



Companhia Brasileira de Distribuição

CNPJ/ME (Brazilian Taxpayer Id.) 47.508.411/0001-56

NIRE (State Registry) 35.300.089.901

**Management's Proposal and Manual For Attendance Of Shareholders At The
Extraordinary General Meeting of Shareholders To Be Held on May 31, 2022.**

São Paulo (SP, Brazil), April 29, 2022.

TABLE OF CONTENTS

1.	INTRODUCTION.....	1
2.	ATTENDANCE OF THE SHAREHOLDERS.....	2
2.1.	PARTICIPATION IN THE GENERAL MEETING THROUGH ELETRONIC SYSTEM	2
2.2.	PARTICIPATION THROUGH DISTANCE VOTING BALLOT	4
3.	MANAGEMENT’S PROPOSAL	6
I.	<i>Proposal for the Merger, into the Company, of its subsidiary SCB Distribuição e Comércio Varejista de Alimentos Ltda.</i>.....	6
1.	<i>Purpose</i>	6
2.	<i>Transaction</i>	6
3.	<i>Documents Related to the Merger</i>	7
Annex I	9
Annex II(i)	16
Annex II(ii)	22
Annex II(iii)	42
Annex III	47
Annex VI	48

1. INTRODUCTION

Dear Shareholders,

The management of Companhia Brasileira de Distribuição ("Company" or "CBD") hereafter submits the information below on the matters to be resolved by Management's proposal at the Company's Extraordinary General Meeting of Shareholders (the "Meeting") **to be held exclusively digitally, including for voting purposes, on May 31, 2022, at 3:00 p.m.**, according to the Instruction of the the Brazilian Securities and Exchange Commission ("CVM") No. 481 of December 17, 2009, as amended ("CVM Instruction 481"), as well as the clarifications necessary for the participation of shareholders.

The Company prepared this Management's Proposal and Manual for Attendance of Shareholders' Meeting (the "Proposal"), in compliance with good corporate governance and transparency practices, in order to guide and clarify its Shareholders the matters that will be deliberated at such meeting, making itself available to its shareholders through its Investor Relations Board to clarify any additional doubts.

At the Company's Extraordinary General Meeting of Shareholders shall be resolved the following matters:

I. Ratify the hiring of Magalhães Andrade S/S Auditores Independentes, as the expert company responsible for the elaboration of the appraisal report of the net equity of SCB Distribuição e Comércio Varejista de Alimentos Ltda. ("SCB") to be merged into the Company, with the base date of March 31, 2022 ("Merger Appraisal Report");

II. Approve the Merger Appraisal Report; and

III. Approve the merger into the Company of its subsidiary, SCB, in the terms and conditions described in the "Merger Protocol and Justification of SCB", executed by the management of both these companies.

The proposals of the Management on the items of the Meeting, as well as the information on each of the matters, are detailed in item 3 of this Proposal.

São Paulo (SP, Brazil), April 29, 2022.

The Management
Companhia Brasileira de Distribuição

2. ATTENDANCE OF THE SHAREHOLDERS

As shown below, the Company will admit the shareholders' participation by: (i) voting via the electronic system during the General Meeting; or (ii) sending the distance voting ballot, which is available on the Company's Investor Relations website (www.gpari.com.br) and on the websites of CVM (www.cvm.com.br) and B3 (www.b3.com.br) and may be forwarded through their respective custody agents (if they provide this type of service), from Itaú Corretora de Valores S.A. which is the Company's bookkeeping agent ("Share Registry Agent") or directly to the Company by e-mail ("Distance Voting Ballot"), as indicated below.

The Shareholder who participates in the General Meeting through the digital platform will be considered present and subscriber of the minutes and the book of presence of the shareholders.

The Company informs that it will waive the need to provide the physical means of the documents or other legalization formalities. In case of possible disagreements between this proposal and item 12.2 of the Company's Reference Form in relation to documentation and formalities for participation in general meetings, the provisions of this Proposal shall prevail.

2.1. Participation in the General Meeting Through Eletronic System

The General Meeting will be held exclusively digitally. The Shareholders wishing to participate in the General Meeting through the digital platform must access the electronic address https://www.tenmeetings.com.br/assembleia/portal_/#/?id=8D9E20CEBF1C, complete their registration and attach all documents necessary for their qualification for participating and/or voting at the General Meeting, as indicate below, with at least 2 (two) days prior to the date designated for the General Meeting, that is, on May 29, 2022. After the approval of the registration by the Company, the Shareholder will receive its login and individual password to access the platform though the e-mail used for registration.

In the case of a attorney-in-fact / representative, he/she must register with his/her data at the same email address indicated above. After receiving the registration confirmation email, they must, through the link sent to the email informed in the registration, indicate each Shareholder that he/she will represent and attach the documents indicated below. The attorney-in-fact will receive an individual e-mail about the qualification status of each Shareholder registered in his/her register and will provide, if necessary, the completion of documents. The attorney-in-fact who may represent more than one shareholder may only vote at the General Meeting for Shareholders whose qualification has been confirmed by the Company.

The following documents must be sent by the shareholders through the eletronic address indicated above:

- (a) updated extract containing the respective shareholding issued by the custodian entity;
- (b) For individuals: identity document with photograph of shareholder;

- (c) For legal entities: (i) restated bylaws or articles of association, and corporate documents proving the legal representation of the shareholder; and (ii) identity document with photograph of the legal representative;
- (d) For investment funds: (i) restated governing document of the fund; (ii) bylaws or articles of association of its manager or administrator, as the case may be, according to the voting policy of the fund and corporate documents proving the representation powers; and (iii) identity document with photograph of the fund's legal representative; and
- (e) if any of the Shareholders indicated in items (b) to (d) above is represented by a attorney-in-fact, in addition to the respective documents indicated above, shall forward (i) power of attorney with specific powers for its representation at the General Meeting; (ii) identity documents of the present attorney-in-fact, as well as, in the case of a legal entity or fund, copies of the identity document and minutes of election of the legal representative(s) who have signed the mandate proving its representation powers. For this General Meeting, the Company will accept powers of attorney granted by Shareholders electronically, provided that they are preferably signed using the ICP-Brazil certification.

In order to ensure the participation of shareholders, the Company will not require certified copies or firm recognition of documents issued and signed in Brazil or annotation, legalization and registration in the Registrar of Securities and Documents in Brazil of those signed outside the country.

Furthermore, the Company will not require the sworn translation of documents that were originally drawn up in Portuguese, French, English or Spanish or that are accompanied by their translation in those same languages; required in other cases.

The following identity documents will be accepted, provided that they contain a photo and are valid: RG, RNE, CNH, passport or officially recognized professional class cards.

After the regularity of the representation documents sent under the terms above is verified and after the qualification to be confirmed by the Company, there will be forwarded by e-mail, for each shareholder (or their respective attorney-in-fact, as the case may be) who has made the regular registration, guidelines for accessing the digital platform, including, but not limited to, login and individual password, which will authorize only a single access to the General Meeting.

Such information and guidance will be forwarded exclusively to the e-mail address informed in the registration.

If the shareholder (or its respective attorney-in-fact, as the case may be) has not received the aforementioned guidelines, he/she should contact the Company, through the e-mail societario@gpabr.com, with a copy to gpa.ri@gpabr.com and up to two (2) hours before the General Meeting start time, so that the guidelines are forwarded to him/her.

In case of need for additional documents and/or additional clarifications in relation to the documents sent for registration purposes, the Company will contact the shareholder (or its respective attorney-

in-fact, as the case may be) to request such additional documents and/or additional clarifications in a timely manner that allows the sending of information and guidelines for access to the digital platform within the period referred to above.

The accredited Shareholders undertake to: (i) use the individual invitations solely and exclusively for the remote monitoring of the General Meeting; (ii) not to transfer or disclose, in whole or in part, the individual invitations to any third party, shareholder or not, being each invitation non-transferable; and (iii) not to record or reproduce, in whole or in part, nor to transfer, to any third party, shareholder or not, the content or any information transmitted by virtual means during the General Meeting.

Access to the General Meeting's electronic system will be restricted to Shareholders who are accredited until May 29, 2022 and enter the digital platform until the moment of the opening. On the date of the General Meeting, the link to access the digital platform will be available from thirty (30) minutes before the start time of the General Meeting, and the registration of the Shareholder's presence via the electronic system will only be done through the access via link, as instructed herein.

Access to the digital platform must occur exclusively by computer, and the Company recommends that shareholders perform tests and become familiar with the digital platform in advance, and access it at least thirty (30) minutes before the beginning of the General Meeting in order to avoid possible operational problems with its use on the day of the General Meeting.

