

## **CONSOLIDATED BYLAWS**

### **ATACADÃO S.A.**

CNPJ/ME: 75.315.333/0001-09

NIRE: 35.300.043.154

#### **CHAPTER I - NAME, HEADQUARTERS, PURPOSE AND DURATION**

**Article 1.** Atacadão S.A. ("Company") is a corporation governed by these Bylaws and applicable laws and regulations.

§1. The Company conducts its holding activities under the trade name "Grupo Carrefour Brasil".

§2. With the Company's entry into the special listing segment called Novo Mercado da B3 S.A. – Brasil, Bolsa, Balcão ("B3"), the Company, its Shareholders, including Controlling Shareholders, managers and members of the fiscal council, when installed, are subject to the provisions of the Novo Mercado Regulation ("Novo Mercado Regulation").

§3. The Company, its managers and Shareholders must comply with the provisions of the issuer listing and admission to trading of B3 securities, including, without limitation, the rules regarding the withdrawal and exclusion from trading of securities admitted to trading on organized markets managed by B3.

**Article 2.** The Company has its registered office and jurisdiction in the City of São Paulo, State of São Paulo, at Avenida Morvan Dias de Figueiredo, 6169, Vila Maria, ZIP Code 02170-901.

Sole paragraph. The Company may open, close or change the address of branches in Brazil or abroad by resolution of the Board of Executive Officers.

**Article 3.** The Company's corporate purpose is:

- I. distribution, wholesale and retail trade, industrialization, import and export of articles, materials, products and/or merchandise in general, primary and industrialized;
- II. operation of supermarkets and department stores, restaurants and snack bars;
- III. provision of phytosanitary, trade and transport auxiliary services;
- IV. exploration of banking correspondent activity, including, but not limited to: (i) receipts, payments and other activities arising from service contracts maintained by the Company with financial institutions; (ii) receipt and forwarding of credit card supply proposals; and (iii) supplementary services for collecting registration data and documentation, as well as data control and processing; and
- V. provision of telemarketing services (call center).

Sole paragraph. The Company may explore other fields of activity similar or complementary to the purpose expressed in article 3, as well as holding equity interests and other securities in other companies, in the country or abroad.

**Article 4.** The duration of the Company is indefinite.

#### **CHAPTER II - CAPITAL STOCK, SHARES AND SHAREHOLDERS**

**Article 5.** The fully subscribed and paid-in capital stock is BRL 9,910,725,262.96

(nine billion, nine hundred and ten million, seven hundred and twenty-five thousand, two hundred and sixty-two reais and ninety-six cents), divided into 2,103,046,980 (two billion, one hundred and three million, forty-six thousand, nine hundred and eighty) common, registered, shares with no par value.

§ 1. The capital stock will be represented exclusively by common shares. Each common share will give the right to 1 (one) vote in the resolutions of the General Meeting.

§ 2. All of the Company's shares are book-entry, kept in a deposit account at a financial institution authorized by the Brazilian Securities and Exchange Commission ("CVM") designated by the Company on behalf of their holders.

§ 3. The cost of transferring ownership of the shares may be charged directly to the selling Shareholder by the aforementioned financial institution, as may be defined in the share bookkeeping agreement, subject to the maximum limits set by the CVM.

§ 4. In the event of default by the Shareholder in the payment of the issuance price of the shares subscribed by him, he must pay the Company the subscription price, plus interest of 1% per month, based on the General Price Index - Market - (IGP-M), published by Fundação Getúlio Vargas, at the lowest legally applicable frequency, and a fine of 10% on the amount not paid, without prejudice to other applicable legal sanctions.

**Article 6.** The Company is authorized to increase its capital stock, upon resolution of the Board of Directors and regardless of amendment to these Bylaws, up to the limit of 2,475,100,000 (two billion, four hundred and seventy-five million, one hundred thousand) common shares, upon issuance of new common shares, nominative, with no par value.

§ 1. Within the authorized limit mentioned in the caput of this Article, the Board of Directors will set the number, price, payment terms and other conditions for the issuance of shares.

§ 2. Provided that it is carried out within the authorized capital limit, the Board of Directors may also: (i) resolve on the issuance of subscription warrants and convertible debentures; (ii) in accordance with the plan approved by the General Meeting, to resolve on the granting of stock options to managers and employees of the Company or its subsidiaries, excluding the preemptive right of Shareholders in the granting or exercise of stock options; and (iii) approving the capital stock increase through the capitalization of profits or reserves, with or without stock bonus.

**Article 7.** The issuance of new shares, debentures convertible into shares or subscription warrants whose placement is made through sale on the stock exchange, public subscription or exchange for shares in a public offer for the acquisition of control pursuant to articles 257 to 263 of Law No. 6,404, of December 15, 1976, as amended ("Brazilian Corporation's Law"), or, further, under the terms of a special law on tax incentives, may take place without the Shareholders being granted preemptive rights in the subscription or with a reduction in the minimum term provided for by law for its exercise.

**Article 8.** In the cases provided for by law, the reimbursement value of the shares, to be paid by the Company to the Shareholders dissenting from the resolution of the General Meeting who have exercised the right of withdrawal, must correspond to the economic value of such shares, to be determined in an appraisal pursuant to the paragraphs 3 and 4 of article 45 of the Brazilian Corporation's Law, whenever such amount is lower than the book value included in the last balance sheet approved by the General Meeting.

**Article 9.** Any individual, legal entity or any other entity, acting alone or bound by a voting agreement, which becomes the holder of a number of shares representing equity interest or voting rights greater than or equal to 1% of the capital stock or voting rights of the Company, or any whole multiple of this percentage, shall notify the Company, and such notice shall: (i) include the information required under article 12 of CVM Resolution No. 44/2021, the total number of shares and voting rights held, as well as securities convertible or exchangeable into shares and voting rights potentially related thereto, and (ii) be sent immediately after this percentage has been reached or exceeded. The obligation to inform the Company also applies to the Shareholder whose equity interest or voting rights held falls below the percentages mentioned above.

§ 1. If the aforementioned increase in the Company's equity interest or voting rights seeks to cause or causes a change in Control or a change in the Company's administrative structure, or otherwise generates an obligation to carry out a public tender offer, the Shareholder or group of Acquiring shareholders shall disclose and make it public such information to the market through advertisements published in the same disclosure channels customarily used by the Company for its own publications.

