



SUMMARY

| | | |
|-----|---|----|
| 1. | PURPOSE | 2 |
| 2. | DEFINITIONS | 2 |
| 3. | PRINCIPLES | 3 |
| 4. | DISCLOSURE PROCEDURES | 3 |
| 5. | EXCEPTION TO DISCLOSURE | 5 |
| 6. | PROCEDURES TO PRESERVE CONFIDENTIALITY..... | 6 |
| 7. | MONITORING OF THE DISCLOSURE POLICY | 7 |
| 8. | AMENDMENT TO THE DISCLOSURE POLICY | 8 |
| 9. | REPORTING PROCEDURES REGARDING MANAGERS' TRANSACTIONS..... | 8 |
| 10. | REPORTING AND DISCLOSURE PROCEDURES REGARDING RELEVANT TRANSACTIONS | 9 |
| 11. | INFRINGEMENTS AND SANCTIONS..... | 9 |
| 12. | MISCELLANEOUS PROVISIONS | 9 |
| 13. | EFFECTIVENESS | 10 |
| | EXHIBIT A | 11 |
| | EXHIBIT B..... | 12 |
| | EXHIBIT C..... | 13 |
| | EXHIBIT D | 14 |

1. PURPOSE

1.1. The present “*Material Act or Fact Disclosure Policy*” of **C&A MODAS S.A.**, as approved in a meeting of the Board of Directors of the Company, aims at governing internal procedures to be adopted for purposes of full compliance with legal and regulatory provisions regarding the disclosure of any material act or fact, in accordance with CVM Rule 358 (as defined below).

2. DEFINITIONS

2.1. Capitalized terms and expressions listed herein below, when used in this Policy, shall have the following meanings:

2.1.1. “Controlling Shareholder”: the shareholder or the group of shareholders bound to a shareholders' agreement or under common control, that exercise the controlling power, either directly or indirectly, over the Company, in accordance with the provisions of the Brazilian Corporations Law.

2.1.2. “Material Act or Fact”: any decision of the Controlling Shareholder, resolution of the general meeting or of the Company's management bodies, or any other act of fact of political-administrative, technical, business or economic-financial nature occurred or related to the Company's affairs, liable to influence, on a measurable manner: **(a)** the Securities' price; **(b)** the investors' decision to purchase, sell or keep such Securities; or **(c)** the investors' decision to exercise any rights inherent to their condition as Securities' owner, including, without limitation, the potentially material acts or fact listed in **Exhibit A** to this Policy.

2.1.3. “Company”: C&A MODAS S.A.

2.1.4. “Board of Directors” means the board of directors of the Company.

2.1.5. “CVM”: means the Brazilian Securities Commission.

2.1.6. “Business Day”: any day on which commercial banks are open for business/the public in the city of São Paulo, State of São Paulo.

2.1.7. “Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer”: the Company's officer elected to exercise the duties provided for in CVM's rules and regulations, including the enforcement, monitoring and supervising of this Policy.

2.1.8. “Market Entities”: the set of stock exchanges or organized OTC market entities in which Securities are or may be admitted to trading, as well as equivalent entities in other countries.

2.1.9. “CVM Rule 358”: the Rule issued by the CVM under nº 358 on January 03, 2002, as amended.

2.1.10. “Brazilian Corporations Law”: Law 6.404, of December 15, 1976, as amended.

2.1.11. “Relevant Transaction”: The transaction or set of transactions as a result of which direct or indirect interest held by: **(i)** the direct or indirect Controlling Shareholder; and/or **(b)** the shareholders electing the members of the Board of Directors or of the Fiscal Council; and/or **(iii)** any natural or legal person; and/or **(iv)** the group of persons, acting together or representing the same interest, shall exceed, upward or downward, the thresholds of five per cent (5%), ten per cent (10%), fifteen per cent (15%), and so on and so forth, of any type or class of shares representing the capital stock of the Company.