The Company shall not be liable for problems of connection the Shareholders or their representatives may have, or any other situation that is not under its control. Shareholders who do not receive the link to participate or have any other questions should contact the Investor Relations Department and/or Corporate Legal Department through the e-mails gpa.ri@gpabr.com and societario@gpabr.com.

2.2. Participation Through Distance Voting Ballot

Shareholders who have an interest in exercising their right to vote through the Distance Voting Ballot, must send their voting rights (i) directly to the Company by e-mail accompanied by the documents indicated in items (a) to (e) from topic 2.1 above; through (ii) their respective custody agent (if they provide this type of service); or (iii) the Share Registry Agent, through the channels made available by him.

I. Sending the Distance Voting Ballot directly to the Company: The Shareholder must send by e-mail, with proof of receipt, to the Corporate Legal Department (societario@gpabr.com) the Distance Voting Ballot (completed, initialed and signed, without the need of firm recognition, according to the guidelines contained therein) accompanied by the copy of the documents listed in item 2.1 above. For this General Meeting, the Company will accept the Distance Voting Ballot signed by electronic means, preferably using the ICP-Brazil certification; or

II. Sending the Distance Voting Ballot to the Custodian Agent or the Share Registry Agent of the Company: Shareholders who own shares issued by the Company deposited in a central

depository may transmit the voting instructions for completing the Distance Voting Ballot, through their respective custody agents, if they provide this type of service. Shareholders who do not have their shares deposited in a depository center may transmit the voting instructions to the Company's Bookkeeping Agent, Itaú Corretora de Valores S.A., through the channels made available by it. The delivery of the Distance Voting Ballot shall be subject to the rules, guidelines and deadlines set by each custodian or the Bookkeeping Agent, as the case may be. Therefore, the Shareholder must contact them and verify the procedures, documents and information established by them for issuing the voting instructions through the Distance Voting Ballot.

The Distance Voting Ballot is available on the Company's website (www.gpari.com.br), the Brazilian Securities and Exchange Commission website (www.cvm.gov.br) and B3 website (www.b3.com.br).

In all cases, for the Distance Voting Ballot to take effect, May 24, 2022 (i.e. seven (7) days before the date of the General Meeting) shall be the last day for receipt by the Company of the Voting Ballots, in of the above forms, and not the last day for its submission. If the Distance Voting Ballot is received after May 24, 2022, the votes contained therein will not be counted.

3. MANAGEMENT'S PROPOSAL

The Company's Management submits to the Meeting the following proposals.

EXTRAORDINARY SHAREHOLDER' MEETING

I. Proposal for the Merger, into the Company, of its subsidiary SCB Distribuição e Comércio Varejista de Alimentos Ltda.

1. Purpose

The purpose of this Proposal is to establish the terms and conditions related to the corporate transaction of the economic group to which the Company belongs, which comprises the merger of SCB Distribuição e Comércio Varejista de Alimentos Ltda., a limited liability company, headquartered in the city of São Paulo, state of São Paulo, at Rua Manuel da Nóbrega, 948, Paraíso district, Postal code 04001-003, enrolled before the CNPJ/ME under the No. 30.197.161/0001-88 into the Company ("SCB" and "Merger", respectively).

2. Transaction

The transaction comprises the merger of SCB into the Company, under the terms of article 227 of the Brazilian Corporate Law.

Considering that, on the date of the Merger, the Company shall be the holder of the shares representing the full amount of SCB's corporate capital, the Company shall receive the full amount of SCB's net assets in replacement for the shares that the Company held previously, which shall be cancelled as a result of the Merger.

Therefore, the Company's interest in SCB shall be replaced in the Company's balance sheet, for the assets and liabilities comprising SCB's shareholders' equity, at their respective book value. After the Merger, SCB shall be extinct and, as a consequence, the quotas representing its corporate capital shall be cancelled and extinguished, without any increase in the corporate capital of the Company nor any other corporate modification.

The main terms of the Merger, as set forth in article 20-A of CVM Instruction 481, are described in Annex I to this Proposal.

2.1. Other conditions applicable to the Merger

Once the Merge is approved by the Company's shareholders, the managements of the companies involved in the Merger shall undertake all acts, records and registries deemed necessary for the consummation of the Merger.

If approved, the Merger shall be effective as from the date of their approvals by the shareholders and partners of the companies involved.

3. Documents Related to the Merger

3.1. Protocol

As set forth in the Brazilian Corporate Law, the terms and conditions of the Merger shall be included in the protocol discussed and agreed between the management bodies or the companies' share/quotaholders.

Such protocol shall include the following information: (i) the valuation criteria of the net equity, evaluation base date and the criteria adopted for the subsequent equity changes; (ii) the description of the succession of rights and obligations as a result of the Merger; (iii) the necessary corporate acts to approve the Merger; and (iv) all other conditions related to the Merger.

In addition to the protocol, the current legislation provides the need of drafting a justification of the transaction, that must be approved at the general meeting or, however the case may be, by the companies' shareholders, including detailed information on: (i) the reasons or purposes of the Merger, and the Company's interest to carry out these Merger; and (ii) the subsequent extinction of SCB, as a result of the transaction, not subject to the corporate capital increase in the Acquiring Company in connection with the Merger, as the SCB's shares held by the Company, representing its total corporate capital, shall be canceled and replaced by SCB's net assets in the Company.

The "Protocol and Justification of the Merger of SCB Distribuição e Comércio Varejista de Alimentos Ltda", which sets forth the terms and conditions, and the justification of the Merger ("Merger Protocol"), executed by the managements of the Company and SCB on April 29, 2022, is attached to this Proposal as Annex II(i).

3.2. Appraisal Report

The appraisal report on SCB's net equity ("Merger Appraisal Report"), attached to this Proposal as Annex II(ii), was prepared by Magalhães Andrade S/S Auditores Independentes, enrolled before the CNPJ/ME under the No. 62.657.242/0001-00 and before the Accountability Regional Council of São Paulo (CRC/SP) under the No. 2SP000233/O-3, headquartered at Avenida Brigadeiro Faria Lima, nº 1.893, 6º andar, conjunto 61/62, Jardim Paulistano, CEP: 01.451-001 ("Magalhães Andrade") and, as set forth in the Brazilian Corporate Law, this engagement shall be approved or ratified, however the case may be, by (i) the Company, as the sole partner of SCB; and (ii) the management and shareholders of the Company. According to the Merger Appraisal Report, SCB's net assets, as at March 31, 2022, amount to two hundred and sixty-six million, three hundred and eighty-five thousand, nine hundred and ninety-six Reais and seventy-one centavos (R\$ 266,385,996.71), which shall be fully received by the Company. Under the terms of the Merger Protocol, the Company shall absorb eventual equity variations occurred between the valuation base date and the effective Merger date.

3.3. Information About the Appraisal Firm

The Company's management, for purposes of article 21 of CVM Instruction 481, provides the following information relating to Magalhães Andrade, engaged as the appraisal firm responsible for the preparation of the Merger Appraisal Report:

- (i.) **Recommended appraiser.** For the preparation of the Merger Appraisal Report, the Company's management recommended the engagement of the independent firm Magalhães Andrade;
- (ii.) **Description of the technical qualification of Magalhães Andrade.** The description of the technical qualification of Magalhães Andrade for the preparation of the Merger Appraisal Report is included in Annex III hereto.
- (iii.) **Work proposal.** The work proposal presented by Magalhães Andrade to the Company is included in Annex IV hereto; and
- (iv.) **Relationship between Magalhães Andrade, the Company and the related parties over the last 3 (three) years.** The list of the work performed by Magalhães Andrade over the last 3 (three) years is included in Annex III hereto.

3.4. Absence of the Reports of Article 264 of the Brazilian Corporate Law

In addition to the abovementioned considerations, the Company emphasizes that, in the context of the Merger, the reports set forth in article 264, of the Brazilian Corporate Law, shall not be prepared, due to the absence, in the context of the Merger, of exchange of shares, as well as the lack of SCB's minority shareholders to be under custody, as SCB's total shares are held by the Company.

3.5. CVM Instruction 565

The Merger does not incur in the dilution of the corporate participation of the current shareholders of the Company. Therefore, in consonance with article 10 of the CVM Instruction 565, of June 15, 2015, the obligations set forth in Chapter III of such instruction are not applicable.

3.6. Corporate modifications

As described in the Merger Protocol, there shall not be any modification to the Company's Bylaws as a result of the Merger.