§ 2. Failure to comply with the provisions of this Article will give rise to the application of the penalty of suspension of rights, established in Article 12, Item XII of these Bylaws.

§ 3. The Investor Relations Officer shall send copies of such notices to the CVM and the stock exchanges where the Company's securities are admitted to trading as soon as they are received by the Company.

## **CHAPTER III - GENERAL MEETING**

### **Section I - Organization**

**Article 10.** The General Meeting, convened and installed as provided for in the Brazilian Corporation's Law and in these Bylaws, will meet, ordinarily, once a year, in the first 4 (four) months following the end of the fiscal year and, extraordinarily, whenever the interests of the Company so require.

§ 1. The General Meeting will be called by the Chairman of the Board of Directors or, in the cases provided for by law, by Shareholders or by the Fiscal Council, if and when installed, by means of a published announcement, and the first call must be made, with at least 21 (twenty-one) days in advance, and the second at least 8 (eight) days in advance, also observing the provisions of the CVM regulation that provides for information, proxy requests, participation and remote voting in general meetings.

§ 2. The resolutions of the General Meeting will be taken by majority of the votes of the Shareholders present at the meeting, not counting blank votes and abstentions, except for the exceptions provided for by law.

§ 3. The General Meeting may only resolve on matters on the agenda, contained in the respective call notice, with the exception of the exceptions provided for in the Brazilian Corporation's Law

§ 4. The Company shall initiate the registration of Shareholders to take part in the General Meeting, at least 48 (forty-eight) hours in advance, and the Shareholder is responsible for submitting: (i) proof issued by the depositary institution of the book-entry shares held by the Company, in the form of article 126 of the Brazilian Corporation's Law, dated up to 5 days from the date of the General Meeting, and the Company may, at its discretion, waive the presentation of this proof; and (ii) power of attorney and/or other suitable documents that prove the powers of the

Shareholder's legal representative. Any Shareholder or its legal representative must attend the General Meeting with documents proving their identity.

§ 5. The minutes of the Meetings must be drawn up in the Book of Minutes of the General Meetings, and may, if so approved at the General Meeting in question, be drawn up in the form of a summary of the facts that occurred and published with omission of signatures.

**Article 11.** The General Meeting will be installed and chaired by the Chairman of the Board of Directors or, in his absence or impediment, installed and chaired by another Director, Officer or Shareholder appointed in writing by the Chairman of the Board of Directors. The Chairman of the General Meeting will appoint up to 2 (two) Secretaries.

## **Section II - Competence**

**Article 12.** It is incumbent upon the Shareholders' Meeting, in addition to the attributions conferred by law and regulations applicable by these Bylaws:

- I. to take the managers' accounts, as well as examine, discuss and approve the financial statements;
- II. to resolve, in accordance with the proposal presented by the management, on the allocation of income for the year and the distribution of dividends;
- III. to elect and dismiss the members of the Board of Directors and the Fiscal Council, when installed;
- IV. to establish the annual global compensation of the managers, as well as that of the members of the Fiscal Council, if installed;
- V. to approve plans for the granting of shares or the granting of stock options to the managers and employees of the Company or its subsidiaries;
- VI. to amend the Bylaws;
- VII. to resolve on the dissolution, liquidation, merger, spin-off, incorporation of the Company or any company in the Company;
- VIII. to previously approve the trading, by the Company, of shares of its own issuance in the cases whose approval at the General Meeting is prescribed by the regulations in force;
- IX. to resolve on the delisting from the Novo Mercado;
- X. to resolve on the cancellation of registration as a publicly-held company with the CVM;
- XI. to suspend the exercise of Shareholder rights, including voting rights, of any Shareholder or Shareholders who fail to comply with legal, regulatory or statutory obligations, pursuant to the provisions of article 120 of the Brazilian Corporation's Law and in compliance with the sole Paragraph of this Article 12;
- XII. to elect and dismiss the liquidator, as well as the Audit Committee that shall function during the liquidation period; and
- XIII. to resolve on any matter submitted to it by the Board of Directors. Sole paragraph: For the purposes of item XI above:
  - (a) Shareholders representing at least 5% of the capital stock may call a general meeting to resolve on the suspension of the defaulting Shareholder's rights, when the Board of Directors does not respond, within 8 days, to the request of notice

that they present, indicating the breached obligation and the identification of the defaulting Shareholder or Shareholders;

(b) The general meeting that approves the suspension of the rights of the Shareholder or Shareholders will also be responsible for establishing, among other things, the scope and term of the suspension, with the suspension of the rights of inspection and request for information guaranteed by law being prohibited; and

(c) The suspension of rights will cease as soon as the Shareholder cures the default, fulfilling the obligations that led to the application of the suspension.

### **Section III - Election of the members of the Board of Directors**

**Article 13.** In the election of the members of the Board of Directors, Shareholders representing the percentage of the capital stock established by law and applicable regulations may request the adoption of the multiple vote process, provided that they do so at least 48 hours before of the General Meeting.

§ 1. The Company, immediately after receiving the request, must notify, by means of a notice inserted on its website and forwarded, by electronic means, to the CVM and to B3, the information that the election will take place through the voting process. multiple.

§ 2. Once the Meeting is installed, the chairman of the board will inform, in view of the signatures contained in the Attendance Book and the number of shares held by the Shareholders present, the number of votes that will be held by each Shareholder and the number of votes necessary to elect a Director.

§3. Each Shareholder will have the right to accumulate the votes attributed to him/her in a single candidate or distribute them among several of them, with those who receive the greatest number of votes being declared elected.

§4. The positions that, due to a tie, are not filled, will be subject to a new vote, using the same process, adjusting the number of votes that will be held by each Shareholder according to the number of positions to be filled.

§5. Whenever the election has been carried out using this process, the dismissal of any member of the Board of Directors, who does not have an elected alternate, by the General Meeting will imply the dismissal of the other members, proceeding to a new election; in other cases in which there is a vacancy in the Board of Directors, the first General Meeting will proceed with the election of the entire Board of Directors.

§6. While the Company remains under the control of a Shareholder or controlling group, as defined in article 116 of the Brazilian Corporation's Law, Shareholders representing 10% of the capital stock may request, as provided for in paragraphs 4 and 5 of article 141 of the Brazilian Corporation's Law, that the election of one of the members of the Board of Directors is carried out separately.