2.1.12. **“Policy”**: is this *“Material Act or Fact Disclosure Policy of C&A Modas S.A.”*

2.1.13. **“Securities”**: any shares, convertible or non-convertible debentures, real estate receivables certificates, subscription warrants, subscription receipts and rights, promissory notes, call or put options or derivatives of any kind, or any other bonds or collective investment agreements issued by the Company or referenced to them that, by virtue of legal determination, are deemed as a “security”.

3. PRINCIPLES

3.1. This Policy is based upon the following principles and purposes:

- (i) rendering of complete information to the Company’s shareholders and investors;
- (ii) assurance of a broad and immediate disclosure of any Material Act or Fact;
- (iii) affording equal access to public information regarding the Company to every shareholder and investor;
- (iv) maintaining the confidentiality of any non-disclosed Material Act or Fact;
- (v) cooperating for the stability and development of the Brazilian capital market; and
- (vi) consolidating good corporate governance practices within the Company.

4. DISCLOSURE PROCEDURES

4.1. The Vice-Chief Executive, Administrative, Finance and Investors’ Relations Officer is in charge of the disclosure and reporting of any Material Act or Fact to the CVM and to Market Entities, as well as of carrying out other procedures provided for in this Policy.

4.1.1. A Material Act or Fact shall be:

- (a) disclosed through a news portal having a webpage in the Internet that provides, in a section available for free access, the information in its entirety; and
- (b) made available: (i) on the page of the Sistema Empresas.Net (the CVM’s periodic and eventual information remittance system); and (ii) on the Company’s Investors’ Relations’ website (www.ri.cea.com.br), with contents at least identical to those remitted to the CVM.

4.1.2. Information transmitted by the Material Act or Fact shall be presented in a clear and accurate manner, in plain language and readily-understandable by the investor public. Whenever any technical concept shall be used that, at the discretion of the Vice-Chief Executive, Administrative, Finance and Investors’ Relations Officer, is deemed of greater complexity, the disclosed information should include an explanation of its meaning.

4.2. In the event of disclosure of a Material Act or Fact by any other communication means, including a press release, or in meetings with class entities, investors, analysts or a selected public, in Brazil or abroad, the Vice-Chief Executive, Administrative, Finance and Investors’ Relations Officer shall concurrently disclose the pertinent information to the market, in the manner established in this Policy.

4.3. The Controlling Shareholder, officers, members of the Board of Directors, of the Fiscal Council and of any corporate bodies having technical or consulting duties created by virtue of by-laws provisions, when operating, who shall have executed the instrument attached hereto as **Exhibit B**, as well as any employee of the Company having access to information regarding any Material Act or Fact according to Clause 6.3 of this Policy, shall be liable for reporting to the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer any and all Material Act or Fact of which they have knowledge and know that the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer has not yet been made aware of, who shall then proceed with its disclosure in accordance with this Policy.

4.3.1. The persons referred to in Clause 4.3 above shall verify whether the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer took the steps established in this Policy with regard to the disclosure of the relevant information.

4.3.2. The communication to the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer referred to in Clause 4.3 above shall be made by electronic mail, sent to the address: ri@cea.com.br.

4.3.3. In the event that the persons referred to in Clause 4.3 above shall verify a failure by the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer to comply with his duty of reporting and disclosure, and provided that maintenance of confidentiality of the Material Act or Fact shall not have been resolved upon –pursuant to the provisions of Section 5 of this Policy – then those persons shall immediately report the Material Act or Fact to the CVM so as to exempt themselves from the liability imposed by the applicable regulation in the event of non-disclosure.

4.4. Whenever the CVM or the Market Entities shall require from the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer any clarification additional to the reporting and disclosure of any Material Act or Fact, or in the event of occurrence of any atypical fluctuation in quotations, prices or traded volumes of the Securities, the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer shall inquire all persons having access to Material Acts or Facts with a view to determining whether any of them has knowledge of any information that should be disclosed to the market.

