibles are established as appropriate for the various store formats and countries. For certain formats, Carrefour has a self-insured retention policy adapted to well-targeted loss incidents.

The programme established by the Group offers a guarantee limit of 220 million euros per claim in direct damages and operating loss combined. This programme includes sub-limits, particularly with regard to natural disasters. Exclusions in force for this policy comply with market practices. The policy expiration date is 1 July of each year.

Civil liability coverage

This covers the financial consequences of Carrefour's civil liability in cases where the company is investigated and found liable regarding a loss suffered by a third party; the loss in question may have been caused by the Group either during operations or after delivery.

The majority of Carrefour Group sites are classified as places of assembly (in French, ERPs – *Établissements recevant du public*); as a result, risk exposure must be specially taken into account and requires great vigilance. Deductibles vary from country to country. Exclusions in force in this contract comply with market practices and primarily concern certain substances recognized as being toxic, carcinogenic or the like.

Carrefour is covered regarding the risk of harming the environment as part of its comprehensive, worldwide civil liability insurance programme.

Such risk requires a specially designed approach due to conditions imposed by reinsurers, which offer more limited guarantees for gradual pollution risk.

Nevertheless, Carrefour has established specific coverage dedicated to this type of risk.

Construction coverage

This covers operators involved in construction as well as any consequences that may arise from their activities. The coverage amounts established are in line with market practices and the limits available on the insurance market for this type of risk.

Employee benefit coverage

In compliance with current legislation, collective bargaining agreements and other company agreements, programmes covering occupational-injury risk, medical expenses, and welfare and retirement costs have been established in each country.

INDUSTRIAL AND ENVIRONMENTAL RISK

The Carrefour Group is strongly committed to a policy of environmental responsibility. Since our business does not involve direct major environmental risk, we have identified the main environmental issues on which the Group has taken action:

- prevention of risk related to the operation of service stations (ground pollution, hydrocarbons);
- management of refrigerant and energy consumption;
- automobile pollution (parking areas, distribution of cleaner fuels);
- logistics involving atmospheric emissions reduction and research into cleaner transport systems;
- management of disruptions to local residents (noise, integration into the landscape);
- natural resource management (fish stocks, wood etc.);
- reduction of the environmental impact of packaging via eco-friendly packaging design and reduced packaging use;
- waste recovery and recycling;
- water management.

Costs incurred while reducing the environmental impact of our activities are partially included in the Quality and Sustainable Development department's operating costs and those of its counterparts in countries where we operate. The largest proportion, however, involves an operational share corresponding to amounts allocated to specific projects.

Environmental policies and risk management are inherent to and managed by each functional unit rather than by the Quality and Sustainable Development department alone.

The financial statements as of 31 December 2008 presented below have been revised to reflect the retroactive application of IFRIC 13 and the amendments to IAS 38 and IFRS 5 (see Note 1.4).
The financial statements are presented in millions of euros, rounded to the nearest hundred thousand. As a result, there may be rounding-off discrepancies among the various statements.

CONSOLIDATED INCOME STATEMENT

Symbols: - expenses, + income

(in millions of euros)	Notes	31/12/2009	31/12/2008	% var.
Net sales	4	85,963	86,967	(1.2%)
Customer loyalty programmes		(604)	(626)	(3.5%)
Net sales, net of loyalty programme		**85,359**	**86,341**	**(1.1%)**
Other income	5	2,020	1,899	6.4%
Total income		**87,379**	**88,239**	**(1.0%)**
Cost of sales	6	(68,098)	(68,719)	(0.9%)
Gross margin from current operations		**19,281**	**19,520**	**(1.2%)**
Sales, general and administrative expenses	7	(14,625)	(14,352)	1.9%
Depreciation, amortization and provisions	8	(1,879)	(1,861)	1.0%
Activity contribution		**2,777**	**3,307**	**(16.0%)**
Non-recurring income and expenses	9	(1,072)	(518)	
EBIT		**1,705**	**2,789**	**(38.9%)**
Financial income (expense)	10	(610)	(561)	8.7%
Financial income		147	383	(61.6%)
Financial expenses		(757)	(944)	(19.9%)
Income before taxes		**1,095**	**2,228**	**(50.9%)**
Income tax	11	(638)	(740)	(13.8%)
Net income from companies consolidated by the equity method		38	52	(27.2%)
Net income from recurring operations		**494**	**1,540**	**(67.9%)**
Net income from discontinued operations	12	**(57)**	**(5)**	
Total net income		**437**	**1,535**	**(71.5%)**
of which net income - Group share		**327**	**1,269**	**(74.2%)**
of which net income from recurring operations - Group share		**385**	**1,274**	**(69.8%)**
of which net income from discontinued operations - Group share		**(57)**	**(5)**	
of which net income - minority share		110	266	(58.7%)

Basic earnings (loss) per share, in euros	31/12/2009	31/12/2008	% var.
Net earnings per share from recurring operations	0.56	1.86	(69.8%)
Net earnings per share from discontinued operations	(0.08)	(0.01)	ns
Net earnings per share - Group share	0.48	1.85	(74.2%)

Diluted earnings per share, in euros	31/12/2009	31/12/2008	% var.
Net earnings per share from recurring operations	0.56	1.86	(69.8%)
Net earnings per share from discontinued operations	(0.08)	(0.01)	ns
Net earnings per share - Group share	0.48	1.85	(74.2%)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(in millions of euros)	31/12/2009	31/12/2008
Total net income	437	1,535
Effective portion of cash flow hedge [1]	(9)	(39)
Change in available-for-sale assets [1]	7	
Change in foreign currency translation	577	(828)
Other items in comprehensive income, after tax	**575**	**(867)**
Total comprehensive income	1,012	668
of which comprehensive income - Group share	886	463
of which comprehensive income - minority share	126	205

(1) Net of tax.

The impact of recycling on earnings is shown in Note 10.
The impact of tax is shown in Note 13.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(in millions of euros)	Notes	31/12/2009	31/12/2008
ASSETS			
Goodwill	14	11,473	11,363
Other intangible fixed assets	14	1,083	1,055
Tangible fixed assets	15	15,044	14,809
Other non-current financial assets	16	1,314	1,312
Investments in companies accounted for by the equity method	16	201	429
Deferred tax on assets	17	712	681
Investment properties	18	455	346
Consumer credit from financial companies – long-term	28	2,005	2,097
Non-current assets		**32,286**	**32,091**
Inventories	19	6,670	6,891
Commercial receivables	20	2,238	3,156
Consumer credit from financial companies – short-term	28	3,215	2,708
Other current financial assets	21	2,051	245
Tax receivables		563	673
Other assets	22	989	1,058
Cash and cash equivalents	23	3,301	5,317
Non-current assets held for sale (1)		241	150
Current assets		**19,267**	**20,198**
Total assets		**51,553**	**52,288**

(in millions of euros)	Notes	31/12/2009	31/12/2008
LIABILITIES			
Equity capital	24	1,762	1,762
Consolidated reserves (including income)		8,552	8,370
Shareholders' equity - Group share		**10,315**	**10,132**
Minority interests		800	790
Shareholders' equity		**11,115**	**10,923**
Borrowing – long-term	26	9,794	9,506
Provisions	25	2,520	2,320
Deferred tax liabilities	17	496	424
Consumer credit refinancing - long-term	27	592	451
Non-current liabilities		**13,402**	**12,700**
Borrowing – short-term	26	2,018	2,709
Suppliers and other creditors	28	16,800	17,545
Consumer credit refinancing - short-term	27	4,061	4,044
Tax payables		1,324	1,467
Other liabilities		2,740	2,877
Non-current liabilities held for sale (1)		93	25
Current liabilities		**27,036**	**28,666**
Total liabilities		**51,553**	**52,288**

(1) Non-current assets and liabilities held for sale correspond:
A. In 2008, to certain assets and liabilities in Bulgaria, Turkey and Poland plus assets involving Dia Spain.
B. In 2009, to certain assets and liabilities in Italy, Russia and Bulgaria.

CONSOLIDATED CASH-FLOW STATEMENT

(in millions of euros)	31/12/2009	31/12/2008
INCOME BEFORE TAX	**1,095**	**2,228**
OPERATING ACTIVITIES		
Tax	(622)	(624)
Provisions for amortization	1,984	1,946
Capital gains and losses on sale of assets	8	(225)
Changes in provisions and impairment	942	642
Dividends on companies accounted for by the equity method	38	50
Impact of discontinued activities	(25)	(12)
Cash flow from operations	**3,419**	**4,005**
Change in working capital	320	971
Impact of discontinued activities	2	21
Change in cash flow from operating activities (excluding financial companies)	**3,740**	**4,997**
Change in consumer credit commitments	(256)	(111)
Net cash from operating activities	**3,484**	**4,887**
INVESTMENT ACTIVITIES		
Acquisition of tangible and intangible fixed assets	(2,137)	(2,908)
Acquisition of financial assets	(38)	(143)
Acquisition of subsidiaries	(116)	(296)
Disposal of subsidiaries	47	191
Disposal of fixed assets	128	742
Disposal of investments	7	12
Investments net of disposals subtotal	**(2,109)**	**(2,402)**
Other uses	(225)	(171)
Impact of discontinued activities	(50)	(23)
Net cash from investment activities	**(2,384)**	**(2,596)**
FINANCING ACTIVITIES		
Proceeds on share issues	7	3
Dividends paid by Carrefour (parent company)	(741)	(740)
Dividends paid by consolidated companies to minority interests	(161)	(202)
Change in treasury stock and other instruments	1	(404)
Change in current financial assets	(1,834)	(233)
Change in borrowing	(470)	561
Impact of discontinued activities	34	(13)
Net cash from financing activities	**(3,164)**	**(1,028)**
Net change in cash and cash equivalents before currency impact	(2,064)	1,262
Impact of currency fluctuations	48	(110)
Net change in cash and cash equivalents	**(2,016)**	**1,153**
Cash and cash equivalents at beginning of year	**5,317**	**4,164**
Cash and cash equivalents at end of year	**3,301**	**5,317**

CHANGE IN CONSOLIDATED SHAREHOLDERS' EQUITY

(in millions of euros)	Capital	Reserves for changes in treasury stock	Currency translation adjustment - Group share translation	Reserves for fair-value changes in financial instruments [1]	Other reserves and income	Shareholders' equity Group share	Minority interests Group	Total shareholders' equity
Shareholders' equity as of 31/12/07	**1,762**	**(36)**	**434**	**(8)**	**8,510**	**10,663**	**1,107**	**11,770**
Total net income 2008					1,272	1,272	266	1,539
Other items of comprehensive income, after tax			(781)	(25)		(806)	(61)	(867)
Total comprehensive income 2008			**(781)**	**(25)**	**1,272**	**466**	**205**	**672**
Payment in shares					55	55		55
Shareholders' equity (net of tax)					(274)	(274)		(274)
Dividends 2007					(740)	(740)	(187)	(927)
Change in capital and premiums							3	3
Impact of changes in consolidation scope and other movements					(8)	(8)	(338)	(346)
Shareholders' equity as of 31/12/08	**1,762**	**(36)**	**(347)**	**(33)**	**8,814**	**10,161**	**791**	**10,952**
Restatements related to changes in accounting method					**(29)**	**(29)**	**(1)**	**(30)**
Restated shareholders' equity as of 31/12/08	**1,762**	**(36)**	**(347)**	**(33)**	**8,784**	**10,133**	**790**	**10,923**
Total net income 2009					327	327	110	437
Other items of comprehensive income, after tax			563	(5)		559	16	575
Total comprehensive income 2009			**563**	**(5)**	**327**	**886**	**126**	**1,012**
Payment in shares					29	29		29
Shareholders' equity (net of tax)					12	12		12
Dividends 2008					(741)	(741)	(121)	(862)
Change in capital and premiums							7	7
Impact of changes in consolidation scope and other movements					(4)	(4)	(2)	(6)
Shareholders' equity as of 31/12/09	**1,762**	**(36)**	**217**	**(38)**	**8,408**	**10,315**	**801**	**11,115**

(1) This item groups together:

- *the hedging reserve (the effective portion of the change in fair value of cash-flow hedges);*
- *the fair-value reserve (the change in fair value of financial assets available for sale).*

Notes on the Consolidated Financial Statements

NOTE 1: ACCOUNTING PRINCIPLES AND METHODS

1.1 GENERAL PRINCIPLES AND STATEMENT OF COMPLIANCE

The consolidated financial statements as of 31 December 2009 were adopted by the Board of Directors on 18 February 2010. The accounts remain provisional until they are approved by the Combined Shareholders' Meeting on 4 May 2010.

Carrefour ('the Company') is a company domiciled in France. The annual consolidated financial statements as of 31 December 2009 include the Company and its subsidiaries (collectively referred to as 'the Group') and the Group's share in the associated companies under joint control. They were drawn up in euros, the company's functional currency.

Pursuant to Regulation (EC) No 1606/2002 of 19 July 2002, the Carrefour Group's consolidated financial statements for 2009 have been prepared in accordance with the international accounting standards approved by the European Union as of 31 December 2009 that are binding on that date.

These international standards include the IFRS (International Financial Reporting Standards), the IAS (International Accounting Standards), the interpretations of the IFRIC (International Financial Reporting Interpretation Committee) and the SIC (Standing Interpretations Committee).

All of the texts adopted by the European Union may be viewed at the European Commission website at the following address:
http://ec.europa.eu/internal_market/accounting/ias/index_fr.htm

1.2 IFRS TEXTS APPLIED

The accounting and calculation methods adopted for the 2009 consolidated financial statements are identical to those used in the consolidated financial statements of 31 December 2008, with the exception of the new standards and interpretations and amended standards adopted by the European Union that took effect on 1 January 2009.

The texts having an impact on the Group's consolidated financial statements are as follows:

- IAS 1 (as revised), 'Presentation of Financial Statements';
- IFRS 8, 'Operating Segments';
- the amendment to IFRS 7, 'Improving Disclosures about Financial Instruments';
- the amendment to IAS 38, 'Intangible Assets', relating to the recognition of advertising and promotional activities and deriving from IFRS enhancements published in May 2008;
- IFRIC 13, 'Customer Loyalty Programmes'.

The application of the revised IAS 1 standard affects the presentation of the financial statements over all the periods presented, specifically as follows:

- the name of the balance sheet is changed to 'Report on the Financial Situation';
- a 'Statement of Comprehensive Income' is presented that includes the total net income for the financial year and the other items that make up the comprehensive income.

The IFRS 8 standard, 'Operating Segments', replaces the IAS 14 standard, 'Segment Reporting'. The IAS 14 standard required segment-based information on two levels ('Lines of Business' and 'Geographical Areas').

The IFRS 8 standard now requires the presentation of data relating to the Group's operating segments that is taken from its internal reports and used by management to make investment decisions and evaluate the Group's performance. The operating segments that meet the criteria set forth in the new standard are the geographical areas as presented in accordance with the previous standard (France, Europe, Latin America and Asia), from which the hard-discount operating segment has been removed and presented separately.

Application of the amendment to IFRS 7, 'Improving Disclosures about Financial Instruments', affects the presentation of the notes to the financial statements. Specifically, this amendment calls for additional information regarding the fair-value assessment of financial instruments.

- the amendment to IAS 38 and the IFRIC 13 interpretation constitute changes in accounting methods that have been applied retroactively. Shareholders' equity at the outset of the 2009 fiscal year has been restated, as have the comparative data presented. These restatements are described in detail in Section 1.4, 'Changes in accounting methods and restatement of comparative information'.

Other new standards and interpretations that became applicable on 31 December 2009 but have had no significant impact on the financial statements and their presentation are listed below:

- the amendment to IAS 1/IAS 32, 'Puttable Instruments and Obligations Arising on Liquidation', published in February 2008;
- the amended IAS 23 standard, 'Borrowing Costs,' eliminating the option to recognize the borrowing costs of qualifying assets as an expense;
- the amendment to IFRS 2 regarding share-based payments, 'Vesting Conditions and Cancellations', published in January 2008;
- the amendment to IAS 16, 'Property, Plant and Equipment', relating to sales of assets previously held for rental;
- IFRIC 14, 'The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction';
- IFRIC 16, 'Hedges of a Net Investment in a Foreign Operation';
- the IFRIC 9 and IAS 39 amendments relating to the reassessment of embedded derivatives;
- IFRIC 11/IFRS 2, 'Group and Treasury Share Transactions';
- IFRIC 15, 'Agreements for the Construction of Real Estate';
- the other amendments contained in the IFRS annual improvements process, published in May 2008.

The Group decided against the early adoption of the amendments and amended standards as well as interpretations published by the IASB that are applicable to fiscal years beginning on 1 January 2010 or later:

- revised IFRS 3, 'Business Combinations';
- revised IAS 27, 'Consolidated and Separate Financial Statements';
- the amendment to IAS 39, 'Financial Instruments: Recognition and Measurement – Eligible Hedged Items';
- the amendment to IAS 32 relating to the classification of rights issues;
- the amendment to IFRS 2 relating to group cash-settled share-based payment transactions;
- IFRIC 17, 'Distributions of Non-cash Assets to Owners';
- IFRIC 18, 'Transfers of Assets from Customers';
- the amendments contained in the IFRS annual improvements process, published in April 2009;
- IFRIC 12, 'Service Concession Arrangements';

The potential impact of these texts is currently being evaluated.

1.3 THE ACCOUNTING METHODS

The accounting methods presented below were applied continuously for all periods presented in the consolidated financial statements, and uniformly so by Group entities.

PRINCIPAL ESTIMATES AND JUDGMENTS BY MANAGEMENT

Preparation of the consolidated financial statements involves the consideration of estimates and assumptions made by Group management. This may affect the book value of certain asset and liability items, income and expenses, as well as information provided in the notes to the financial statements. Group management reviews its estimates and assumptions regularly in order to ensure their relevance to past experience and the current economic situation. Accordingly, the financial statements have been drawn up to take into account the current economic and financial crisis, and were based on the financial market criteria available as of 31 December 2009. Depending on changes in these assumptions, items appearing in future financial statements may be different from current estimates.

The main estimates made by management when preparing the financial statements concern the useful lives of operating assets, the valuation of the recoverable value of intangible assets (including goodwill - Note 14) and tangible assets (Note 15), the amount of provisions for risk and other provisions relating to the business (Note 25), and assumptions made for the calculation of pension commitments (Note 26) and deferred taxes (Note 17).

In application of the IAS 32 standard, a financial debt arising from commitments to buy back minority shares in Group subsidiaries has been recognized under liabilities, not merely for the portion already recorded as minority interests (reclassified as debt) but also for the surplus resulting from the actual value of the commitment. In the absence of clear guidelines in the relevant standard, the Group has chosen to allocate the offset of this surplus to goodwill, as indicated in the section entitled 'Minority share-purchase commitments' in Part 1.3, 'Accounting Methods'.

SCOPE/METHOD OF CONSOLIDATION

The companies over which Carrefour exercises exclusive control, either directly or indirectly, are fully consolidated. Control exists when the Group has the power to direct the financial and operational policies of the entity, directly or indirectly, in order to obtain advantages from its operations. To assess the degree of control, potential voting rights that can currently be exercised or converted are taken into account. Furthermore, the companies in which the Group exercises significant influence or joint control are consolidated by the equity method. The consolidated financial statements include the Group share of total profit and loss amounts recorded by companies consolidated by the equity method, after making adjustments to bring their accounting methods into conformity with those of the Group, as of the date on which significant influence was exercised up through the date on which the said significant influence or joint control ceased.

When Carrefour has no significant influence or joint control over the operational or financial decisions of the companies in which it owns securities, these are held as other non-current financial assets. The method of amortization is presented in the section on 'Financial assets and liabilities'.

The Group does not have any ad-hoc entities.

BUSINESS COMBINATIONS

In transitioning to the IFRS, the Group has chosen the option offered by IFRS 3 that does not require restatement of business combinations prior to 1 January 2004.

As of 1 January 2004, all business combinations are entered in the accounts by applying the purchase method. The difference between the purchase cost, which includes expenses directly attributable to the acquisition, and the fair value of assets acquired, net of liability and any liability assumed within the context of the grouping, is shown as goodwill. Negative goodwill resulting from the acquisition is immediately recognized in the income statement.

Subsequent acquisitions after control is assumed are subject to an additional calculation of goodwill without reassessment of subsidiaries' assets and liabilities.

For companies acquired during the course of the fiscal year and equity-interest increases, only income for the period after the acquisition date is reported in the consolidated income statement. For companies disposed of during the course of the fiscal year and dilutions, only income for the period prior to the disposal date is shown in the consolidated income statement.

CONVERSION OF FOREIGN COMPANIES' FINANCIAL STATEMENTS

For companies operating in countries with hyperinflation:

- fixed assets, equity investments, shareholders' equity and other non-monetary items are revalued based on the reduction in the general purchasing power of the local currency during the fiscal year; these items are restated by means of a relevant price index as of the balance-sheet date;
- all balance-sheet items, with the exception of the Group share of shareholders' equity, are then converted into euros on the basis of exchange rates in effect at the end of the fiscal year;
- with respect to the Group share of shareholders' equity, the opening balance is carried forward at its value in euros at the end of the previous fiscal year; other movements are converted at current foreign currency exchange rates. The difference in euros thus created between assets and liabilities in the balance sheet is recorded in a foreign-currency translation adjustment account included under 'Shareholders' equity - Group share';
- the income statement in local currency is adjusted for the effects of inflation between the date of transactions and the end of the fiscal year. All items are then converted based on the exchange rates in effect at year-end.

There were no countries with hyperinflation within the Group's scope of consolidation in 2008 and 2009.

For other companies:

- balance-sheet items are converted on the basis of the closing rate;
- income-statement items are converted at the average rate for the year when this is not materially different from the rate in effect on the date of the transactions.

CONVERSION RATE ADJUSTMENTS FOR FOREIGN COMPANIES

In transitioning to the IFRS, in accordance with the option offered under IFRS 1, the Group has chosen to restate the translation adjustments accumulated at 1 January 2004 under 'Consolidated reserves'. This option has no impact on the Group's total shareholders' equity; it involves a reclassification within shareholders' equity from the 'Translation adjustments' entry to the 'Other reserves' entry totaling 3,236 million euros.

FIXED ASSETS

1) Goodwill

In accordance with IFRS 3, goodwill has not been amortized since 1 January 2004. Instead, goodwill is subject to an impairment test performed each year.
The methods of depreciation are described in the 'Impairment tests' section.

2) Intangible fixed assets

Other intangible fixed assets primarily correspond to software programs that are depreciated over a period ranging from one to five years.

3) Tangible fixed assets

In accordance with IAS 16, 'Tangible Fixed Assets', land, buildings, equipment, fixtures and fittings are valued at their cost price at acquisition or at production cost less depreciation and loss in value.
The revision to IAS 23, 'Borrowing Costs', requires that borrowing costs directly attributable to the acquisition, construction or production of qualifying assets be included in the cost of fixed assets. A qualifying asset is one that requires a substantial period of time to be readied for use or sale. In 2009, application of the revised standard had no impact on the Group.
Tangible fixed assets in progress are posted at cost less any identified loss in value.
Depreciation of these assets begins when the assets are ready for use.
Tangible fixed assets are depreciated on a straight-line basis according to the following average useful lives:

■ construction:		
	Buildings	40 years
	Grounds	10 years
	Parking areas	6-and-two-thirds years
■ equipment, fittings and installations		6-and-two-thirds to 8 years
■ other fixed assets		4 to 10 years

Depreciation methods, useful life values and residual values are revised at the close of each fiscal year.
Fixed-asset acquisitions made through a finance-lease agreement - i.e. a contract whose impact is to transfer, to a substantial extent, the risks and advantages inherent in the ownership of an asset to the lessee - are recorded as follows:

- assets are capitalized at the fair value of the leased asset or, if it is lower, at the discounted value of the minimum leasing installments. These assets are depreciated over the same duration as tangible fixed assets owned by the Group, or over the duration of the contract if this is shorter than the useful life of the asset;
- the corresponding debt is recorded in the balance sheet as a liability;
- lease installments paid are allocated between financial expense and amortization of the balance of the debt.

4) Impairment tests

In accordance with IAS 36, 'Impairment of Assets', when events or changes in the market environment indicate the risk of a loss in value regarding individual assets and/or cash-generating units (CGUs), these are the subject of a detailed review in order to determine whether the net book value is lower than their recoverable value, defined as their fair value (minus disposal cost) or their useful value, whichever is higher. The useful value is determined by discounting future cash flow expected from use of the asset. If the recoverable amount is lower than the net book value, the loss in value is recorded as the difference between these two amounts. Losses in the value of tangible and intangible assets with a definite useful life may be reversed at a later date if the recoverable value becomes higher than the net book value (within the limits of initially recorded depreciation) and any amortization that would have been recorded if no loss of value had been observed. Losses of value relating to fixed assets with an indefinite useful life cannot be reversed.
These impairment tests are performed for all fixed assets on an annual basis.