## **CHAPTER IV - MANAGEMENT**

### **Section I - Provisions common to management bodies**

**Article 14.** The Company will be managed by the Board of Directors and the Board of Executive Officers. The positions of Chairman of the Board of Directors and Chief Executive Officer – Grupo Carrefour Brasil (the Company's main executive) cannot be held by the same person.

§ 1. The Board of Directors and the Board of Executive Officers, for better performance of their functions, may create Committees or working groups with defined objectives, which shall act as auxiliary bodies without deliberative powers, always with the aim of advising them. The members of the Committees or working

groups will be appointed by the Board of Directors or by the Board of Executive Officers, as the case may be.

§ 2. The investiture of the members of the Board of Directors and of the Board of Executive Officers, effective and alternates, is conditioned to the signature of a term of investiture, which must include their subjection to the arbitration clause referred to in article 47 of these Bylaws.

§ 3. The Company's managers will remain in their positions until their substitutes take office (their respective term of office being extended until this date), unless otherwise resolved by the General Meeting or the Board of Directors, as the case may be.

**Article 15.** The General Meeting shall establish the global amount of the managers' remuneration. It will be incumbent upon the Board of Directors, at a meeting, to establish the global portion of the remuneration attributed to each body (as a whole).

**Article 16.** With the exception of the provisions of these Bylaws, any of the management bodies validly meets with the presence of the majority of their respective members and resolves by the vote of the majority of those present.

**Sole paragraph.** The prior call of the Board of Directors and Board of Executive Officers meeting is waived as a condition of its validity if all its members are present. If they are not physically present, the members of the Board of Directors and the Board of Executive Officers may express their vote through: (a) delegation of powers made in favor of another member of the respective body, (b) written vote sent in advance and (c) written vote transmitted by fax, electronic mail or any other means of communication, as well as by audio or videoconference system or other similar means, provided that they allow identification and effective participation in the meeting, so that the participants can simultaneously hear each other.

**Article 17.** Pursuant to Article 156 of the Brazilian Corporation's Law, the Company's managers who are in a situation of conflicting personal interest must inform the other members of the Board of Directors or the Board of Executive Officers of their impediment and have them recorded in the minutes of the Board meeting of Directors or the Board of Executive Officers, the nature and extent of their impediment.

**Article 18.** Within the limits established in this Article, the Company will indemnify and keep harmless its members of the Board of Directors, members of the Board of Executive Officers, members of advisory committees and other employees who exercise a management position or function in the Company (jointly or individually "Beneficiaries"), in the event of any damage or loss actually suffered by the Beneficiaries as a result of the regular exercise of their duties at the Company.

§ 1. The Company will not indemnify the Beneficiary for (i) acts performed outside the exercise of attributions or powers; (ii) acts with bad faith, willful misconduct, gross negligence or fraud; (iii) acts performed in their own interest or in the interests of third parties, to the detriment of the company's corporate interest; (iv) indemnities arising from a social action provided for in article 159 of the Brazilian Corporation's Law or compensation for losses referred to in article 11, § 5, II of Law No. 6,385, of December 7, 1976; and (v) other indemnity exclusions provided for in the indemnity agreement signed with the Beneficiary.

§ 2. If convicted, by a court, arbitration or administrative decision that has become final or for which there is no longer any appeal, due to acts performed (i) outside the exercise of its attributions; (ii) with bad faith, intent, gross negligence or fraud; or (iii) in its own interest or that of third parties, to the detriment of the Company's corporate interest, the Beneficiary shall reimburse the Company for all costs and

expenses incurred with legal assistance, pursuant to the legislation in force.

§ 3. The conditions and limitations of the indemnity object of this Article will be determined in an indemnity contract, whose standard model must be approved by the Board of Directors, without prejudice to the contracting of specific insurance to cover management risks.

## **Section II - Board of Directors**

### **Subsection I – Composition**

**Article 19.** The Board of Directors shall be composed of at least 5 (five) and at most 13 (thirteen) members, elected by the General Meeting, with a unified term of office of 1 (one) year, considering each year as the period between 2 (two) Ordinary General Meetings, with dismissal and reelection being permitted.

§ 1. At the General Meeting whose purpose is to resolve on the election of the members of the Board of Directors, the Shareholders must first establish the effective number of members of the Board of Directors to be elected.

§ 2. Among the members of the Board of Directors, at least 2 (two) or 20% (twenty percent), whichever is greater, must be independent directors, in accordance with the definition of the Novo Mercado Regulation, with the characterization of those appointed to the Board of Directors Management as independent directors be resolved at the general meeting that elects them.

§ 3. When, as a result of the calculation of the percentage referred to in the above paragraph, the result generates a fractional number, the Company must round up to the nearest whole number.

§ 4. The General Meeting may elect one or more alternates for the members of the Board of Directors, however, no more than 1 (one) alternate may be elected for each effective member of the Board of Directors.

§ 5. The Board of Directors will have 1 (one) Chairman, and 1 (one) Vice-Chairman, who will be elected by the majority of votes of those present, at the first meeting of the Board of Directors that takes place immediately after the inauguration of such members, or whenever resignation or vacancy occurs in those positions.

§6. In the event of a vacancy in the position of a member of the Board of Directors, the substitute will be appointed by the remaining directors and will serve until the next General Meeting.

### **Subsection II - Meetings**

**Article 20.** The Board of Directors will meet ordinarily at least 6 (six) times a year, according to the annual calendar to be approved by the Board of Directors at the first meeting to be held after the annual election, and extraordinarily, whenever necessary, by call made pursuant to Paragraph 1 of this Article. The Board of Directors may unanimously resolve on any matter that has not been included in the agenda.

§ 1. The notices for meetings of the Board of Directors must be delivered in writing by any means of communication, including e-mail, by the Chairman of the Board of Directors or by the Vice-Chairman, if the former is absent, to each member of the Board of Directors, with at least 8 (eight) days in advance of the meeting, and indicating the date, time, place, detailed agenda and documents to be discussed at that meeting. Any Director may, by means of a written request to the Chairman, request that a meeting be called or that items be included on the agenda.

§ 2. The Chairman of the Board of Directors will preside over the meetings of the Board of Directors, except in cases of absence or temporary impediment, provided for in Paragraph 5 below.

§ 3. Each director will be entitled to 1 (one) vote in the resolutions of the Board of Directors, and the resolutions of the Board of Directors will be taken by majority of its members present at the meeting.