4.4.1. Persons inquired as provided for in Clause 4.4 above shall reply to the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer's request immediately. Should it not be possible for them to meet in person or to speak with the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer on the phone on the same day on which they become aware of the relevant requirement from the CVM or from the Market Entities, the persons in question shall send an e-mail with the pertinent information to ri@cea.com.br

4.5. Disclosure of a Material Act or Fact shall be made concurrently to the CVM and to the Market Entities, whenever possible, one (1) hour before the beginning or the closing of business of the Market Entities.

4.5.1. Where the Securities are being traded concurrently in Brazilian and foreign entities, disclosure of a Material Act or Fact shall be made, whenever possible, one (1) hour before the beginning or the closing of business in all countries, and in the event of any inconsistency, the working hours of the Brazilian market shall prevail.

4.5.2. If it shall be imperative that disclosure of a Material Act or Fact occur during trading hours, the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer may request, upon reporting

the Material Act or Fact, always concurrently to Brazilian and foreign Market Entities, suspension of the Securities trading for the time required for adequate dissemination of the relevant information.

4.6. The Investors' Relations Officer shall set and disclose to the market, sufficiently in advance pursuant to market standards and the applicable regulation, the dates on which the Company's duly audited quarterly, half-annual or annual results shall be disclosed.

4.7. The Company may adopt a practice of disclosing to the market its expectations of future performance (guidance), both in the short and in the long term, particularly in what concerns financial and operational aspects of its business, by resolution of the Board of Directors.

4.7.1. In the event of that such expectations shall be disclosed, the following aspects should be observed:

- (i) advanced disclosure of results may be admitted in case of still unaudited preliminary information, clearly submitted for each of the projected items and periods;
- (ii) such estimates should be reasonable and accompanied with relevant assumptions, parameters and methodology adopted, as well as identified as hypothetical data that does not constitute an assurance of reasonableness and performance;
- (iii) results or informative letters prepared consonant with foreign accounting standards should present a reconciliation to Brazilian accounting principles, as well as a reconciliation to accounting line items directly expressed in the financial statements of the Company and, therefore, obtained pursuant to accounting criteria adopted in Brazil;
- (iv) if the presented data is from third parties, the relevant source must be presented;
- (v) in the event that the disclosed information shall involve the preparation of forecasts, a comparison against actually obtained results should be presented upon disclosure of the Quarterly Information Form (*Formulário de Informações Trimestrais - ITR*) and the Standardized Financial Statements Form (*Formulário de Demonstrações Financeiras Padronizadas -DFP*) of the Company;
- (vi) forecasts and estimates disclosed should be included in the Company's reference form (*Formulário de Referência*); and
- (vii) if the disclosed forecasts are discontinued, such fact should be informed, together with the reasons leading to its loss of effectiveness, in the form of a Material Act or Fact.

5. EXCEPTION TO DISCLOSURE

5.1. Material Acts or Facts may exceptionally not be disclosed if the Controlling Shareholder or the Company's management understand that its disclosure would place the Company's lawful interest in jeopardy. In that case, the procedures established in this Policy must be adopted with a view to ensuring the confidentiality of such information.

5.2. Notwithstanding the provisions of Clause 5.1 above, the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer shall immediately disclose the Material Act or Fact kept confidential if the relevant information becomes known, either partially or fully, or if any atypical fluctuation in the quotation, price or trading volume of securities issued by the Company or reference to them occurs, or in the event that the CVM or Market Entities order such disclosure.

5.3. The Controlling Shareholder or the Board of Directors, by means of its Chairman, shall request the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer to immediately disclose the Material Act or Fact kept confidential in any of the events referred to in Clause 5.2 above.

5.3.1. If the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer shall fail to take the required steps for the immediate disclosure referred to in Clause 5.3 above, it shall be incumbent, as applicable, upon the Controlling Shareholder or the Board of Directors, by means of its Chairman, to adopt such steps.