IMPAIRMENT OF GOODWILL

IAS 36, 'Impairment of Assets', stipulates that an impairment test must be performed annually for each CGU or group of CGUs to which goodwill has been allocated. As stipulated in IAS 36, goodwill must be allocated to each CGU or group of CGUs that may benefit from the synergies of the combined companies. Each unit or group of units to which goodwill is allocated must represent the lowest level within the entity at which goodwill is monitored for internal management purposes, and must not be larger than a segment determined in accordance with IFRS 8.
The level of analysis at which Carrefour appraises the present value of goodwill corresponds to the countries. It should be noted that goodwill for the hard-discount operations are tested separately, also by country. The choice of CGU is based on both organizational and strategic criteria. Operations within

each country (hypermarkets, supermarkets etc.) rely on shared resources (purchasing management, business systems, one headquarters per country etc.). Decisions regarding the allocation of business portfolios are generally made at country level. The useful value is estimated by discounting future cash flow over a period of five years with determination of a final value calculated by extrapolating the fifth-year figures at the perpetual rate of growth to infinity and the use of a discount rate specific to each country. The discount rate for each country (the weighted average of the cost of equity capital and debt expense) is calculated using a mean industry gearing. The specific cost of equity capital for each country is obtained by adding the inflation differential and a country risk premium to the cost of equity capital in France. This risk premium is the difference between the five-year credit default swap (CDS) spread applicable to countries where the Group operates and the spread applicable in France.
The assumptions regarding the perpetual rate of growth and discount rate by geographical zone are as follows:

IMPAIRMENT OF GOODWILL

	2009		2008	
Zones	Discount rate after tax	Perpetual growth rate	Discount rate	Perpetual growth rate
France	6.7% - 6.8%	1.5%	7.7%	1.5%
Europe	Between 6.8% and 15.6%	Between 1.5% and 4.0%	Between 8.2% and 16.7%	Between 1.0% and 1.5%
Latin America	Between 11.6% and 30.7%	Between 1.5% and 3.74%	Between 11.0% and 20.8%	1.5%
Asia	Between 6.2% and 14.8%	1.5%	Between 8.1% and 16.0%	1.5%

IMPAIRMENT OF OTHER INTANGIBLE AND TANGIBLE FIXED ASSETS

In accordance with IAS 36, tangible fixed assets that show identifiable signs of a loss in value (for example, a negative activity contribution) are subjected to a detailed review to determine whether their net book value is lower than their recoverable value, this being their market value or useful value, whichever is higher.
The level of analysis at which Carrefour appraises the present value of tangible fixed assets corresponds to the store for hypermarkets and supermarkets and a group of stores (related from a logistical standpoint) for hard-discount operations.
Useful value is estimated by discounting future cash flow over a period of five years plus a residual value. Market value is assessed with regard to recent transactions, professional practices or independent expert assessments.
Discount rates used are the same as those used for impairment testing of goodwill restated for pre-tax cash flows.

FINANCIAL ASSETS AND LIABILITIES

a) Non-derivative financial assets

1) Accounting principle

In accordance with IAS 39, principal financial assets are classified in one of the four following categories:

- financial assets measured at fair value through profit and loss including derivatives;
- loans and receivables;
- assets held to maturity;
- assets available for sale.

The classification of these assets determines their accounting treatment. Classification is determined by the Group on the date on which the instrument is initially recorded, on the basis of the purpose for which the asset was acquired. Sales and acquisitions of financial assets are recorded on the transaction date, i.e. the date on which the Group bought or sold the asset.

<u>Financial assets reported at fair value through profit and loss</u>

These are financial assets held by the Group in order to make a short-term profit on the sale, or financial assets voluntarily classified in this category.

These assets are valued at their fair value with variations in value recognized in the income statement. Classified as current assets in the cash-flow equivalents, these financial assets include, in particular, UCITS cash shares.

<u>Loans and receivables</u>

Loans and receivables are financial assets whose payment is fixed or can be determined that are not listed on an active market and are neither held for trading purposes nor available for sale.

These assets are initially booked at fair value and then at their amortized cost on the basis of the effective-rate-of-interest method. For short-term receivables without a declared rate of interest, the fair value will be the same as the amount on the original invoice, unless the effective interest rate has a significant impact.

These assets are subject to impairment testing when there is evidence that they have diminished in value. An impairment loss is recognized if the book value is higher than the estimated recoverable value.

Debts pertaining to equity interests, other debts and receivables and commercial receivables are included in this category. They appear as financial assets and commercial receivables.

<u>Assets held to maturity</u>

Assets held to maturity are financial assets, other than loans and receivables, whose payments are determined or can be determined and which the Group has the intention and capacity of holding until this maturity date. These assets are initially booked at fair value and then at their amortized cost on the basis of the effective-rate-of-interest method. They are subject to impairment testing when there is evidence that they have diminished in value. An impairment loss is recognized if the book value is higher than the estimated recoverable value.

Assets held to maturity are recognized as financial assets.

The Group had no assets of this type as of 31 December 2009.

<u>Assets available for sale</u>

Assets available for sale are financial assets that do not belong to the aforementioned categories. They are valued at fair value. For listed securities, fair value corresponds to the market price. For non-listed securities, it is determined by reference to recent transactions or by valuation techniques that are based on reliable, observable market data. When, however, it is impossible to reasonably estimate the fair value of a security, it is valued at its historic cost. Unrealized capital gains or losses are recorded as shareholders' equity until they are sold. When, however, there is an objective indication of the impairment of an asset available for sale (e.g. a lasting or significant drop in fair value), the accumulated loss is recognized in the income statement. Impairment losses recorded on variable-income securities cannot be reversed at a later balance-sheet date.

2) Non-derivative financial assets held by the Group

The principal non-derivative financial assets held by the Group are as follows:

<u>Operating receivables</u>

Operating receivables primarily include trade receivables, franchisee receivables and rents receivable from shopping malls. Where appropriate, they are subject to depreciation, which takes into account the debtor's capacity to honour its debt and the collection period of the receivable.

Outstanding customer receivables/refinancing with financial service companies

Customer receivables due to financial service companies refer primarily to consumer credit granted to customers of companies within the Group's scope of consolidation. These loans, together with the amounts outstanding from refinancing that back them, are classified on the basis of their maturity date as current or non-current assets and liabilities.

Cash and cash equivalents

Cash equivalents are short-term investments that are highly liquid, can easily be converted into a known cash amount and are subject to only a negligible risk of change in value.
Cash refers to cash in hand and demand deposits.

b) Non-derivative financial liabilities

1) Accounting principle

Non-derivative financial liabilities are initially recorded at fair value, adjusted for transaction costs and premiums directly attributable to their issue. After they are initially recorded, these financial liabilities are valued at amortized cost on the basis of the effective-rate-of-interest method.

2) Non-derivative financial liabilities held by the Group

Non-derivative financial liabilities include:
- bonds;
- outstanding accrued interest;
- debts relating to finance-lease agreements;
- bank loans and facilities;
- financial debt pertaining to securitized debt for which the Group incurs credit risk;
- minority share-purchase commitments;
- trade payables.

Financial debt pertaining to securitized debt

In December 2002, the Group established a programme for securitizing receivables. This programme partially transfers the risks and advantages of the variation in value discounted by future cash flows from these receivables. Consequently, part of these securitized receivables has been recognized as financial debt.

Minority share-purchase commitments

The Group has agreed to purchase the shares of minority shareholders in some of its fully consolidated subsidiaries. The exercise price of these transactions can be fixed or determined by a predefined calculation formula; furthermore, these transactions can be exercised at any time or at a predetermined date.
Under current standards, we have chosen the following accounting treatment:
- in accordance with the provisions of IAS 32, the Group has recorded the put options granted to minority shareholders in the relevant subsidiaries as financial liabilities;
- initially, the liability is recorded at the current exercise price, and then, in later closing, on the basis of the fair value of potentially purchased shares, if the exercise price is based on the fair value;
- as described in Note 1.3, 'Principal estimates and judgments by management', the counterpart to this liability is recorded minus minority interests, with the balance recorded as goodwill in reference to IFRS 3. For the sake of consistency, the obligation to record a liability when the put option has not been exercised by the partner suggests that we should initially continue to treat these transactions in the same way as we do to increase the percentage of shares in controlled companies;
- any further change in commitment value is recorded by adjusting the amount of minority interests and goodwill (excluding the discounting effect);
- the Group share figure is calculated on the basis of the percentage holding in the subsidiary, without taking into consideration the percentage of interest attached to put options sold.

The accounting principles described above may be revised based on changes in the standards.

c) Derivative financial instruments

The Group holds derivative financial instruments in order to hedge its exposure to exchange rate and interest rate risks.
Derivatives are initially recorded at fair value. Thereafter, they are valued at fair value, and any resulting variations are recorded in accordance with the procedures described below.

1) Derivatives designated as hedging instruments

Hedge accounting is applicable if, and only if, the following conditions are met:
- a hedging relationship is clearly identified, formalized and documented from the time it is established;
- the efficacy of the hedging relationship is demonstrated from the outset.

Cash-flow hedges

When the instrument is classified as a hedging instrument for future cash flows, variations in fair value corresponding to the effective portion are directly recorded as shareholders' equity up until the time at which the hedged transaction is itself recognized in the Group's financial statements. Variations corresponding to the ineffective portion are recorded as financial income.

In particular, rate swaps intended to hedge the floating rate of borrowing are considered hedging instruments for future cash flows.

Fair-value hedge

When the instrument is classified as a fair-value hedging instrument, variations in fair value are recorded in the income statement, where they offset variations in fair value of the underlying instrument for the effective portion.

Issue swaps backed by fixed-rate bonds are considered fair-value hedge instruments. Financial liabilities hedged via these swaps are revalued for the hedged portion. Fair-value changes are recorded in the income statement and offset by corresponding fair-value variations of rate swaps for the effective portion.

2) Other derivative instruments

Other derivatives are recorded at market value, and fair-value variations are recorded in profit or loss. The instruments used are rate swaps and/or vanilla options.

d) Method for determining fair value

The market values of exchange-rate and interest-rate instruments are determined on the basis of valuation models that are recognized on the market or by the use of rates established by external financial institutions. The values estimated by valuation models are based on the discounting of expected future cash flows. These models use criteria based on market data (interest-rate and exchange-rate curves) obtained from Reuters.

Thus, the EURO rate curves and volatility curves used to calculate the fair value of most rate derivatives are those appearing on Reuters screens on the closing date (deposit curve for maturities of less than one year and swap curve thereafter).

The fair value of long-term debt is estimated according to the market value of bonds or of all future flows discounted in accordance with market conditions for a similar instrument (in terms of currency, maturity, interest type and other factors).

Investment properties

As stipulated in IAS 40, investment properties are tangible-asset items (buildings or land) owned for leasing or capital valuation. In view of the criteria that apply to this standard, those assets not used for operational purposes are generally shopping malls within the Group (i.e. all businesses and services established behind the stores' cash registers), in full or co-ownership, having a surface area of at least 2,500 sq.m.

Investment properties are posted at their historic value and depreciated over the same period as tangible fixed assets of the same nature.

Assessment of the fair value of investment properties is performed on an annual basis by applying a multiple that is a function of the calculated profitability of each shopping mall and a country-specific capitalization rate to the annualized gross rents generated by each investment property.

The fair value is presented in Note 18.

Inventories

In accordance with IAS 2, 'Inventories', goods inventories are valued at their cost price or net present value, whichever is lower.

The cost price corresponds to the most recent purchase price plus any additional costs, a method that is well suited to rapid inventory turnaround and does not generate a significant difference from the FIFO method. This valuation includes all costs that constitute the purchase cost of the goods sold (with the exception of foreign currency losses and gains), also taking into consideration all conditions obtained at the time of purchase from suppliers.

The net present value of the inventories is the estimated selling price based on projected outflow, minus additional costs necessary for the sale.

Provisions

In accordance with IAS 37, 'Provisions, Contingent Liabilities and Contingent Assets', provisions are posted when, at year's end, the Group has a present, legal or implicit obligation arising from a past event, the amount of which may be reliably estimated and the settlement of which is expected to result in an outflow of resources representative of economic advantages. This obligation may be of a legal, regulatory or contractual nature. These provisions are estimated on the basis of their type, in view of the most likely assumptions. Amounts are discounted when the impact of the passage of time is significant.

Employee benefits

The Group's employees enjoy short-term benefits (such as paid leave, sick leave and profit-sharing), long-term benefits (like long-service medals and seniority bonuses) and post-employment benefits with defined contributions and benefits (including retirement bonuses and benefits).

i) Defined-contribution schemes

Defined-contribution schemes are systems whereby the Company makes periodic fixed contributions to external benefit agencies that provide administrative and financial management. These schemes free the employer from any further obligation, with the agency taking responsibility for paying employees the amounts owed them (basic social security pension schemes, complementary pension schemes and pension funds with fixed contributions).

These contributions are recognized as expenses when they fall due.

ii) Defined-benefit schemes and long-term benefits

The Carrefour Group makes provisions for various defined-benefit schemes that depend upon an individual's accumulated years of service within the Group. The commitment is calculated annually on the basis of a projected-units-of-credit method, on an actuarial basis, taking into consideration such factors as salary increases, retirement age, mortality, personnel rotation and discount rates. The discount rate is equal to the interest rate, at the balance-sheet date, of top-rated bonds with a due date close to that of the Group's commitments. Calculations are made by a qualified actuary. The Group has decided to apply the 'corridor' method, whereby the effect of variations in actuarial terms is not recognized on the income statement, as long as the former remain within a range of 10%. Actuarial differences exceeding 10% of the value of the commitment, or the value of hedging assets if this is greater than the value of the commitment, are thus spread over the average residual active working life of employees benefiting from the scheme.

iii) Share-based payments

The Group has established two share-based payment methods designed for its managers and certain employees: share purchase option plans and free share plans.

Upon transitioning to the IFRS, in accordance with the option offered under IFRS 1, the Group elected to limit the application of IFRS 2, 'Share-based Payment', to stock option plans paid in shares that were allocated after 7 November 2002, the rights to which had not yet been acquired as of 1 January 2004. This application had no effect on total shareholders' equity at 1 January 2004.

By contrast, the plans granted between 2003 and 2009 fall within the scope of IFRS 2. The benefits granted under these plans are recorded as personnel expenses, offsetting a capital increase since the plans are paid as equity instruments. The expense recognized for each period corresponds to the fair value of the benefit granted on the basis of the Black-Scholes formula, on the date the share purchase options were granted or, for the free shares, on the basis of the market price on the date they were granted. The resulting charge is then spread over the vesting period. In accordance with IFRS 2, acquisition conditions other than market conditions are not taken into account when the fair value of shares and share purchase options are estimated on the valuation date.

Income tax

Tax expenses for the fiscal year include tax payable and deferred tax.

Deferred tax is calculated according to the balance-sheet method of tax-effect accounting on the basis of temporary differences between the book value entered in the consolidated balance sheet and the tax basis of assets and liabilities. Deferred taxes are accounted for based on the way in which the Group expects to realize or settle the book value of assets and liabilities, using tax rates that have been enacted or virtually enacted by the balance-sheet date. Deferred assets and liabilities are not discounted and are classified in the balance sheet as non-current assets and liabilities.

Deferred tax assets are recognized for deductible temporary differences and for unused tax losses and unused tax credits, to the extent that it is likely that taxable profit will be available against which the deductible temporary differences may be used.

New tax regulations in France, applicable as of 1 January 2010

Under France's 2010 Budget Act, enacted on 30 December 2009, French tax entities are no longer subject to business tax (*taxe professionnelle*) as of 2010. This tax has been replaced by two new taxes:

- the Business Contribution on Property (*Cotisation foncière des entreprises*, or CFE), assessed on the rental value of real property under the current business tax;
- the Business Contribution on Value-Added (*Cotisation*

sur la valeur ajoutée des entreprises, or CVAE), assessed on the value-added determined from the corporate financial statements.

In the wake of this tax reform, the Group has re-examined its tax accounting in France in light of the IFRS standards, taking into account the most recent analyses available on tax accounting, notably those provided by the IFRIC.

The Group concluded that the aforementioned tax reform effectively resulted in the replacement of the business tax with two new forms of tax that differ in nature:

- the CFE, which is based on property rental values and may be capped as necessary at a percentage of the value-added, is substantially similar to the business tax and will therefore likewise be recorded under operating expenses in 2010;
- the CVAE, which, based on the Group's analysis, meets the definition of a tax on earnings as set forth in IAS 12.2, 'Taxes due on the basis of taxable profits'. In conducting its analysis, the company took into consideration the decisions by the IFRIC in March 2006 and May 2009 not to consider the scope of application of the IAS 12 standard, 'Income Taxes'. In effect, the IFRIC stated that, in order to fall within the scope of IAS 12, a tax must be calculated on the basis of net proceeds and expenses, and this net amount may differ from net income for accounting purposes. The Group concluded that the CVAE fulfilled the requirements identified in this finding, insofar as value-added represents the intermediate level of income that is systematically used as the tax base in calculating the amount of CVAE owed under French tax law.

In accordance with the provisions of IAS 12, the CVAE having been identified as a tax on earnings, as of 31 December 2009 deferred tax relating to temporary differences on that date is recorded by offsetting a net charge on the fiscal year income statement, insofar as the Budget Act was enacted in 2009. This deferred tax expense is shown on the 'Income tax' line. Moreover, as of the 2010 fiscal year, the total amount of the current and deferred expense arising from the CVAE will be shown on that same line.

<u>Treasury stock</u>

Treasury stock is deducted from consolidated shareholders' equity at its acquisition cost. Any income from the sale of treasury stock (together with the corresponding tax effects) is directly charged to shareholders' equity and does not contribute to net income for the fiscal year.

<u>Assets and asset groups held for sale and discontinued operations</u>

A discontinued operation is a component of an entity that the latter has sold or that is being held with a view to sale, and which:

- represents an activity line or primary, distinct geographic region, and
- is part of a unique, coordinated plan to dispose of an activity line or distinct geographic region, or
- is a subsidiary acquired exclusively for the purpose of resale.

It is classified as a discontinued operation at the time of its disposal or at a prior date when the operation satisfies the criteria for classification as an asset held for sale. When an activity is classified as a discontinued operation, the comparative income statement is restated as if the activity had satisfied the criteria for classification as a discontinued operation as of the comparative period's opening.

<u>Net sales</u>

Net sales include only store and warehouse sales.

<u>Other income</u>

Other income (financial and travel services, rental income, franchise fees etc.) is recorded on a separate 'Other income' line and under the 'Net sales' line on the income statement.

This entry includes fees received by financial companies from debit cards, traditional credit applications and revolving credit applications. Fees are spread across the duration of the contract.

<u>Gross margin from current operations</u>

Gross margin from current operations corresponds to the sum of net sales and other income minus the cost of sales as defined in Note 6.

<u>Activity contribution</u>

Activity contribution corresponds to the gross margin from current operations minus sales, general and administrative expenses and depreciation, amortization and provisions.

Non-current income and expenses

Items of an unusual nature and frequency are accounted for under non-current income and non-current expenses, such as depreciation of assets and restructuring costs.

Income per share

Basic income per share is calculated by dividing income attributable to the bearers of the company's ordinary shares by the weighted average number of ordinary shares in circulation during the period. Contingently issuable shares are treated as shares in circulation only when all the necessary conditions are met.

Diluted income per share is determined by adjusting income attributable to bearers of ordinary shares and the average weighted number of ordinary shares in circulation to accommodate the effects of all potential ordinary dilutive shares, which mainly include convertible bonds and share-purchase options allocated to members of the workforce. Share-purchase options are considered potentially dilutive if they are 'in the currency' (the exercise price used includes the fair value of services rendered in accordance with IFRS 2, 'Share-based Payment'). Free shares are considered potentially dilutive if the events on which their allocation is contingent actually occur.

1.4 CHANGES IN ACCOUNTING METHODS AND RESTATEMENT OF COMPARATIVE INFORMATION

The amendment to IAS 38 requires that all advertising and promotional expenses be recorded at the time the products are made available by the supplier or the services are rendered. An expense must be recorded as soon as the business has received delivery of the advertising services or goods, even if the advertising campaign has not yet taken place or the catalogues have not yet been mailed and distributed. In the past, costs arising from catalogues yet to be delivered or advertising campaigns yet to be disseminated were recorded as prepaid expenses until the delivery or dissemination date.

These costs have been reallocated to the fiscal years to which they relate, in accordance with the provisions of the amended standard.

The IFRIC 13 interpretation addresses the manner in which an entity should treat benefits awarded to its customers as part of customer loyalty programmes. According to IFRIC 13, these benefits are distinct from the initial transaction. The amount received as a result of the sale must be divided between:

- the goods initially sold or services initially provided, the proceeds of which are recorded immediately, and
- the benefits awarded for later use, the proceeds of which are deferred until the customer exercises his or her right and the business fulfils its obligation.

Moreover, the benefits awarded to the customer must be assessed at their fair value, i.e. the amount for which these benefits could be sold separately.

The Group has applied this interpretation to all of the customer loyalty programmes within the scope of application.

In accordance with the provisions of IAS 8, these changes in accounting methods have been applied retroactively. It should be noted that any impact of the application of IFRIC 13 and the amendment to IAS 39 on accounting prior to 1 January 2008 has not been considered, in view of the lack of materiality.

The impact on the 2008 income statement and on the balance sheet as of 31 December 2008 is indicated below.

CONSOLIDATED INCOME STATEMENT

(in millions of euros)	31/12/2008 published	IFRIC 13	IAS 38	IFRS 5 [1]	31/12/2008 restated
Gross sales before tax	86,967				86,967
Customer loyalty programme		(626)			(626)
Net sales, net of loyalty programme	**86,967**	**(626)**			**86,341**
Other income	1,258	641			1,899
Total income	**88,225**	**14**			**88,239**
Cost of sales	(68,709)	(10)			(68,719)
Gross margin from current operations	**19,516**	**4**			**19,520**
Sales, general and administrative expenses	(14,355)	(6)	(4)	13	(14,352)
Depreciation, amortization and provisions	(1,861)			0	(1,861)
Activity contribution	**3,300**	**(2)**	**(4)**	**14**	**3,307**
Non-recurring income and expenses	(524)			6	(518)
EBIT	**2,776**	**(2)**	**(4)**	**20**	**2,789**
Financial income	(562)			1	(561)
Income before taxes	**2,214**	**(2)**	**(4)**	**21**	**2,228**
Income tax	(743)	1	2		(740)
Net income from companies consolidated by the equity method	52				52
Net income from recurring operations	**1,523**	**(1)**	**(3)**	**21**	**1,540**
Net income from discontinued operations	**16**			**(21)**	**(5)**
Total net income	**1,539**	**(1)**	**(3)**	**0**	**1,535**
of which net income - Group share	**1,272**	**(1)**	**(2)**	**0**	**1,269**
of which net income from recurring operations - Group share	**1,256**	**(1)**	**(2)**	**21**	**1,274**
of which net income from discontinued operations - Group share	**16**	**0**	**0**	**(21)**	**(5)**
of which net income - minority share	**267**	**(0)**	**(0)**	**0**	**266**

(1) Cf. Note 2, 'Disposals and discontinued operations during the period': in accordance with IFRS 5, 'Non-current Assets Held for Sale and Discontinued Operations', the 2009 and 2008 fiscal-year income for the Russian company has been reclassified as net income from discontinued operations.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

ASSETS

(in millions of euros)	31/12/2008 published	IFRIC 13	IAS 38	31/12/2008 restated
Assets				
Goodwill	11,363			11,363
Other intangible fixed assets	1,055			1,055
Tangible fixed assets	14,809			14,809
Other non-current financial assets	1,312			1,312
Investments in companies accounted for by the equity method	429			429
Deferred tax on assets	672	4	5	681
Investment properties	346			346
Consumer credit from financial companies - long-term	2,097			2,097
Non-current assets	**32,082**	**4**	**5**	**32,091**
Inventories	6,891			6,891
Commercial receivables	2,919	236		3,156
Consumer credit from financial companies - short-term	2,708			2,708
Other current financial assets	245			245
Tax receivables	673			673
Other assets	1,096	(25)	(14)	1,058
Cash and cash equivalents	5,317			5,317
Non-current assets held for sale	150			150
Current assets	**20,000**	**212**	**(14)**	**20,198**
Total assets	**52,082**	**215**	**(9)**	**52,288**

LIABILITIES

(in millions of euros)	31/12/2008 published	IFRIC 13	IAS 38	31/12/2008 restated
Liabilities				
Equity capital	1,762			1,762
Consolidated reserves (including income)	8,399	(19)	(10)	8,370
Shareholders' equity - Group share	**10,161**	**(19)**	**(10)**	**10,132**
Minority interests	791	(1)	0	790
Shareholders' equity	**10,952**	**(20)**	**(10)**	**10,923**
Borrowing - long-term	9,506			9,506
Provisions	2,320			2,320
Deferred tax liabilities	424			424
Consumer credit refinancing - long-term	451			451
Non-current liabilities	**12,700**	**0**	**0**	**12,700**
Borrowing - short-term	2,709			2,709
Suppliers and other creditors	17,276	268	1	17,545
Consumer credit refinancing - short-term	4,044			4,044
Tax payables	1,467			1,467
Other liabilities	2,910	(33)		2,877
Non-current liabilities held for sale	25			25
Current liabilities	**28,430**	**235**	**1**	**28,666**
Total liabilities	**52,082**	**215**	**(9)**	**52,288**

CONSOLIDATED CASH-FLOW STATEMENT

(in millions of euros)	31/12/2008 published	IFRIC 13	IAS 38	IFRS 5 [1]	31/12/2008 restated
Income before tax	2,214	(2)	(4)	21	2,228
Operating activities					
Tax	(624)				(624)
Provisions for amortization	1,946			(0)	1,946
Capital gains and losses on sale of assets	(219)			(6)	(225)
Changes in provisions and impairment	642				642
Dividends on companies accounted for by the equity method	50				50
Impact of discontinued activities	3			(15)	(12)
Cash flow from operations	**4,011**	**(2)**	**(4)**	**0**	**4,005**
Change in working capital	964	2	4	0	971
Impact of discontinued activities	22			(0)	21
Net cash from operating activities (excluding financial companies)	**4,997**	**0**	**0**	**0**	**4,997**
Change in consumer credit commitments	(111)				(111)
Net cash from operating activities	**4,887**	**0**	**0**	**0**	**4,887**
Investment activities					
Acquisition of tangible and intangible fixed assets	(2,918)			10	(2,908)
Acquisition of financial assets	(143)				(143)
Acquisition of subsidiaries	(296)				(296)
Disposal of subsidiaries	191				191
Disposal of fixed assets	742				742
Disposal of investments	12				12
Investments net of disposals subtotal	**(2,412)**			**10**	**(2,402)**
Other uses	(166)			(6)	(171)
Impact of discontinued activities	(19)			(4)	(23)
Net cash from investment activities	**(2,596)**			**0**	**(2,596)**
Financing activities					
Proceeds on share issues	3				3
Dividends paid by Carrefour (parent company)	(740)				(740)
Dividends paid by consolidated companies to minority interests	(202)				(202)
Change in treasury stock and other instruments	(404)				(404)
Change in current financial assets	(232)			(1)	(233)
Change in borrowing	578			(18)	561
Impact of discontinued activities	(31)			18	(13)
Net cash from financing activities	**(1,028)**			**0**	**(1,028)**
Net change in cash and cash equivalents before currency impact	**1,262**				**1,262**
Impact of currency fluctuations	(110)				(110)
Net change in cash and cash equivalents after currency impact	**1,153**				**1,153**
Cash and cash equivalents at beginning of year	**4,164**				**4,164**
Cash and cash equivalents at end of year	**5,317**				**5,317**

(1) Cf. Note 2, 'Disposals and discontinued operations during the period': In accordance with IFRS 5, 'Non-current Assets Held for Sale and Discontinued Operations', the 2009 and 2008 fiscal-year income and cash flows for the Russian company have been reclassified as discontinued operations.