3.7. Conclusions

Based on the abovementioned reasons and in accordance with the Brazilian Corporate Law, the Company's By-laws and provisions set forth in this Proposal, the Company's management recommends the approval of the Merger, at the Extraordinary General Meeting to be held on May 31, 2022, as well as the other related matters, as described above. Finally, the management emphasizes that this Proposal, the Merger Appraisal Report and the Merger Protocol are available at the Company's head office and respective websites of the Company (www.gpari.com.br), Brazilian Securities and Exchange Commission (www.cvm.gov.br) and B3 (www.b3.com.br).

Annex I
Information on the Reorganization
(pursuant to exhibit 20-A of CVM Instruction nº 481)

1. Protocol and justification of the transaction, under the terms of articles 224 and 225 of Law 6404, of 1976.

The Merger Protocol is described in Annex II(i) to this Proposal.

2. Other agreements or pre-agreements governing the exercise of the voting rights or transfer of shares issued by the surviving companies or companies resulting from the transaction, filed at the Company's head office or to which the Company's controller is a party.

SCB and the Company do not have any agreement or pre-agreement governing its right to vote or the transfer of quotas/shares.

3. Description of the transaction, including:

(a) Terms and Conditions:

The Merger consists in the absorption, by the Company, of SCB, company whose shares are 100% held by the Company itself, with consequent termination of SCB and succession in all of its rights and obligations by the Company. Consequently, all the elements of the assets and liabilities of SCB shall be absorbed by the Company.

The Merger shall not result in increase of the corporate capital of the Company, since the net assets of SCB shall be entirely absorbed by the Company in replacement for the SCB's shares that the Company currently holds, which shall be cancelled upon the Merger. The interest of the Company in SCB shall be replaced, on the balance sheet of the Company, for the assets and liabilities listed on the Annex to the Merger Appraisal Report, which comprise the SCB's net equity, at the respective book value. The corporate capital of the Company shall remain unchanged, reason why it is not necessary to establish any exchange ratio.

According to the Merger Appraisal Report, the total book value of SCB's net equity equals to two hundred and sixty-six million, three hundred and eighty-five thousand, nine hundred and ninety-six Reais and seventy-one centavos (R\$ 266,385,996.71), on the base date of March 31, 2022.

(b) Indemnity obligations of: (i) the managers of any of the companies involved in the transaction; (ii) should the transaction is not concluded.

None.

- (c) Comparative table of rights, advantages and restrictions of the shares of the companies involved in or resulting from the transaction, before and after the transaction.**

If the Merger is approved, there shall not be the issuance of new shares and the shares issued by the Company shall maintain the same rights and advantages prior to the Merger.

- (d) Eventual approval by debentureholders or other creditors.**

None.

- (e) Assets and liabilities comprising the shareholders' equity, in the event of spin-off.**

Not applicable.

- (f) Interest of the resulting companies to obtain the registry as issuer of securities**

Not applicable, considering that the Company already has the registry as issuer of securities within the CVM.

4. Corporate business plans, mainly in relation to specific corporate events to be promoted.

The Merger shall not change the performance of the Company's corporate businesses, as the Merger is a mere replacement of the Company's interest in SCB for the assets and liabilities comprising the absorbed net equity. Therefore, the Company shall continue to develop the activities comprising its corporate purpose after the Merger.

5. Analysis of the following aspects of the transaction:

- (a) Description of the main expected benefits, including: (i) synergies; (ii) tax benefits; and (iii) strategic advantages.**

SCB's Merger shall result in equity, legal and financial benefits, including:

- (i) the optimization of the group's corporate structure to which the Company belongs; and
- (ii) the administrative cost reduction and compliance with accessory obligations, benefiting from the synergy generated by the Merger.

- (b) Costs.**

According to the Company's management, the costs of the Merger shall total approximately four million and five hundred thousand *reais* (R\$ 4,500,000.00), including the expenses with advertising, auditors, appraisers, legal counsel and other professionals engaged to advise the reorganization.

(c) Risk Factors.

The aim of the Merger, is to integrate the business of the Company and of SCB and use the synergies obtained with such integration. This integration process can result in operating, business, financial, contractual and technological difficulties, which can prevent the expected synergies from being used, or result in unforeseen losses or expenses. The Company's management may, therefore, not be able to successfully implement the intended integration, or obtain the expected returns on the investments related to the Merger, which may adversely affect the Company.

(d) In case of transaction with related party, any alternatives that could have been used to achieve the same goals, stating the reasons why those alternatives have been discarded.

Considering that the Company holds the entire corporate capital of SCB, there is no reason to adopt an alternative corporate structure other than the merger for the implementation of the operation intended herein.

(e) Exchange ratio.

Not applicable, bearing in mind that the Company is the sole owner of all quotas issued by SCB and there shall not be any capital increase of the Company as a result of the Merger.

(f) In the transactions involving controlling, controlled companies, or companies under common control:

(i) Exchange ratio of shares calculated according to article 264 of the Law 6404, of 1976.

Considering that the entire corporate capital of SCB is owned by the Company and, therefore, there is no ratio of shares in the Merger, and considering furthermore the position of the CVM Board, duly formalized through a decision rendered within the scope of CVM Process No. 19957.011351/2017-21, the special regime provided for in Art. 264 of the Corporate Law, including the obligation to evaluate the net assets of the companies involved in the terms provided therein, is not applicable to the Merger.

(ii) Detailed description of the negotiation process of the exchange ratio and other terms and conditions of the transaction.

Not applicable. See item 5(e) above.

(iii) In case the transaction has been preceded, in the last twelve (12) months, by a purchase of control or purchase of block control interest: (a) Comparative analysis of the exchange ratio and of the price paid in the

purchase of control; and (b) Reasons that justify any potential differences of appraisal in the different transactions.

Not applicable.

- (iv) **Justification of why the exchange ratio is commutative, with the description of the procedures and criteria adopted to guarantee the commutativity of the transaction or, in case the exchange ratio is not commutative, details of the payment or equivalent measures adopted to guarantee the adequate compensation.**

Not applicable. See item 5(e) above.

6. Copies of the minutes of all the meetings of the board of directors, audit committee and special committee on which the transaction has been discussed, including any dissident votes.

The minutes of the meetings of the Board of Directors and of the Financial Committee approving the terms of the Merger are contained in Annex II(iii) to this Proposal.

7. Copies of studies, presentations, reports, opinions, or appraisal reports on those engaged in the transaction available to the controlling shareholder in any stage of the transaction.

The Merger Appraisal Report is contained in Annex II(ii) to this Proposal.

7.1. Identification of any potential conflicts of interest between the financial institutions, companies and the professionals that have prepared the documents referred to in item 7 and the companies engaged in the transaction.

None.

8. Projects of articles of incorporation or statutory amendments of the companies resulting from the transaction.

The articles of incorporation of the Company will not be amended.

9. Financial statements used for the purposes of the transaction, according to the specific standard.

By virtue of the provisions set forth in article 10 of CVM Instruction No. 565, this item shall not apply to the Company, bearing in mind there will be no capital increase, exchange ratio between the ownership units of SCB and shares of the Company or dilution of the shareholders of the Company.

The Merger will be carried out considering the value of the net equity of SCB, as reflected in its balance sheet on the base date of March 31, 2022, which is contained in the Annex to the Merger Appraisal Report, comprising the Annex II(ii) to this Proposal.

10. Pro forma financial statements prepared for purposes of the transaction, according to the specific standard.

Not applicable, considering what informed in item 9 above.

11. Document containing information on the directly engaged companies other than publicly traded companies.

a. Risk factors, pursuant to items 4.1 and 4.2 of the reference form

The management of the Company understands that the risk factors currently informed in the Company's Reference Form already include the risk factors applicable to SCB, with the exception of those that relate exclusively to the activity of a publicly-held company.

b. Description of the main changes in risk factors that occurred in the previous year and expectations regarding the reduction or increase in exposure to risks as a result of the transaction, pursuant to item 5.4 of the reference form

The Company, in its reference form, identifies all risk variations of its economic group, including SCB. In this sense, there was no identification of changes in risk factors, specifically for SCB.

c. Description of its activities, pursuant to items 7.1, 7.2, 7.3 and 7.4 of the reference form

The purpose of SCB is to sell manufactured, semi-manufactured or “in natura” products, of national or foreign origin, of any kind, species, nature or quality, including, but not limited to, industrialization, processing, handling, manufacturing, exporting, importing and representing food products or not, on their own behalf or on behalf of third parties and to international trade.

d. Description of the economic group, pursuant to item 15 of the reference form

SCB is fully owned by the Company and has no controlled companies.

e. Description of corporate capital, pursuant to item 17.1 of the reference form

The share capital of SCB is of R\$414,743,845.00 (four hundred and fourteen million, seven hundred and forty-three thousand, eight hundred and forty-five reais), divided into 414,743,845 (four hundred and fourteen million, seven hundred and forty-three and eight hundred and forty-five) quotas.