5.4. The Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer shall at all times be informed of any Material Act or Fact kept confidential, it being incumbent upon him, together with other individuals having knowledge of such information, to cause the adoption of adequate procedures to maintain the confidentiality of any such information.

5.5. Whenever there shall be any doubt as to the lawfulness of non-disclosure of any information by those having knowledge of a Material Act or Fact, the issue should be submitted to the CVM, in the manner provided for in the applicable rules.

6. PROCEDURES TO PRESERVE CONFIDENTIALITY

6.1. The Controlling Shareholder, officers, members of the Board of Directors, of the Fiscal Council and of any corporate body having technical or consulting duties created by virtue of by-laws provisions, when operating, in addition to other employees and agents of the Company, shall preserve the secrecy of confidential information pertaining to Material Acts or Facts to which they have privileged access by virtue of office or position held, and shall not use such information to obtain any advantage for themselves or third parties, at all times observing the procedures established in this Section 6 until actual disclosure to the market, also causing their subordinates and third parties of their trust to act accordingly, being jointly liable with them in the event of noncompliance.

6.1.1. For purposes of this Policy, the third parties referred to in Clause 6.1 above include any individuals that may have knowledge of any information related to Material Acts or Facts, such as consultants, independent auditors and advisers.

6.1.2. A person bound to a duty of confidentiality departing from the Company, or ceasing to participate in the transaction or project to which the Material Acts or Facts refer shall remain bound to such confidentiality until the relevant information is disclosed to the market and to the pertinent authorities.

6.2. For purposes of preserving the confidentiality referred to in Clause 6.1 above, the individuals mentioned therein shall observe and cause observance of the following procedures, without prejudice to adoption of other steps deemed appropriate upon each concrete situation:

- (i) to disclose confidential information solely on a strict need-to-know basis;
- (ii) not to discuss confidential information in the presence of third parties not having knowledge thereof, even where such third parties shall not be reasonably expected to infer the meaning of the discussion;
- (iii) not to discuss confidential information in conference calls open to the investor public in general;



- (iv) to keep any type of documents referring to confidential information, including handwritten personal notes, in a place to which only persons authorized to know the information shall have access;
- (v) to generate electronic documents and files referring to confidential information always in password protected format;
- (vi) not to internally circulate documents containing confidential information, which shall at all times be delivered directly to their addressee;
- (vii) not to send documents containing confidential information by fax, unless there is assurance that solely the person authorized to have knowledge of the information will have access to the receiving apparatus; and
- (viii) without prejudice to the liability of whoever is transmitting the confidential information, to require from any third party outside the Company with a need to have access to such information the execution of a nondisclosure agreement, specifying the nature of the information and including a representation by such third party acknowledging its confidential status and undertaking not to disclose it to any other person and not to trade in Securities prior to the disclosure of such information to the market.

6.3 Whenever confidential information shall need to be disclosed to an employee or agent of the Company or to another person holding an office, duty or position with the Company, its controlling, controlled or affiliated entities, other than an officer, a member of the Board of Directors or of the Fiscal Council of the Company, the person liable for transmitting the information should ensure that the person receiving the information is aware of this Policy, and shall require that such person execute the instrument attached hereto as **Exhibit B** prior to giving access to the information in question.

7. MONITORING OF THE DISCLOSURE POLICY

7.1. It is incumbent upon the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer to verify, upon occurrence of any Material Act or Fact, adequate compliance with this Policy, promptly reporting any irregularity to the Board of Directors.

7.2. Upon occurrence of any of the events listed in Clause 5.2 above causing the need of disclosure of a Material Act or Fact kept confidential, or any breach of confidentiality of a Material Act or Fact prior to its disclosure to the market, the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer shall carry out internal investigations and diligences in the Company by inquiring the persons involved, who shall at all times answer to his requests for information, with a view to determining the reason leading to any breach of confidentiality of the information.