§ 4. The chairman of any meeting of the Board of Directors shall not take into account and shall not compute the vote cast in breach of the terms of any Shareholders' agreement that may be duly filed at the Company's headquarters, as provided for in article 118 of the Brazilian Corporation's Law

§ 5. In the event of the President's absence or temporary impediment, if a Vice-Chairman has been appointed by the Board of Directors, the Vice-Chairman will perform the duties of the Chairman. If the Board of Directors has not appointed a Vice-Chairman, in the event of the Chairman's absence or temporary impediment, the Chairman's duties will be performed by another member of the Board of Directors appointed by the Chairman.

§ 6. In the event of permanent vacancy of the Chairman, the Vice-Chairman will automatically assume the position and must call a meeting of the Board of Directors within 60 (sixty) days from the vacancy date, for the appointment of the new Chairman of the Board of Directors of permanently, until the end of the original term of office, or call a General Meeting with the objective of appointing the new Chairman of the Board of Directors to replace him, until the end of the original term of office.

§ 7. In the event of absence or temporary impediment of a member of the Board of Directors, such absent or temporarily impeded member may be represented at the meetings of the Board of Directors by another member appointed in writing, who, in addition to his/her own vote, shall express the vote of the member absent or temporarily disabled.

§ 8. If the member of the Board of Directors to be represented is an Independent Director, then the member representing him/her must also be an Independent Director.

§ 9. All resolutions of the Board of Directors will be recorded in the minutes recorded in the Book of Minutes of Meetings of the Board of Directors.

### **Subsection III – Competence**

**Article 21.** The powers of the Board of Directors shall be established in the Internal Regulations of the Board of Directors, and, in addition to the attributions entrusted to it by applicable laws and regulations, by the Bylaws and by the Internal Regulations of the Board of Directors, it is also incumbent upon the Board of Directors:

I. to submit to the Annual General Meeting a proposal for the allocation of net income for the year, as well as resolve on the opportunity to draw up semi-annual balance sheets, or in shorter periods, and the payment of dividends or interest on equity arising from these balances, as well as resolve on the payment of interim or intermediate dividends to the account of retained earnings or profit reserves, existing in the last annual or half-yearly balance sheet;

II. to authorize the issuance of the Company's shares, within the limits authorized in Article 6 of these Bylaws, setting the number, price, payment term and conditions for issuing shares, and may also exclude the preemptive right or reduce the term minimum for its exercise in the issuance of shares, subscription warrants and convertible debentures, the placement of which is carried out through



sale on the stock exchange or by public subscription or through exchange for shares in a public offering for acquisition of control, under the terms established by law;

III. within the authorized capital limit, as provided for in Paragraph 2 of Article 6 of these Bylaws,

(i) to resolve on the issuance of subscription warrants and convertible debentures; (ii) in accordance with the plan approved by the General Meeting, to resolve on the granting of stock options to the managers and employees of the Company or its subsidiaries, excluding the preemptive right of Shareholders in the granting and exercise of stock options; and (iii) to approve a capital increase through the capitalization of profits or reserves, with or without stock bonus;

IV. to resolve on the negotiation of shares issued by the Company for the purpose of cancellation or holding in treasury and respective disposal, in compliance with the relevant legal provisions;

V. to resolve on the issuance of simple debentures and, whenever the limits of authorized capital are respected, debentures convertible into shares, and debentures of any class may be of any type or guarantee;

VI. to resolve, by delegation of the General Meeting, upon the issuance by the Company of debentures convertible into shares that exceed the authorized capital limit, on (i) the time and conditions of maturity, amortization or redemption, (ii) the time and conditions for the payment of interest, profit sharing and reimbursement premium, if any, and (iii) the subscription or placement method, as well as the type of debentures;

VII. to establish the value of the Board of Executive Officers for the issuance of any credit instruments for raising funds, whether commercial promissory notes, bonds, notes, commercial papers, or others of common use in the market, as well as to establish their issuance conditions and redemption, which may, in the cases defined, require the prior authorization of the Board of Directors as a condition of validity of the act;

VIII. to decide on the payment or credit of interest on equity to Shareholders, pursuant to applicable legislation;

IX. to manifest itself in favor or against any public offer for the acquisition of shares that has as its object shares or securities convertible or exchangeable for shares issued by the Company, by means of a prior reasoned opinion, published within 15 (fifteen) days of the publication of the notice of the public offer for the acquisition of shares, which must contain the Management's opinion on possible acceptance of the offer and on the economic value of the Company and manifestation on other points that the Board of Directors deems relevant, as well as the information required and by the Novo Mercado Regulation and the applicable rules established by the CVM;

X. to elect and dismiss the Officers and establish their compensation, within the limit of the annual global compensation approved by the General Meeting, and establish their functions and limits of power, which must be detailed in its internal regulations;

XI. to elect and dismiss the members of the Committees;

XII. to approve its own internal regulations and the internal regulations of the Board of Executive Officers and of all Committees;

XIII. to approve the Company's code of conduct and corporate policies related to (i) disclosure of information and trading in securities; (ii) risk management; (iii) related party transactions and conflict of interest management; (iv) management compensation; and (v) appointment of managers; and

XIV. to resolve on any matter submitted to it by the Board of Executive Officers and the Committees, as well as call the members of the Board of Executive Officers to joint meetings, whenever deemed necessary.

### **Section III - Board of Executive Officers**

#### **Subsection I - Composition**

**Article 22.** The Board of Executive Officers, whose members will be elected and removed at any time by the Board of Directors, will be composed of at least 2 (two) and at most 7 (seven) members, allocated in two distinct divisions, called "Holding Division" and "Atacadão Division".

§1. The Officers will have different designations and attributions based on the division to which they belong, as provided below:

I. The Holding Division will be composed of up to 4 (four) Officers: a Chief Executive Officer – Grupo Carrefour Brasil, a Vice Chairman Finance Officer – Grupo Carrefour Brasil, an Investor Relations Officer and an Executive Officer – Grupo Carrefour Brasil.

II. The Atacadão Division will be composed of up to 3 (three) Officers, being a Chief Executive Officer – Atacadão, a Vice Chairman of Finance – Atacadão and a Vice Chairman of Transactions – Atacadão.