12. Description of the capital structure and control after the transaction, according to item 15 of the reference form.

Not applicable, since there will be no change in the capital structure and control of the Company after the Merger.

13. Number, class, kind and type of the securities of each company engaged in the transaction held by any other companies engaged in the transaction, or by persons related to such companies, as defined by the rules addressing the public offering for purchase of shares.

The Company holds four hundred and fourteen million, seven hundred and forty-three thousand, eight hundred and forty-five (414.743.845) quotas in SCB. SCB does not hold any shares issued by the Company.

14. Exposure of any of the companies engaged in the transaction, or of persons related to them, as defined by the rules that address the public offering for purchase of shares, in derivatives referenced in securities issued by the other companies engaged in the transaction.

Not applicable.

15. Report covering all transactions carried out in the past six (06) months by the persons named below with securities issued by the companies involved in the transaction:

The transactions performed in the last six (6) months by the companies involved in the Spin-Off and related parties are described below:

- (i) By the members of the Board of Directors, Fiscal Council and Executive Officers of the Company with shares of the Company:

Month	Transaction	Security involved	Number of shares involved	% in relation to the class and type of the security	Average price
fev/22	At sight sale	Shares	32.500	0,01%	23.06063
fev/22	At sight sale	Shares	4.000	0,00%	21.72000
jan/22	N/A	N/A	N/A	N/A	N/A
dez/21	At sight sale	Shares	6.000	0,00%	22.610000
nov/21	Possession	Shares	3.763	0,00%	0
out/21	At sight acquisition	Shares	30.000	0,01%	25.11000
set/21	N/A	N/A	N/A	N/A	N/A
ago/21	Exercise of the Stock Options Plan	Shares	82.543	0,03%	0

ago/21	Exercise of the Stock Options Plan	Shares	21.199	0,01%	0
ago/21	Possession	Shares	68.243	0,00%	0

(ii) by the controlling shareholders of the Company with shares of the Company:

Month	Transaction	Security involved	Number of shares involved	% in relation to the class and type of the security	Average price
N/A	N/A	N/A	N/A	N/A	N/A

16. Document whereby the Special Independent Committee submitted its recommendations to the Board of Directors, in case the transaction has been carried out according to the Opinion on CVM Guideline N° 35, of 2008.

Not applicable.

Annex II(i)
Merger Protocol and Justification of SCB Distribuição e Comércio Varejista de Alimentos Ltda.

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO
and
SCB DISTRIBUIÇÃO E COMÉRCIO VAREJISTA DE ALIMENTOS LTDA.

PROTOCOL AND JUSTIFICATION OF MERGER
of SCB Distribuição e Comércio Varejista de Alimentos Ltda. into Companhia Brasileira de Distribuição

April 29, 2022

**PROTOCOL AND JUSTIFICATION OF MERGER OF
SCB DISTRIBUIÇÃO E COMÉRCIO VAREJISTA DE ALIMENTOS LTDA. INTO ITS
SUCESSOR COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**

Hereby:

- (1) **COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**, a publicly held corporation headquartered in the capital city of Sao Paulo, State of Sao Paulo (Brazil) at Avenida Brigadeiro Luís Antônio, No. 3.142, Jardim Paulista district, Zip code 01402-000, with Corporate Id. Tax (CNPJ/ME) No. 47.508.411/0001-56, with its articles of incorporation duly filed with the Board of Trade of the State of Sao Paulo (“JUCESP”) under NIRE 35.300.089.901, herein represented pursuant to its Bylaws (hereinafter referred to as “**CBD**” or “**Absorbing Company**”); and
- (2) **SCB DISTRIBUIÇÃO E COMÉRCIO VAREJISTA DE ALIMENTOS LTDA.**, a single-member limited liability company headquartered in the capital city of Sao Paulo, State of Sao Paulo (Brazil) at Rua Manuel da Nóbrega, No. 948, Paraiso district, Zip code 04001-003, with corporate Id. Tax (CNPJ/ME) No. 30.197.161/0001-88, with its Articles of Association duly filed with JUCESP under NIRE 35.235.229.244, herein represented pursuant to its Bylaws (hereinafter referred to as “**SCB**” or “**Absorbed Company**” and, when referred to jointly with **CBD**, the “**Parties**” and, individually, as a “**Party**”),

Whereas:

- (a) SCB is a single-member limited liability company, with its share capital being wholly owned by CBD;
- (b) CBD, in a search for simplifying its corporate structure, reducing costs, and adding synergies, intends to acquire SCB, becoming its successor;
- (c) The accounting appraisal and shareholders' equity report of SCB, prepared by the specialized company mentioned below, is compliant with the applicable laws and regulations and with the merger transaction referred to in this Protocol and Justification of Merger;
- (d) The intended merger operation, if approved, shall be performed without increase in the share capital of the Absorbing Company, therefore, without any dilution in the share interest of its shareholders. Due to this, according to article 10 of the Normative Instruction No. 565, as of June 15, 2015, of the Brazilian Securities Exchange Commission – *Comissão de Valores Imobiliários* (“**CVM**” and “**CVM Instruction 565**”), the obligations provided for in Chapter III of CVM Instruction 565 are not applicable,

RESOLVE, in compliance with Articles 224, 225, and 227 of Law No. 6.404, of December 15, 1976, as amended ("**Brazilian Corporations Act**") and of CVM Instruction 565, to enter into this Protocol and Justification of Merger (the "**Protocol**"), in order to govern the terms and conditions applicable to the merger of SCB into CBD ("**Merger**"), subject to the approvals mentioned in the Clause 4.2 herein below.

1 Purpose

This Protocol has as purpose to set forth the provisions of the Merger proposal to be submitted to the resolution of the partners of the both Parties, subject to Clause 4.2 below. If the proposal subject of this Protocol is approved:

- (i) CBD will be the successor of SCB in all its rights and obligations, effective from May 31st, 2022, exclusive, and all items of SCB's assets and liabilities will be transferred to CBD; and
- (ii) SCB will be liquidated and, as a result, all shares representing the capital stock of SCB will cease existing and will be canceled, and there will be no increase in the capital stock of CBD, nor any other corporate modification, due to the Merger, since SCB's shares held by CBD, representing SCB's full share capital, will be canceled and replaced at CBD by the net assets of SCB.

2 Justification and interest of the Parties in performing this Merger

The management members of both Parties understand that the Merger will provide equity, legal, and financial benefits, including:

- (i) The optimization of the corporate structure of the group which both Parties belong to; and
- (ii) The reduction of costs in administrative areas and with the fulfillment of ancillary obligations, generating synergies.

3 Appraisal

3.1 Appraisal. The Parties agree that, according to the appraisal report shown in **Exhibit I** to this Protocol (the "**Report**"), SCB's shareholders' equity, including, without limitation, the assets and liabilities listed in **Exhibit I** to this Protocol, had its equity value appraised by the auditors known as Magalhães Andrade S/S Auditores Independentes, registered with the Regional Accounting Council of the State of Sao Paulo (SP, Brazil), under number 2SP000233/O-3 and with corporate Id. Tax (CNPJ/MF) number 62.657.242/0001-00, headquartered at Avenida Brigadeiro Faria Lima, No. 1.893, 6th floor, suite 61/62, Jardim Paulistano district, Zip code 01451-001 (the "**Appraiser**"), on the reference date of March 31, 2022, based on the balance sheets prepared by the management of the Merged Company SCB on such same date and for this specific purpose. According to the Report, the value of SCB Merged Company's

shareholders' equity on March 31, 2022, reflecting the effect of subsequent events described in the Report, on the date of the Report, is of two hundred and sixty-six million, three hundred and eighty-five thousand, nine hundred and ninety-six *Reais* and seventy-one *centavos* (R\$ 266,385,996.71).