7.2.1. Any conclusions drawn by the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer shall be sent to the Board of Directors for appropriate steps, accompanied with any recommendations and suggestions of changes to this Policy that may, in the future, prevent a breach of confidentiality of confidential information.

7.3. The Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer shall monitor the trading of Securities, by adopting procedures to ensure that he is informed of any trading occurring in periods

preceding the disclosure of a Material Act or Fact to the market, for the purpose of identifying any transaction forbidden by the prevailing laws conducted by persons having knowledge of such Material Act or Fact, and shall report any irregularities to the Board of Directors and to the CVM.

8. AMENDMENT TO THE DISCLOSURE POLICY

8.1. This Policy may be amended by resolution of the Board of Directors in the following events:

- (i) an express determination in that sense by the CVM;
- (ii) upon modification of the applicable legal and regulatory rules, so as to implement the necessary changes; or
- (iii) whenever the Board of Directors, in the process of assessing effectiveness of the adopted procedures, shall determine the need for an amendment.

8.2. Any amendment to this Policy should be notified to the CVM and to Market Entities by the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer, in the manner prescribed by the applicable rules, as well as to the persons appearing in the list referred to in Clause 12.1.3 below.

9. REPORTING PROCEDURES REGARDING MANAGERS' TRANSACTIONS

9.1. Officers, members of the Board of Directors, of the Fiscal Council of the Company and of any corporate bodies of the Company having technical or consulting duties created by virtue of by-laws provisions must report to the Company the ownership of, and trading in, any Securities issued by the Company, its controlling and controlled entities, in these two latter cases, provided that such entities are publicly-held corporations.

9.1.1. Reporting referred to in Clause 9.1 above should embrace trading in derivatives or any other securities referenced in Securities issued by the Company or issued by its controlling and controlled entities, in these two latter cases, provided that such entities are publicly-held corporations.

9.1.2. Natural persons referred to in Clause 9.1 above shall also indicate the Securities owned by their spouses from whom they are not separated or divorced, by their partner, by any dependents included in their annual income tax return and by entities directly or indirectly controlled by them.

9.1.3. The reporting shall be made to the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer, who shall notify the CVM and the Market Entities, in the form attached hereto as **Exhibit C** to this Policy.

9.1.4. Reporting to the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer shall be made: (i) within five (5) days after the conduction of each transaction; (ii) on the first Business Day following investiture in office, in this case both with respect to ownership and trading carried out in Securities issued by the Company and its controlling and controlled entities, provided that these latter are publicly-held corporation; (iii) upon submission of the documentation for registration of a publicly-held corporation; or (iv) within a term of up to fifteen (15) days counted from the relevant amendment, when the list containing the name and taxpayer's identification number at the CNPJ or CPF of the persons referred to in Clause 9.1.2 above shall be amended.



10. REPORTING AND DISCLOSURE PROCEDURES REGARDING RELEVANT TRANSACTIONS

10.1. The Controlling Shareholder, shareholders electing members of the Board of Directors or of the Fiscal Council of the Company, as well as any person or group of persons, either natural or legal persons, acting together or representing the same interest, shall report to the Company the conduction of Relevant Transactions, including the information appearing in the form attached hereto as **Exhibit D** to this Policy.

10.1.1. Reporting of the conduction of Relevant Transactions shall be made to the Vice-Chief Executive, Administrative, Finance and Investors' Relations Officer immediately after the interests mentioned in the definition are reached.

10.2. The Investors' Relations Officer is responsible for transmitting the information, as soon as received by the Company, to the CVM and to the Market Entities, if applicable, according to the provisions of Section 9 above.

In cases where the acquisition referred to in Clause 10.1.1 above shall result in any change in, or shall have been effected for purposes of changing, the composition of the control or the administrative structure of the Company, as well as in cases where such acquisition shall generate an obligation to carry out a public offering pursuant to provisions of applicable regulations, the acquirer shall also proceed with the disclosure of a notice containing at least the information listed in **Exhibit D** of this Policy, through the same reporting channels adopted by the Company and described in this Policy.