NOTE 2: THE YEAR'S HIGHLIGHTS

ACQUISITIONS DURING THE PERIOD

Acquisition of Mercadefam: on 15 September 2008, a memorandum of understanding was signed between Grandes Superficies de Colombia SA (Carrefour) and shareholders in Mercados De Familia SA (Mercadefam) whereby the Carrefour Group acquired 100% of shares in Mercadefam for 35 million euros.

This transaction was approved by competition authorities on 15 December 2008. Mercadefam operates seven stores, including three hypermarkets. The company was fully consolidated as of 1 January 2009. These stores posted sales of 62 million euros for the 2009 fiscal year. Mercadefam's net income for 2009 totaled 3 million euros.

(in millions of euros)	Book value at Mercadefam	Fair value
Fixed assets		4
Inventories	5	5
Trade payables	(4)	(4)
Other liabilities	(3)	(3)
Net assets	**(2)**	**2**
Cost of business combination		35
Fair value of net assets acquired		2
Goodwill		**34**

DISPOSALS AND DISCONTINUED OPERATIONS DURING THE PERIOD

At the time of its sales announcement of 30 September 2009, the Group announced its decision to sell its operations in Russia and withdraw from the market there, in the absence of appropriate prospects for organic growth and opportunities for short- and medium-term external growth with which to capture a leadership position in the Russian market. Carrefour has had a presence in Russia since 2008, operating two hypermarkets located in Moscow and Krasnodar.

In accordance with IFRS 5, 'Non-current Assets Held for Sale and Discontinued Operations', the 2009 and 2008 fiscal-year income for the Russian company has been reclassified as net income from discontinued operations in the amounts of (55) million euros and (21) million euros respectively. Similarly, the company's 2009 assets and liabilities have been transferred to the separate lines for assets and liabilities held for sale in the amounts of 12 million euros and 62 million euros respectively.

OTHER HIGHLIGHTS

Following negotiations conducted in 2009 that culminated in a memorandum of understanding, Carrefour and the majority shareholder in the Finiper Group signed and announced a final agreement on 18 February 2010 under which Finiper's majority shareholder agreed to acquire Carrefour's 20% stake in Finiper and the parties terminated their put and call option agreements.

As a result of this agreement, investments in companies accounted for by the equity method were reclassified as assets held for sale in the consolidated financial statements for 31 December 2009 and measured at fair value (net of disposal costs); accordingly, a charge of 153 million euros was recorded under non-current expenses.

The termination of the put option held by the partner resulted in the cancellation of a securities repurchase agreement involving approximately 1 billion euros shown under off-balance-sheet commitments as of 31 December 2009 with respect to 31 December 2008.

NOTE 3: SEGMENT REPORTING

31/12/2009 (in millions of euros)	Total	France	Europe	Latin America	Asia	Hard-discount stores
Net sales	85,963	34,266	25,058	10,598	6,441	9,600
Other income	2,020	823	529	352	250	66
Activity contribution	**2,777**	**1,084**	**805**	**472**	**244**	**171**
EBIT	**1,705**					
Financial income	(610)					
Income before taxes	**1,095**					
Total net income	**437**					
Tangible and intangible investment (1)	2,137	718	405	372	301	341
Provisions for amortization	(1,910)	(660)	(569)	(227)	(213)	(242)

31/12/2009 (in millions of euros)	Total	France	Europe	Latin America	Asia	Hard-discount stores
ASSETS						
Goodwill	11,473	4,132	5,296	1,147	90	808
Other intangible fixed assets	1,083	386	413	228	10	45
Tangible fixed assets	15,044	4,102	4,949	2,864	1,427	1,701
Investment properties	455	64	285	18	88	
Other segment assets (2)	15,680	6,445	5,280	2,501	657	798
Total segment assets	**43,734**	**15,129**	**16,222**	**6,758**	**2,271**	**3,353**
Other unallocated assets	7,819					
Total assets	**51,553**					

(1) Intangible and tangible investments correspond to acquisitions of fixed assets presented in the cash-flow statement.

(2) Other segment assets include inventories, trade accounts receivable and other debtors.

31/12/2008 (in millions of euros)	Total	France	Europe	Latin America	Asia	Hard-discount stores
Net sales	86,967	35,150	26,674	9,560	5,955	9,629
Other income	1,899	780	475	358	221	65
Activity contribution	**3,307**	**1,469**	**1,000**	**384**	**258**	**195**
EBIT	**2,789**					
Financial income	(561)					
Income before taxes	**2,228**					
Total net income	**1,535**					
Tangible and intangible investment (1)	2,908	759	810	546	351	442
Provisions for amortization	(1,869)	(646)	(585)	(218)	(195)	(225)

(in millions of euros)	31/12/2008 Total	France	Europe	Latin America	Asia	Hard-discount stores
ASSETS						
Goodwill	11,363	4,056	5,510	905	83	809
Other intangible fixed assets	1,055	352	464	180	10	49
Tangible fixed assets	14,809	4,176	5,260	2,328	1,391	1,655
Investment properties	346	32	217	16	81	
Other segment assets (2)	16,582	7,069	6,078	1,843	717	874
Total segment assets	**44,154**	**15,685**	**17,529**	**5,272**	**2,281**	**3,387**
Other unallocated assets	8,134					
Total assets	**52,288**					

NOTE 4: NET SALES

At constant exchange rates, sales would have been 87,001 million euros.

The impact of exchange-rate fluctuations represented (1,038) million euros as of 31 December 2009, including (475) million euros in Latin America, (688) million euros in the Europe zone, (103) million euros in the hard-discount store format and 228 million euros in the Asia zone.

(in millions of euros)	31/12/2009	31/12/2008	% var.
Sales	85,963	86,967	(1.2%)

NET SALES BY COUNTRY (1)

(in millions of euros)	31/12/2009	31/12/2008
France	**36,943**	**37,968**
Europe (excluding France)	**30,675**	**32,418**
Spain	12,975	13,776
Italy	6,087	6,384
Belgium	4,112	4,205
Greece	2,535	2,623
Poland	1,790	2,129
Turkey	1,383	1,470
Romania	954	1,000
Portugal	823	830
Other	16	0

(1) All activities combined

(in millions of euros)	31/12/2009	31/12/2008
Latin America	**11,758**	**10,505**
Brazil	8,309	7,255
Argentina	2,222	2,135
Colombia	1,227	1,114
Asia	**6,586**	**6,076**
Taiwan	1,290	1,302
China	3,473	2,990
Thailand	598	550
Malaysia	329	326
Indonesia	812	820
Singapore	85	88

NOTE 5: OTHER INCOME BY TYPE

(in millions of euros)	31/12/2009	31/12/2008	% var.
Financial commissions	1,124	1,055	6.6%
Rental income	273	246	11.1%
Sub-leasing income	176	149	18.1%
Sundry income	447	449	(0.6%)
Total	**2,020**	**1,899**	**6.4%**

Sundry income consists primarily of franchise fees, lease-management income and related income.

NOTE 6: COST OF SALES

Other than inventory purchases and variation, the cost of goods sold includes other costs that mainly comprise the cost of products sold by financial companies, income from discounts and exchange-rate differences generated by the purchase of goods.

NOTE 7: SALES, GENERAL AND ADMINISTRATIVE EXPENSES

(in millions of euros)	31/12/2009	31/12/2008	% var.
Labour costs	8,319	8,297	0.3%
Property rentals	1,157	1,049	10.3%
Maintenance and repairs	773	758	2.1%
Fees	717	664	7.9%
Advertising	1,101	1,065	3.4%
Taxes	635	563	12.7%
Energy and electricity	782	728	7.4%
Other general expenses	1,141	1,229	(7.1%)
Total	**14,625**	**14,352**	**1.9%**

NOTE 8: DEPRECIATION, AMORTIZATION AND PROVISIONS

(in millions of euros)	31/12/2009	31/12/2008	% var.
Depreciation of tangible fixed assets	1,648	1,623	1.5%
Depreciation of intangible fixed assets	213	198	7.7%
Amortization of finance-lease agreements	29	28	3.3%
Depreciation of investment properties	21	20	1.1%
Allocations and reversals of provisions	(31)	(9)	252.6%
Total	**1,879**	**1,861**	**1.0%**

NOTE 9: NON-CURRENT INCOME AND EXPENSES

(in millions of euros)	31/12/2009	31/12/2008
Depreciation of assets	(766)	(396)
Restructuring costs	(237)	(72)
Other non-current income and expenses	(70)	(50)
Total	**(1,072)**	**(518)**

In 2009, depreciation of assets mainly included impairment of goodwill involving GS (Italy) in the amount of 240 million euros, the fair-value measurement of Finiper securities categorized as assets held for sale in the amount of 153 million euros and store depreciation totaling 345 million euros.

Restructuring costs include non-recurring costs related to specific events, such as the Group's transformation plan, store closings etc.

Items that are unusual due to their nature and frequency are accounted for under non-current income and non-current expenses. Net disposal gains totaled 44 million euros as of 31 December 2009.

NOTE 10: FINANCIAL INCOME (EXPENSE)

The breakdown of financial income items related to financial instruments can be analyzed as follows:

Recorded on the income statement (in millions of euros)	31/12/2009	31/12/2008
Income from interest on bank deposits	11	17
Dividends received for assets available for sale	13	10
Net income from the sale of assets available for sale reclassified from equity	1	6
Net foreign-currency gain	15	
Change in fair value of financial assets held for trading	62	117
Change in fair value of financial assets, accounted for at fair value through profit or loss	37	12
Net change in fair value of cash-flow hedging instruments reclassified from equity		2
Change in fair value of financial liabilities	2	115
Income from interest rate instruments		99
Income from marketable securities	6	5
Miscellaneous		
Financial income	**147**	**383**
Interest expenses on financial liabilities valued at amortized cost	(593)	(672)
Net foreign currency losses		(18)
Change in fair value of financial assets held for trading	(58)	(63)
Change in fair value of financial assets, accounted for at fair value through profit or loss	(2)	(115)
Change in fair value of financial assets accounted for at fair value through profit or loss	(37)	(12)
Net change in fair value of cash-flow hedging instruments reclassified from equity	(7)	
Loss in value of securities held to maturity	n/a	n/a
Ineffective portion of the change in fair value of cash-flow hedging instruments		
Expenses on interest rate instruments	(9)	
Financial expense from discounting	(45)	(41)
Other financial expenses	(6)	(23)
Financial expenses	**(757)**	**(944)**
Net financial income	**(610)**	**(561)**

Entered directly as shareholders' equity (in millions of euros)	31/12/2009	31/12/2008
Net change in fair value of financial assets available for sale	7	(6)
Net change in fair value of financial assets available for sale transferred to income	(1)	6
Effective portion of the change in fair value of cash-flow hedging instruments	(15)	(39)
Fair value of cash-flow hedging instruments transferred to income	7	(2)
Foreign currency translation resulting from foreign operations	577	(828)
Total	**575**	**(868)**

NOTE 11: INCOME TAX

(in millions of euros)	31/12/2009	31/12/2008
Income tax	605	573
Deferred tax	33	167
Total tax	**638**	**740**
Actual tax rate	58.3%	33.2%

RECONCILIATION OF THEORETICAL TAX RATE AND EFFECTIVE TAX RATE

(in millions of euros)	31/12/2009
Current income before tax	1,095
Standard rate	34.4%
Theoretical tax	377
Effects of permanent differences on tax	153 (1)
Tax effects of income not taxed or taxed at a different rate	(49)
Other	156 (2)
Total tax	**638**
Actual tax rate	58.3%

(1) This line includes the impact of the depreciation of GS goodwill in Italy, as well as the fair-value measurement of Finiper securities for which no deferred tax was recorded, for a total impact of 108 million euros on the Group's tax.

(2) This line includes:

a. Depreciation of deferred tax on assets in the amount of 67 million euros.

b. Recording of a deferred tax on liabilities in the amount of 17 million euros, connected with France's 2010 business law tax reform (see note on income tax in the accounting principles).

NOTE 12: NET INCOME FROM DISCONTINUED OPERATIONS

(in millions of euros)	31/12/2009	31/12/2008
Discontinued operations - Group share	(57)	(5)
Discontinued operations - minority share	0	0
Total	**(57)**	**(5)**

In 2008, net income from discontinued operations was accounted for by:
- net income in 2008 from the Russian entity, amounting to (21) million euros;
- adjustment of the sale price of operations in Portugal, amounting to (30) million euros;
- income from the sale and operations for the period of Slovakia, amounting to 23 million euros;
- income from the sale and operations for the period of Switzerland, amounting to 12 million euros;
- completion of prior sales, amounting to 11 million euros.

In 2009, net income from discontinued operations was accounted for by:
- net income in 2009 from the Russian entity, amounting to (56) million euros;
- residual costs relating to the disposals in Switzerland and Slovakia, amounting to (1) million euros.

NOTE 13: OTHER ITEMS OF COMPREHENSIVE INCOME

(in millions of euros)	31/12/2009 Gross	31/12/2009 Tax	31/12/2009 Net	31/12/2008 Gross	31/12/2008 Tax	31/12/2008 Net
Effective portion of cash flow hedge	(21)	13	(9)	(58)	19	(39)
Change in available-for-sale assets	9	(3)	7	0	0	0
Change in foreign currency translation	577	0	577	(828)	0	(828)
Other items of comprehensive income	**565**	**10**	**575**	**(886)**	**19**	**(867)**

NOTE 14: INTANGIBLE FIXED ASSETS

(in millions of euros)	31/12/2009	31/12/2008
Net goodwill	**11,473**	**11,363**
Other gross intangible fixed assets	2,658	2,430
Amortization of other intangible fixed assets	(1,558)	(1,323)
Impairment	(180)	(178)
Other net intangible fixed assets	**919**	**929**
Intangible fixed assets in progress	**163**	**126**
Net intangible fixed assets	**12,556**	**12,417**

CHANGE TO GOODWILL

(in millions of euros)	Goodwill end of December 2007	Acquisitions 2008	Disposals 2008	Impairment 2008	Other movements	Foreign currency translation 2008	Goodwill end of December 2008	Acquisitions 2009	Disposals 2009	Impairment 2009	Other movements	Foreign currency translation 2009	Goodwill end of December 2009
France	3,959	95					4,054	111	(10)	(26)			4,129
Italy	3,135	9		(197)			2,947	2	(3)	(240)	(46)		2,660
Belgium	946	2					948	1	(1)				948
Spain	815						815						815
Brazil	841	35				(164)	712	19	(3)			209	937
Argentina	161					(6)	156					(19)	136
Hard-discount stores	726	88			(5)		809	8			(8)		810
Other countries	1,089	105			(195)	(78)	921	42	(6)	0	78	1	1,038
Total	**11,674**	**334**	**0**	**(197)**	**(200)**	**(248)**	**11,363**	**183**	**(21)**	**(266)**	**25**	**190**	**11,473**

The major positive changes during the fiscal year related to the acquisition of Mercadefam in Colombia and sundry movements in France that were individually insignificant.

Other movements primarily involved the change in fair value of commitments to purchase the interests of minority shareholders (accounting method described in the accounting principles under 'Financial assets and liabilities').

CHANGE TO INTANGIBLE FIXED ASSETS

(in millions of euros)	Gross value	Reduction in value	Net value
As of 31 December 2007	**16,998**	**(4,151)**	**12,847**
Acquisitions	405		405
Disposals	(83)	25	(58)
Foreign-currency adjustments	(306)		(306)
Depreciation		(193)	(193)
Impairment		(245)	(245)
Changes in consolidation scope and transfer	(179)	147	(32)
As of 31 December 2008	**16,835**	**(4,417)**	**12,419**
Acquisitions	417		417
Disposals	(67)	29	(38)
Foreign-currency adjustments	239		239
Depreciation		(213)	(213)
Impairment		(284)	(284)
Changes in consolidation scope, transfers and other movements	103	(86)	17
As of 31 December 2009	**17,526**	**(4,970)**	**12,556**

IMPAIRMENT OF GOODWILL AND SENSITIVITY ANALYSIS

The principles used for impairment of assets are described under 'Accounting Principles'.

The method used to assess the recoverable value of CGUs is the value in use.

As a result of the asset impairment tests conducted in 2009 in accordance with IAS 36, the Group recorded a loss in value of 240 million euros with respect to Italy (GS goodwill). This loss in value resulted primarily from the update to the business plan for Italy to reflect the deteriorating local economy.

A perpetual growth rate of 1.7% was used to update the cash flow projections for Italy, with a discount rate of 7.57%.

A sensitivity analysis using hypothetical discount and perpetual growth rates was performed on the results of the 2009 impairment test.

If the discount rates were increased by 25 basis points, the impact on the loss in value for Italy alone would amount to 154 million euros.

If, for this same sensitivity test, the perpetual growth rate were increased by 20 basis points, the impact on the loss in value for Italy would be 59 million euros.

A sensitivity analysis using hypothetical growth in sales and EBITDA margin was conducted on the test for Italy. The impact of variations in growth rates on recorded loss in value for Italy is shown in the table below:

EBITDA margin (%) *	Growth in net sales (%) * (0.50%)	0%	0.50%
(0.25%)	(230)	(158)	(84)
0%	(50)	0	105
0.25%	131	211	240

** Adjustment variable for each of the five years in the business plan.*

NOTE 15: TANGIBLE FIXED ASSETS

(in millions of euros)	31/12/2009	31/12/2008
Land	3,099	2,913
Buildings	10,502	9,838
Equipment, fixtures, fittings and installations	15,004	14,006
Other fixed assets	1,121	1,159
Fixed assets in progress	676	769
Leased land	205	195
Leased buildings	1,363	1,374
Leased equipment, fixtures, fittings and installations	128	129
Other leased fixed assets	16	17
Gross tangible fixed assets	**32,115**	**30,402**
Depreciation	(15,671)	(14,321)
Depreciation of leased fixed assets	(1,032)	(1,011)
Impairment	(368)	(260)
Net tangible fixed assets	**15,044**	**14,809**

Tangible fixed assets mainly include sales areas operated by the Group. A breakdown of the network of stores operated by the Group as of 31 December 2009 is available in the 'Consolidated Store Network' note appearing in the annual report.

LEASED FIXED ASSETS

The Carrefour Group has carried out a review of all its property-leasing agreements. Agreements qualifying as financial-leasing agreements were capitalized, whereas other agreements were treated as operating leases.

Financial-leasing agreements

(in millions of euros)	Total	< 1 year	1 to 5 five years	> 5 years
Minimum rents to be paid	602	48	173	381
Discounted value	460	49	151	261
Total sub-leasing income receivable	14	n/a	n/a	n/a
Minimum rents paid during the year	66	n/a	n/a	n/a
Conditional rents	0	n/a	n/a	n/a
Sub-leasing income	18	n/a	n/a	n/a

Simple leasing agreements

(in millions of euros)	Total	< 1 year	1 to 5 five years	> 5 years
Minimum rents to be paid	6,198	1,002	2,183	3,014
Total minimum income to be received from sub-leasing	27	n/a	n/a	n/a
Minimum rents paid during the year	1,167	n/a	n/a	n/a
Conditional rents	37	n/a	n/a	n/a
Sub-leasing income	101	n/a	n/a	n/a

CHANGE TO TANGIBLE FIXED ASSETS

(in millions of euros)	Gross value	Reduction in value	Net value
As of 31 December 2007	**29,439**	**(14,687)**	**14,751**
Acquisitions	2,605		2,605
Disposals	(882)	580	(302)
Depreciation		(1,651)	(1,651)
Impairment		(122)	(122)
Foreign-currency adjustments	(487)		(487)
Changes in consolidation scope and transfer	(275)	290	15
As of 31 December 2008	**30,401**	**(15,591)**	**14,809**
Acquisitions	1,891		1,891
Disposals	(749)	581	(168)
Depreciation		(1,677)	(1,677)
Impairment		(191)	(191)
Foreign-currency adjustments	409		409
Changes in consolidation scope, transfers and other movements	164	(194)	(30)
As of 31 December 2009	**32,115**	**(17,072)**	**15,044**

NOTE 16: OTHER NON-CURRENT FINANCIAL ASSETS AND INVESTMENTS IN COMPANIES ACCOUNTED FOR BY THE EQUITY METHOD

(in millions of euros)	31/12/2009	31/12/2008
Investments in companies accounted for by the equity method (1)	201	429
Investments	274	420
Loans at more than one year	29	10
Other (2)	1,011	882
Total	**1,515**	**1,741**

(1) The variation in this item can be broken down as follows:

End of year, 31/12/2008	**429**
Foreign currency translation adjustment	2
Percentage of net income	38
Dividends	(36)
Other (a)	(232)
End of year, 31/12/2009	**201**

(a) Including the reclassification of Finiper securities as assets held for sale in accordance with IFRS 5.

(2) This item refers primarily to guarantees, deposits and other capitalized receivables.

The principal financial results for the companies accounted for by the equity method as of 31 December 2009 are as follows:

(in millions of euros)	% interest	Balance sheet total	Share-holders' equity	Fixed assets	Net sales	Net income
TOTAL		1,447	550	655	3,887	129
as follows:						
- Majid Al Futtaim	25%	575	153	176	2,045	111
- Provencia SA	50%	322	163	194	655	8
- Iper Orio	50%	138	42	112	177	(2)
- Mestdagh	25%	130	60	23	399	8
- Altis	50%	116	43	42	408	4
- Other companies *		167	89	108	203	0

** This line includes 15 companies considered individually insignificant.*

NOTE 17: DEFERRED TAX

(in millions of euros)	31/12/2009	31/12/2008
Deferred tax on assets	712	681
Deferred tax liabilities	(496)	(424)
Total	**216**	**257**

The nature of deferred taxes is described in Note 1. They mainly correspond to temporary differences between the book and fiscal values of assets and liabilities

DEFERRED TAX BRIDGE TABLE

(in millions of euros)	31/12/2008	Foreign-currency translation	Allocations/ reversals	Other [1]	31/12/2009
Net deferred tax	257	1	(33)	(10)	216

(1) Primarily the impact of changes in accounting method (see Note 1.4) and changes in consolidation perimeter.

UNRECOGNIZED DEFERRED TAX ASSETS

(in millions of euros)	31/12/2009	31/12/2008
Deferred tax on temporary differences	525	403
Deferred tax on deficits that may be carried forward	445	568
Unrecognized deferred tax assets	**970**	**971**

NOTE 18: INVESTMENT PROPERTIES

(in millions of euros)	31/12/2009	31/12/2008
Investment properties at gross value	597	441
Depreciation	(142)	(95)
Total	**455**	**346**

CHANGE IN INVESTMENT PROPERTIES

Opening balance (01/01/2008)	**500**
Allowances for depreciation and amortization for the period	(20)
Foreign-currency effect	(38)
Investments during the period	17
Disposals during the period	(3)
Transfers	(91)
Other movements	(21)
Closing balance (31/12/2008)	**346**
Allowances for depreciation and amortization for the period	(21)
Foreign-currency effect	2
Investments during the period	11
Disposals during the period	(0)
Transfers	83
Other movements	34
Closing balance (31/12/2009)	**455**

Rental income generated by these investment properties and recorded on the income statement in 2009 amounted to 89 million euros, compared with 71 million euros in 2008. Direct operating expenses stood at 5.8 million euros in 2009, versus 3.8 million euros in 2008.

As of 31 December 2009, the fair value of investment properties was estimated at 929 million euros, compared with 786 million euros at 31 December 2008.

NOTE 19: INVENTORIES

(in millions of euros)	31/12/2009	31/12/2008
Inventories at gross value	6,947	7,167
Depreciation	(277)	(275)
Inventories at net value	**6,670**	**6,891**

NOTE 20: COMMERCIAL RECEIVABLES

(in millions of euros)	31/12/2009	31/12/2008
Trade receivables	1,196	1,190
Depreciation on bad debts	(206)	(180)
Net receivables from customers	**991**	**1,010**
Supplier receivables	1,247	2,146
Total	**2,238**	**3,156**

Trade receivables are primarily those due from Group franchisees.
Supplier receivables correspond to rebates and commercial incentives receivable from Group suppliers.