- 3.2 Changes in shareholders' equity.** If the Merger proposal is approved, SCB's variations in shareholder's equity after the base date of March 31, 2022, will be absorbed by CBD and recorded directly in CBD's financial statements.
- 3.3 Absence of conflict.** The Appraiser stated it has no interest, whether directly or indirectly, in the companies involved in the Merger, or, even with regard to the Merger itself, which could prevent or affect the preparation of the Report requested to it, for the purposes of the Merger.
- 3.4 Absence of valuation of net equities.** Considering that the corporate capital of SCB is fully owned by CBD and, consequently, there shall not exist any kind of shares' substitution in the Merger, the management of the Parties decided, in consonance with the position of CVM's Board, duly consolidated through the decision issued at the CVM Process No. 19957.011351/2017-21, that it is not applicable to the Merger the special regimen set forth in Article 264 of the Brazilian Corporate Act, including therein the obligation of evaluating the net equity of the Parties, under the terms legally set forth.

4 General Aspects of the Merger

If the proposed Merger is approved, the Merger will be implemented on the following bases:

4.1 Capital Stock.

4.1.1 Current composition.

- (i) The share capital of SCB, fully subscribed and paid in, is of BRL421,943,845 (four hundred and twenty-one million, nine hundred and forty-three thousand, eight hundred and forty-five Reals), divided into 421,943,845 (four hundred and twenty-one million, nine hundred and forty-three thousand, eight hundred and forty-five) shares with par value of BRL1.00 (one Real) each, fully subscribed and paid in the Brazilian national currency by its sole partner CBD;
- (ii) CBD's capital stock, fully subscribed and paid in, is of BRL5,859,093,872.92 (five billion, eight hundred and fifty-nine million, ninety-three thousand, eight hundred and seventy-two Reals and ninety-two cents), fully subscribed and paid in, divided into 269,386,471 (two hundred and sixty-nine million, three hundred and eighty-six thousand, four hundred and seventy-one) common shares with no par value.

- 4.2 Conditions to implement the Merger.** The implementation of the Merger, the appointment of the Appraiser, and the approval of the Report and other terms and conditions of the Protocol are subject to the approval or ratification, as the case may be, of the partners of both Parties. Considering, moreover, that SCB is a company controlled by CBD, the Merger will be subject

to prior approval by the applicable corporate bodies of CBD, as provided for in CBD'S Policy for Transactions between Related Parties.

- 4.3 Effects of the Merger.** If the Merger is approved, SCB will be liquidated and wholly succeeded by CBD, and SCB will cease existing in all its assets and liabilities, rights and obligations of any nature. The Merger shall become effective as of May 31st, 2022, exclusive.
- 4.4 Right of Withdrawal.** The approval of the Merger shall not grant any right of withdrawal to the shareholders of the Absorbing Party, since the right of withdrawal is legally limited to the shareholders of the Absorbed Party. Considering that SCB's sole shareholder is CBD, there shall not be any right of withdrawal applicable to the Merger.
- 4.5 Use of the corporate name.** SCB may continue to conduct business on its name and behalf until all its records are formalized and all permits obtained as required by the laws applicable to the consummation of the Merger.

5 GENERAL PROVISIONS

- 5.1 Severability of provisions.** In case any court may decide that any of the covenants contained in this Protocol is null or ineffective, such fact shall not affect the validity or effectiveness of the other provisions and covenants set forth herein, which shall be fully complied with, and the Parties hereby undertake to use their best efforts in order to fit properly to achieve the same effects of the covenant that might be canceled or become ineffective.
- 5.2 Entire agreement, exhibits, and amendments.** This Protocol and its exhibits constitute the entire agreement, i.e., include all understandings and covenants existing by and between the Parties' managers and administrators, as applicable, as regards the matters covered and governed herein. This Protocol and its exhibits can only be amended or changed through an instrument in writing undersigned by all the Parties' managers or administrators, as applicable.
- 5.3 Filing and registration.** Once the Merger has been approved by the members and shareholders of the Parties, it will be up to the management of CBD to promote the filing and publication of all actions related to the Merger.
- 5.4 Governing law.** This Protocol shall be governed by and construed pursuant to the laws of the Federative Republic of Brazil.
- 5.5 Recommendation.** Considering the clauses provided for hereinabove, which comply with all requirements of Articles 224 and 225 of the Brazilian Corporations Act, in our opinion the Merger meets the interests of both Parties and its shareholders and members; therefore, we recommend that the Merger is implemented.

In witness whereof, the Parties execute this Protocol and Justification of Merger in six (6) counterparts of equal content and form, in the presence of the two (2) undersigned witnesses below.

Sao Paulo (SP, Brazil), April 29, 2022.

[Signature page of the Protocol and Justification of Merger of SCB DISTRIBUIÇÃO E COMÉRCIO VAREJISTA DE ALIMENTOS LTDA. with its successor COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO, executed on April 29, 2022]

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

SCB DISTRIBUIÇÃO E COMÉRCIO VAREJISTA DE ALIMENTOS LTDA.

Witnesses:

Name:
Id. card (RG):
Tax Id. (CPF/MF):

Name:
Id. card (RG):
Tax Id. (CPF/MF):

Annex II(ii)
Merger Appraisal Report

**SCB DISTRIBUIÇÃO E COMÉRCIO
VAREJISTA DE ALIMENTOS LTDA.**

**Appraisal report at book value of the
shareholders' equity for merger purposes**

April 18, 2022

1 00 009/22

Dear Shareholders of

**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO and
SCB DISTRIBUIÇÃO E COMÉRCIO VAREJISTA DE ALIMENTOS LTDA.**

MAGALHÃES ANDRADE S/C AUDITORES INDEPENDENTES, a Brazilian auditing and consulting firm registered with the Regional Accounting Board of the State of Sao Paulo under number 2SP000233/O-3, filed with the Brazilian Register of Corporate Taxpayers (CNPJ) under number 62.657.242/0001-00 and with head offices at Av. Brigadeiro Faria Lima 1893, 6th floor, Jardim Paulistano, in the capital city of Sao Paulo, State of Sao Paulo, Brazil, appointed by you as appraiser expert to carry out the evaluation of the net assets at book value of **SCB DISTRIBUIÇÃO E COMÉRCIO VAREJISTA DE ALIMENTOS LTDA.** for the purpose of being merged into the equity of **COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**, after completing the due diligence and verifications required for the fulfillment of its work, submits below the

APPRAISAL REPORT

attached hereto.

Sao Paulo (SP, Brazil), April 18, 2022.

MAGALHÃES ANDRADE S/S

External Auditors

accreditation number CRC2SP000233/O-3

GUY ALMEIDA ANDRADE

Accountant. Accreditation number CRC1SP116758/O-6

APPRAISAL REPORT

INTRODUCTION

1. The purpose of this merger transaction is to merge assets and liabilities of **SCB DISTRIBUIÇÃO E COMÉRCIO VAREJISTA DE ALIMENTOS LTDA. (Comprebem)** into **COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO (CBD)**, as part of the restructuring of the Group, in order to provide equity, legal, and financial benefits, among which: a) the optimization of the corporate structure of the group to which they belong; and b) the reduction of costs in administrative areas and, with the fulfillment of ancillary obligations, generating gains through synergies.
2. Therefore, this **REPORT** has as purpose to ascertain the book value of the net assets to be merged, considering **Comprebem's** financial position as of March 31, 2022.
3. To this end, we examined the balance sheet of **Comprebem** on the base date of the appraisal.

MANAGEMENT'S RESPONSIBILITY ON THE ACCOUNTING INFORMATION

4. **Comprebem's** management is responsible for the bookkeeping and preparation of accounting information in accordance with accounting practices adopted in Brazil and under adjustments at market values, as well as its relevant internal controls determined as necessary to enable the preparation of such accounting information free of material distortions, whether due to fraud or error. The summary of the main accounting practices adopted by the Company is described in **EXHIBIT 2** attached to this Appraisal Report.

SCOPE OF WORK AND ACCOUNTANT'S RESPONSIBILITY

5. Our responsibility is to present a conclusion on the value of **Comprebem's** partial net assets on March 31, 2022, based on the work conducted under CTG Technical Notice 2002, approved by CFC (the Brazilian Federal Accounting Council), which provides for the application of examination procedures in balance sheets for issuing an appraisal report. Thus, we have examined said balance sheet of **Comprebem** in compliance with Brazilian and international auditing standards, which require that the accountant complies with ethical requirements and that the work is planned and performed in order to get reasonable assurance that the accounting shareholders' equity ascertained to prepare our appraisal report is free of material distortions.
6. The issuance of an appraisal report involves the performance of selected procedures to get evidence regarding the values presented in the appraisal report. The procedures selected depend on the accountant's judgment, including the assessment of material distortion risks in the accounting shareholders' equity, whether because of fraud or error. In this risk assessment, we consider internal controls relevant to prepare and present in due form **Comprebem's** accounting balance sheet to plan procedures that are appropriate under the circumstances, but not for the purpose of giving an opinion on the effectiveness of such internal controls. The work also included the assessment of the suitability of the accounting policies used, and the reasonableness of the accounting estimates made by the management. We believe that the evidence obtained is

sufficient and appropriate to support our conclusion.