11. INFRINGEMENTS AND SANCTIONS

11.1. Without prejudice to the appropriate sanctions provided for in the prevailing laws, to be applied by the competent authorities, in the event of violation of the terms and procedures established in this Policy, it shall be incumbent upon the Board of Directors to take all appropriate disciplinary measures internally in the Company, including removal from office or dismissal of the infringer, in cases of serious violations listed in Law 6,385 dated December 07, 1965, as amended.

11.2. In the event that the violation is perpetrated by third parties, it shall constitute contractual default conferring onto the Company the right to terminate the relevant agreement, with no charge whatsoever, and to demand payment of the fine established therein, without prejudice to loss and damage compensation.

11.3. If the applicable measure is incumbent upon the general meeting by virtue of legal or by-laws provision, the Board of Directors shall call the general meeting to resolve on the matter.

12. MISCELLANEOUS PROVISIONS

12.1. The Company shall send, by registered mail or e-mail with notice of receipt requested, to the Controlling Shareholder, officers, members of the Board of Directors and of the Fiscal Council, when operating, as well as to whoever may, by virtue of his/her office, duties or position held in the Company, its controlling, controlled or affiliated entities, have knowledge of any information related to a Material Act or Fact, a copy of this Policy and request delivery to the Company of a duly executed accession



instrument, in the form attached hereto as **Exhibit B** to this Policy, which shall be kept on file at the Company's headquarters.

12.1.1. Upon execution of the instrument of investiture of new managers of the Company, the execution of the instrument attached hereto as **Exhibit B** shall be required, whereupon the new managers will be made aware of this Policy.

12.1.2. Communication of this Policy, as well as the requirement of execution of the instrument attached hereto as **Exhibit B** for the persons referred to in Clause 12.1 above shall be made prior to those persons becoming aware of any Material Act or Fact, in the manner provided for in Clause 6.3 above.

12.1.3. The instrument attached hereto as **Exhibit B** shall remain on file at the Company's headquarters for as long as the persons referred to in Clause 12.1 above shall maintain a relationship with the Company and for at least five (5) years after their departure.

12.1.4. The Company shall keep in its headquarters, at the disposal of the CVM, a list of the persons referred to in Clause 12.1 above and their respective identification particulars, indicating their office or duties, address and taxpayer's identification number (CNPJ or CPF), updating such information immediately upon any change.

12.2. Any doubts regarding the provisions of this Policy shall be clarified by the Investors' Relations Officer.

13. EFFECTIVENESS

13.1. This Policy shall be effective as of the date of its approval and may only be modified by resolution of the Board of Directors of the Company and may be consulted at www.ri.cea.com.br.

* * * *



EXHIBIT A

1. Execution of an undertaking or agreement for the transfer of the Company's control, even when subject to any condition precedent or subsequent.
2. Change in the Company's control, including by means of the execution, amendment or termination of any shareholders agreement.
3. Execution, amendment or termination of any shareholders agreement to which the Company is a party or an intervening party, or that has been recorded in the Company's appropriate book.
4. Joining or departure of any partner that maintains with the Company any agreement or operational, financial, technological or administrative cooperation arrangement.
5. Authorization for trading in securities issued by the Company in any domestic or foreign market.
6. Resolution to proceed with the cancellation of the Company's registration as a publicly-held corporation
7. Incorporation, merger or spin-off involving the Company or related entities.
8. Conversion or dissolution of the Company.
9. Change in the composition of the Company's equity.
10. Change of accounting criteria.
11. Debt renegotiation.
12. Approval of stock option plans.
13. Amendment of the rights and privileges of the securities issued by the Company.
14. Stock split, reverse stock split or attribution of bonus.
15. Acquisition of shares of the Company to be held in treasury or forfeited, and disposal of the shares so acquired.
16. Profit or loss of the Company and allocation of cash proceeds.
17. Execution or termination of agreements, or failure to perform any of them, whenever expectation of accomplishment shall be a matter of public knowledge.
18. Approval, amendment or withdrawal of a project or a delay in its implementation.
19. The start, resuming or stop of the manufacture or distribution of a product or of the rendering of a service.
20. Discovery, change or development of any technology or resources of the Company.
21. Modification of forecasts disclosed by the Company.
22. Request of court-supervised or out-of-court reorganization, petition for bankruptcy or the filing of any lawsuit, administrative or arbitral proceeding liable to impact the economic-financial condition of the Company.