NOTE 21: OTHER CURRENT FINANCIAL ASSETS

(in millions of euros)	31/12/2009	31/12/2008
Assets available for sale	1,749	51
Derivatives	68	126
Deposits at more than three months	235	69
Total	**2,051**	**245**

The increase of 1,698 million euros in available-for-sale assets should be viewed in conjunction with the decrease of 2,350 million euros in 'Cash and Cash Equivalents' (Note 23). These variations may be explained by the Group's investment decisions:

- involving investment funds at the close of 2009;
- involving short-term bank investments at the close of 2008.

NOTE 22: OTHER ASSETS

(in millions of euros)	31/12/2009	31/12/2008
Receivables from employees	25	19
Loans at less than one year	12	14
Receivables from the disposal of intangible, tangible and financial assets	75	91
Prepaid expenses	444	372
Other net operating receivables	433	561
Total	**989**	**1,058**

NOTE 23: CASH AND CASH EQUIVALENTS

(in millions of euros)	31/12/2009	31/12/2008
Cash equivalents	988	3,338
Cash	2,313	1,979
Total	**3,301**	**5,317**

The variation in 'Cash equivalents' is explained in Note 21.

NOTE 24: SHAREHOLDERS' EQUITY

CAPITAL MANAGEMENT

The shareholders' equity of the parent company, Carrefour, must be sufficient to comply with the provisions of the French Commercial Code. The Group's financing agreements do not provide for covenants.

The Group holds a stake in a number of companies that conduct financial activities (banks, insurance companies). These subsidiaries must have adequate shareholders' equity to meet solvency requirements and regulatory limits in the countries where they operate.

The capital used by the Group (shareholders' equity and financial debt) is managed so as to:

- ensure the continuity of the Group's operations;
- generate profitability for shareholders and benefits for other stakeholders;
- maintain an appropriate ratio of shareholders' equity to debt in order to minimize the cost of capital and preserve a healthy credit rating from rating agencies.

In addition, in order to maintain or adjust its capital structure, the Group may be prompted to take out new debt or repay existing debt, adjust the amount of its dividends paid to shareholders, conduct a capital repayment to shareholders, issue new shares, buy back existing shares or sell assets in order to reduce debt levels.

EQUITY CAPITAL

As of 31 December 2009, equity capital comprised 704,902,716 ordinary shares with a nominal value of 2.5 euros. All issued shares were fully paid up.

	Ordinary shares	
(in thousands of shares)	2009	2008
In circulation as of 1 January	704,903	704,903
Issuance against cash	-	-
Exercised stock options	-	-
In circulation as of 31 December	**704,903**	**704,903**

TREASURY STOCK

Treasury stock is used to hedge share purchase option and free share allocation plans. All rights are suspended until these shares are returned to circulation. At the close of 2009, treasury stock amounted to 563,488 shares.

Carrefour restructured its hedging instruments during the course of the fiscal year with regard to its share purchase option and free share allocation plans. On 15 June 2009, the Group disposed of 18,638,439 shares at a unit price of 28.725 euros, for a total selling price of 535 million euros. On the same day, Carrefour made a forward purchase of 18,638,439 shares at the same unit price of 28.725 euros per share. This transaction had no impact on the consolidated income statement.

DIVIDENDS

In 2009 the Group paid a dividend of 1.08 euro per share for the year 2008, for a total amount of 741 million euros.

INCOME PER SHARE

Net income per share before dilution	**31/12/2009**	**31/12/2008**
Net income from recurring operations - Group share (in millions of euros)	384.5	1,273.7
Net income from discontinued operations - Group share (in millions of euros)	(57.2)	(4.7)
Net income - Group share	327.4	1,269.0
Average weighted number of shares	685,674,840	686,525,460
Net earnings per share from recurring operations	**0.56**	**1.86**
Net earnings per share from discontinued operations	**(0.08)**	**(0.01)**
Net earnings per share - Group share (in euros)	**0.48**	**1.85**

Net income per share before dilution	**31/12/2009**	**31/12/2008**
Net income from recurring operations - Group share (in millions of euros)	384.5	1,273.7
Net income from discontinued operations - Group share (in millions of euros)	(57.2)	(4.7)
Net income - Group share	327.4	1,269.0
Average weighted number of shares	685,674,840	686,525,460
Dilutive shares	0	0
Number of shares restated	685,674,840	686,525,460
Net earnings per share from recurring operations	**0.56**	**1.86**
Net earnings per share from discontinued operations	**(0.08)**	**(0.01)**
Net earnings per share - Group share (in euros)	**0.48**	**1.85**

Treasury stock and the shares involved in the forward purchase described in the previous paragraph are not considered shares in circulation for the purpose of calculating net earnings per share.

SHARE-BASED PAYMENTS

The charge recorded in the 2009 income statement for share-based payments stands at 61 million euros. This charge amounted to 74 million euros in 2008. In accordance with the IFRS 2 standard, this charge, adjusted for tax effect, was offset by an increase in shareholders' equity.

The share purchase option and free share plans established by the Group as compensation for its managers and certain employees have the following characteristics:

Free shares

Plan year	**2007**	**2008**	**2008**	**2009**	**2009**	**2009**	**2009**
Allocation date (1)	15 May 07	16 July 08	16 July 08	17 June 09	17 June 09	13 Jan 09	17 June 09
Date of transfer of ownership	15 May 10	16 July 11	16 July 10	17 June 12	17 June 11	13 Jan 11	17 June 11
Transferability date	15 May 12	16 July 13	16 July 12	17 June 14	17 June 13	13 Jan 13	17 June 13
Vesting conditions							
Presence conditions (2)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
External performance conditions (3)	No	No	Yes	No	Yes	No	No
Fair value of share on date granted							
Reference (spot) price in euros	**46.99**	**33.8**	**33.8**	**31.54**	**31.54**	**26.99**	**31.54**
Number of shares							
Shares for attribution at the plan's outset (a)	143,500	93,500	567,000	94,700	461,300	100,000	35,000
Cancellations (b)	10,000	3,000	134,000	1,600	6,400	0	0
Shares for attribution on 31 December 2009 (a-b)	**133,500**	**90,500**	433,000	93,100	454,900	100,000	35,000

(1) Date of the Management Board meeting (prior to 28 July 2008) or Board of Directors meeting (after that date) where the decision to grant each plan was made.
(2) Acquisition of the shares is contingent on the employee's continued presence in the Group, generally for a period of between two and three years.
(3) Performance of Carrefour stock relative to a reference basket of shares.

Deliveries of shares and cancellations of rights following the departure of beneficiaries during 2009 were as follows:

Plan year	**2006**	**2007 (1)**	**2008**	**2009**	**Total, all plans**
Shares delivered	307,750	35,491			**343,241**
Cancellations		284,509	137,000	8,000	**429,509**

(1) Total deliveries of shares and cancellations of rights for the plan of 15 May 2007 presented above, as well as another plan granted in 2007 that expired at the end of 2009.

Share purchase options

Plan year	2006	2007	2008	2008	2009
Allocation date (1)	25 Apr 06	15 May 07	6 June 08	7 July 08	17 June 09
Vesting date (2)	50% on 25 Apr 08 75% on 25 Apr 09 100% on 25 Apr 10	50% on 15 May 09 75% on 15 May 10 100% on 15 May 11	50% on 6 June 10 75% on 6 June 11 100% on 6 June 12	50% on 7 July 10 75% on 7 July 11 100% on 7 July 12	50% on 17 June 11 75% on 17 June 12 100% on 17 June 13
Plan expiration date (3)	25 Apr 13	15 May 14	6 June 15	7 July 15	17 June 16
Fair value of option on date granted					
Exercise price in euros	43.91	56.40	45.26	45.26	33.70
Reference price in euros on date granted	44.82	52.23	32.80	43.94	31.54
Implicit volatility (%)	24.70%	25.54%	32.25%	33.15%	43.35%
Dividend growth (%)	14.87%	12.96%	2.25%	2.34%	(34.95%)
Interest rate (%)	4.07%	4.50%	4.80%	4.80%	3.30%
Fair value of option in euros (4)	**12.77**	**10.92**	**7.31**	**14.74**	**12.67**
Number of options					
Options awarded at the plan's outset (a)	6,747,050	3,884,300	4,093,500	15,000	7,407,325
Options cancelled (b)	733,900	346,750	373,500	0	67,550
Options acquired as of 31 December 2009 (c)	4,574,072	1,797,224	0	0	0
Options exercised (d)	5,000	0	0	0	0
Options not yet acquired as of 31 December 2009 (a-b-c-d)	1,434,078	1,740,326	3,720,000	15,000	7,339,775

(1) Date of the Management Board meeting (prior to 28 July 2008) or Board of Directors meeting (after that date) where the decision to grant each plan was made.
(2) Vesting of the share purchase options is subject to presence conditions. As of 2006, these conditions are as follows:

- *50% of options are acquired at the end of two years;*
- *25% of options are acquired at the end of three years;*
- *25% of options are acquired at the end of four years.*

With regard to the option exercise date, specific procedures apply in the event of the beneficiary's death.

(3) End of the period during which the option may be exercised.
(4) The option's fair value is calculated on the basis of the Black & Scholes model. Assumptions are determined by means of a benchmark defined using a panel of banks.

The balance for options that could be still exercised for previous plans and whose rights had been awarded in full at the end of 2009 were as follows:

Plan year	2003	2004	2005
Balance of exercisable options	2,102,741	1,431,500	3,827,200

Option transfers and cancellations of rights following the departure of beneficiaries during 2009 were as follows:

Plan year	2003	2004	2005	2006	2007	2008	2009	Total, all plans
Options acquired			3,757,700	1,457,372	1,792,724			**7,007,796**
Options cancelled	190,800	33,000	171,500	89,075	98,400	184,000	67,550	**834,325**

No options were exercised during 2009.

NOTE 25: PROVISIONS

(in millions of euros)	31/12/2008	Foreign currency translation	Allowance	Discounting	Reversals (unused)	Reversals (used)	Other	31/12/2009
Provisions for retirement benefits	668	1	38	45	(1)	(60)	(1)	**689**
Legal risk	1,057	63	271	0	(40)	(222)	(16)	**1,112**
Restructuring	71	(0)	31	0	(6)	(18)	0	**79**
After-sales service	37	0	0	0	0	(14)	0	**23**
Other	487	23	286	0	(87)	(102)	9	**616**
Total	**2,320**	**86**	**626**	**45**	**(134)**	**(416)**	**(8)**	**2,520**

Other provisions comprise elements related to tax, labour and legal risk.

In the normal course of business, Group companies are involved in certain legal proceedings and litigation, including disputes with tax and social security authorities. A provision for contingency and loss has been established for expenses that may be estimated with sufficient reliability and are deemed probable by the companies and their expert assessors.

Provisions for retirement benefits

The cost of retirement indemnities is determined at the end of each fiscal year on the basis of employee seniority and the probability of their continued employment at retirement. The calculation is based on an actuarial method that incorporates assumptions as to salary increases and retirement age. The commitment of the Group is entirely covered by provisions and by payments to external agencies.

SUMMARY OF DEFINED BENEFIT SCHEMES' FINANCIAL SITUATION IN THE GROUP'S THREE MAIN COUNTRIES (FRANCE, ITALY AND BELGIUM)

The Group's defined benefit schemes primarily involve supplemental pensions paid in certain countries each year to retired former Group employees as well as retirement bonuses provided by virtue of collective bargaining agreements that are paid in one lump sum upon retirement.

Breakdown of charges to income statement (in millions of euros)	31/12/2009	31/12/2008
Service costs	29	26
Financial cost	46	44
Expected return on financial assets	(11)	(14)
Other	4	(12)
Total expenses (income)	**69**	**45**

Balance-sheet movements (in millions of euros)	Total
Provision as of 31 December 2007	**611**
Impact on income statement	45
Changes in the consolidation perimeter	0
Benefits paid	(53)
Other	(6)
Provision as of 31 December 2008	**597**
Impact on income statement	69
Changes in the consolidation perimeter	0
Benefits paid	(52)
Other	(1)
Provision as of 31 December 2009	**612**

Change in the fair value of hedging assets (in millions of euros)	**Total**
Fair value as of 31 December 2007	**292**
Changes in the consolidation perimeter	(1)
Expected return	14
Benefits paid by the fund	(57)
Actuarial (losses)/gains	(33)
Other	8
Fair value as of 31 December 2008	**223**
Changes in the consolidation perimeter	(0)
Expected return	11
Benefits paid by the fund	(19)
Actuarial (losses)/gains	7
Other	12
Fair value as of 31 December 2009	**234**

Hedging assets can be broken down as follows:

	31 December 2009			**31 December 2008**		
	Bonds	**Shares**	**Property and other**	**Bonds**	**Shares**	**Property and other**
France	76%	20%	4%	76%	20%	4%
Belgium	81%	14%	4%	81%	14%	4%

Hedging assets primarily relate to the schemes in France and Belgium.
There are no hedging assets in Italy; the pension commitment is hedged in full by the provision.
The expected return on these assets has been determined on the basis of the calculated weighted average of the expected return by asset category on total asset value.

As of 31 December 2009, the asset return rate stood at 4.61% in Belgium (compared to 4.77% in 2008) and 5.05% in France (unchanged from 2008).
An increase (decrease) of 1% in the expected return on pension hedging assets would lead to an increase (decrease) in the annual financial income reported for the 2009 fiscal year of 2.2 million euros for France and Belgium.

Provision (in millions of euros)	**31/12/2009**	**31/12/2008**
Defined benefit obligations (DBOs)	990	835
Unrecognized actuarial adjustments	(110)	(15)
Unrecognized past service costs	(34)	
Fair value of hedging assets	(234)	(223)
Provision	**612**	**597**

The increase in the actual value of the commitment is principally the result of the lower discount rate in France and Belgium (4.9% in 2009 vs. 6% in 2008) and the creation of a new pension scheme in the second half of 2009. This new defined-benefit pension scheme is intended for Carrefour's main executives who have been with the Group for at least three years and whose gross annual compensation is more than 16 times France's social security ceiling. The scheme provides a guaranteed pension based on years of service, subject to two limits: the annuity amount may not exceed 25% of the compensation paid for the final full year of service and may not exceed an amount such that the sum total of annuities collected, all schemes combined, exceeds 50% of the baseline compensation. The reference compensation is equivalent to the average compensation for the last three years, not to exceed 60 times the social security ceiling.
Unrecognized past service costs relating to the new pension scheme are recorded under off-balance-sheet commitments.

THE ASSUMPTIONS USED TO ASSESS THE VALUE OF RETIREMENT BONUS COMMITMENTS ARE SHOWN IN THE TABLE BELOW:

	2009	2008
Retirement age	60-65	60-65
Salary increases	1.5% to 3.0%	2.5% to 3.0%
Salary expense rate	7% to 45%	7% to 45%
Discount rate	4.7% to 4.9%	4.15% to 6.0%

The discount rate in France and Belgium stood at 4.9%, versus 6% in 2008. This rate is based on a benchmark index (iBoxx) that compiles the performance of AA-rated corporate bonds over 10 years.
The discount rate used for Italy was 4.7%, as against 4.2% in 2008. This rate is determined using a yield curve for high-quality corporate bonds and is consistent with the bonds' estimated term for the benefits granted.

Sensitivity testing indicates that reducing the discount rate by 25 and 50 basis points would affect the actual value of the commitment for the schemes in France and Belgium on the scale of approximately 23 million euros and 47 million euros respectively.

NOTE 26: FINANCIAL LIABILITIES

26.1 NET DEBT

The Group's net debt can be analyzed as follows:

(in millions of euros)	31/12/2009	31/12/2008
Bonds	8,499	9,010
Other borrowing and long-term debt	1,580	773
Commercial paper	500	1,197
Leasing	407	443
Total debt, excluding derivative liabilities	**10,986**	**11,423**
Derivatives - liabilities	826	791
Total debt	**11,812**	**12,215**
Other current financial assets	2,051	245
Cash	3,301	5,317
Total investment	**5,352**	**5,562**
Net debt	**6,460**	**6,652**

26.2 BORROWING

Breakdown of borrowing, excluding derivative liabilities, according to interest-rate type

(in millions of euros)	31/12/2009	31/12/2008
Fixed-rate debt	9,088	9,984
Variable-rate debt	1,898	1,440
Total	**10,986**	**11,424**

Fixed-rate debt on issuance (before swaps) is classified as fixed-rate debt.
Floating-rate debt on issuance (before swaps) is classified as floating-rate debt.

BREAKDOWN OF BORROWING, EXCLUDING DERIVATIVE LIABILITIES, BY CURRENCY

(in millions of euros)	31/12/2009	31/12/2008
Euro	10,187	10,911
US dollar		9
Brazilian real	568	266
Chinese yuan	43	51
Turkish lira	2	2
Taiwanese dollar	92	80
Malaysian ringgit	19	7
Colombian peso	36	
Thai baht	15	7
Polish zloty	10	57
Romanian lei	12	9
Indonesian rupiah	1	8
Russian ruble		18
Total	**10,986**	**11,424**

The debt in euros represented 93% of the total in December 2009, against 96% in December 2008.

BREAKDOWN OF BONDS (NOMINAL VALUE)

(in millions of euros)	Maturity	Total
Breakdown of bonds		**8,701**
Public issues:		**8,296**
Euro MTN bond, EUR, 2.5 years, 6.125%	2010	1,000
Euro MTN bond, EUR, 8 years, 4.375%	2011	1,100
Euro MTN bond, EUR, 2.5 years, 4.375%	2011	300
Euro bond, EUR, 5 years, Euribor 3M+15bp	2012	200
Euro MTN bond, GBP, 10 years, 5.375%	2012	796
Euro fixed-rate bond, EUR, 8 years, 3.625%	2013	750
Euro MTN bond, EUR, 5 years, 6.625%	2013	700
Euro fixed-rate bond, EUR, 7 years, 5.125%	2014	1,250
Euro MTN bond, EUR, 5 years, 5.125%	2014	250
Euro fixed-rate bond, EUR, 7 years, 5.375%	2015	1,000
Euro fixed-rate bond, EUR, 10 years, 3.825%	2015	50
Euro fixed-rate bond, EUR, 10 years, 3.85%	2015	50
Euro fixed-rate bond, EUR, 10 years, 4.375%	2016	600
Euro MTN bond, EUR, 8 years, 4.678%	2017	250
Private issues:		**404**

The bonds payable amounts shown in this table correspond to the redemption value of those debts. They therefore reflect the effect at maturity of any hedging swaps established originally. The valuation of this hedging is not shown in the table above.

BREAKDOWN OF BORROWING, EXCLUDING DERIVATIVE LIABILITIES, BY MATURITY DATE

(in millions of euros)	December 2009	December 2008
1 year	2,018	2,648
2 years	1,503	1,282
3-5 years	4,472	3,808
Over 5 years	2,993	3,686
Total	**10,986**	**11,424**

BANK COVENANTS

As of 31 December 2009, the Group had no bank covenants.

NOTE 27: REFINANCING OF CONSUMER CREDIT FROM FINANCIAL COMPANIES

Consumer credit refinancing is performed by means of bank loans contracted by the financial companies and, as of 2009, by means of a bond taken out by the Group and assigned to this activity.

NOTE 28: FINANCIAL INSTRUMENTS

a) Financial instruments recorded on the balance sheet

As of 31/12/2009 — **Breakdown by category of instruments**

(in millions of euros)	Book value	In fair value by earnings	Assets available for sale	Loans, receivables, and other liabilities	Liabilities at amortized cost (1)	Derivatives
Investments	274		274			
Other long-term financial investments	1,040			1,040		
Other non-current financial assets	1,314		274	1,040		
Total consumer credit from financial companies	5,220			5,220		
Commercial receivables	2,238			2,238		
Other current financial assets	2,051		1,749	235		67
Other assets (2)	545			545		
Cash and cash equivalents	3,301	3,301				
ASSETS	**14,669**	**3,301**	**2,022**	**9,278**		**67**
Total borrowing	11,812				10,985	826
Total consumer credit refinancing	4,653				4,653	
Trade payables	16,800			16,800		
Other liabilities (3)	2,683			2,683		
LIABILITIES	**35,947**			**19,483**	**15,638**	**826**

(1) Including financial liabilities that are the subject of a fair-value hedge.

(2) Excluding prepaid expenses.

(3) Excluding prepaid income.

As of 31/12/2008		Breakdown by category of instruments				
(in millions of euros)	Book value	In fair value by earnings	Assets available for sale	Loans, receivables, and other liabilities	Liabilities at amortized cost [1]	Derivatives
Investments	420		420			
Other long-term financial investments	892			892		
Other non-current financial assets	1,312		420	892		
Total consumer credit from financial companies	4,805			4,805		
Commercial receivables	3,156			3,156		
Other current financial assets	245		51	69		126
Other assets [2]	686			686		
Cash and cash equivalents	5,317	5,317				
ASSETS	**15,521**	**5,317**	**471**	**9,607**		**126**
Total borrowing	12,214				11,423	791
Total consumer credit refinancing	4,495				4,495	
Trade payables	17,545			17,545		
Other liabilities [3]	2,813			2,813		
LIABILITIES	**37,066**			**20,358**	**15,918**	**791**

(1) Including financial liabilities that are the subject of a fair-value hedge.

(2) Excluding prepaid expenses.

(3) Excluding prepaid income.

b) Fair value

Fair value/book value	31/12/2009		31/12/2008	
(in millions of euros)	Book value	Fair value	Book value	Fair value
Investments	274	274	420	420
Other long-term financial investments	1,040	1,040	892	892
Other non-current financial assets	**1,314**	**1,314**	**1,312**	**1,312**
Consumer credit from financial companies	5,220	5,220	4,805	4,805
Operating receivables	2,238	2,238	3,156	3,156
Current financial assets	2,051	2,051	245	245
Other assets	545	545	686	686
Cash and marketable securities	3,301	3,301	5,317	5,317
Total assets	**14,669**	**14,669**	**15,521**	**15,521**
Debt hedged for fair value	1,046	1,046	796	796
Debt hedged for cash flow	780	780	251	251
Fixed-rate debt	8,034	8,444	8,517	8,466
Unhedged debt	720	720	1,417	1,417
Liabilities related to finance-lease agreements	407	407	443	443
Interest-rate derivatives	826	826	791	791
Total borrowing	**11,812**	**12,222**	**12,215**	**12,164**
Trade payables	16,800	16,800	17,545	17,545
Consumer credit refinancing	4,653	4,653	4,495	4,495
Other liabilities	2,683	2,683	2,813	2,813
Total liabilities	**35,947**	**35,947**	**37,067**	**37,016**
Total (+ net liability/- net asset)	**21,279**	**21,689**	**21,546**	**21,495**
Non-recorded profit (losses)		**(410)**		**50**

An evaluation of the fair value of financial instruments held by the Group is made whenever it can be reliably estimated on the basis of market data for assets considering that they are not intended to be sold.

BREAKDOWN OF ASSETS AND LIABILITIES CALCULATED AT FAIR VALUE (EXCLUDING CASH AND CASH EQUIVALENTS) AT 31 DECEMBER 2009

	Level 1	Level 2	Level 3	Total
Investments			274	274
Current financial assets available for sale	1,691	58		1,749
Current financial assets - derivatives		67		67
Derivatives - liabilities		564	261	825

There are three levels of fair value:

- level 1: fair value is calculated with reference to (unadjusted) prices quoted on asset markets for identical assets and liabilities;
- level 2: fair value is calculated with reference to the quoted prices indicated for Level 1 that are observable for the asset or liability in question, either directly (i.e. prices) or indirectly (data derived from the price);
- level 3: fair value is calculated with reference to data for the asset or liability that is not based on observable market data.

c) Cash-flow hedges

The following table indicates the periods during which the Group expects cash flows associated with derivatives qualified for cash-flow hedges to occur and impact the results.

	2009					2008				
(in millions of euros)	Book value	Anticipated cash flow	< 1 year	> 1 year	> 5 years	Book value	Anticipated cash flow	< 1 year	> 1 year	> 5 years
Interest - rate hedges *	(30)	(37)	(9)	(28)	(1)	(16)	(24)	(4)	(20)	1
Exchange - rate hedges *	199	203	203	0	0	311	314	314	0	0
Total	**169**	**165**	**194**	**(28)**	**(1)**	**295**	**290**	**309**	**(20)**	**1**

* *Interest rate risk mainly concerns swaps, whereas currency instruments are essentially comprised of forward contracts.*

NOTE 29: RISK MANAGEMENT

The principal risks attached to the Group's financial instruments are interest-rate, foreign-exchange, credit, liquidity and share risk. The Group's policy for addressing these various risks is described in the following paragraphs.

MARKET RISK

Market risk corresponds to the risk of variations in market price, such as exchange rates, interest rates and the price of equity instruments, that affect Group results. The purpose of market-risk management is to manage and control exposure to market risk within acceptable limits while optimizing the profitability/risk trade-off. The Group buys and sells derivatives in order to manage market risk. All of these transactions are executed in compliance with directives set forth by the Risk Committee. In general and to the extent possible, the Group seeks to apply hedge accounting to manage the volatility of its results.

FOREIGN-EXCHANGE RISK

The Group's operations throughout the world are conducted by subsidiaries operating primarily in their own countries (with purchasing and sales in local currencies). As a result, the Group's exposure to exchange-rate risk in commercial operations is naturally limited and primarily concerns imports. Risk related to fixed import transactions is hedged via forward currency purchases.

Investments planned in foreign countries are sometimes hedged by options.

Local financing operations are generally conducted in the local currency.

The maturity of foreign-exchange transactions is less than 12 months.