COMPREBEM'S FINANCIAL POSITION

7. **Comprebem's** financial position on March 31, 2022—at book value—is reflected in the balance sheet prepared on that date, shown in **EXHIBIT 1** hereto, and which, in summary, is as follows:

ASSETS	410,758,714.49
(-) LIABILITIES	<u>144,372,717.78</u>
SHAREHOLDERS' EQUITY	<u>266,385,996.71</u>

8. **Comprebem** maintains its bookkeeping according to the accounting practices adopted in Brazil, based on the pronouncements of the CPC—Accounting Pronouncements Committee and, therefore, the accounting balances adequately reflect the equity and financial position when they were ascertained. **EXHIBIT 2** shows the main accounting practices adopted by the management to prepare **Comprebem's** balance sheets.
9. Accounting considers the company's activities for appraising its assets and liabilities, according to the concept of normal business continuity. Our appraisal also considered the concept of the company's activities.
10. The appraisal of the **Comprebem** assets to be merged into **CBD** is made at book value, in compliance with article 226 of Law 6404/76.
11. **Comprebem's** capital stock, in the amount of four hundred and twenty-one million, nine hundred and forty-three thousand, eight hundred and forty-five Brazilian Reals (BRL421,943,845), fully subscribed and paid in, is divided into four hundred and twenty-one million, nine hundred and forty-three thousand, eight hundred and forty-five (421,943,845) shares, with par value of one Brazilian Real (BRL 1.00) each, all of them belonging to **CBD**.
12. **EXHIBIT 3** shows how inventories are composed of, which are consistent with **CBD** operations.
13. **EXHIBIT 4** shows the composition of the fixed assets to be merged into **CBD**, where plots of land, buildings, and improvements stand out, the list of which is shown in **EXHIBIT 5**.
14. **EXHIBIT 6** shows the assets and liabilities arising from operations with **CBD** and which will be eliminated upon the merger, without impacting the shareholders' equity of **Comprebem** and **CBD**.

MERGER INTO CBD

17. **CBD** holds all the shares of **Comprebem's** share capital, and such investment is recognized at the value of the shareholders' equity of the investee.
18. As **CBD** holds all the shares of **Comprebem's** share capital, such shares will be extinguished upon the merger, and in **CBD's** accounting the investment in **Comprebem** will be replaced by the assets and liabilities of the investee.

19. Therefore, the merger will have no effect on the shareholders' equity of **CBD**.

CONCLUSION

20. Based on the tests, surveys, and due diligence carried out, the conclusion is that **Comprebem's** net assets to be merged into **CBD**, which is shown in **EXHIBIT 1**, is worth at least two hundred and thirty-six million, three hundred and eighty-five thousand, nine hundred and ninety-six Brazilian Reals and seventy-one cents (BRL 266,385,996.71).

This **REPORT** is issued in seven (7) counterparts, containing four (4) pages and six (6) exhibits, printed on one single side and initialed by the undersigning expert.

Sao Paulo (SP, Brazil), April 18, 2022.

MAGALHÃES ANDRADE S/S
External Auditors
accreditation number CRC2SP000233/O-3

GUY ALMEIDA ANDRADE
Accountant. Accreditation number CRC1SP116758/O-6

SCB DISTRIBUIÇÃO E COMÉRCIO VAREJISTA DE ALIMENTOS LTDA.

Balance sheet prepared on March 31, 2022

(amounts stated in Brazilian Reals)

ASSETS**Current assets**

Cash and cash equivalents	23,736,758.02
Customers (net of allowance for doubtful accounts)	5,070,432.96
Third-party credit claims	388,472.72
Advances to employees	474,098.78
Recoverable taxes	8,121,101.83
Advances to suppliers	9,075,969.70
Inventories	111,899,472.20
Prepaid expenses	1,258,053.07

Total current assets	160,024,359.28
-----------------------------	-----------------------

Non-current assets

Recoverable taxes	10,054,319.74
Escrow deposits with courts of law	117,399.50
Net fixed assets	240,562,635.97

Total non-current assets	250,734,355.21
---------------------------------	-----------------------

TOTAL ASSETS	410,758,714.49
---------------------	-----------------------

LIABILITIES AND SHAREHOLDERS' EQUITY**LIABILITIES****Current liabilities**

Suppliers	97,150,168.48
Tax obligations	1,661,923.22
Labor-related obligations	14,689,549.21
Obligations with related parties	23,763,081.66
Other accounts payable	2,741,008.90
Deferred revenue	90,656.74

Total current liabilities	140,096,388.21
----------------------------------	-----------------------

Non-current liabilities

Allowance for contingencies	4,122,329.57
Deferred revenue	154,000.00

Total non-current liabilities	4,276,329.57
--------------------------------------	---------------------

TOTAL LIABILITIES	144,372,717.78
--------------------------	-----------------------

SHAREHOLDERS' EQUITY

Capital stock	421,943,844.61
Equity adjustments	(113,064.94)
Retained (losses) earnings	(155,444,782.96)

TOTAL SHAREHOLDERS' EQUITY	266,385,996.71
-----------------------------------	-----------------------

TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	410,758,714.49
---	-----------------------

SCB DISTRIBUIÇÃO E COMÉRCIO VAREJISTA DE ALIMENTOS LTDA.**Main accounting practices on March 31, 2022****Basis of preparation**

The individual and consolidated financial statements were prepared in compliance with the International Financial Reporting Standards (IFRS), issued by the International Accounting Standards Board (IASB), under the accounting practices adopted in Brazil, Law No. 6404/76, and technical pronouncements and interpretations issued by the Accounting Pronouncements Committee (CPC) and ratified by the *Comissão de Valores Mobiliários* [Brazilian Securities and Exchange Commission] (CVM).

The financial statements were prepared based on the historical cost, except for certain financial instruments measured at their fair values. All the relevant pieces of information specific to the financial statements, and only them, are being evidenced, and correspond to those used by the Management in its managing duties in the Company.

The financial statements are being presented in millions of Brazilian Reals – BRL. The Company's functional currency is the Brazilian Real - BRL. The functional currency of subsidiaries and affiliated companies located abroad is the local currency of each jurisdiction in which such subsidiaries operate.

The Board of Directors approved on February 23, 2022 the financial statements for the fiscal year ended on December 31, 2021.

The statements of cash flows include continued and discontinued operations in line with technical pronouncement CPC31/IFRS 5.

The consolidated financial statements comprise the accounting information of all the subsidiaries in which the Company exercises direct or indirect control. The determination of which subsidiaries are controlled by the Company and the procedures for full consolidation follow the concepts and principles established by CPC 36 (R3)/IFRS 10.

The financial statements of the subsidiaries are prepared on the same closing date of the Company's fiscal years, adopting consistent accounting policies. All the balances among the Group companies, including revenues and expenses, unrealized gains and losses, and dividends resulting from transactions among the Group companies are fully eliminated.

Gains or losses resulting from changes of equity interest in subsidiaries, not resulting in loss of control, are accounted for directly in the shareholders' equity.

In the individual financial statements, the interests are calculated considering the percentage held by the Company in its subsidiaries. In the consolidated financial statements, the Company fully consolidates all its subsidiaries, keeping the non-controlling interest highlighted in a specific line in the shareholders' equity and income statement.

Main accounting policies

The main accounting policies and practices are described here. The accounting policies and practices have been applied consistently for the fiscal years presented and for the Company's individual and

consolidated financial statements.

1. Financial Instruments

Financial assets are recognized when the Company or its subsidiaries assume contractual rights to receive cash or other financial assets from contracts to which they are party. Financial assets are derecognized when the rights to receive cash flows connected to the financial assets expire or when the risks and benefits have been substantially transferred to third parties. Assets and liabilities are recognized when rights or obligations are retained in the transfer by the Company.

Financial liabilities are recognized when the Company and/or its subsidiaries assume contractual obligations for settlement in cash or in the assumption of obligations of third parties through an agreement to which they are a party. Financial liabilities are derecognized when they are discharged, extinguished, or expired.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (negotiations under normal conditions) are recognized on the trade date, i.e., the date on which the Company and its subsidiaries undertake to purchase or sell such asset.