III. The Officers may accumulate positions.

§ 2. The Company's Officers may only exercise their functions until the Annual General Meeting that resolves on the financial statements for the year in which they reach 70 (seventy) years of age is held, unless otherwise authorized by the Board of Directors, as possible exception to this retirement age rule.

#### **Subsection II - Election and Removal**

**Article 23.** The Officers shall be elected by the Board of Directors, for a unified term of office of 3 (three) years, considering each year the period between 2 (two) Annual General Meetings, reelection and dismissal being permitted.

§ 1. The Chief Executive Officer – Grupo Carrefour Brasil will be replaced: (i) in the event of removal or impediment for a period of up to 30 days, by another Officer appointed by him/her; (ii) in the event of leave for a period of more than 30 days and less than 120 days, by an Officer appointed by the Board of Directors, at a meeting specially called for this purpose; and (iii) in case of removal for a period equal to or greater than 120 days or vacancy, the Board of Directors shall be convened to promote the election of a new Chief Executive Officer – Grupo Carrefour Brasil, in accordance with the procedures established in these Bylaws.

§ 2. The other Officers (except for the Chief Executive Officer - Carrefour Brasil Group) will be replaced: (i) in cases of absence or impediment, as well as absence for a period of less than 120 days, by another Officer appointed by the Chief Executive Officer - Carrefour Brasil Group; and (ii) in case of absence for a period equal to or greater than 120 days or vacancy, the Board of Directors shall be called to promote the election of a new Officer.

**Article 24.** The Board of Executive Officers has all the powers to perform the acts necessary for the regular operation of the Company's business in its normal course.

#### **Subsection III - Competence**

**Article 25.** As provided below, the Board of Directors will have an internal charter that will specify the duties of each Division and its Officers. The Board of Directors

will ensure that the Officers comply with such separation, whose failure will be liable to liability and punishable by the Company. The Officers will only perform the functions related to the business of their respective Division, and, subject to the provisions of the applicable laws and regulations, they will not be responsible for the acts performed by the Officers of the other division. The Officers of the Atacadão Division shall report to the Holding Division in the exercise of their duties.

**Article 26.** The following acts are the exclusive and solely competence of the Officers of the Holding Division:

- I. to suggest to the Board of Directors, and after approval by the Board of Directors, to implement the macro business policy of the Company and its subsidiaries;
- II. to propose to the Board of Directors the annual budget, business plan, long-term strategic planning, expansion and investment plan of the Company and its subsidiaries;
- III. to annually prepare, review and approve, for evaluation by the Board of Directors, the financial statements and the report and accounts of the Board of Executive Officers;
- IV. to implement any decision taken by the Board of Directors in relation to the Company's subsidiaries;
- V. to represent the Company as a Shareholder, partner or quotaholder in corporate resolutions of its subsidiaries;
- VI. to suggest to the Board of Directors and implement general policies to be observed by the Company and all its subsidiaries;
- VII. to supervise and manage the areas or functions of internal controls, risk management, legal, tax, consolidation and financial reporting of the Company and all its subsidiaries;
- VIII. to supervise and manage the public relations of the Company and its subsidiaries, in particular, vis-à-vis the authorities, the press, investors, Shareholders and rating agencies; and
- IX. to manage and supervise the cash and indebtedness levels of the Company and its subsidiaries, including the decision to enter into financial agreements.

**Article 27.** The following acts are the responsibility of the Directors of the Atacadão Division, under the supervision of the Officers of the Holding Division:

- I. to operate and manage all businesses and operations carried out under the Atacadão brand; and
- II. to coordinate, manage, direct and supervise all activities ancillary to the operations carried out under the Atacadão brand, including the supervision of the departments related to commercial, logistics, planning and human resources operations and the employees of the Atacadão Division.

**Article 28.** The competence of the Officers will be restricted to certain divisions, which will be identified in the act of their appointment. Without prejudice to the other powers attributed to the Officers by law, regulation, by these Bylaws and by the Board of Directors, it is incumbent upon:

- I. the Chief Executive Officer – Carrefour Brasil Group (within both divisions):
  - (i) to implement the resolutions of the General Meetings and the Board of Directors;
  - (ii) to establish goals and objectives for the Company and its subsidiaries;
  - (iii) to coordinate, manage, direct and supervise the commercial, logistics,

planning and human resources areas, as well as all the Company's businesses and operations;

(iv) to direct and guide the performance of market analysis, quality policy and guidelines as well as the implementation of standards, methods and operational routines;

(v) to coordinate the activities of the other Officers and employees of their respective divisions;

(vi) to direct, at the highest level, the Company's public relations and guide institutional publicity;

(vii) to convene and preside over Board meetings;

(viii) to approve the Company's organizational structure;

(ix) to direct the activities related to the general and legal planning areas or functions of the Company and its subsidiaries;

(x) to suggest to the Board of Directors, and after approval by the Board of Directors, implement the macro business policy of the Company and its subsidiaries;

(xi) to propose to the Board of Directors the annual budget, business plan, long-term strategic planning, expansion and investment plan of the Company and its subsidiaries and implement them, as applicable, after approval by the Board of Directors;

(xii) to annually prepare, for review and approval by the Board of Directors, the Company's financial statements and management report;

(xiii) to implement any decision taken by the Board of Directors in relation to the Company's subsidiaries;

(xiv) to represent the Company as a Shareholder, partner or quotaholder in corporate resolutions of its subsidiaries;

(xv) to suggest to the Board of Directors and implement general policies to be observed by the Company and all its subsidiaries;

(xvi) to supervise and manage the public relations of the Company and its subsidiaries; and

(xvii) other duties assigned to it, from time to time, as determined by the Board of Directors.

II. to the Chief Executive Officer – Atacadão (within the Atacadão Division):

(i) to implement the annual budget, business plan, long-term strategic planning and expansion and investment plan, as the case may be, within the Atacadão Division, subject to discussion with the other Officers, after approval by the Board of Management;

(ii) to coordinate, manage, direct and supervise the commercial, logistics, planning, human resources areas, employees of the Atacadão Division, as well as all the businesses and operations of the Atacadão Division; and

(iii) to direct and guide the performance of market analysis, quality policy and guidelines, as well as the implementation of norms, methods and operational routines of the Atacadão Division.

The Chief Executive Officer-Atacadão shall report to the Chief Executive Officer – Grupo Carrefour Brasil in the exercise of his duties.