INTEREST-RATE RISK

Interest-rate risk is managed centrally by the Group's Cash Flow and Financing Operations department (DTFG). This department has a reporting obligation for its operations, and measures monthly performance in order to identify:

- the outcome of actions undertaken;
- whether the actions undertaken comply with the Group's risk policy.

The Group's net exposure to interest-rate fluctuation risk is reduced via the use of financial instruments comprising interest-rate swaps and options.

- For example, the Group guards against the risk of rising interest rates on commercial paper and other short- and medium-term debt through the use of derivatives.
- Long-term debt is primarily incurred at fixed rates so as to protect the Group against rate increases. Nonetheless, the Group uses financial instruments to take partial advantage of falling rates. This strategy significantly limits the impact of rising interest rates while preserving the benefits of any rate reduction.

Sensitivity to rate changes is calculated (at one year, on the entire debt) as shown in the table below:

Impact on financial expenses of an interest-rate simulation (in millions of euros) *	**decrease in rates of 0.50%**	**decrease in rates of 0.50%**
Variation in financial expenses before derivatives	(19)	19
Variation in financial expenses of derivatives	3	(3)
Variation in financial expenses after derivatives	(16)	16

** (Gains), loss*

Based on market data at year's end and the Group's especially low benchmark interest rates, the impact of the interest-rate derivatives and financial liabilities assessed at fair value through profit has been established on the basis of an instant variation of +/- 50 basis points in the euro interest-rate curve as of 31 December 2009.

SHARE RISK

a) Carrefour shares

Carrefour is attentive to fluctuations in the price of its shares. It makes every effort to maintain a sound capital base, in order to:

- preserve investor, creditor and market confidence, and
- support the future development of operations.

the Group occasionally purchases its own shares on the market. The rate and volume of these purchases depends on stock prices. These shares are mainly used in the context of programmes under which Group stock options are granted.

b) Other shares

The Group maintains a policy of not holding share positions except under special circumstances.

Consequently, marketable securities and financial investments primarily consist of monetary investments where Group exposure is low.

CREDIT RISK

The Group assesses its exposure as follows:

Exposure to credit risk (in millions of euros)	**31/12/2009**	**31/12/2008**
Investments	274	420
Other long-term financial investments	1,040	892
Total other non-current financial assets	**1,314**	**1,312**
Consumer credit from financial companies	5,220	4,805
Commercial receivables	2,238	3,156
Other current financial assets	2,051	245
Other assets	545	686
Cash and cash equivalents	3,301	5,317
Maximum exposure to credit risk	**14,668**	**15,521**

Operating receivables

- Operating receivables generally include trade receivables, franchisee receivables and rents receivable from shopping malls. Where appropriate, they are subject to depreciation, which takes into account the debtor's capacity to honour its debt and the collection period of the receivable.

Breakdown of variations in depreciation on bad debts

End of year, 31/12/08	**(180)**
Allocations	(95)
Reversals	72
Other movements	(2)
End of year, 31/12/09	**(206)**

As of 31 December 2009, the net amount of commercial receivables stood at 2,238 million euros (Note 20). Net past-due receivables totaled 553 million euros. Net receivables more than 90 days past due made up 6% of net commercial receivables. Since these receivables present no risk of non-recovery, no provision is made for additional depreciation.

Consumer credit from financial companies

In order to assess the credit risk posed by consumer credit from financial companies, the Group discounts (on the original terms of the credit) recoverable cash flow in the context of calculating depreciation on bad debts. Furthermore, a discount is calculated on the restructured credit using a base rate. Lastly, for questionable restructured debt and non-restructured bad debt, provisions and reversal of impairment losses for risk of the debt's non-recovery are recorded as risk cost; the increase in book value relating to reversal of impairment loss and depreciation of the discount arising from the passage of time is recorded as interest margin.

BREAKDOWN OF VARIATIONS IN DEPRECIATION ON BAD DEBTS

(in millions of euros)	Balance 31/12/2009	Current receivables at year's end	Past-due receivables between 0 and 3 months	between 3 and 6 months	between 6 months and one year	more than one year
Credit from financial companies	**5,220**	4,613	258	93	156	100

AGING BALANCE OF CONSUMER CREDIT FROM FINANCIAL COMPANIES

(in millions of euros)	TOTAL	< 1 year	> 1 year < 5 years	> 5 years
France	2,871	1,435	1,344	91
Belgium	171	156	0	15
Spain	1,252	745	254	254
Italy	123	88	35	0
Greece	16	13	2	0
Argentina	74	72	2	0
Brasil	702	702	0	0
Dia Spain	10	4	0	6
Total	**5,220**	**3,215**	**1,638**	**367**

Investments

The Group limits its exposure to credit risk by diversifying its investments in liquid securities and limiting them to counterparties with a minimum credit rating of A with Standard and Poor's and A1 with Moody's.

LIQUIDITY RISK

Liquidity risk involves the risk that the Group will experience difficulties in honouring its debts when they are due. To manage liquidity risk, the Group's approach is to ensure, to the extent possible, that it has sufficient liquid assets at all times to honour its liabilities when they become due, under normal or 'strained' conditions, without incurring unacceptable losses or damaging the Group's reputation. The primary actions taken by the DTFG to manage liquidity risk have been to:

- limit annual installment payments to a sum of between 1 billion and 1.5 billion euros;
- establish syndicated loans amounting to 3 billion euros;
- make limited use of the commercial paper programme (average use of 1.5 billion euros for an issue capacity of 5 billion euros).

As of 31 December 2009, the Group's liquidity position was solid: the Group had 3 billion euros of unconditional, undrawn syndicated loans (maturing in 2011 and 2012) and had issued bonds in the amount of 8.7 million euros that were already refinanced in advance of their maturity in 2010. As of 31 December 2009, the commercial paper programme included a maturity date within two months involving 500 million euros.

In the event of a market failure during which it would be unable to renew its commercial paper, the Group could draw on its syndicated line of credit (up to a maximum amount of 3 billion euros).

In November 2009, the financial company S2P conducted a securitization transaction by means of a compartmentalized securitization mutual fund, known as Copernic PP 2009-01, with regard to consumer loans totaling 857 million euros. The purpose of this transaction was to create a base of securities eligible to take part in the European Central Bank's Open Market transactions. This securitization is 'self-subscribed', i.e., S2P has fully subscribed the bond issue through the securitization mutual fund in order to fund the acquisition of these consumer loans. The Copernic PP 2009-01 mutual fund is held and consolidated by the Group; consequently, this is an intra-Group transaction having no impact on the Carrefour Group's financial statements as of 31 December 2009.

Liquidity risk

(in millions of euros) 31/12/2009	Book value	Cash flow contractual	< 1 year	2-5 years	> 5 years
Debt hedged for fair value	1,046	924	39	601	285
Debt hedged for cash flow	780	847	93	170	584
Fixed-rate debt	8,034	9,022	1,938	5,275	1,810
Unhedged debt	720	725	502	223	0
Liabilities related to finance-lease agreements	407	0	0	0	0
Interest-rate derivatives	826	1,587	53	979	554
Total borrowing	**11,812**	**13,105**	**2,624**	**7,247**	**3,234**
Suppliers and other creditors	16,800	16,800	16,800	0	0
Consumer credit refinancing	4,653	4,653	4,061	592	0
Other liabilities	2,683	2,683	2,683	0	0
Total	**35,947**	**37,240**	**26,167**	**7,839**	**3,234**

(in millions of euros) 31/12/2008	Book value	Cash flow contractual	< 1 year	2-5 years	> 5 years
Debt hedged for fair value	796	608	27	581	0
Debt hedged for cash flow	251	301	9	32	260
Fixed-rate debt	8,517	10,231	1,922	4,968	3,341
Unhedged debt	1,417	1,441	1 204	237	0
Liabilities related to finance-lease agreement	443	0	0	0	0
Interest-rate derivatives	791	1 618	68	1,004	546
Total borrowing	**12,214**	**14,199**	**3,230**	**6,822**	**4,148**
Suppliers and other creditors	17,545	17,545	17,545	0	0
Consumer credit refinancing	4,495	4,495	4,044	451	0
Other liabilities	2,813	2,813	2,813	0	0
Total	**37,067**	**39,051**	**27,632**	**7,273**	**4,148**

NOTE 30: CONTINGENT LIABILITIES

In the context of their everyday operations, companies within the Group are regularly subject to tax, customs and administrative audits. The Group is also subject to litigation and disputes. A provision is made when the Group has a current obligation (legal or implicit) arising from a past event, it is likely that an outflow of resources will be required to settle the obligation, and the amount of this obligation can be reliably estimated. No provision is made for future operating losses.

Contingent liabilities correspond to:

- potential obligations resulting from past events whose existence can be confirmed only by the occurrence of uncertain future events that are not wholly within the company's control, or
- current obligations arising from past events for which, nonetheless, no provision is made, because it is not likely that an outflow of resources representative of economic advantages will be needed to settle the obligation or because the amount of the obligation cannot be determined with sufficient reliability.

There are currently no noteworthy facts or legal disputes posing a substantial risk of significantly affecting the Group's results, financial situation, assets or operations.

NOTE 31: OFF-BALANCE-SHEET COMMITMENTS

Commitments made and received by the Group that have not been recorded on the balance sheet correspond to contractual obligations that have not yet been executed and are dependent on the fulfillment of conditions or operations subsequent to the year in progress. These commitments are of three types, relating to cash flow, the operation of sales outlets and securities acquisitions. Furthermore, the Group has rental contracts (mainly for rents payable on leased sales outlets and those receivable from its shopping-mall stores) that also represent future commitments either given or received.

1) Off-balance-sheet commitments relating to funds are comprised of:

- lines of credit that can be brought into play, representing confirmed lines of credit made available to the Group and not yet used as of the balance-sheet date;
- collateral and mortgages given or received, mainly within the context of Group real-estate operations;
- credit commitments given by the Group's financial service companies to their customers as part of their operating activities, as well as bank commitments received.

2) Off-balance-sheet commitments relating to operations are comprised of:

- commitments to purchase plots of land under the Group's expansion programme;
- various undertakings arising from commercial contracts;
- commitments made to carry out construction work as part of the Group's expansion programme;
- rental guarantees and guarantees on shopping-mall operators;
- guarantees for receivables;
- past service costs relating to the creation of pension schemes that are to be amortized;
- any other commitments given or received.

3) Commitments related to the acquisition of securities

These comprise firm commitments received to purchase or sell securities - mainly in France, in the context of Group franchising activities - plus options to purchase securities and liability guarantees. Liability guarantees received are not disclosed.

4) Commitments related to leasing agreements

At the end of December 2009, the Group fully owned 736 hypermarkets out of 1,300 consolidated hypermarkets, 685 supermarkets out of 1,762 consolidated supermarkets and 925 hard-discount stores out of 4,726 consolidated hard-discount stores.

Stores not fully owned are rented under leasing agreements that represented an expense of 1,157 million euros over the year 2009 (see Note 7).

Of these contracts, 15% expire in less than one year, 35% in one to five years and 50% in more than five years.

The gross amount of future rental payments, determined on the basis of the maximum future commitment made by the Group in terms of both duration and amount for each of the property-leasing agreements existing to date, amounts to 6,800 million euros. Discounted future rental flow corresponds to a commitment of 4,817 million euros.

The Group also owns shopping centres, mainly anchored by its hypermarkets and supermarkets, that are rented out and represented income of 273 million euros in 2009. The gross amount of future rental payments receivable, dependant on future commitments made by lessees in terms of both the duration and amount of each property-lease agreement existing to date, amounts to 835 million euros. The discounted future rental flow corresponds to a commitment received of 738 million euros.

Commitments given (in millions of euros)		Breakdown by maturity		
	December 09	**- 1 year**	**1-5 years**	**+ 5 years**
Relating to funds	9,089	4,528	4,255	307
relating to financial companies	*7,741*	*4,484*	*3,234*	*23*
relating to other companies	*1,348*	*44*	*1,021*	*284*
Relating to operation/property/expansion	1,365	519	605	240
Relating to disposals of securities	643	119	463	60
Relating to lease agreements	6,800	1,049	2,356	3,395
Total	**17,898**	**6,216**	**7,679**	**4,003**

Commitments received (in millions of euros)		Breakdown by maturity		
	December 09	**- 1 year**	**1-5 years**	**+ 5 years**
Relating to funds	6,763	3,406	3,175	182
relating to financial companies	*1,637*	*1,456*	*134*	*47*
relating to other companies	*5,127*	*1,951*	*3,041*	*135*
Relating to operation/property/expansion	830	281	360	188
Relating to acquisitions of securities	439	57	361	21
Relating to lease agreements	835	239	456	139
Total	**8,867**	**3,985**	**4,353**	**530**

NOTE 32: EMPLOYEES

	31/12/2009	**31/12/2008**
Average number of Group employees	469,666	479,072
Group employees at year-end	475,976	495,287

NOTE 33: RELATED PARTIES

Remuneration for the year 2009 paid to the Group's corporate officers is detailed in the 'Remuneration and Benefits' section of the Reference Document and in the Management Report issued by the Board of Directors (§8).
Transactions between the parent company and equity affiliates are summarized below:

(in millions of euros)	Amount of transactions		Receivables from affiliated companies		Payables to affiliated companies		Commitments off-balance sheet	
Nature of transaction	**2009**	**2008**	**2009**	**2008**	**2009**	**2008**	**2009**	**2008**
Sale of goods	1	1	1	2				
Commitments given: firm commitments to purchase securities								1,004
Commitments received: firm commitments to purchase securities								
Other	(42)	(41)			(7)	(8)		

NOTE 34: EVENTS AFTER THE REPORTING PERIOD

Greece

On 18 February 2010, the Carrefour and Marinopoulos Groups announced plans to convert their network of 381 Dia stores into supermarkets and convenience stores under the Carrefour banner. This initiative has been submitted to the competition authorities for their approval.
The two groups also announced that they would be integrating Dia Hellas (80% controlled by Carrefour and 20% controlled by the Marinopoulos Group) into their Carrefour Marinopoulos joint venture. On the same day, the Carrefour and Marinopoulos Groups announced the creation of a joint venture to expand the network of franchised Carrefour hypermarkets and supermarkets in the Balkan region.

Companies consolidated by full integration as of 31 December 2009

FRANCE

	Percentage interest used in consolidation	Commercial business register number
ACTIS	100.0	345 274 310
AGON	100.0	326 803 202
ALFROY	100.0	398 260 950
ALLU	100.0	383 966 496
ALODIS	100.0	345 130 306
ANDELYSIENNE DE DISTRIBUTION	100.0	384 418 331
AUREJAN	100.0	409 581 154
BAVAYDIS	100.0	350 518 007
BCG	100.0	347 514 895
BDD	100.0	380 060 210
BEARBULL	100.0	423 143 718
BELLEVUE DISTRIBUTION	100.0	300 513 041
BERMITTO	100.0	334 897 220
BOEDIM	100.0	379 874 571
BREAL DISTRIBUTION	100.0	432 807 550
BRUMAT	100.0	337 730 683
CADS	100.0	353 110 554
CAMARSYL	100.0	443 499 041
CANNECAR	100.0	421 295 213
CAOR	100.0	428 777 999
CAPPER	100.0	389 222 498
CARAUTOROUTES	100.0	433 970 944
CARCOOP	50.0	317 599 231
CARCOOP FRANCE	50.0	333 955 912
CARDADEL	100.0	335 014 411
CARFUEL	100.0	306 094 194
CARJORY	100.0	477 732 887
CARLIER	100.0	379 535 909
CARMA	50.0	330 598 616
CARMA VIE	50.0	428 798 136
CARMIN	100.0	392 312 898
CARREFOUR ADMINISTRATIF FRANCE	100.0	428 240 352
CARREFOUR ASSISTANCE A DOMICILE	100.0	487 596 173
CARREFOUR FORMATION HYPERMARCHES FRANCE (CFHF)	100.0	433 970 811
CARREFOUR FRANCE	100.0	672 050 085
CARREFOUR HYPERMARCHES	100.0	451 321 335
CARREFOUR IMPORT SAS (EX CRFP2)	100.0	434 212 130
CARREFOUR INTERACTIVE	100.0	493 123 095
CARREFOUR MANAGEMENT	100.0	403 245 061
CARREFOUR MARCHANDISES INTERNATIONALES	100.0	385 171 582
CARREFOUR MOBILIER HYPERMARCHES FRANCE	100.0	433 970 886
CARREFOUR MONACO	100.0	92 502 820
CARREFOUR PARTENARIAT INTERNATIONAL	100.0	420 265 845

	Percentage interest used in consolidation	Commercial business register number
CARREFOUR PROPERTY	100.0	775 632 169
CARREFOUR PROPERTY DEVELOPPEMENT	100.0	381 844 471
CARREFOUR PROPERTY GESTION	100.0	493 123 392
CARREFOUR PROPERTY INTERNATIONAL	100.0	493 123 350
CARREFOUR SA	100.0	652 014 051
CARREFOUR SERVICES CLIENTS	100.0	423 697 523
CARREFOUR STATION SERVICE (ex PARIDIS 75)	100.0	451 321 376
CARREFOUR SYSTEMES D'INFORMATIONS FRANCE	100.0	433 929 114
CARREFOUR VOYAGES	100.0	379 601 974
CARTAILLAN	100.0	447 729 815
CASCH	100.0	444 531 180
CENTRE COMMERCIAL DE LESCAR	100.0	332 976 976
CHALLENGER	100.0	383 424 405
CHAMNORD	62.6	303 543 128
CHAMPION SUPERMARCHES FRANCE (C.S.F)	100.0	440 283 752
CHAMVOG	100.0	410 907 315
CHARSAC	100.0	326 313 426
CHRISTHALIE	100.0	344 389 820
CHRISTING	100.0	330 305 558
CLAIREFONTAINE	100.0	326 964 715
COJADIS	100.0	445 018 633
COLODIS	100.0	480 569 813
COMIDIS	100.0	333 903 789
COMPAGNIE D'ACTIVITE ET DE COMMERCE INTERNATIONAL -CACI-	100.0	352 860 084
CONTINENT 2001	100.0	430 209 650
COSG	100.0	440 091 114
COVICAR 2	100.0	440 274 454
CPF ASSET MANAGEMENT	100.0	493 123 251
CRFP10	100.0	444 531 628
CRFP11	100.0	444 531 719
CRFP13	100.0	487 564 590
CRFP16	100.0	507 869 220
CRFP4	100.0	440 160 570
CRFP8	100.0	439 916 784
CSD	74.0	326 220 654
CSD TRANSPORTS	74.0	433 859 154
CSF France	100.0	501 238 414
CUBZADIS	100.0	353 125 255
DAGUI	100.0	339 443 137
DAUPHINOISE DE PARTICIPATIONS	100.0	337 748 552
DAVARD	100.0	333 940 120
DDAPS	100.0	383 946 795
DE LA BUHUETTERIE	100.0	352 295 232
DEFENSE ORLEANAISE	50.0	085 580 728
DES JARDINS	100.0	383 329 968
DES TROIS G	100.0	347 852 428
DIJOI	100.0	333 134 641
DIONYESIENNE DE SUPERMARCHES	100.0	397 728 122
DISANIS	100.0	418 544 516
DISTRABAUD	100.0	402 068 456
DISTRAL	100.0	331 057 075

	Percentage interest used in consolidation	Commercial business register number
DISTRIPAS	100.0	433 842 960
DISTRIVAL	100.0	383 257 938
DONATO	100.0	385 260 922
ED FRANCHISE SAS	100.0	434 193 454
ED SAS	100.0	381 548 791
ERTECO	100.0	303 477 038
ESQUIEZIENNE DE SUPERMARCHES (S.E.S)	100.0	332 136 050
ETADIS	100.0	440 274 355
ETS CATTEAU	100.0	576 280 101
EUROMARCHE	100.0	780 060 414
FINIFAC	100.0	409 468 857
FLORADIS	100.0	330 202 680
FLORITINE	100.0	391 971 678
FORMI	100.0	412 470 452
FORUM DEVELOPPEMENT	100.0	381 485 176
GEDEL	100.0	395 104 243
GENEDIS	100.0	345 130 512
GEOTIS	100.0	384 878 468
GILVER	100.0	382 944 684
GIMONDIS	100.0	341 002 384
GML - GRANDS MAGASINS LABRUYERE	50.0	314 832 387
GML FRANCE	50.0	397 894 296
GML STATIONS SERVICE	50.0	504 801 705
GOUDY	100.0	353 898 125
GUILLOT ET FILS	100.0	775 543 846
GUIROVI	100.0	381 618 461
HALLDIS	100.0	391 982 980
HAUTS DE ROYA	100.0	428 470 900
HENNEBO	100.0	342 952 272
HOFIDIS II	100.0	423 143 718
HYPARLO SA	100.0	779 636 714
IMMOBILIERE CARREFOUR	100.0	323 439 786
IMMOBILIERE ERTECO SNC	100.0	389 526 617
IMMODIS	100.0	950 340 927
IMMODIS (ex HYPARMO)	99.4	334 440 849
INTERDIS	100.0	421 437 591
JBM HOLDING	100.0	401 634 852
JORI	100.0	350 832 267
JULIEME	100.0	392 746 194
KANY	100.0	353 484 595
KERRIS	100.0	340 382 548
KOALA	100.0	401 401 443
LA CHARTREUSE	100.0	349 857 011
LA CIOTAT DISTRIIBUTION SNC	100.0	451 625 354
LA FONTAINE	100.0	421 787 086
LA VOULTE DISTRIBUTION	100.0	391 571 312
LALAUDIS	99.0	339 176 885
LAPALUS & FILS (ETABS)	100.0	795 920 172
LAUL	100.0	410 261 689
LE RELAIS DE CARIMAI	100.0	420 047 938
LEDISAND	100.0	401 140 330

	Percentage interest used in consolidation	Commercial business register number
LEFAUBAS	100.0	352 379 390
LES REMPARTS	100.0	389 347 063
LEVALDIS	100.0	381 681 345
LODIAF	100.0	320 104 193
LOGIDIS	100.0	303 010 789
LOGIDIS COMPTOIRS MODERNES	100.0	428 240 287
LORDIS	100.0	430 160 010
LOVAUTO	100.0	338 877 897
LUDIS	100.0	345 316 855
MADRAS	100.0	380 239 228
MAISON JOHANES BOUBEE	100.0	775 583 248
MARJOLOU	100.0	434 527 156
MAUD	100.0	348 116 179
MAUDMI	100.0	381 998 236
MEGANE	100.0	399 381 979
MERCIER	100.0	393 979 919
MONDEVILLE 1	100.0	422 382 051
MONTEL DISTRIBUTION	100.0	398 834 226
MONTELIMAR DISTRIBUTION	100.0	487 596 165
NEUVILLE DISTRIBUTION	100.0	439 525 148
NODIS	100.0	325 485 902
NOISY DISTRIBUTION	100.0	350 498 416
NONANCOURT DISTRIBUTION	100.0	316 502 335
NOVIGRAY	100.0	479 570 798
OGALIM	100.0	348 302 613
OOSHOP	95.0	420 153 538
OSMADIS	100.0	404 239 584
P.R.M.	100.0	352 442 826
PERPIGNAN DISTRIBUTION SNC	100.0	451 603 070
PHIVETOL	100.0	340 721 844
POLE	100.0	341 455 855
PONTORSON DISTRIBUTION	100.0	352 725 808
PRODIM	100.0	345 130 488
PROFIDIS	100.0	323 514 406
PROFIDIS & CIE	99.0	327 753 372
PROMECAR	100.0	421 194 531
RIOM DISTRIBUTION	100.0	487 596 199
RIOMOISE DE DISTRIBUTION SA	100.0	318 623 790
ROBINSON	100.0	403 877 863
S.D.O	100.0	487 280 307
S.L.M. DISTRIBUTION	100.0	453 585 101
S2P - SOCIETE DES PAIEMENTS PASS	60.0	313 811 515
SAB	100.0	419 278 270
SAGC	100.0	386 150 379
SAINT MICHEL DISTRIBUTION	100.0	314 208 752
SAMAD DISTRIBUTION	100.0	352 729 636
SARL DE SAINT HERMENTAIRE	100.0	384 235 602
SAUDIS	100.0	338 625 759
SAVIMMO	100.0	341 876 936
SCI LA SEE	100.0	484 144 399
SCI POUR LE COMMERCE	100.0	378 384 002

	Percentage interest used in consolidation	Commercial business register number
SELIMA	100.0	411 495 369
SERFI	100.0	431 350 628
SES 1 (ex Coviam 7)	100.0	487 647 091
SETEDIS	100.0	309 085 280
SICODI	100.0	352 487 722
SIFO	100.0	401 321 344
SIGECA	100.0	353 866 619
SISP	100.0	349 146 878
SMANG	100.0	328 816 004
SMSM	100.0	329 275 978
SNC ED EST	100.0	402 628 283
SOBEDIS	100.0	308 250 240
SOBRUDIS	100.0	380 848 051
SOCIETE DE DISTRIBUTION PLOEUCOISE - SODIP	100.0	325 517 464
SOCIETE DES HYPERMARCHES DE LA VEZERE	50.0	382 824 761
SOCIETE D'EXPLOITATION AMIDIS & CIE	100.0	319 730 339
SOCIETE FECAMPOISE DE SUPERMARCHES	100.0	305 490 039
SOCIETE NOUVELLE SOGARA	50.0	441 037 405
SODIGI	100.0	394 614 671
SODILOC	100.0	382 005 916
SODISAL	100.0	332 161 686
SODISCAF	100.0	398 008 565
SODISOR	100.0	788 358 588
SODITA	100.0	482 053 352
SOFEDIS	100.0	317 516 441
SOFIDIM	100.0	673 820 601
SOFINEDIS	100.0	304 515 380
SOFODIS	100.0	729 201 384
SOGARA	50.0	662 720 341
SOGARA FRANCE	50.0	397 509 647
SOGARA STATION SERVICE	50.0	504 767 104
SOGRIN	100.0	325 663 771
SOLEDIS	100.0	401 146 311
SOPLANDI	100.0	392 435 905
SOREDIS	100.0	329 725 865
SOVAL	100.0	847 250 503
SOVIDIS	100.0	390 751 253
STEMA	100.0	440 068 625
STROFI	100.0	421 892 134
SUPERDIS	100.0	315 399 063
SUPERNANTEUIL	75.0	485 065 155
SYMPHODIS	100.0	344 687 744
THOMAS DISTRIBUTION	100.0	394 183 040
TIALMON	100.0	403 085 467
TILLY DISTRIBUTION	100.0	350 553 517
TONICLEM	100.0	414 102 657
TOURANGELLE DE PARTICIPATIONS	100.0	339 487 787
TY FRAPP	100.0	324 754 555
UNICAGES	100.0	414 855 650
UNIVU	100.0	351 914 460
VALCAOR	100.0	411 033 129
VALMANTHI	100.0	425 027 026
VEMPLI	100.0	444 304 190