(i) Classification and measurement of financial assets and liabilities

According to CPC 48/IFRS 9, at the initial recognition, a financial asset is classified as measured: at amortized cost; fair value through other comprehensive income ("FVOCI") – or fair value through profit or loss ("FVPL"). The classification of financial assets under CPC 48/IFRS 9 is generally based on the business model in which a financial asset is managed and in its contractual cash flow characteristics. Embedded derivatives where the main contract is a financial asset within the scope of the standard are never separated. Instead, the hybrid financial instrument is evaluated for classification as a whole.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as measured at FVPL:

- it is maintained within a business model the purpose of which is to maintain financial assets to receive contractual cash flows; and
- its contractual terms generate—on specific dates—cash flows that are related to the payment of principal and interest on the outstanding principal value.

A debt instrument is measured at FVOCI if it meets both of the following conditions and is not designated as measured at FVPL:

- It is maintained within a business model the purpose of which is achieved by both receiving contractual cash flows and selling financial assets; and
- its contractual terms generate—on specific dates—cash flows that are only payments of principal and interest on the outstanding principal value.

At the initial recognition of an investment in an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the fair value of the investment in other comprehensive income ("OCI"). This choice is made on an investment-by-

investment basis.

All the financial assets not classified as measured at amortized cost or FVOCI, as described above, are classified as FVPL. This includes all the derivative financial assets. Upon initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or as FVOCI or FVPL if that eliminates or significantly reduces an accounting decoupling that would otherwise arise (fair value option available at CPC 48/IFRS 9).

A financial asset (unless it is an account receivable from customers without a significant financing component that is initially measured at transaction price) is initially measured at fair value, added, for an item not measured at FVPL, with the transaction costs that are directly attributable to its acquisition.

Financial assets measured at FVPL - These assets are subsequently measured at fair value. The net result, including interest or dividend income, is recognized in the result.

Financial assets at amortized cost - These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in the result. Any gain or loss on derecognition is recognized in the result.

Financial assets at FVOCI - These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment losses are recognized in the result. Other net results are recognized in OCI. Upon derecognition, the accumulated result in OCI is reclassified to the result.

(ii) Derecognition of financial assets and liabilities

A financial asset (or, where applicable, part of a financial asset or part of a group of similar financial assets) is derecognized when:

- The rights to receive cash flows expire.
- The Company and its subsidiaries transfer their rights to receive cash flows from the asset or undertake to pay in full the cash flows received to a third party, under the terms of a transfer agreement; and (a) the Company substantially transferred all the risks and benefits related to the asset; or (b) the Company did not transfer or substantially retain all the risks and benefits related to the asset, but transferred its control.

When the Company and its subsidiaries assign their rights to receive cash flows from an asset or enter into a transfer agreement, without having substantially transferred or retained all the risks and benefits related to the asset or transferred control of the asset, the asset is maintained and recognizes a corresponding liability. The transferred asset and the corresponding liability are measured in a manner that reflects the rights and obligations retained by the Company and its subsidiaries.

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired.

When an existing financial liability is replaced by another of the same creditor, upon

substantially different terms, or the terms of an existing liability are substantially modified, such replacement or modification is treated as derecognition of the original liability and recognition of a new liability, and the difference between the respective book values is recognized in the income summary.

(iii) Offset of financial instruments

The financial assets and liabilities are offset and presented net in the financial statements if, and only if, there is the right to offset the recognized amounts and also the intention to settle them on a net basis or to realize the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Company uses derivative financial instruments to limit the exposure to variations not related to the local market such as interest rate swaps and foreign exchange swaps. Such derivative financial instruments are initially recognized at the fair value on the date the derivative contract is entered into and subsequently remeasured at the fair value at the end of the fiscal years. The derivatives are accounted for as financial assets when the fair value is positive and as financial liabilities when they are negative. Any gains or losses resulting from changes in the fair value of derivatives are entered directly in the income summary.

At the beginning of the hedge relationship, the Company formally designates and documents the hedge relationship to which it wishes to apply the hedge accounting, and its purpose and risk management strategy to contract it. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the hedged risk and how the Company should assess the effectiveness of changes in the fair value of the hedging instrument in neutralizing the exposure to changes in the fair value of the hedged item or cash flows attributable to the hedged risk. It is expected that such hedges are highly effective in neutralizing changes in the fair value or cash flows. They are continuously assessed to determine whether they actually have been highly effective throughout all the fiscal years of the financial reports for which they were designated.

The following are accounted for as fair value hedges, adopting the following procedures:

- The change in the fair value of a derivative financial instrument classified as a fair value hedge is recognized as a financial result. The change in the fair value of the hedged item is recorded as part of the book value of the hedged item and is recognized in the income summary.
- In the calculation of fair value, debts and swaps are measured through rates disclosed in the financial market and projected until their maturity date. The discount rate used to calculate the interpolation method of foreign currency loans is developed through the curves of DDI, clean Coupon and DI rates, published by the B3 and, for loans in the Brazilian legal currency, the DI curve is used, which is an index disclosed by CETIP and calculated through the exponential interpolation method.

The Company uses financial instruments only to protect identified risks limited to 100% of the value of these risks. Derivative transactions are exclusively used to reduce exposure to foreign currency fluctuations and interest rates, in order to maintain the balance of the capital structure.

Cash flow hedge

The derivative instruments are recorded as cash flow hedges, adopting the following procedures:

- The effective part of the gain—or loss—of the hedging instrument is recognized directly in the shareholders' equity in other comprehensive income, and if the hedge no longer meets the hedge index, but the purpose of risk management remains unchanged, the Company must adjust and "rebalance" the hedge index to meet the qualification criteria.
- Any remaining gain or loss on the hedging instrument (including arising from the "rebalancing" of the hedge index) is ineffective, and therefore should be recognized in profit or loss.
- The amounts accounted for in other comprehensive income are transferred immediately to the income statement along with the hedged transaction when affecting income, for example, when the hedged financial income or expense is recognized or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or liability, the amounts recorded in the shareholders' equity are transferred to the initial book value of the non-financial asset or liability.
- The Company must prospectively discontinue the hedge accounting only when the hedge relationship no longer meets the qualification criteria (after considering any rebalancing of the hedge relationship).
- If the occurrence of the anticipated transaction or firm commitment is no longer expected, the amounts previously recognized in the shareholders' equity are transferred to the income statement. If the hedging instrument expires or is sold, terminated, or exercised without replacement or rollover, or if its classification as a hedge is revoked, the gains or losses previously recognized in comprehensive income remain deferred in the shareholders' equity in other comprehensive income until the expected transaction or firm commitment affects the income.

Impairment losses of financial assets

CPC 48/IFRS 9 replaces the "incurred loss" model of CPC 38/IAS 39 with an expected credit loss model. The new impairment loss model applies to financial assets measured at amortized cost, contractual assets and debt instruments measured at FVOCI, but does not apply to investments in equity instruments (shares) or financial assets measured at FVPL.

According to CPC 48/ IFRS 9, provisions for losses are measured on one of the following bases:

- Expected credit losses for 12 months (general model): these are credit losses resulting from likely events of default within 12 months after the balance sheet date, and subsequently, if there is a deterioration in credit risk, for the entire life of the instrument.
- Credit losses expected for the entire life (simplified model): these are credit losses resulting from all likely events of default over the expected life of a financial instrument.
- Practical expedient: these are expected credit losses, consistent with reasonable and sustainable information available—on the balance sheet date—on past events, current conditions and forecasts of future economic conditions, which allow to verify the probable future loss based on the historical credit loss occurred according to the maturity of the securities.

The Company measures provisions for losses on accounts receivable and other receivables and contractual assets for an amount equal to the expected lifetime credit loss, and for accounts receivable from customers, whose receivables portfolio is pulverized, rents receivable, accounts receivable wholesale and accounts receivable from carriers, the practical expedient is applied through the adoption of a loss matrix for each maturity range.

In determining whether the credit risk of a financial asset has increased significantly since the initial recognition and upon estimating the expected credit losses, the Company considers reasonable and supportable information that is relevant and available without cost or excessive effort. This includes quantitative and qualitative information and analysis, based on the Company's historical experience, credit assessment and considering prospective information.

The Company assumes that the credit risk of a financial asset has increased significantly if it is more than 90 days past due.

The Company considers a financial asset to be in default when:

- it is unlikely that the creditor will fully pay its credit obligations to the Company, without resorting to actions such as the realization of the guarantee (if any); or
- the financial asset is more than 90 days past due.

The Company determines the credit risk of a debt security by analyzing the history of payments, current financial and macroeconomic conditions of the counterparty and evaluation of rating agencies when applicable, thus evaluating each security individually.

