
ATACADÃO S.A.

CNPJ nº 75.315.333/0001-09

NIRE 35.300.043.154

**MINUTES OF THE BOARD OF DIRECTORS' MEETING HELD ON MARCH 6,
2025**

- 1. Date, Time and Place:** The members of the Board of Directors of Atacadão S.A. ("Company") met virtually on March 6, 2025, at 10:00 a.m.
- 2. Attendance:** All members of the Company's Board of Directors were present, either through video conference, by conference call, and/or duly represented.
- 3. Presiding Board:** Chairman: Alexandre Pierre Alain Bompard; Secretary: Eric Alencar.
- 4. Agenda:** Review, analyze, discuss and resolve on the following in the context of the proposed corporate reorganization to unify the shareholder bases of the Company and Carrefour S.A. ("Transaction"):
 - (A)** according to the recommendation of the Independent Committee, approve the execution, by the Company, of the first amendment to the Merger of Shares Agreement ("Amendment to the Merger of Shares Agreement");
 - (B)** approve the execution, by the Company, of the Protocol and Justification of the Merger of Shares, which contains the terms and conditions of the Transaction, including all of its exhibits;
 - (C)** approve the management proposal to amend the caput of Article 5 of the bylaws in order to update the Company's fully subscribed and paid-in share capital, within the authorized capital, due to the exercise of stock options, as per the increase in the Company's share capital approved at the Company's Board of Directors' meeting held on September 10, 2024, and consolidation of the bylaws;
 - (D)** approve the management proposal to increase in the Company's share capital through the capitalization of the profits reserve in the amount of seven billion, three hundred and forty-five million reais (BRL 7,345,000,000.00), without the issuance of shares, with the consequent amendment of Article 5 of the bylaws and consolidation of the bylaws;
 - (E)** approve the submission of the Transaction and the profit capitalization to the

shareholders of the Company, upon the call notice of the Extraordinary Shareholders' Meeting ("EGM"), to be held on April 7, 2025;

- (F)** approve the Management Proposal to be submitted to the EGM; and
- (G)** approve the authorization to the managers of the Company to exercise all acts necessary to the implementation of the resolutions above.

5. Resolutions:

After reviewing, analyzing, and discussing the matters included in the agenda, the members of the Board of Directors, unanimously and without any reservations, approved:

- (A)** according to the recommendation of the Independent Committee, the execution, by the Company, of the First Amendment to the Merger of Shares Agreement, according to the draft presented by the Management to the Board of Directors and filed in the headquarters of the Company;
- (B)** the execution, by the Company, of the Protocol and Justification of the Merger of Shares, which contains the terms and conditions of the Transaction, including all of its exhibits ("Protocol and Justification"), according to the draft presented by the Management to the Board of Directors and filed in the headquarters of the Company;
- (C)** the management proposal to amend the caput of Article 5 of the bylaws in order to update the Company's fully subscribed and paid-in share capital, within the authorized capital, due to the exercise of stock options, as per the increase in the Company's share capital approved at the Company's Board of Directors' meeting held on September 10, 2024, and consolidation of the bylaws;
- (D)** the management proposal to increase the Company's share capital through the capitalization of the profits reserve in the amount of seven billion, three hundred and forty-five million reais (BRL 7,345,000,000.00), without the issuance of shares, and consolidation of the bylaws ("Profit Capitalization");
- (E)** the submission of the Merger of Shares to the shareholders of the Company, upon the call notice of the Extraordinary Shareholders' Meeting ("EGM"), to be held on April 7, 2025, to resolve on the following agenda: "in a special resolution to be taken by the Company's free float present at the EGM, (i) as a condition for the resolution referred to in item "ii" below, examine, review and approve the proposed corporate reorganization to unify the shareholder bases of the Company and Carrefour S.A. ("Transaction") and the waiver of the requirement to list MergerSub on the Novo Mercado segment of B3 S.A. – Brasil, Bolsa, Balcão, for the purposes of adopting the

recommendation for approval by the majority of non-controlling shareholders provided for in CVM Guidance Opinion No. 35, of September 1, 2008 ("Guidance Opinion 35") and in compliance with article 46, sole paragraph of the Novo Mercado Regulation; and in a resolution to be taken by all the Company's shareholders present at the EGM, (ii) conditioned upon the approval of item (i) above, examine and approve the following acts relating to the Transaction (a) ratification of the the appointment of the specialized company, Apsis Consultoria Empresarial Ltda. (CNPJ/MF No. 08.681.365/0001-30), responsible for the preparation of the Transaction's appraisal reports; (b) approval of the appraisal report for purposes of Art. 252, §1st of Brazilian Corporation Law and the appraisal report for purposes of Art. 264 of the Brazilian Corporation Law; (c) approval of the Protocol and Justification of the Merger of Shares of the Company by and into MergerSub ("Protocol and Justification"), executed on March 6, 2025, between the Company and MergerSub ("Merger of Shares"); (d) approval of the Merger of Shares, subject to conditions precedent, according to the Protocol and Justification; and (e) authorization for the managers of the Company to exercise any and all acts necessary to the implementation of the Transaction; (iii) approve an amendment to the caput of Article 5 of the bylaws in order to update the Company's fully subscribed and paid-in share capital, within the authorized capital, due to the exercise of stock options, as per the increase in the Company's share capital approved at the Company's Board of Directors' meeting held on September 10, 2024, and consolidation of the bylaws; and (iv) conditioned upon the approval of items (i),(ii) and (iii) above, approve the increase in the Company's share capital through the capitalization of the profits reserves in the amount of seven billion, three hundred and forty-five million reais (BRL 7,345,000,000.00), without the issuance of shares, with the consequent amendment of the caput of Article 5 of the bylaws and consolidation of the bylaws";

(F) the Management Proposal to be submitted to the EGM; and

(G) the authorization to the managers of the Company to exercise all acts necessary to the implementation of the resolutions above, including the execution of the First Amendment to the Merger of Shares Agreement, and the Protocol and Justification representing the Company, publishing the call notice of the EGM and timely release the information required by applicable law and regulations.

6. Closing: There being nothing further to discuss, the meeting was adjourned, these minutes were drawn up and after being read, revised and found to be in order, were signed by all the present members. São Paulo, March 6, 2025. Members of the Board of Directors: Alexandre Bompard (Chairman of the Board of Directors); Carine Kraus; Flavia Almeida; Eduardo Rossi; Laurent Vallée; Elodie Perthuisot; Marcelo D'Arienzo; Matthieu Malige; Stéphane Maquaire; Jérôme Nanty; Vânia Neves; Claudia Filipa Henriques de Almeida e Silva Matos Sequeira;

Alexandre Szapiro.

The Secretary certifies that this is an authentic summary of the minutes of the meeting held on the same date, recorded in the Minutes Book, in accordance with Article 130 of Law No. 6,404/76.

São Paulo, March 6, 2025.

Secretary
Eric Alencar