III. to the Vice Chairman of Finance – Carrefour Brasil Group (within both divisions):

- (i) to coordinate, manage and supervise the Company's financial, accounting and management control areas, being responsible for directing and guiding the preparation of the annual budget of both divisions;
- (ii) to monitor the Company's treasury activities, including fundraising and management;
- (iii) to supervise and manage the areas or functions of internal controls, risk management, tax, consolidation and financial reporting of the Company and its subsidiaries;
- (iv) to supervise and manage the relationship with risk rating agencies;
- (v) to supervise and manage the cash and indebtedness levels of the Company and its subsidiaries, including the decision to enter into financial agreements;
- (vi) all other administrative matters that are not expressly attributed to the other Officers; and
- (vii) other attributions that may be determined from time to time by the Chief Executive Officer – Grupo Carrefour Brasil.

IV. to the Vice Chairman of Finance – Atacadão (within the Atacadão Division):

- (i) to coordinate, manage and supervise the financial, accounting and management control areas of the Atacadão Division, being responsible for directing and guiding the preparation of the annual budget of the Atacadão Division;
- (ii) to supervise and manage the areas or functions of internal controls, risk management, consolidation and financial reporting of the Atacadão Division;
- (iii) all other administrative matters related to the Atacadão Division that are not expressly attributed to the other Officers; and
- (iv) other attributions that may be determined from time to time by the Chief Executive Officer – Atacadão Division.

The Vice Chairman of Finance - Atacadão shall report to the Vice Chairman of Finance - Grupo Carrefour Brasil in the exercise of his duties.

VII. To the Investor Relations Officer:

- (i) to provide information to investors, the CVM, the stock exchanges or over-the-counter markets where the Company's securities are traded;
- (ii) to keep the Company's registration updated in accordance with the applicable CVM regulation and meet the other requirements of this regulation; and

VIII. other attributions that may be determined from time to time by the Chief Executive Officer – Grupo Carrefour Brasil.

IX. To the Executive Director – Grupo Carrefour Brasil, all other attributions that may be, from time to time, determined by the Chief Executive Officer – Grupo Carrefour Brasil.

X. To the Vice Chairman of Transactions – Atacadão (within the Atacadão Division), all the attributions that may be, from time to time, determined by the Chief Executive Officer – Atacadão.

#### **Subsection IV - Meetings**

**Article 29.** The Board of Executive Officers validly meets with the presence of half plus one of the elected Officers and decides by the vote of the majority of those present.

§ 1. It is incumbent upon the Board, as a collegiate body:

I. to approve and submit, annually, the management report to the Board of Directors and the Company's financial statements accompanied by the report of the independent auditors (in draft form), as well as the proposal for the allocation of profits calculated in the previous year, for consideration the Board of Directors and the General Meeting, which will be prepared by the Officers of the Holding Division;

II. to propose to the Board of Directors the annual budget, business plan, long-term strategic planning and expansion and investment plans of the Holding Division and Atacadão Division, as applicable, to be prepared by the Officers of the respective divisions;

III. to resolve on the opening and closing of branches, warehouses, distribution centers, offices, agencies, representations for its own account or for third parties, anywhere in the country or abroad, observing the specific competences of each Division; and

IV. decide on any matter that is not the exclusive competence of the General Meeting or the Board of Directors.

§ 2. Calls for meetings will be made by means of a written notice delivered at least 2 (two) business days in advance, which must include the agenda, date, time and place of the meeting.

§ 3. Minutes of Board meetings will be recorded in the Board Meeting Minute Book.

#### **Subsection V - Company Representation**

**Article 30.** Subject to the separation of powers provided for in these Bylaws, the Company will be legally represented by, and will be obliged:

(i) by the isolated signature of the Chief Executive Officer – Carrefour Brasil Group (within both divisions) or of the Chief Executive Officer – Atacadão (within the Atacadão Division);

(ii) by the joint signature of two Officers of the Holding Division (within both divisions) or of two Officers of the Atacadão Division (within the Atacadão Division);

(iii) by the signature of an Officers of the Holding Division together with an attorney-in-fact (within both divisions) or of an Officer of the Atacadão Division, together with an attorney-in-fact (within the Atacadão Division); or

(iv) by two attorneys-in-fact signing together, in compliance with the provisions of Paragraph 1 of this Article.

§ 1. Subject to the restrictions contained in these Bylaws, an Officer acting alone or an attorney-in-fact with sufficient powers may bind the Company in the issuance and endorsement of trade bills, checks, bills of exchange and promissory notes as well as in the collection, guarantee or discount with deposit of funds in the accounts Company's bank accounts, or even for the issuance of receipts configuring payments made to the Company through nominative checks, signatures of credit opening agreements. The representation of the Company before any agencies, departments and public, federal, state and municipal agencies, autarchies and carrying out financial investments on behalf of the Company, with a term not exceeding one year and with financial institutions, will also be incumbent upon a single Officer acting alone or to an attorney invested with sufficient powers.

§ 2. The Board of Directors may authorize the practice of specific acts that bind the Company through the signature of only one Officer or a duly constituted attorney-in-fact, or even establish competence and authority for the performance of acts by a single representative.

**Article 31.** The power of attorney granted by the Company will be signed:

(i) individually by the Chief Executive Officer – Carrefour Brasil Group (within both divisions) or by the Chief Executive Officer – Atacadão (within the Atacadão Division); or

(ii) by any two other Officers of the Holding Division (within both divisions) or Officers of the Atacadão Division (within the Atacadão Division), acting jointly, and, in all cases, will contain specific powers that will observe the restrictions contained in these Bylaws and will have limited validity period.

§ 1. Powers relating to the respective division may only be delegated by the Officers. The Officers of the Holding Division may grant powers within both divisions and the Officers of the Atacadão Division may grant powers within the Atacadão Division. The Board of Directors will have the right to authorize the granting of powers of attorney by any director individually, establishing the duration period and the powers to be granted, with due observance of the matters subject to the General Meeting, under the terms of the applicable law.

§ 2. The powers of attorney containing ad judicia powers granted to lawyers to defend the Company's rights and interests in administrative or judicial proceedings may be for an indefinite period.

#### **Section IV - Committees of the Board of Directors**

**Article 32.** In addition to other advisory committees, the Company will have the following permanent and mandatory Committees to advise the Board of Directors: (i) Statutory Audit Committee; (ii) Strategy and Transformational Projects Committee; and (iii) Talent, Culture and Integration Committee.