	Percentage interest used in consolidation	Commercial business register number
VEZERE DISTRIBUTION	100.0	478 502 651
VIADIX	100.0	351 233 010
VICUS	100.0	333 963 627
VIMOUTIERS DISTRIBUTION	100.0	310 712 278
VIZEGU	100.0	323 945 154

ARGENTINA

	Percentage interest used in consolidation
BANCO DE SERVICIOS FINANCIEROS SA	60.0
INC S.A.	100.0
CARREFOUR AMERICAS	100.0
DIA ARGENTINA SA	100.0
CASA LOZANO	94.0

BELGIUM

	Percentage interest used in consolidation
ALL IN FOOD	100.0
BIGG'S SA	100.0
BRUGGE RETAIL ASSOCIATE	100.0
CARREFOUR BELGIUM	100.0
CARUM	100.0
CENTRE DE COORDINATION CARREFOUR	100.0
DE NETELAAR	100.0
DEURNE RETAIL ASSOCIATE	100.0
DIKON	100.0
DIZO	100.0
EASTSHORE FINANCES SA	100.0
ECLAIR	100.0
EXTENSION BEL-TEX	100.0
FILMAR	100.0
FILUNIC	100.0
FIMASER	60.0
FOMAR	100.0
FOURCAR BELGIUM SA	100.0
FOURFINANCE HOLDING BV	100.0
FRESHCARE	100.0
FRESHFOOD	100.0
GB RETAIL ASSOCIATES SA	100.0
GENT DAMPOORT RETAIL ASSOCIATE	100.0
GMR	100.0
GROSFRUIT	100.0
HALLE RETAIL ASSOCIATE	100.0
HEPPEN RETAIL ASSOCIATE	100.0
LA LOUVIERE RETAIL ASSOCIATE	100.0

	Percentage interest used in consolidation
MABE	100.0
NORTHSHORE PARTICIPATION	100.0
OUDENARDE RETAIL	100.0
QUIEVRAIN RETAIL ASSOCIATE	100.0
R&D FOOD	100.0
ROB	100.0
ROTHIDI	100.0
RULUK	100.0
SAMDIS	100.0
SCHILCO	100.0
SERCAR	100.0
SINDIS	100.0
SOCIETE RELAIS	100.0
SOUTH MED INVESTMENTS	100.0
STIGAM	100.0
VANDEN MEERSSCHE NV	100.0
VERSMARKT	100.0
VOMARKT	100.0
WAPRO	100.0

BRAZIL

	Percentage interest used in consolidation
ATACADAO DISTRIBUICAO COMERCIO E INDUSTRIA LTDA	100.0
BANCO CARREFOUR SA	100.0
BREPA COMERCIO PARTICIPACAO LTDA	100.0
BSF HOLDING	100.0
CARREFOUR ADMINISTRADORA DE CARTOES DE CREDITO. COMERCIO E PARTICIPACOE	60.0
CARREFOUR COMMERCIO E INDUSTRIA LTDA	100.0
CARREFOUR VIAGENS E TURISMO LTDA.	100.0
DIA BRASIL	100.0
ELDORADO	100.0
ELYSEE COMÉRCIO E INDÚSTRIA LTDA	100.0
IMOPAR PARTICIPCOES E ADMINISTRACAO IMOBILIARIA LTDA	100.0
LOJIPART PARTICIPACOES SA	100.0

	Percentage interest used in consolidation
NOVA GAULE COMERCIO E PARTICIPACOES S.A.	100.0
RDC FACCOR FACTORING FOMENTO COMERCIAL LTDA.	100.0
TONIPART PARTICIPAÇÕES EMPRESARIAIS LTDA	100.0
ZAP	100.0

BULGARIA

	Percentage interest used in consolidation
CARREFOUR BULGARIA AD	60.0

CHINA

	Percentage interest used in consolidation
BEIJING CARREFOUR COMMERCIAL CO.. LTD.	55.0
BEIJING CHAMPION SHOULIAN COMMUNITY CHAIN STORES CO LTD	100.0
BEIJING CHUANGYIJIA CARREFOUR COMMERCIAL	100.0
BEIJING REPRESENTATIVE OFFICE OF CARREFOUR S.A.	100.0
CARREFOUR (CHINA) MANAGEMENT & CONSULTING SERVICES CO.	100.0
CHANGCHUN CARREFOUR COMMERCIAL CO.. LTD.	75.0
CHANGSHA CARREFOUR HYPERMARKET	100.0
CHENGDU CARREFOUR HYPERMARKET CO LTD	80.0
CHENGDU YUSHENG INDUSTRIAL DEVELOPMENT CO LTD	100.0
CHONGQING CARREFOUR COMMERCIAL CO LTD	55.0
DALIAN CARREFOUR COMMERCIAL CO.. LTD.	65.0
DONGGUAN DONESHENG SUPERMARKET CO	100.0
DONGGUAN CARREFOUR COMMERCIAL CO.. LTD	100.0
FOSHAN CARREFOUR COMMERCIAL CO..LTD	100.0
FUZHOU CARREFOUR COMMERCIAL CO LTD	100.0
GUANGZHOU JIAGUANG SUPERMARKET CO	80.0
HAIKOU CARREFOUR COMMERCIAL	100.0
HANGZHOU CARREFOUR HYPERMARKET CO.. LTD	65.0
HARBIN CARREFOUR HYPERMARKET CO.. LTD	65.0
HEFEI YUEJIA COMMERCIAL CO.. LTD.	60.0
JINAN CARREFOUR COMMERCIAL CO.. LTD	100.0
KUNMING CARREFOUR HYPERMARKET CO.. LTD	100.0
NANJING YUEJIA SUPERMARKET CO LTD	65.0
NINGBO LEFU INDUSTRIAL DEVELOPMENT CO. LTD	100.0
NINGBO CARREFOUR COMMERCIAL	60.0
QINGDAO CARREFOUR COMMERCIAL	95.0
SHANDONG CARREFOUR COMMERCIAL CO.. LTD.	100.0
SHANGAI CARHUA SUPERMARKET LTD	55.0
SHENYANG CARREFOUR COMMERCIAL CO LTD	65.0
SHENZHEN CARREFOUR COMMERCIAL	100.0
SHENZHEN LERONG SUPERMARKET CO LTD	100.0
SUZHOU YUEJIA SUPERMARKET CO.. LTD	55.0
THE CARREFOUR(CHINA) FOUNDATION FOR FOOD SAFETY LTD.	100.0
TIANJIN JIAFU COMMERCIAL CO.. LTD.	55.0
TIANJIN QUANYE CARREFOUR HYPERMARKET CO.. LTD	65.0
WUHAN HANFU SUPERMARKET CO.. LTD.	100.0
WUXI YUEJIA COMMERCIAL CO.. LTD.	55.0
XIAMEN CARREFOUR COMMERCIAL CO LTD	100.0
XIAN CARREFOUR HYPERMARKET CO LTD	100.0
XINJIANG CARREFOUR HYPERMARKET	100.0
XUZHOU YUEJIA COMMERCIAL CO LTD	60.0
ZHENGZHOU YUEJIA COMMERCIAL CO.. LTD.	60.0
ZHUHAI LETIN SUPERMARKET CO.. LTD.	100.0
ZHUZHOU CARREFOUR COMMERCIAL CO.. LTD.	100.0
SICHUAN CARREFOUR COMMERCIAL CO.. LTD.	100.0
BEIJING DIA-SHOULIAN COMMERCIAL RETAIL CO. LTD	100.0
DIA TIANTIAN (SHANGHAI) MANAGEMENT CONSULTING SERVICE CO. LTD	100.0
SHANGHAI DIA RETAIL CO. LTD	100.0

COLOMBIA

	Percentage interest used in consolidation
GSC SA - GRANDES SUPERFICIES DE COLOMBIA	100.0
NUEVO MERCADEFAM	100.0

CZECH REPUBLIC

	Percentage interest used in consolidation
ALFA SHOPPING CENTER	100,0
USTI NAD LABEM SHOPPING CENTER	100,0
SHOPPING CENTRE KRALOVO POLE	100,0

GERMANY

	Percentage interest used in consolidation
CARREFOUR PROCUREMENT INTERNATIONAL AG & CO. KG	100,0

GREECE

	Percentage interest used in consolidation
CARREFOUR CREDIT	30.0
CARREFOUR MARINOPOULOS	50.0
GUEDO HOLDING LTD.	47.5
PIRAIKO SA	50.0
XYNOS SA	50.0
DIA HELLAS	80.0

HONG KONG

	Percentage interest used in consolidation
CARREFOUR GLOBAL SOURCING ASIA	100.0
CARREFOUR TRADING ASIA LTD. (CTA)	100.0
CARREFOUR ASIA LTD.	100.0
VICOUR LIMITED	100.0

INDIA

	Percentage interest used in consolidation
CARREFOUR INDIA MASTER FRANCHISE LTD	100.0
CARREFOUR WC & C INDIA PRIVATE LTD	100.0

INDONESIA

	Percentage interest used in consolidation
PT ALFA RETAILINDO TBK	79.9
PT CARREFOUR INDONESIA (EX CONTIMAS)	100.0

IRELAND

	Percentage interest used in consolidation
CARREFOUR INSURANCE	100.0

ITALY

	Percentage interest used in consolidation
CARREFOUR DISTRIBUZIONE SRL (ex CONSORZIO CARREFOUR)	99.8
CARREFOUR ITALIA	100.0
CARREFOUR CREDIT	30.0
CARREFOUR ITALIA IMMOBILIARE	99.8
CARREFOUR SERVIZI FINANZIARI SPA	60.0

	Percentage interest used in consolidation
DEMETER ITALIA SPA (ex HYPERMARKET HOLDING)	99.8
DI PER DI SRL	99.8
ETNASTORE SPA	99.8
FINMAR SPA	99.8
GS SPA (EX ATENA)	99.8
IL BOSCO SRL	94.8
PROMOZIONE SVILUPPO SUD SRL	99.8
SOCIETA SVILUPPO COMMERCIALE	99.8

LUXEMBOURG

	Percentage interest used in consolidation
VELASQUES SA	100.0

MALAYSIA

	Percentage interest used in consolidation
CARREFOUR MALAYSIA SDN BHD	100.0
MAGNIFICIENT DIAGRAPH SDN-BHD	100.0

POLAND

	Percentage interest used in consolidation
CARREFOUR POLSKA PROPER	100.0
CARREFOUR POLSKA WAW	100.0
CARREFOUR POLSKA	100.0

PORTUGAL

	Percentage interest used in consolidation
DIA PORTUGAL SUPERMERCADOS	100.0

ROMANIA

	Percentage interest used in consolidation
ARTIMA SA	100.0
CARREFOUR ROUMANIE	100.0
CARREFOUR VOIAJ	100.0
NOU QUALITY SYSTEM SRL	100.0
TERRA ACHIZITII SRL	100.0
CARREFOUR PROPERTY ROMANIA	100.0

RUSSIA

	Percentage interest used in consolidation
CARREFOUR RUS	100.0

SINGAPORE

	Percentage interest used in consolidation
CARREFOUR SINGAPOUR PTE LTD	100.0
CARREFOUR SOUTH EAST ASIA	100.0

SLOVAKIA

	Percentage interest used in consolidation
ATERAITA	100.0
CARREFOUR SLOVENSKO	100.0

SPAIN

	Percentage interest used in consolidation
CARREFOUR CANARIAS, S.A.	95,9
CARREFOUR NAVARRA, S.L.	95,9
CARREFOUR NORTE, S.L.	95,9
CARREFOUR ESPANA PROPERTIES, S.L.	95,9
CARREFOUR ONLINE S.L (SUBMARINO HISPANIA)	95,9
CENTROS COMERCIALES CARREFOUR. S.A.	95.9
ESTABLECIMIENTOS DE CONVENIENCIA	100.0
GROUP SUPECO MAXOR	95.9
INVERSIONES PRYCA. S.A.	100.0
NORFIN HOLDER S.L	100.0
CORREDURIA DE SEGUROS CARREFOUR	71.9
SERVICIOS FINANCIEROS CARREFOUR EF.C. (FINANCIERA PRYCA)	57.7
SIDAMSA CONTINENTE HIPERMERCADOS. S.A.	100.0
SOCIEDAD DE COMPRAS MODERNAS. S.A. (SOCOMO)	95.9
SUPERMERCADOS CHAMPION. S.A.	95.9
VIAJES CARREFOUR. S.L.UNIPERSONAL	95.9
DISTRIBUIDORA INTERNACIONAL DE ALIMENTACION (DIASA)	100.0
FINANDIA E.F.C.	100.0
TWINS ALIMENTACION. S.A.	100.0
PE-TRA SERVICIOS A LA DISTRIBUCION. S.L.	100.0

SWITZERLAND

	Percentage interest used in consolidation
CARREFOUR WORLD TRADE	100.0
HYPERDEMA (PHS)	100.0
PROMOHYPERMARKT AG (PHS)	100.0

TAIWAN

	Percentage interest used in consolidation
CARREFOUR INSURANCE BROKER CO	60.0
CARREFOUR STORES TAIWAN CO	60.0
CARREFOUR TELECOMMUNICATION CO	30.6
CHARNG YANG DEVELOPMENT CO	30.0
PRESICARRE	60.0

THAILAND

	Percentage interest used in consolidation
CENCAR LTD	100.0
NAVA NAKARINTR LTD	100.0
SSCP THAILAND LTD	100.0

THE NETHERLANDS

	Percentage interest used in consolidation
ALCYON BV	95.9
CADAM BV	100.0
CARREFOUR CHINA HOLDINGS BV	100.0
CARREFOUR NEDERLAND BV	100.0
CARREFOUR PROPERTY BV	100.0
CARRETSTRAAT BV	100.0
HOFIDIS INVESTMENT AND FINANCE INTERNATIONAL (HIFI)	100.0
FOURCAR BV	100.0
FOURET BV	100.0
FRANCOFIN BV	100.0
EUROPE TRADING COMPANY (ETC)	100.0
INTERCROSSROADS BV	100.0
DIA SABANCI SUPERMARKETLERI	
KRUISDAM BV	100.0
MILDEW BV	100.0
ONESIA BV	100.0
SOCA BV	100.0
HYPER INVEST BV	100.0

	Percentage interest used in consolidation
CARREFOUR INTERNATIONAL SERVICES BV (HYPER GERMANY HOLDING BV)	100.0
HYPER GERMANY BV	100.0

TURKEY

	Percentage interest used in consolidation
DIA SABANCI SUPERMARKETLERI TICARET ANONIM SIRKETI	60.0
CARREFOUR SABANCI TICARET MERKEZI AS CARREFOURSA	58.2

Companies consolidated by the equity method as of 31 December 2009

	Percentage interest used in consolidation	Commercial business register number
FRANCE		
ALTIS	50.0	310 710 223
DISTRIMAG	50.0	301 970 471
HYPERMARCHES DES 2 MERS - H2M	50.0	393 248 554
PROVENCIA SA	50.0	326 521 002
SA BLADIS	33.3	401 298 583
SCI LATOUR	60.0	333 337 053
SOCIETE SUPERMARCHE DU BASSIN - SSB	50.0	324 766 047

ARGENTINA

	Percentage interest used in Commercial business
HIPERBROKER	65.0

BELGIUM

	Percentage interest used in Commercial business
MESTDAGH	25.0

ITALY

	Percentage interest used in Commercial business
CARREFOUR ITALIA MOBILE SRL	50.0
FINIPER SPA	20.0
G.D. PLUS SCARL	33.3
IPER ORIO SPA	49.9
IPER PESCARA SPA	49.9
FUTURE SRL (ex TREDI' ESPANSIONE SRL)	25.0

POLAND

	Percentage interest used in Commercial business
CP TELECOM	50.0

SPAIN

	Percentage interest used in Commercial business
COSTASOL DE HIPERMERCADOS. S.L.	32.6
DIAGONAL PARKING. S.C.	55.1
GLORIAS PARKING S.A.	47.9
ILITURGITANA DE HIPERMERCADOS. S.L.	32.6
INTERING SA	47.9

UNITED ARAB EMIRATES

	Percentage interest used in Commercial business
MAJID AL FUTAIM	25.0

Statutory Auditors' Report
on the Consolidated Financial Statements

YEAR ENDED 31 DECEMBER 2009

This is a free translation into English of the statutory auditors' report on the consolidated financial statements issued in the French language and is provided solely for the convenience of English speaking users.

The statutory auditors' report includes information specifically required by French law in such reports, whether modified or not.
This information is presented below the opinion on the consolidated financial statements and includes explanatory paragraphs discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were made for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the consolidated financial statements.

This report also includes information relating to the specific verification of information given in the Group's Management Report.

This report should be read in conjunction with, and is construed in accordance with, French law and professional auditing standards applicable in France.

To the shareholders,

In compliance with the assignment entrusted to us by your Annual General Meeting, we hereby report to you, for the year ended 31 December 2009, on:

- the audit of the accompanying consolidated financial statements of Carrefour S.A;
- the justification of our assessments;
- the specific verification required by law.

The consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I. OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group and the results of its operations for the year then ended, in accordance with the IFRS as adopted by the European Union.

Without qualifying our opinion, we draw your attention to Notes 1.2 and 1.4 to the consolidated financial statements, which describe changes in accounting methods adopted as of 1 January 2009 pursuant to new standards and interpretations. These include IAS 1 as amended, 'Presentation of Financial Statements'; IFRS 8, 'Operating Segments'; IFRIC 13, 'Customer Loyalty Programmes'; and amendments to IFRS 7, 'Improving Disclosures about Financial Instruments', and IAS 38, 'Intangible Assets', relating to the recognition of advertising and promotional activities.

II. JUSTIFICATION OF OUR ASSESSMENTS

In accordance with the requirements of Article L. 823-9 of the French Commercial Law (Code de commerce) relating to the justification of our assessments, we bring to your attention the following matters:

Note 1.3 to the consolidated financial statements indicates that management of the company is required to take into account estimates and assumptions that may affect the book value of certain assets and liabilities, as well as the disclosures provided in the notes to the financial statements. In the scope of our audit as of 31 December 2009, we have in particular:

- reviewed the impact of these estimates made by the company on impairment of goodwill and intangible and tangible fixed assets. We have assessed the information and assumptions on which these estimates are based, in particular cash flow forecasts prepared by the management of your company in the current environment brought on by the economic crisis, reviewed their calculations, compared accounting estimates for the prior periods with what was achieved and examined the procedure of approval of these estimates by management;
- assessed the provisions recorded by the company. Our assessment was based on:
  - obtaining an understanding of the procedures in force within your group for identifying and evaluating these provisions and expressing them in accounting form, and
  - comparing independent estimates to those made by the company.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the formation of the opinion expressed in the first part of this report.

III. SPECIFIC VERIFICATION

As required by law, we also verified, in accordance with professional standards applicable in France, the information presented in the Group's Management Report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Paris La Défense and Neuilly-sur-Seine, 12 April 2010

The Statutory Auditors

KPMG Audit A division of KPMG S.A.	Deloitte & Associés
Eric Ropert Partner	Frédéric Moulin

Report by the Chairman of the Board of Directors

on conditions governing the preparation and organization of the Board's work and internal control and risk management procedures

Pursuant to the provisions of Article L. 225-37 of the French Commercial Code, this report states the conditions for the preparation and organization of the Supervisory Board's work, and that of the Board of Directors, during the course of 2009, together with the internal control procedures put in place by the Carrefour Group.
This report was approved by the Board of Directors at its meeting on 23 March 2010.

I. CORPORATE GOVERNANCE

I.1. THE BOARD OF DIRECTORS AND GENERAL CORPORATE MANAGEMENT

By decision of the Shareholders' Meeting of 20 April 2005, the company adopted the form of a public limited company with a Management Board and Supervisory Board. By decision of the Shareholders' Meeting of 28 July 2008, the company adopted the form of a public limited company with a Board of Directors. The positions of Chairman and Chief Executive Officer have been separated.

The Board of Directors comprises 12 members: Mr. Amaury de Seze (Chairman), Mr. Jean-Martin Folz (Vice-Chairman), Ms. Anne-Claire Taittinger, Mr. René Abate, Mr. Bernard Arnault, Mr. Sébastien Bazin, Mr. Nicolas Bazire, Mr. Jean-Laurent Bonnafé, Mr. Thierry Breton, Mr. René Brillet, Mr. Charles Edelstenne, Mr. José-Luis Leal Maldonado (until 15 April 2009) and Mr. Lars Olofsson (since 28 April 2009).

The members of the Board of Directors were appointed by the Shareholders' Meeting on 28 July 2008 for a term of three fiscal years. Pursuant to the Nineteenth Resolution adopted by the Shareholders' Meeting, and so that the terms of one-third of the members of the Board are renewed each year, the Board of Directors drew lots to determine the names of those directors whose terms would be subject to early expiration in the first and second year.

Accordingly, the Directors whose terms will expire at the end of the 2009 fiscal year will be Ms. Anne-Claire Taittinger, Mr. Sébastien Bazin, Mr. Thierry Breton and Mr. Charles Edelstenne.

The terms of Mr. Amaury de Seze, Mr. Bernard Arnault, Mr. Jean-Laurent Bonnafé and Mr. René Brillet will expire at the time of the Shareholders' Meeting called to approve the financial statements for the fiscal year ended 31 December 2010. The terms of office of Mr. René Abate, Mr. Nicolas Bazire and Mr. Jean-Martin Folz were renewed for a period of three years by the Shareholders' Meeting on 28 April 2009. The Board aims to assess the independence of each of its members as compared with general corporate management. Under the criteria set forth by the AFEP MEDEF corporate governance code for listed companies, the Board of Directors believes that, among its members, seven may be considered independent with no relationship of any kind to the company, its group or its management that might compromise their freedom of judgment. Thus, Ms. Anne-Claire Taittinger, Mr. Amaury de Seze, Mr. Jean-Martin Folz, Mr. René Abate, Mr. Thierry Breton, Mr. René Brillet and Mr. Charles Edelstenne are independent members.

In accordance (i) with the provisions of Article 823-19 of the French Commercial Code, the Board has verified that at least one independent member of the Accounts Committee offered particular expertise in financial and accounting matters, and (ii) with those of the Commission Recommendation of 30 April 2009, that at least one member of the Remuneration, Appointments and Corporate Governance Committee offered knowledge and experience with regard to remuneration policy.

Each member of the Board of Directors must own a minimum of 1,000 shares for the duration of their terms.

During the course of the 2009 fiscal year, the Board of Directors met 14 times (including once in a strategy seminar), with an average attendance rate of 83%. During its meetings, the Board of Directors discussed the following issues in particular:

- their review of the strategy proposed by the Chief Executive Officer;
- the study of acquisition operations, rationalization of the business portfolio and internal restructuring;
- a determination of the Chief Executive Officer's scope of authority and his remuneration;
- approval of the annual and half-yearly accounts, an examination of the quarterly sales results and the related financial announcement, and preparation for the Shareholders' Meeting;
- implementation of the share-buyback programme;
- the allocation of share purchase options and shares for years of service and/or performance to employees and the company representative, and the definition of a supplemental pension scheme for the Group's top executives (Chef Executive Officer, members of the Executive Committee and a number of key managers);
- reports on the work of the Board's committees (Committee for Remuneration, Appointments and Corporate Governance; Accounts and Internal Audit Committee; Strategy Committee).

Since 1 January 2009, Mr. Lars Olofsson has served as Chief Executive Officer of the company, appointed to this position by a decision of the Board of Directors on 17 December 2008.

During its meetings on 28 July 2008 and 6 October 2009, the Board of Directors decided that the Chief Executive Officer could not carry out the following transactions or actions in the name and on behalf of the company without the Board's prior consent:

- commitments for any bond, security or guarantee in the name of the company greater than 500 million euros (no limit for commitments concerning tax and customs authorities);
- disposals of buildings exceeding a value of 50 million euros, the full or partial disposal of equity interests, or the granting of security interests on company property;
- direct establishment of overseas sites by forming a company, a direct or indirect subsidiary, or by acquiring an interest, or deciding to withdraw from these sites;
- any merger, spin-off or asset transfer;
- acquisition, in any form (particularly through investment, subscription to a capital increase or borrowing), of fixed assets for an enterprise value (including assumed debt) greater than or equal to 100 million euros or related sales greater than or equal to 150 million euros;
- any entry by minority shareholders into the current or potential capital stock of any controlled entity;
- the sale, in any form (including an asset transfer), of fixed assets in an amount greater than 100 million euros;
- the total or partial disposal of non-financial assets not valued on the balance sheet that involve brands or customer data;
- any decision to borrow (excluding the EMTN programme) beyond a cumulative amount greater than 500 million euros in a single fiscal year;
- in the event of a dispute, any settlement or compromise in an amount greater than the values established by the Board, which the Board may update;
- any contractual mechanism to establish any share subscription or purchase option or free share allocation plans;
- any change to the company's organization;
- the remuneration policy for the company's main executives;
- any hire within Carrefour of an individual whose gross annual remuneration (fixed and variable) is to exceed 16 times the French social security ceiling or is likely to exceed this ceiling within the near future, and similarly the transfer or promotion of any individual into a position that offers equivalent remuneration;
- the definition of performance criteria (quantitative and/or qualitative) that are used to determine the variable portion of the remuneration of any employee if, on the basis of these criteria, that employee's gross remuneration (fixed and variable) may exceed 16 times the French social security ceiling.