* * * *



EXHIBIT B

INSTRUMENT OF ACCESSION TO THE MATERIAL ACT OR FACT DISCLOSURE POLICY OF C&A MODAS S.A.

By means of the present instrument [INSERT NAME OR CORPORATE NAME], [INSERT IDENTIFICATION PARTICULARS - NATIONALITY, MARITAL STATUS, PROFESSION, ID NUMBER, IF A NATURAL PERSON; IDENTIFY THE CORPORATE STATUS, IF A LEGAL PERSON], with an address at [INSERT ADDRESS], enrolled as a taxpayer under [CPF/MF – CNPJ/MF] nº [INSERT NUMBER], in the capacity of [INDICATE THE OFFICE HELD OR "CONTROLLING SHAREHOLDER"] of **C&A MODAS S.A.**, a corporation with headquarters located at Alameda Araguaia, 1.222/1.022, Alphaville, Centro Industrial e Empresarial, City of Barueri, State of São Paulo, CEP 06455-000, enrolled as a Taxpayer under CNPJ/MF nº 45.242.914/0001-05 ("Company"), hereinafter simply called **Company**, by means of this Accession Instrument represents to have been given knowledge of the "*Material Act or Fact Disclosure Policy of the Company*", as approved by the Board of Directors on [●], 2019, pursuant to the provisions of CVM Rule 358, dated January 3, 2002, as amended, and undertakes to observe the rules and procedures established in such document and to guide his/her actions towards the Company at all times in accordance with those provisions.

[PLACE], [●], [●].

Name:

Office:



EXHIBIT C

TRANSACTIONS CARRIED OUT WITH SECURITIES ISSUED BY THE COMPANY AND BY ITS CONTROLLED AND/OR CONTROLLING ENTITIES THAT ARE PUBLICLY-HELD CORPORATIONS

(ARTICLE 11 OF CVM RULE 358)

| | |
|--|------------------|
| Period: <i>[month/year]</i> | |
| Name of Acquirer or Seller: | |
| Identification: | CNPJ/CPF: |
| Date of Transaction: | |
| Issuer: | |
| Type of Transaction: | |
| Type of Securities: | |
| Aggregate Number: | |
| Number per Type and Class: | |
| Balance of the position held prior to the transaction (direct or indirect): | |
| Balance of the position held after the transaction (direct or indirect): | |
| Form of Acquisition/Disposal: | |
| Price: | |
| Broker Engaged: | |
| Other Relevant Information: | |



EXHIBIT D

CONDUCTION OF A RELEVANT TRANSACTION (ARTICLE 12 OF CVM RULE 358)

| | |
|--|--|
| Period: <i>[month/year]</i> | |
| Name of Acquirer / Seller: | |
| Identification: | CNPJ/CPF: |
| Date of Transaction: | |
| Type of Transaction: | |
| Type of Securities: | |
| Purpose of interest: | |
| Target Number: | |
| If applicable, include a representation by acquirer in the sense that his purchases to not am at changing the composition of the Company's control or its administrative structure: | |
| Number of shares and other securities and derivative financial instruments referenced in such shares (number, class and type): | |
| Agreement or arrangement governing the exercise of voting rights or the purchase and sale of securities issued by the Company: | |
| Shareholder residing or domiciled abroad: | Name/Corporate Name of the Attorney-in-Fact/Legal Representative: |
| | CNPJ/CPF: |
| Other Relevant Information: | |