§ 1. The Committees shall exercise their functions in relation to the companies in which the Company participates.

§ 2. The Board of Directors may establish internal regulations for the functioning of the Committees.

##### **Subsection I - Statutory Audit Committee**

**Article 33.** The Statutory Audit Committee, established as a permanent advisory committee to the Board of Directors, will be composed of at least 3 (three) members, appointed by the Board of Directors, at least 1 (one) of whom must be an Independent Director, as defined in the Novo Mercado Regulation, and at least 1 (one) must have recognized experience in corporate accounting matters.

§ 1. The same member of the Statutory Audit Committee can accumulate both characteristics referred to in the caput of this Article.

§ 2. The Board of Directors will approve the internal regulations of the Statutory Audit Committee, which will stipulate rules for convening, installing, voting, the activities of the coordinator and the frequency of committee meetings, term of office and qualification requirements of its members, among other subjects.

**Article 34.** It is incumbent upon the Statutory Audit Committee to:

I. opine to the Board of Directors on the hiring or dismissal of the Company's independent audit services, and advise the Board of Directors on hiring the independent audit firm to perform non-audit services;

II. monitor the activities of the Company's internal audit and internal controls area, monitoring the effectiveness and adequacy of its structure, and the quality and integrity of the internal and independent audit processes, proposing recommendations for improvements to the Board of Directors, if necessary;

III. oversee the Company's internal controls and financial reporting and consolidation departments and any other departments responsible for preparing the

Company's financial statements;

IV. evaluate the Company's quarterly financial information, interim statements and annual financial statements;

V. monitor the quality and integrity of (i) internal control mechanisms; and (ii) information and measurements disclosed based on accounting and non-accounting data that add elements not provided for in the structure of the usual reports of financial statements, proposing recommendations, if necessary;

VI. assess and monitor the risk exposures incurred by the Company, with powers to request detailed information on policies and procedures related to: (i) management compensation; (ii) the use of the Company's assets; and (iii) expenses incurred on behalf of the Company;

VII. evaluate and monitor and recommend to management the correction and improvement of the Company's internal policies, including the Related Party Transactions Policy.

VIII. have means for receiving and processing information about non-compliance with legal and regulatory provisions applicable to the Company, in addition to internal regulations and codes, including the provision of specific procedures for the protection of providers and confidentiality of information.

**Sole paragraph.** The Statutory Audit Committee shall prepare a summary annual report, to be presented together with the financial statements, containing a description of the activities carried out during the period, indicating the meetings held, the main subjects discussed, the results and conclusions reached, and highlighting the recommendations made to the Board of Directors and any situations in which there is significant divergence between the Company's Board of Executive Officers, the independent auditors and the Statutory Audit Committee in relation to the Company's financial statements.

### **Subsection II - Strategy Committee**

**Article 35.** The Strategy and Transformational Projects Committee, established as a permanent advisory committee to the Board of Directors, will be composed of at least 3 (three) members, appointed by the Board of Directors.

**Sole paragraph.** The Board of Directors must approve the Strategy and Transformational Projects Committee's internal regulations, which will establish its powers and its own operational guidelines, including the rules applicable to the meetings of the Strategy and Transformational Projects Committee and its members.

### **Subsection III - Human Resources Committee**

**Article 36.** The Talent, Culture and Integration Committee, established as a permanent advisory committee to the Board of Directors, will be composed of at least 3 (three) members, appointed by the Board of Directors.

§ 1. The Board of Directors must approve the internal regulations of the Talent, Culture and Integration Committee, which will establish its powers and its own operational guidelines, including the rules applicable to the meetings of the Talent, Culture and Integration Committee and its members.

§ 2. The Chief Executive Officer – Grupo Carrefour Brasil will be invited to participate in the meetings of the Talent, Culture and Integration Committee, when necessary.

## **CHAPTER V - FISCAL COUNCIL**

**Article 37.** The Fiscal Council shall function on a non-permanent basis, with the



powers and attributions conferred on it by the Brazilian Corporation's Law. The Fiscal Council shall only be installed by resolution of the General Meeting, at the request of Shareholders representing the percentage required by law or by the regulations of CVM.

**Article 38.** When installed, the Fiscal Council will be composed of at least 3 (three) and at most 5 (five) members and an equal number of alternates (Shareholders or not), all of them qualified in accordance with the legal provisions.

§ 1. The members of the Fiscal Council must be elected by the General Meeting that approves its installation. Their term of office shall expire upon the holding of the first Annual General Meeting held after their election, and they may be removed and re-elected.

§ 2. The members of the Fiscal Council, at their first meeting, will elect their Chairman.

§ 3. The investiture of the members of the Fiscal Council, effective and alternates, is conditioned to the signature of the instrument of investiture, which must include their subjection to the arbitration clause referred to in article 47 of these Bylaws.

§ 4. The members of the Fiscal Council will be replaced, in their absences and impediments, by the respective alternate.

§ 5. In the event of a vacancy in the position of member of the Fiscal Council, the respective alternate will take his place; if there is no alternate, the General Meeting will be convened to proceed with the election of a member for the vacant position.

**Article 39.** When installed, the Fiscal Council will meet whenever necessary, being responsible for all the attributions entrusted to it by law.

§ 1. The meetings will be called by the Chairman of the Fiscal Council on his own initiative or at the written request of any of its members. Regardless of any formalities, the meeting attended by all the members of the Fiscal Council will be considered regularly convened.

§ 2. The resolutions of the Fiscal Council must be approved by an absolute majority of votes. For a meeting to be installed, the majority of its members must be present.

§ 3. All resolutions of the Fiscal Council will be recorded in the respective book of Minutes and Opinions of the Fiscal Council and signed by the directors present.

**Article 40.** The remuneration of the members of the Fiscal Council will be fixed by the General Meeting that elects them, in compliance with paragraph 3 of article 162 of the Brazilian Corporation's Law

## **CHAPTER VI - FISCAL YEAR AND DISTRIBUTION OF PROFITS**

**Article 41.** The fiscal year coincides with the calendar year. At the end of each fiscal year, the financial statements provided for by law will be prepared.

§ 1. In addition to the financial statements at the end of each fiscal year, the Company will prepare the quarterly financial statements, in compliance with the relevant legal precepts.