During its 12 November 2008 meeting, the Board of Directors decided that the company would refer to the AFEP MEDEF corporate governance code. The company's articles of association do not set forth specific details on shareholder participation at the Shareholders' Meeting.

During its 28 July 2008 meeting, the Board of Directors adopted by-laws, divided into six chapters, whose main provisions are as follows:

- the first chapter sets forth the mission of the Board of Directors, describes board meeting procedures, director notification and the board's assessment of its operations and ability to carry out its missions;

- the second and third chapters describe the role and authority of the Chairman and Chief Executive Officer;
- the fourth chapter is dedicated to the board's committees: The Accounts and Internal Audit Committee, the Remuneration, Appointments and Corporate Governance Committee and the Strategy Committee (composition, missions, operations);
- the final two chapters mainly address director compensation and the code of conduct that all board members must follow in carrying out their duties.

I.2. THE BOARDS OF DIRECTORS' COMMITTEES

The Group has three specialized committees: the Accounts and Internal Audit Committee, the Remuneration, Appointments and Corporate Governance Committee and the Strategy Committee.
These committees meet at their convenience, with or without the involvement of company management. They may call upon outside experts as necessary. The Committee Chairman may ask the Chairman of the Board or Chief Executive Officer to interview any person within the Group who is responsible for issues that fall within the committee's purview. They issue advice to the Board of Directors. The chairmen of the committees, or, if they are unavailable, another member of the same committee, present an oral summary of their work to the Board. A written report on committee meetings is prepared and submitted to the directors after approval.

I.2.1. The Accounts Committee

This committee, of which at least two-thirds of all members must be independent directors, meets at least four times per year. At least one member of the committee must have special expertise in financial or accounting matters. No members of the company's general management may sit on the committee. The committee Chairman is appointed by the Board of Directors.
Among the committee's specific responsibilities is to oversee (i) the process by which financial information is prepared, (ii) the efficacy of the internal control and risk management systems, (iii) the legal audit of the annual and consolidated financial statements by the statutory auditors and (iv) the independence of the statutory auditors.
The committee reviews all issues relating to financial statements and other documents, including the selection of accounting standards, provisions, management accounting data, capital sufficiency requirements, profitability indicators and any accounting issues that raise methodological concerns or give rise to potential risk.
The committee also analyses internal control reports. In addition, the committee examines any issue relating to the compliance policy, notably with regard to reputation risk or professional ethics. The committee manages the procedure for selecting the statutory auditors, expresses an opinion on the amount of fees charged for performing statutory auditing assignments and reports to the board on the outcome of this process.
It reviews the statutory auditors' audit plan, their recommendations and the implementation of these recommendations. It is annually notified of the amount and breakdown of fees paid by Carrefour to the statutory auditors and the networks to which they belong, calculated according to a model approved by the committee. It ensures that the amount and share of the statutory auditors' revenues represented by Carrefour is not likely to compromise the statutory auditors' independence. It gives its prior consent for any undertaking whose fees (excluding tax) exceed 1 million euros. The committee approves other undertakings after the fact, based on submissions from the Group Finance department. Each year, the committee receives a report from the Finance department on all 'non-audit' undertakings carried out by networks to which the Group's statutory auditors belong.
The statutory auditors each provide an annual presentation to the committee on the procedures within their internal control system for ensuring independence, and annually certify in writing their independence in fulfilling their audit responsibilities.
At least twice per year, the committee devotes part of its meeting to a discussion with the statutory auditors' team without the presence of the company's general management.
The committee reviews the draft Chairman's Report on internal control procedures relating to the preparation and processing of accounting and financial information.
On all issues within its purview, the committee may - as it sees fit and outside the presence of any other general-management members, if it deems this appropriate - interview the Group's financial and accounting managers as well as the audit and internal control manager.

Membership of the committee is as follows:

Chairman:	Jean-Martin Folz (independent director)
Members:	Sébastien Bazin,
	René Brillet (independent director)

During the course of the 2009 fiscal year, the committee met five times, with an attendance rate of 100%. Among other things, the committee reviewed the financial statements of 31 December 2009 and 30 June 2009, the methods of consolidation and the Group's balance sheet, key events and principal options, summaries of the income statement and balance sheet, the cash-flow statement and financing situation, and preparation of the year-end accounts for 2009. It also examined the Group's insurance and financial services activities. In addition, the committee was briefed on the latest developments in significant litigation matters and on progress in the Group's transformation plan.
At each meeting, the committee analyses a summary of work performed by internal auditors. The committee oversees the independence of the internal auditors and ensures that the resources allocated to internal auditing are adequate to accomplish the assignment.

I.2.2. The Remuneration, Appointments and Corporate Governance Committee

The majority of Remuneration, Appointments and Corporate Governance Committee members are independent. No members of the company's general management may sit on this committee. The committee Chairman is appointed by the Board of Directors.
As the Remuneration Committee, it is responsible for reviewing all issues relating to the personal status of corporate officers, including remuneration, pension benefits, company subscription or purchase options, and provisions governing the departure of members from the company's management bodies.
It reviews the terms, amounts and allocation basis of stock-option plans, as well as the conditions for allocating performance-based shares.
It is consulted on the remuneration policy for top management.
As the Corporate Governance Committee, it assists the Board of Directors to determine Carrefour's corporate governance rules and assess its operation.
It tracks developments in corporate governance at both global and national levels, and presents a summary of such developments to the Board of Directors at least once per year. It selects the measures best suited to the Group, with the aim of bringing its procedures, organization and conduct into line with best practices.
It reviews the draft Chairman's Report on corporate governance. With the Chairman, it prepares for Shareholders' Meeting discussions regarding proposals for director nominations.
As the Appointments Committee, it is responsible for submitting recommendations for the position of Chairman of the Board of Directors. Acting jointly with the Chairman, it submits recommendations for the position of Chief Executive Officer and, if applicable, for Deputy CEOs.
The committee assesses the Chairman's performance outside of his/her presence. It evaluates the Chief Executive Officer's performance and, if applicable, that of the Deputy CEOs.
In addition, it is responsible for developing plans for the succession of corporate officers.
It makes recommendations to the Board of Directors on the appointment of committee chairmen and members.
It is also charged with assessing directors' independence, and suggests corresponding qualifications to the Board of Directors.

Membership of the committee is as follows:

Chairman:	Anne-Claire Taittinger (independent director)
Members:	René Abate (independent director)
	René Brillet (independent director) appointed on 2 December 2009
	Nicolas Bazire

During the course of fiscal year 2009, the committee met 11 times, with an attendance rate of 100%.
The Remuneration, Appointments and Corporate Governance Committee proposed to the Board of Directors a number of principles and rules for determining the remuneration and benefits of the corporate officers, including:

- fixed compensation;
- a variable portion based on the fulfillment of objectives. This variable remuneration can rise to 100% of fixed compensation if performance objectives are met and more if they are exceeded, capped at 200% of fixed compensation. 70% of the performance objectives will be based on financial objectives (sales excluding fuel, EBIT excluding exceptional items, free cash flow and market share), while 30% will be based on individual objectives defined by the Board of Directors;
- long-term remuneration subject to performance conditions (share purchase options and/or allocation of

shares for years of service and/or performance);
- benefits, include a housing benefit (if applicable), health- and personal-insurance benefits, a car with driver and communications devices (telephone, computer).

Finally, agreed-upon compensation that complies, in amount and terms and conditions, with the October 2008 AFED MEDEF recommendations, may, in certain cases, be granted to corporate officers in the event of early termination of their duties.
A full description of the Chief Executive Officer's remuneration appears in the reference document.

In addition, the committee:
- reviewed and proposed to the Board of Directors the conditions under which a supplemental pension scheme could be established on behalf of the Group's top executives (Chief Executive Officer, members of the Executive Committee and a number of key managers);
- assessed the independence of the Directors;
- proposed to the Board the characteristics of allocation schemes used for share purchase options and shares for years of service and/or performance on behalf of the Group's employees and corporate officers;
- examined the terms of departure for top management;
- reviewed the candidacies of independent directors and of potential members of the Executive Committee and the remuneration structure they could be offered.

In addition, with support from outside consultants, the committee prepared an evaluation of the operations of the Board of Directors.

I.2.3. The Strategy Committee

This committee is composed of four members appointed by the Board of Directors from among its members. Its Chairman is appointed by the Board of Directors. The Strategy Committee's mission is to assist the Board of Directors in directing and establishing Group strategy (though not to take its place in this regard). Its purpose is to prepare for the most significant decisions regarding the Group's future (purchase and sale of assets, study of opportunities for external growth, the opening up of new countries) and to guide preparations for organizing the Board of Directors' annual seminar.
It serves as a think tank, carrying out its work assisted by individuals brought in to contribute according to their areas of expertise and experience.
The Chairman periodically reports to the Board of Directors on the committee's work (analysis, studies, comments and conclusions).

Membership of the committee is as follows:

Chairman:	Amaury de Seze (independent director)
Members:	Bernard Arnault
	Nicolas Bazire (in the event of Mr. Arnault's absence)
	Sébastien Bazin
	René Brillet (independent director)

The committee met on one occasion during the 2009 fiscal year, with an attendance rate of 100%.
During this meeting, the committee reviewed the 2010-2015 strategic plan, the 2009 budget and various projects relating to acquisitions and rationalization of the business portfolio.

II. INTERNAL CONTROL SYSTEM

II.1. INTRODUCTION

The Carrefour Group uses the following definition of internal control:
- internal control is a process conducted under the authority of the Chief Executive Officer. It is implemented by executive management and company personnel, and is intended to provide reasonable assurance that the following objectives are achieved within each business unit:
- Implementing and optimizing operations;
- Confirming the reliability of financial information;
- Establishing compliance with laws and regulations in force.
- the internal-control process allows for the prevention and monitoring of risk resulting from the company's operations and risk involving misstatement or fraud, especially in terms of accounting and finance. As with any control system, however, it cannot provide an absolute guarantee that such risk may be totally eliminated.

The following report describes the Group's internal control procedures, in particular measures relating to the preparation and processing of accounting and financial information.
The Group scope covered by the report extends to all subsidiaries consolidated via the full-integration method,

meaning companies in which the Group exercises a decisive influence, whether directly or indirectly.
Section 2 of this report presents the Group's general internal-control system in reference to the COSO2 standard.
Section 3 specifically covers accounting and financial internal control, based on the AMF guide concerning internal control of accounting and financial information.
The controls underlying this report involved updating the principles described in the previous report with the main Group functions affected by subjects addressed here, and ensuring that each department has sufficient formal documentation of these principles.

II.2. RISK MANAGEMENT

Risk management is adapted to the Group's decentralized structure.

II.2.1. Risk management at country/business unit level

The monitoring and control of decentralized risk exposure depends on local managers, who are as close as possible to the risks involved in the activities they perform or supervise.
The process of drawing up a strategic plan offers a chance to take stock of the principal risks and outside opportunities.
Monthly performance reviews contribute to detection of risk's appearance and occurrence.
In their role as guarantors and promoters of progress, support services may identify risks and suggest action plans to line managers with a view to controlling them.

II.2.2. Risk management at Group level

Risk has been mapped at Group level and this mapping is updated on a regular basis. Mapping is aimed at identifying potential internal and external risks and measuring their relative significance and probability of occurrence. Country and Group directors' assessments of such risks and their potential impact on financial statements were used to conduct a review of internal process controls over a three-year period, based on self-assessment questionnaires.

The Group has focused its attention on the following:

- in 2008, identification of major risk areas in financial statements, supported by a self-assessment process involving the Group's main business units;
- in 2009, updated risk mapping at country level, accompanied by the distribution of monthly reports tracking such risks; a detailed analysis of exposure to natural disasters at Group stores; a mapping of criminal and terrorist risks; and steps taken by the Risk Prevention & Compliance department aimed at enhancing risk awareness and developing preventive actions.

The principal risks, and the systems implemented by the operational and support departments to control them, are described in the reference document.

II.2.3. Crisis management

Given its businesses, size, diversity and presence in emerging markets, the Carrefour Group is exposed to a whole range of potential crises.
The Risks & Compliance department defined and provided all business units with crisis-management standards ('Minimum ticket') that permit units to implement procedures adapted to their situation.
To ensure appropriate, uniform dissemination of best practices and tools in every country, the Risks & Compliance department and the Group Communications department have deployed an extranet site known as 'Carrefouralert'. The site includes contact information for crisis management and crisis communication coordinators, handy guidelines, steps for crisis response, preventive tools and a wealth of other helpful information.
To ensure greater employee preparedness, several of our subsidiaries' management committees were trained in crisis management and communications. Some of them tested crisis management systems during crisis simulations as well.
Given the Group's exposure to product-related risk, the Group Quality department manages a highly comprehensive system for product recalls and withdrawals, ensuring coordination and the dissemination of best practices in each country and contributing to the Group's Crisis Coordination Committee.

II.3. INTERNAL CONTROL ENVIRONMENT

II.3.1. Group organization

In 2009, the Group launched a transformation plan based on seven strategic initiatives.
Initiatives 2 and 3, which were completed in 2009, affected the Group's organization as described below.

<u>II.3.1.1. General principles</u>

Customers and consumers lie at the heart of everything the Carrefour Group undertakes to do. The company is organized geographically to ensure that the specific needs and interests of local customers and consumers are addressed most effectively and its operations are optimally responsive. Each country serves as a basic link in the Group's organization.

The Group's corporate headquarters has four roles:

1. To define and oversee the Group's strategic direction.
2. To verify progress and results.
3. To define and monitor the application of rules to guarantee the Group's integrity. These rules are incumbent on every country.
4. To disseminate know-how and innovations in order to expand the Group's competitive advantages.

Operations are handled jointly among countries so as to capitalize on the Group's size and promote operational and business efficiency in each country.

Functional units manage specific country-level activities (other than distribution operations) with the aim of enhancing professional development and accelerating growth in each country.

II.3.1.2. Organizational operations

II.3.1.2.1. Country operations

Each country is organized into profit centres (business units) that encompass all physical or virtual stores sharing the same format (e.g. hypermarkets, supermarkets, convenience stores, cash & carry, Internet).

The Country Executive Director oversees country-level operations, and, accordingly:

- is responsible for developing and ensuring the profitability of activities placed under his or her direct line of supervision;
- commands the necessary resources to fulfill this responsibility;
- monitors financial and operating performance among the functional administrators with whom he or she collaborates.

Each business unit is run by a management team, which includes operational managers and the support service managers required to conduct business.

The majority of countries have centralized functions that are not directly related to the stores' operational activities, particularly administrative, financial and IT functions. Such centralization allows stakeholders (customers, suppliers, employees and managers) the benefit of centralized communication channels that can respond to questions they may have in the course of their relationships with the operational companies.

II.3.1.2.2. Corporate operations

Represented on the Group's Executive Committee are France; an area comprising Spain, Belgium, Italy and Poland; the Group's hard-discount operations; an area comprising the Latin American business units; an area comprising China and Taiwan; and an area encompassing the Group's other business units. Carrefour Property, the Sales and Merchandise department and the Financial Management department are also represented on the Group's Executive Committee.

The role of the Group's corporate operations is to:

- ensure the integrity of the Group;
- define and oversee the Group's strategic direction;
- develop the Group's competitive advantages.

II.3.1.2.3. Activities shared among countries

Thanks to its size, the Group can capitalize on economies of scale in some areas and ensure that the countries have access to the best possible expertise. Accordingly, the Group encourages the countries to manage certain operations jointly. A number of activities were the focus of research in 2009 that is expected to yield tangible results in 2010; these include:

- non-food merchandise in France and Spain (Belgium and Italy will be included in the future);
- international Global Sourcing;
- non-retail purchasing at Group level.

II.3.1.2.4. Functional administrators

Certain operational departments with a strong functional identity serve as functional units on behalf of the countries. There are two such functional units in the Carrefour Group: the Group Financial Services and Insurance department and the Group Carrefour Property department. These departments operate within specific geographical perimeters. The functional units are profit centres whose line of reporting differs from that of the Country Executive Director.

II.3.2. Delegation of authority

Group executives at all levels exercise their responsibilities within the limits of their defined functions. Each manager is free to determine the actions that he or she must undertake in order to reach agreed-upon objectives while adapting to circumstances. The freedom of initiative underlying this concept of responsibility requires that rules for the delegation of authority, particularly those that concern commitments to third parties, be observed and adhered to. These lines of authority are now in place for all the main operational and support managers. For the majority of the corporate entities, the Group has implemented delegation-of-authority guidelines that list the specific decisions requiring prior approval from the Board of Directors or their equivalent in each company involved. Delegation and sub-delegation among managers and their subordinates are the responsibility of each entity, with support from the Group's Legal department.

The Group favours operational hierarchical lines that are fully responsible for the profitable, controlled development of the business units. Operational line managers are also responsible for defining the extent of support services required.

Employees and their managers each have job and task descriptions as well as a list of control points allowing them to ensure internal control levels compatible with each banner's commitments.

II.3.3. Human resources

Our human resources policy helps to enhance the internal control environment, in particular through the existence of job descriptions, a system for assessing employee performance and investment in training.

The Group's Human Resources department leads this function by defining broad approaches, making best practices and tools available and managing their implementation. Job descriptions are available for the main jobs and business units. These job descriptions outline the controls needed to supervise the activity and serve as a framework for the individual assessment system. Progressive implementation of a common skills management programme offers an opportunity to broaden these job descriptions.

Training schemes outlined in the annual plan aim to ensure progressive mastery of activities, combining specific know-how and management skills. To ensure individual development, training is provided when an employee moves into a new position.

Succession plans have been in place since 2003 for the Group's main management positions.

The majority of countries have implemented an annual employee evaluation system. Furthermore, the principal management positions are monitored by the Group's Human Resources department, which also manages remuneration policies for such positions. Remuneration policies are handled at country level for other positions, in accordance with broadly defined guidelines.

The Group uses several tools to manage the deployment of overall Human Resources strategy, including regular feedback on performance indicators, in-country inspections, and systems to determine employee opinions at various levels through questionnaires and focus groups.

Carrefour has expanded the Group's workplace reporting in a variety of ways. The Human Resources departments in each country have been provided with a data collection and consolidation tool to aid in decision-making and ensure simpler and more reliable reporting on human resources indicators. Uniform administrative guidelines and a glossary of HR indicators have been prepared and disseminated among all of the Group's administrative auditors for human resources. Monthly tracking of the workforce was established in September 2009 in order to monitor employment trends by country.

II.3.4. Information systems

The Group's Information Systems department (ISD) is responsible for preparing Carrefour's information system (IS) strategy and guiding its implementation.

Preparation of the strategy is based on a three-year strategic plan that is validated each year by the Group's general management. This plan is based on the following elements:

- IS objectives, and their alignment with Group priorities;
- roadmaps from our Skills Centres, and their alignment with priorities among functional departments and country-level management;
- major initiatives to ensure effective implementation of the strategy in terms of IS and fulfillment of objectives;
- the financial plan, with the aim of contributing to the success of the roadmaps and other major initiatives and ensuring that the strategic plan is aligned with the Group's financial objectives.

Implementation of the IS strategy is guided by the Group's corporate-governance model, which is characterized by the following elements:

- Corporate governance activities:
  - application portfolio management;
  - request management;
  - project portfolio management;
  - roadmap management for Skills Centres;
  - the development of product and service standards;
  - listing of products and partners;
  - the development of standards for contractual terms and conditions;
  - purchasing management;

- delegation-of-authority management;
- performance of audits and comparative analyses;
- country ISD and Group ISD roadmap management in terms of IS security;
- risk management for principal agreements;
- management of investments, operational expenditures and depreciation;
- information technology watch and innovation;
- measurement of customer satisfaction;
- measurement of satisfaction with regard to strategic partners;
- evaluation of employee opinion;
- management of relations with strategic partners;
- human resource management;
- communications.

- organization of the ISD in the various countries and at Group level;
- management bodies:

  - request Management Committee;
  - investment Committees at country-level ISD or Group level;
  - performance reviews at country-level ISD or Group level
  - contract reviews;
  - project reviews;
  - project committees;
  - crisis meetings;
  - reviews with strategic partners;
  - career committees;
  - management committees;
  - team meetings;
  - skills Centre meetings;
  - information meeting.

II.3.5. Procedures, operating methods and tools

Documentary databases of procedures and operating methods are available for most functional areas. This information can be accessed via the various intranet sites for Group entities and reviewed onsite.

Support services guarantee and promote progress. Their task involves designing and implementing tools and reports that can be readily used by operational staff, identifying synergies, and proposing innovations. With respect to methods and practices, they play the role of guarantor and whistleblower. They are organized into functional networks (or 'lines'); in other words, within a given support department, the various countries appoint contacts to operate in a network with other countries or at Group level, to work on projects, exchange best practices and promote activities in their fields of expertise. Moreover, functional specialists within the organization of operational lines guide operational teams by making recommendations on matters of merchandising, organization and compliance with the product mix. These specialists provide technical support to operational staff in stores by demonstrating best practices, deploying projects, checking control points and undertaking periodic audits using diagnostics and action plans.

II.3.6. Principles and values

In order to develop a shared culture, Carrefour has defined a framework that allows all employees to accomplish their tasks and contribute to the Group's long-term viability and growth. This framework, which serves as a foundation for individual and collective action, is described in the Mission Statement, which includes the Group's Dreams, Values ('Committed, caring and positive') and Convictions. These concepts are defined in the Guide to Carrefour Values, which is distributed to all new employees and those receiving training.
To enhance the Group's efforts to coordinate compliance and ethics activities Group-wide, a Risks & Compliance Director (named the 'Compliance Officer') was appointed in early 2009 and reports to the Group Legal Director.
In addition, countries may choose to create an ethics hotline based on the environment and risks specific to each country.

II.4. CONTROL ACTIVITIES

Monitoring of operations and projects is ensured by monthly performance reviews that are systematically conducted for both operational and support lines.
The establishment of a corporate model as part of our risk mapping procedures has made it possible to segment Group activities into major processes of a strategic, operational and support nature.
As of the end of 2006, all Group business unit managers had at their disposal complete documentation on internal control procedures resulting from self-

assessment questionnaires. This documentation indicates key control points and best practices that should be implemented to effectively cover risk. It also draws attention to malfunctions likely to occur when controls are not effective, thus boosting accountability for the managers involved. This process-control-point documentation is giving rise to a shared repository of best practices for internal control procedures that can be used by all Group countries and functions.
This work has contributed to standardized internal control levels throughout the Group, and enables each activity to benefit from best practices.

II.5.INFORMATION AND COMMUNICATIONS

In order to allow everyone in the Group to assess their material contributions and the importance of their responsibility with regard to internal auditing, the Group relies on a unique, uniform process for setting objectives and analyzing performance.
Objectives are set annually within the context of a budgetary process based on a multi-year strategic plan. This process focuses on collecting budgetary data at the appropriate levels of responsibility (i.e. at department level for hypermarkets and supermarkets and at store level for hard-discount stores). This reporting is validated at various levels, principally at the business-unit level. Making all managers (i.e. all those responsible for leading teams or overseeing an income statement or activity) accountable for agreed-upon, approved budget objectives is essential to ensuring managerial effectiveness.
The budget is broken down on a monthly basis so that everyone, at each level, can monitor his or her performance throughout the year. It contains commercial and financial data as well as specific performance indicators. During the year, capital expenditure planned for in the budget is subject to updated profitability studies and specific authorizations.
The various countries send this management reporting data to the Group on a monthly basis. It concerns commercial activities (especially sales, customer flows, average baskets, sales areas and store openings) and financial activities (especially income statements, balance sheets and cash flow statements).
Accounting data is reconciled with management data each time financial statements are drawn up.
The scope of this reporting (companies, methods of consolidation, interest percentages etc.) matches the reporting involved in Group consolidated financial statements. In this way, the Group uses the same management reporting information as that obtained via consolidated accounting. The same figures are used for financial communications when half-yearly financial statements are produced.
Each month, actual performance is compared to budgeted performance and the previous year's performance.
A summary of Group and country performance is presented to the Group's Executive Committee. The Board of Directors also receives a summary of sales trends and performance indicators each month. The financial control team is available to help managers draw up and monitor budgets, participate in validation phases and propose action plans made necessary by discrepancies in their implementation, and, broadly speaking, to help ensure the reliability of the entire process and the financial data thus collected.

II.6. SYSTEM MONITORING

II.6.1. Managerial control

The monitoring of internal control by management is carried out on a continuous basis, insofar as commercial operations require attention at all times, particularly on store sales floors. Line and functional experts actively participate in country and business unit control activities and implement control systems for assessing proper application of stated principles.
As part of the Group's decentralized structure, each business unit defines and establishes the appropriate organization for managing the internal control system within its context. Several of them have implemented internal control functions that focus mainly on compliance.
Performance reviews contribute to regular monitoring of the system at each management level.
Each year, the executive and financial directors of each Group business unit formally attest to the quality of internal controls in the companies they manage.