§ 2. Together with the financial statements for the year, the Company's management bodies will submit to the Annual Shareholders' Meeting a proposal on the destination to be given to the net income, in compliance with the provisions of these Bylaws and the Brazilian Corporation's Law

§ 3. Any accumulated losses and the provision for income tax and social contribution will be deducted from the income for the year, before any participation.

**Article 42.** After making the deductions contemplated in the above Article, the net

income must be allocated as follows:

I. 5% (five percent) will be applied, before any other allocation, for the constitution of the legal reserve, which will not exceed 20% (twenty percent) of the Company's capital stock;

II. a portion of the net income, as proposed by the management bodies, may be allocated to the formation of a reserve for contingencies, pursuant to article 195 of the Brazilian Corporation's Law;

III. the portion of net income resulting from government subsidies for investments may be allocated to the tax incentive reserve, which may be excluded from the calculation basis of the mandatory dividend;

IV. in the year in which the amount of the mandatory dividend, calculated under the terms of item VI below, exceeds the realized portion of the profit for the year, the General Meeting may, at the proposal of the management bodies, allocate the excess to the constitution of an unrealized profit reserve, subject to the provisions of article 197 of the Brazilian Corporation's Law;

V. a portion not exceeding the difference between (i) 99.9% (ninety-nine and nine-tenths percent) of the adjusted annual net income as provided for in article 202 of the Brazilian Corporation's Law (including, therefore, any allocation of portion of net income to constitute a reserve for contingencies) and (ii) the reserve indicated in Item III above, may be allocated to the formation of a reserve for investments and working capital, which will have the purpose of funding investments for growth and expansion and financing the working capital of the company, with the exception that the accumulated balance of this reserve cannot exceed 100% (one hundred percent) of the Company's capital stock; and

VI. the remaining balance will be distributed to Shareholders as dividends, ensuring the distribution of the minimum mandatory dividend, in each year, not less than 0.1% (one tenth percent) of the adjusted annual net income, as provided for by article 202 of the Brazilian Corporation's Law SA

§ 1. The mandatory dividend provided for in Item VI in the caput of this Article will not be paid in the years in which the Board of Directors informs the Annual Shareholders' Meeting that it is incompatible with the Company's financial situation. The Supervisory Board, if in operation, must issue an opinion on this information within 5 days of the General Meeting, and the Directors must file a reasoned report with the CVM, justifying the information transmitted to the General Meeting.

§ 2. Retained earnings pursuant to Paragraph 1 of this Article shall be recorded as a special reserve and, if not absorbed by losses in subsequent years, shall be paid as a dividend as soon as the Company's financial situation permits.

**Article 43.** The Company, by resolution of the Board of Directors, may:

I. distribute dividends based on profits determined in the semi-annual balance sheets;

II. draw up balance sheets for periods of less than one semester and distribute dividends based on the profits recorded therein, provided that the total dividends paid in each semester of the fiscal year does not exceed the amount of capital reserves referred to in article 182, paragraph 1 of the Brazilian Corporation's Law;

III. distribute interim dividends, the retained earnings account or profit reserves existing in the last annual or semi-annual balance sheet; and

IV. credit or pay to Shareholders, at the frequency they decide, interest on own capital, which will be attributed to the amount of dividends to be distributed by the Company, starting to integrate them for all legal purposes.

**Article 44.** The General Meeting may resolve on the capitalization of profit or capital reserves, including those established in interim balance sheets, in compliance with the applicable legislation, without prejudice to the provisions of Article 6, Paragraph 2 of these Bylaws.

**Article 45.** Dividends not received or claimed will expire within 3 (three) years, counting from the date on which they were made available to the Shareholder, and will revert to the Company.

## **CHAPTER VII - DISPOSAL OF SHAREHOLDING CONTROL**

**Article 46.** The direct or indirect sale of the Company's control, either through a single operation or through successive operations, must be contracted under the condition that the acquirer of control undertakes to carry out a public offer for the acquisition of shares having as its object the shares issued by the Company held by the other Shareholders, observing the conditions and deadlines provided for in the legislation and regulations in force and in the Novo Mercado Regulation, in order to ensure them equal treatment with that given to the seller.

## **CHAPTER VIII - ARBITRAL JUDGMENT**

**Article 47.** The Company, its Shareholders, managers, members of the fiscal council, effective and alternates, if any, undertake to resolve, through arbitration, before the Market Arbitration Chamber, in the form of its regulation, any dispute that may arise among them, related to or arising from its status as issuer, Shareholders, managers, and members of the fiscal council, in particular, arising from the provisions contained in Law No. 6,385/76, in the Brazilian Corporation's Law, in the Company's bylaws, in the rules issued by the National Monetary Council, the Central Bank of Brazil and the Securities and Exchange Commission, as well as in the other rules applicable to the operation of the capital market in general, in addition to those contained in the Novo Mercado Regulation, the other regulations of B3 and the Novo Mercado Participation Agreement.

§ 1. Without prejudice to the validity of this arbitration clause, if the Arbitral Tribunal has not yet been constituted, the parties may directly request from the Judiciary the necessary conservatory measures to prevent irreparable or difficult to repair damage, and such proceeding will not be considered a waiver of arbitration, pursuant to item 5.1.3 of the Arbitration Rules of the Market Arbitration Chamber.

§ 2. Brazilian law will be the only one applicable to the merits of any and all disputes, as well as to the execution, interpretation and validity of this arbitration clause. The Arbitral Tribunal will be formed by three arbitrators chosen in the manner established in the Arbitration Rules of the Market Arbitration Chamber. The arbitration procedure will take place in the City of São Paulo, State of São Paulo, the place where the arbitration award shall be rendered. The arbitration shall be administered by the Market Arbitration Chamber itself, being conducted and judged in accordance with the relevant provisions of the Arbitration Rules, in Portuguese.

## **CHAPTER IX - LIQUIDATION OF THE COMPANY**

**Article 48.** The Company will go into liquidation in the cases determined by law, and the Shareholders' Meeting will be responsible for electing the liquidator or liquidators, as well as the Fiscal Council that shall function during this period, in compliance with legal formalities.

## **CHAPTER X - FINAL AND TEMPORARY PROVISIONS**

**Article 49.** Cases not covered by these Bylaws shall be resolved by the General Meeting and regulated in accordance with the provisions of the Brazilian Corporation's Law, in compliance with the provisions of the Novo Mercado

Regulation.

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