II.6.2. Internal audit

II.6.2.1. Mission

Within the context of the Group's annual audit plan, the Internal Audit department is involved in evaluating internal control management for all operations. This assignment is performed independently of management.
The Audit department is involved at all Group levels and in all Group companies.

This evaluation relates, in particular, to the following components:

- the reliability and integrity of financial and operational information;
- the effectiveness and efficiency of operations;
- asset protection;
- compliance with laws, regulations and agreements.

The Internal Audit department's assignments and responsibilities are governed by a charter validated by the Group Executive Committee and by the Accounts and Internal Audit Committee within the Board of Directors.

II.6.2.2. Organization

The Audit department reports to the Chief Executive Officer. Internal audit functions are performed by full-time auditors whose professionalism is ensured through appropriate training and experience, encompassing all regions where the Group operates. Internal audit managers in each region report to the Group Audit Director, who reports to the Chief Executive Officer. The Audit department's budget, which allows it to properly carry out its mission, is validated each year by the Chief Executive Officer. This budget is also reviewed annually, in accordance with the development of Group functions and scope.

At the end of December 2009, the Carrefour Group had 38 internal auditors.

II.6.2.3. Internal audit plan

A draft annual audit plan is drawn up by the Audit department, which relies, in particular, on the Group's process repository and the risk mapping of Group functions. This draft serves as a basis for discussions with the Group's principal managers. The annual audit plan may be supplemented at the request of the main operational and support managers. The Audit Manager assesses requests before deciding whether to incorporate them into the annual audit plan. An assignment's content is thus defined according to the requesting party. The projected annual audit plan is then reviewed and validated by the Chief Executive Officer and presented to the Accounts and Internal Audit Committee.

Special assignments may also be organized at the request of the Accounts and Internal Audit Committee and the Chairman of the Board, in consultation with the Chief Executive Officer.

II. 6.2.4. Organization of internal audit assignments

The Internal Audit department relies on professional standards and practices in carrying out its assignments. Much attention is paid to the specifics and challenges inherent in each Group activity so that audits serve as a source of value-added for the companies involved. Assignments are always coordinated with the departments to be audited in order to avoid disturbing their operations as much as possible.

Assignments are carried out either by the Internal Audit department itself or - when it is necessary to have access to all useful skills for a relevant analysis of risks and procedures - by teams that bring together members of the Internal Audit department with staff from other Group departments and divisions. If necessary, an internal audit may also involve outside advisors.

II.6.2.5. Internal audit reports and summaries

A detailed report and summary are drawn up for each audit, and then validated and distributed as follows:

- a final document, which includes the audit report, summary, any written management observations and corrective action plans, plus any Audit department replies to management observations, is provided to the audited party, the executive director and the audited company's finance manager. Corrective action plans must specify the major lines of action, responsibilities for implementing the plan and the implementation timetable;
- a summary of this report is provided to the Chief Executive Officer, the Group's Chief Financial Officer and the manager of the area concerned.

Projects that result in recommendations are subject to monitoring with regard to the implementation of management action plans.

The Audit Director informs the Chief Executive Officer and the Accounts and Internal Audit Committee of the audit plan's proper implementation, as follows:

- each quarter, a detailed report addressing the audit programme's implementation and its main findings, analyses and recommendations is presented to the Chief Executive Officer. A summary is presented to the Group Executive Committee;
- each quarter, a summary report on the audit programme's implementation and its main findings, analyses and recommendations is presented to the Accounts and Internal Audit Committee. Results derived from monitoring the recommendations' implementation are presented to the Accounts and Internal Audit Committee.

III. DATA RELATING TO INTERNAL ACCOUNTING AND FINANCIAL CONTROL

III.3. MANAGEMENT OF THE ACCOUNTING AND FINANCE ORGANIZATION

III.1.1. Organization of accounting and management reporting functions

Accounting is conducted by centralized teams in each country. These teams belong to the Finance line and are led by the Group Finance department.

In recent years, the Group has standardized the accounting systems used in the various countries. This has led, in particular, to the implementation of an organizational model that includes the establishment of shared service centres (for the processing and payment of invoices involving merchandise, fixed assets, general expenses and payroll), thus standardizing and documenting procedures in various countries and ensuring the appropriate separation of tasks. Operating instructions are available to all users.

Management reporting functions guarantee the reliability of financial management data.

III.1.2. Organization of consolidation functions

Each country is responsible for consolidating financial statements at its own level. Consolidation at this level is provided by centralized financial teams in each country.

The Group consolidation team leads this process and is responsible for producing the Group's consolidated statements. Responsibilities have been defined by region, as have cross-functional analysis responsibilities within the Group team.

Group accounting principles are specified in a regularly updated document that is distributed to all those involved in the process.

Each country implements tools to address its specific consolidation needs. A tool was developed at Group level to facilitate transmission of data, controls and consolidation operations.

III.2. PROCESS FOR PREPARING ACCOUNTING AND FINANCIAL INFORMATION

III.2.1. Risk and control activities

In 2008, a self-assessment questionnaire focusing on a limited number of major risks was sent to finance directors in our main countries. Our major business risks were identified by cross-referencing the points of analysis suggested by the AMF reference framework with the industry's risk mapping and specific characteristics and those of the Group.

The LSF document repository established by the Group constitutes a reference database for internal activity control on which countries and business units can rely.

In the scope of its regional and cross-functional responsibilities, the Group consolidation team carries out controls at country consolidation level (in-country inspections, review of reporting packages, identification of main options and any necessary corrections) and Group consolidation level (especially involving cross-functional analyses of items).

III.2.2. Half-yearly and annual financial statements

Since 2008, consolidation has occurred in each quarter. Only the half-year and annual consolidated financial statements are published.

Subsidiaries prepare their own statutory accounts and consolidated financial statements for their region, and then convert these reports into euros. The Finance Directors in each country can refer to a list of standard controls, prepared by the Group's consolidation staff, that are to be performed on these consolidated financial statements.

The main options and accounting estimates are subject to systematic review by the Group and the country's financial directors, in cooperation with local external auditors.

The Group consolidation team makes regular in-country visits as financial statements are being prepared, in order to enhance the process in each country (by promoting an understanding the Group's accounting principles and disseminating those principles, addressing specific issues within the country and performing on-site controls). If necessary, inspections can lead to recommendations aimed at improving the country's consolidation procedures.

III.3. CONTROL OVER FINANCIAL COMMUNICATIONS

III. 3.1. Role and mission of financial communications

The objective of financial communications is to provide information:

- on a continuous basis: quality information must be provided on a regular basis over time. This is essential to the Group's credibility and to ensuring shareholder loyalty;
- that conveys a clear, coherent message: communications must allow investors to gain a precise, accurate understanding of the company's value and management's

capacity to boost value still further. Investors must be properly informed in order to make decisions;

- while maintaining the principle of shareholder equality with regard to information: any financial information that might have an impact on market price must be made public via a single, centralized source at Group level.

III.3.2. Organization of financial communications

Financial announcements address a diverse audience, primarily comprised of institutional investors, individuals and employees, via four channels:

- the Shareholder Relations department is responsible for informing the general public (individual shareholders);
- the Investor Relations department, the Finance department and the Chief Executive Officer are the sole contacts for analysts and institutional investors;
- the Human Resources department, with support from the Communications department, manages information intended for employees;
- the Communications department manages press relations.

In practice, financial messages are prepared through close collaboration between the Finance and Communications departments.

They are delivered as required by law (via an annual Shareholders' Meeting) and by the regulations of the French Financial Markets Authority (periodic publications, press releases). Furthermore, beyond its legal obligations, Carrefour employs a wide array of media for its financial communications. The Group chooses from among the press, the Internet, direct telephone contact, individual meetings and special forums.

III.3.3. Procedures for controlling financial information

The Finance department is the exclusive purveyor of financial information.

Internal controls regarding the financial communications process primarily focus on compliance with the principle of equality among shareholders. All press releases and significant announcements are prepared by mutual agreement between the Financial Communications department, which is part of the Finance department, and the Group Communications department. The segregation of roles and responsibilities allows for strict independence between the Group Executive Committee, the departments concerned (e.g. Mergers and Acquisitions) and the Financial Communications department.

Statutory Auditors' Report prepared in accordance with Article L. 225-235 of the French Commercial Law (Code de commerce), on the report prepared by the Chairman of the Board of Directors of Carrefour S.A.

YEAR ENDED 31 DECEMBER 2009

This is a free translation into English of a report issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and is construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as statutory auditors for Carrefour S.A., and in accordance with Article L. 225-235 of the French Commercial Law (Code de commerce), we hereby report to you on the report prepared by the Chairman of the Board of Directors of your company, in accordance with Article L. 225-37 of the French Commercial Law (Code de Commerce), for the year ended 31 December 2009.

It is the Chairman's responsibility to prepare and submit for the approval of the Board of Directors a report on the internal control and risk management procedures implemented by the company, and to provide other information required by Article L. 225-37 of the French Commercial Law (Code de Commerce), particularly regarding the corporate governance system.

It is our responsibility:

- to report to you on the information contained in the Chairman's Report in respect of the internal control procedures relating to the preparation and processing of the accounting and financial information, and
- to attest that the report contains the other disclosures required by Article L. 225-37 of the French Commercial Law (Code de Commerce), it being specified that we are not responsible for verifying the fairness of these disclosures.

We conducted our work in accordance with professional standards applicable in France.

INFORMATION ON THE INTERNAL CONTROL PROCEDURES RELATING TO THE PREPARATION AND PROCESSING OF ACCOUNTING AND FINANCIAL INFORMATION

These professional standards require that we perform the necessary procedures to assess the fairness of the information provided in the Chairman's Report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information. These procedures mainly involve:

- obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information on which the information presented in the Chairman's Report is based and the existing documentation;
- obtaining an understanding of the work involved in the preparation of this information and the existing documentation;
- determining if any significant weaknesses in the internal control relating to the preparation and processing of the accounting and financial information that we would have noted in the course of our engagement are properly disclosed in the Chairman's Report.

On the basis of our work, we have nothing to report on the information in respect of the company's internal control and risk management procedures relating to the preparation and processing of accounting and financial information contained in the report prepared by the Chairman of the Board of Directors in accordance with Article L. 225-37 of the French Commercial Law (Code de Commerce).

OTHER DISCLOSURES

We hereby attest that the Chairman's Report includes the other disclosures required by Article L. 225-37 of the French Commercial Law (Code de Commerce).

Paris La Défense and Neuilly-sur-Seine, 12 April 2010

The Statutory Auditors

KPMG Audit
A division of KPMG S.A.

Eric Ropert
Partner

Deloitte & Associés

Frédéric Moulin

Additional Information
Consolidated store network

FRANCE	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Hypermarkets	**179**	**179**	**175**	**178**	**178**	**179**	**179**	**192**	**194**	**203**	**203**
Supermarkets	**530**	**539**	**534**	**547**	**566**	**588**	**595**	**615**	**604**	**590**	**582**
Hard-discount stores	**418**	**424**	**459**	**487**	**578**	**630**	**782**	**811**	**840**	**842**	**835**
Other formats	**576**	**584**	**127**	**126**	**126**	**129**	**108**	**101**	**61**	**9**	**5**
Total	**1,703**	**1,726**	**1,295**	**1,338**	**1,448**	**1,526**	**1,664**	**1,719**	**1,699**	**1,644**	**1,625**

EUROPE (excluding France)	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Hypermarkets	**142**	**187**	**253**	**268**	**281**	**288**	**321**	**365**	**399**	**437**	**447**
Supermarkets	**181**	**480**	**548**	**650**	**651**	**690**	**765**	**746**	**957**	**974**	**996**
Hard-discount stores	**1,965**	**2,099**	**2,210**	**2,325**	**2,464**	**2,606**	**2,789**	**2,969**	**3,136**	**3,038**	**2,988**
Other formats	**76**	**263**	**173**	**130**	**210**	**240**	**223**	**241**	**229**	**236**	**223**
Total	**2,364**	**3,029**	**3,184**	**3,373**	**3,606**	**3,824**	**4,098**	**4,321**	**4,721**	**4,685**	**4,654**
BELGIUM											
Hypermarkets	0	0	57	57	56	56	56	56	56	57	56
Supermarkets	0	0	72	73	73	77	79	79	79	63	62
Other formats	0	0	1	1	1	1	0	0	0	0	0
Total	**0**	**0**	**130**	**131**	**130**	**134**	**135**	**135**	**135**	**120**	**118**
BULGARIA											
Hypermarkets	0	0	0	0	0	0	0	0	0	0	1
Total	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**1**
CZECH REPUBLIC											
Hypermarkets	3	6	7	8	9	10	0	0	0	0	0
Total	**3**	**6**	**7**	**8**	**9**	**10**	**0**	**0**	**0**	**0**	**0**
GREECE											
Hypermarkets	4	11	11	13	13	16	19	25	28	31	35
Supermarkets	0	85	82	142	101	120	148	164	197	209	219
Hard-discount stores	142	181	199	212	221	251	267	295	300	271	255
Other formats	0	46	46	0	47	60	52	51	32	33	24
Total	**146**	**323**	**338**	**367**	**382**	**447**	**486**	**535**	**557**	**544**	**533**
ITALY											
Hypermarkets	6	31	34	34	39	38	50	55	58	66	61
Supermarrkets	0	192	173	203	205	226	238	247	249	236	227
Others formats	46	190	98	98	130	147	171	190	194	192	189
Total	**52**	**413**	**305**	**335**	**374**	**411**	**459**	**492**	**501**	**494**	**477**
POLAND											
Hypermarkets	7	8	9	13	15	17	32	42	72	78	82
Supermarkets	6	15	51	55	67	70	71	83	247	225	200
Total	**13**	**23**	**60**	**68**	**82**	**87**	**103**	**125**	**319**	**303**	**282**

PORTUGAL	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Hypermarkets	5	5	5	6	7	7	7	10	0	0	0
Hard-discount stores	273	272	276	281	283	286	292	320	348	364	367
Total	**278**	**277**	**281**	**287**	**290**	**293**	**299**	**330**	**348**	**364**	**367**
ROMANIA											
Hypermarkets	0	0	0	0	0	0	0	7	11	21	22
Supermarkets	0	0	0	0	0	0	0	0	0	20	25
Total	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**7**	**11**	**41**	**47**
SLOVAKIA											
Hypermarkerts	0	2	4	4	4	4	0	0	0	0	0
Total	**0**	**2**	**4**	**4**	**4**	**4**	**0**	**0**	**0**	**0**	**0**
SPAIN											
Hypermarkets	112	116	108	115	119	121	136	148	155	162	164
Supermarkets	175	187	167	174	200	190	143	82	86	96	98
Hard-discount stores	1,541	1,609	1,649	1,700	1,778	1,836	1,891	1,961	2,072	1,972	1,929
Other formats	30	27	28	31	32	32	0	0	3	11	10
Total	**1,858**	**1,939**	**1,952**	**2,020**	**2,129**	**2,179**	**2,170**	**2,191**	**2,316**	**2,241**	**2,201**
SWITZERLAND											
Hypermarkets	0	0	8	8	8	8	9	9	0	0	0
Total	**0**	**0**	**8**	**8**	**8**	**8**	**9**	**9**	**0**	**0**	**0**
TURKEY											
Hypermarkets	5	8	10	10	11	11	12	13	19	22	26
Supermarkets	0	1	3	3	5	7	86	91	99	125	165
Hard-discount stores	9	37	86	132	182	233	339	393	416	431	437
Total	**14**	**46**	**99**	**145**	**198**	**251**	**437**	**497**	**534**	**578**	**628**

LATIN AMERICA	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Hypermarkets	**112**	**120**	**124**	**135**	**147**	**157**	**148**	**204**	**255**	**288**	**309**
Supermarkets	**83**	**253**	**263**	**249**	**254**	**211**	**149**	**118**	**141**	**151**	**166**
Hard-discount stores	**106**	**201**	**263**	**313**	**413**	**488**	**520**	**539**	**572**	**606**	**635**
Other formats									**5**	**8**	**8**
Total	**301**	**574**	**650**	**697**	**814**	**856**	**817**	**861**	**973**	**1,053**	**1,118**
ARGENTINA											
Hypermarkets	22	22	22	23	24	28	28	30	59	67	68
Supermarkets	0	138	132	141	141	114	114	118	103	112	117
Hard-discount stores	106	201	246	246	285	310	319	325	329	339	353
Total	**128**	**361**	**400**	**410**	**450**	**452**	**461**	**473**	**491**	**518**	**538**
BRAZIL											
Hypermarkets	69	74	74	79	85	85	99	143	150	162	172
Supermarkets	83	115	131	108	113	97	35		38	39	49
Hard-discount stores	0	0	17	67	128	178	201	214	243	267	282
Other formats	0	0	0	0	0	0	0	0	5	8	8
Total	**152**	**189**	**222**	**254**	**326**	**360**	**335**	**357**	**436**	**476**	**511**

CHILE	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Hypermarkets	2	3	4	4	0	0	0	0	0	0	0
COLOMBIA											
Hypermarkets	2	3	5	8	11	15	21	31	46	59	69
MEXICO											
Hypermarkets	17	18	19	21	27	29	0	0	0	0	0

ASIA	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Hypermarkets	**80**	**94**	**105**	**123**	**144**	**170**	**191**	**202**	**238**	**285**	**339**
Supermarkets	**0**	**0**	**0**	**0**	**0**	**6**	**8**	**0**	**0**	**30**	**18**
Hard-discount stores	**0**	**0**	**0**	**0**	**55**	**164**	**225**	**255**	**275**	**309**	**268**
Other formats	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**1**
Total	**80**	**94**	**105**	**123**	**199**	**340**	**424**	**457**	**513**	**624**	**626**
CHINA											
Hypermarkets	20	24	24	32	40	56	70	90	112	134	156
Supermarkets	0	0	0	0	0	6	8	0	0	0	0
Hard-discount stores	0	0	0	0	55	164	225	255	275	309	268
Total	**20**	**24**	**24**	**32**	**95**	**226**	**303**	**345**	**387**	**443**	**424**
INDONESIA											
Hypermarkets	5	7	8	10	11	15	20	29	37	43	61
Supermarkets	0	0	0	0	0	0	0	0	0	30	15
Total	**5**	**7**	**8**	**10**	**11**	**15**	**20**	**29**	**37**	**73**	**76**
JAPAN											
Hypermarkets	0	1	3	4	7	8	0	0	0	0	0
MALAYSIA											
Hypermarkets	6	6	6	6	7	8	8	10	12	16	19
SINGAPORE											
Hypermarkets	1	1	1	1	2	2	2	2	2	2	2
SOUTH KOREA											
Hypermarkets	12	20	22	25	27	27	31	0	0	0	0
TAIWAN											
Hypermarkets	23	24	26	28	31	34	37	47	48	59	62
Supermarkets	0	0	0	0	0	0	0	0	0	0	3
Total	**23**	**24**	**26**	**28**	**31**	**34**	**37**	**47**	**48**	**59**	**65**
THAILAND											
Hypermarkets	9	11	15	17	19	20	23	24	27	31	39
Other formats	0	0	0	0	0	0	0	0	0	0	1
Total	**9**	**11**	**15**	**17**	**19**	**20**	**23**	**24**	**27**	**31**	**40**

GROUP	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Hypermarkets	513	580	657	704	750	794	839	963	1,086	1,213	1,298
Supermarkets	794	1,272	1,345	1,446	1,471	1,495	1,517	1,479	1,702	1,745	1,762
Hard-discount stores	2,489	2,724	2,932	3,125	3,510	3,888	4,316	4,574	4,823	4,795	4,726
Other formats	652	847	300	256	336	369	331	342	295	253	237
Total	**4,448**	**5,423**	**5,234**	**5,531**	**6,067**	**6,546**	**7,003**	**7,358**	**7,906**	**8,006**	**8,023**

SALES AREA PER FORMAT (CONSOLIDATED STORES)

(in thousands of sq.m)	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Hypermarkets	4,580	5,256	5,674	6,180	6,510	6,885	7,087	7,620	8,539	9,264	9,685
Supermarkets	1,195	1,968	2,117	2,132	2,277	2,321	2,319	2,283	2,446	2,507	2,509
Hard-discount stores	794	906	997	1,093	1,255	1,466	1,674	1,850	2,065	2,101	2,134

SALES AREA BY COUNTRY (CONSOLIDATED STORES)

	Hypermarkets	Supermarkets	Hard-discount stores	Other formats	Total
France	**1,961**	**1,127**	**579**	**15**	**3,682**
Europe (excluding France)	**3,250**	**1,137**	**1,271**	**112**	**5,771**
Belgium	373	113	0	0	486
Bulgaria	8	0	0	0	8
Greece	187	230	84	9	510
Italy	418	277	0	101	796
Poland	440	180	0	0	620
Portugal	0	0	153	0	153
Romania	165	23	0	0	188
Spain	1,465	144	934	3	2,546
Turkey	193	170	100	0	463
Latin America	**1,983**	**219**	**223**	**1**	**2,425**
Argentina	409	143	111	0	663
Brazil	1,198	75	112	1	1,386
Colombia	376	0	0	0	376
Asia	**2,491**	**26**	**61**	**0**	**2,578**
China	1,230	0	61	0	1,291
Indonesia	382	23	0	0	405
Malaysia	151	0	0	0	151
Singapore	15	0	0	0	15
Thailand	281	0	0	0	281
Taiwan	432	2	0	0	434
Total	**9,685**	**2,509**	**2,134**	**128**	**14,456**

The total does not include the sales areas of other Group formats such as convenience stores.

Commercial statistics

CONSOLIDATED HYPERMARKET DATA

	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009
Sales per sq.m (Annual net sales in euros)	7,410	8,110	7,214	6,594	6,319	6,109	6,201	6,023	5,959	5,852	5,508
Sales per store (Annual net sales in millions of euros)	66	67	65	58	55	53	52	48	47	44	41
Annual number of cash transactions	974	1,115	1,206	1,264	1,355	1,466	1,487	1,563	1,680	1,773	1,840

ANNUAL NUMBER OF CUSTOMERS PASSING THROUGH CHECK-OUTS IN CONSOLIDATED HYPERMARKETS BY REGION AS OF 31 DECEMBER 2009

(in millions)	2009	2008
France	**352**	361
Europe	**520**	516
Latin America	**324**	310
Asia	**644**	586
Total	**1,840**	1,773

GROSS SALES ACCORDING TO REGION AND FORMAT AS OF 31 DECEMBER 2009

(en millions d'euros)	Hypermarkets	Supermarkets	Hard-discount stores	Other formats	Total
France	22,485	12,194	2,909	3,688	41,276
Europe	18,465	7,820	6,116	1,721	34,122
Latin America	10,469	1,093	1,322	542	13,427
Asia	7,106	39	168	0	7,312
Total	**58,525**	**21,146**	**10,515**	**5,951**	**96,137**

INFORMATION ON STORE NETWORK UNDER BANNERS

Other formats	France	Europe	Latin America	Asia	Group
Total commercial sales incl. tax (in millions of euros)	45,712	40,745	13,177	7,542	107,177
2009/2008 change (as a %)	(9.0%)	(17.0%)	(0.6%)	6.5%	(1.3%)
% of total commercial sales incl. tax	42.7%	38.0%	12.3%	7.0%	100.0%
Number of stores	5,440	8,222	1,275	724	15,661
Sales area (in sq.m)	5,659,172	7,758,542	2,474,080	2,653,585	18,545,380

Hypermarkets					
Total commercial sales incl. tax (in millions of euros)	23,226	22,202	10,469	7,333	63,231
2009/2008 change (as a %)	(4.3%)	(4.9%)	7.4%	9.7%	(1.3%)
% of total commercial sales incl. tax	21.7%	20.7%	9.8%	6.8%	59.0%
Number of stores	231	510	309	345	1,395
Sales area (in sq.m)	2,127,624	3,725,010	1,982,869	2,549,854	10,385,357
Total commercial sales incl. tax/sq.m (in euros)	10,916	5,960	5,280	2,876	6,088

Supermarkets					
Total commercial sales incl. tax (in millions of euros)	14,277	9,943	1,093	39	25,352
2009/2008 change (as a %)	(0.8%)	(1.8%)	8.3%	(96.1%)	(1.1%)
% of total commercial sales incl. tax	13.3%	9.3%	1.0%	0.0%	23.7%
Number of stores	987	1,778	166	18	2,949
Sales area (in sq.m)	1,826,120	1,920,744	218,641	25,851	3,991,356
Total commercial sales incl. tax/sq.m (in euros)	7,818	5,176	5,000	1,503	6,352

Hard-discount stores					
Total commercial sales incl. tax (in millions of euros)	2,985	6,412	1,369	170	10,936
2009/2008 change (as a %)	(4.6%)	(3.5%)	18.0%	20.1%	(1.2%)
% of total commercial sales incl. tax	2.8%	6.0%	1.3%	0.2%	10.2%
Number of stores	928	4,395	792	360	6,475
Sales area (in sq.m)	652,009	1,664,285	271,803	77,632	2,665,729
Total commercial sales incl. tax/sq.m (in euros)	4,578	3,853	5,036	2,184	4,102

Other formats					
Total commercial sales incl. tax (in millions of euros)	5,224	2,188	247	0	7,658
2009/2008 change (as a %)	(38.3%)	(75.6%)	(81.6%)	(99.9%)	(2.5%)
% of total commercial sales incl. tax	4.9%	2.0%	0.2%	0.0%	7.1%
Number of stores	3,294	1,539	8	1	4,842

Other publications:

2009 Annual Activity and Sustainability Report

2009 Carrefour Foundation Annual Report

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