The maximum period considered in the expected credit loss estimate is the maximum contractual period during which the Company is exposed to the credit risk.

Measurement of expected credit losses - Expected credit losses are estimates weighted by the probability of credit losses based on historical losses and projections of related assumptions. The credit losses are measured at present value based on all cash shortfalls (that is, the difference between the cash flows owed to the Company under the agreement and the cash flows that the Company expects to receive).

The expected credit losses are discounted at the effective interest rate of the financial asset.

Financial assets with credit recovery problems - On each presentation date, the Company assesses whether the financial assets accounted for at amortized cost and the debt securities measured at FVOCI have indications of loss in their recoverable value. A financial asset has indications of impairment loss when one or more events with a negative impact on the estimated future cash flows of the financial asset occur.

Presentation of impairment loss - Provision for losses on financial assets measured at amortized cost are deducted from the gross book value of the assets.

For financial instruments measured at FVOCI, the provision for losses is recognized at OCI, instead of reducing the book value of the asset.

Impairment losses related to accounts receivable from other customers and other receivables,

including contractual assets, are presented separately in the income statement and OCI. The impairment losses on other financial assets are presented under 'sales expenses'.

Accounts receivable and contractual assets - The Company considers the model and some of the assumptions used in the calculation of these expected credit losses as the main sources of uncertainty in the estimate.

The positions within each group were segmented based on common credit risk characteristics, such as:

- Credit risk level and history of losses - for wholesale customers and real estate leasing; and
- Default status default risk and history of losses - for credit card administrators and other customers.

Present value adjustment of assets and liabilities

Long-term assets and liabilities are adjusted to their present value, calculated taking into account contractual cash flows and the respective explicit or implicit interest rate. Short-term assets and liabilities are not adjusted to present value.

2. Transactions in foreign currency

Transactions in foreign currencies are initially recognized at fair value of the corresponding currencies on the date that the transaction qualifies for recognition.

Monetary assets and liabilities stated in foreign currencies are translated into Brazilian Real, according to the exchange rate of the respective currencies at the end of the fiscal years. Differences arising from the payment or the translation of monetary items are recognized in the financial result.

3. Classification of assets and liabilities as current and non-current

The Company presents the assets and liabilities in the financial statement based on the classification of current and non-current.

The asset should be classified as current when it meets any of the following criteria:

- it is expected to be realized, or it is intended to be sold or consumed in the normal course of the entity's operating cycle
- it is held essentially for the purpose of being negotiated
- it is expected to be realized no later than twelve months after the balance sheet date
- it is cash or cash equivalent (as defined in Technical Pronouncement CPC03/IAS 7 – Statement of Cash Flows), unless its exchange or use for settlement of liabilities is prohibited for at least twelve months after the balance sheet date

All the other assets should be classified as non-current.

The liability should be classified as current when it meets any of the following criteria:

- it is expected to be settled during the normal operating cycle of the entity
- it is held essentially for the purpose of being negotiated
- it must be settled within twelve months after the balance sheet date
- the entity has no unconditional right to defer the settlement of the liability for at least twelve months after the balance sheet date

All the other liabilities should be classified as non-current.

Deferred tax assets and liabilities are classified as “non-current”, net by legal entity, as provided for in CPC32/IAS12.

4. Conversion of subsidiaries and affiliated companies located in other countries

The financial statements are stated in Brazilian Real (BRL), which is the parent company's functional currency. Each entity determines its functional currency, and all its financial transactions are measured in such currency.

Financial statements of subsidiaries located in other countries that use a functional currency other than the parent company's currency are translated into Brazilian Reals on the balance sheet date according to the following criteria:

- Assets and liabilities, including goodwill and market value adjustments, are translated into Brazilian Reals at the exchange rate on the balance sheet date.
- The income statement and the statement of cash flows are translated into Brazilian Reals using the average rate, unless significant variations occur, when the transaction date rate is used.
- Shareholders' equity accounts are kept at the historical balance in Brazilian Reals, and the variation is recorded in the foreign exchange investment variation item as other comprehensive income.

Differences in exchange rate variations in foreign currency translation are recognized directly in a separate component of the shareholders' equity. When a foreign operation is sold, the accumulated amount of exchange variation adjustment in the shareholders' equity is entered in the income summary.

5. Hyperinflation

Argentina has been considered a hyperinflationary economy since September 2018. According to CPC 42/IAS 29 – “Accounting in a Hyperinflationary Economy” based on the current cost approach, the non-monetary assets and liabilities, the shareholders' equity and the operating results of the Argentina-based indirect subsidiary Libertad, a direct subsidiary of Éxito group, whose functional currency is the Argentine peso, are being adjusted so that the amounts are disclosed in the monetary measurement unit at the end of the fiscal year.

This unit considers the effects measured by the Consumer Price Index (“IPC”) in Argentina as of January 1, 2017 and the Domestic Retail Price Index of Argentina (“IPIM”) as of December 31, 2016.

6. Accounting for equity interests at cost arising from corporate restructuring and carried out with

related parties

The Company records at historical cost the interests arising from corporate restructuring acquired from related parties without economic essence. The difference between the cost balance and the acquired value is recorded in the shareholders' equity, when the transaction is made between companies under common control. The transactions do not qualify as a business combination under CPC 15R/IFRS 3R.

7. Statement of value added

The statement of value added aims at highlighting the wealth created by the Group and its distribution during a certain fiscal year, and it is presented as required by the Brazilian corporate law, as part of its individual and consolidated financial statements, as it is not a statement provided for or mandatory under IFRS.

Said statement was prepared based on information obtained from the accounting records that serve as the basis to prepare the financial statements, complementary records, and according to the provisions set forth in technical pronouncement CPC 09 – Statement of Value Added. In its first part, it presents the wealth created by the Company and its subsidiaries, represented by revenues (gross sales revenue, including taxes levied on it, other revenues and the effects of estimated losses with doubtful accounts), inputs acquired from third parties (costs of sales and purchases of materials, energy and services from third parties, including taxes levied on the acquisition value, the effects of losses and recovery of assets and depreciation and amortization) and the added value received from third parties (equity income, financial revenues and other revenues). The second part of the statement presents the distribution of wealth among personnel, taxes, fees and contributions, yield on third-party capital and interest on the shareholders' equity.

Main accounting judgments, estimates and assumptions

The preparation of the Company's individual and consolidated financial statements requires the Management to make judgments and estimates and to adopt assumptions that affect the stated amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities at the end of the fiscal year. However, uncertainties regarding these assumptions and estimates may generate results requiring substantial adjustments to the book value of the asset or liability in future fiscal years.

In the process of applying the Company's accounting policies, the Management adopted judgments, which had the most significant effect on the amounts recognized in the individual and consolidated financial statements in the following assets and liabilities:

- Impairment;
- Inventories: creation of provisions for loss estimates;
- Taxes to be recovered: expectation of realization of tax credits;
- Fair value of derivatives and other financial instruments;
- Provision for lawsuits: creation of a provision for causes comprising probable and estimated loss expectations with a certain degree of reasonableness;
- Income tax: creation of provisions based on reasonable estimates;
- Share-based payments: estimate the fair value of operations based on a valuation model;
- Lease: determination of the lease term and the incremental interest rate; and

- Business discontinuity.

SCB DISTRIBUIÇÃO E COMÉRCIO VAREJISTA DE ALIMENTOS LTDA.

Composition of Inventories on March 31, 2022

(amounts stated in Brazilian Reals)

ASSETS

Current assets

Inventories

Merchandise for resale	
Stores	72,614,297.29
Distribution Centers	30,194,319.29
Storage	3,792,019.34
Inventories bonus	<u>(380,820.56)</u>
Sum of merchandise for resale	106,219,815.36
Packaging material	1,748,123.14
Merchandise in transit	2,427,913.19
Consumables	3,107,514.80
Provision for losses in inventories	<u>(1,603,894.29)</u>
	<u>111,899,472.20</u>

SCB DISTRIBUIÇÃO E COMÉRCIO VAREJISTA DE ALIMENTOS LTDA.

Composition of Fixed Assets on March 31, 2022

(amounts stated in Brazilian Real - BRL)

	Original amount	Capitalized Interest	Impairment	Accumulated Depreciation	Residual amount
Lands	22,577,470.29	—	—	—	22,577,470.29
Buildings	18,971,565.99	769,151.77	—	(7,291,416.92)	12,449,300.84
Own improvements	52,738,607.34	—	—	(13,257,128.44)	39,481,478.90
Third-party improvements	120,349,612.93	—	—	(37,190,538.53)	83,159,074.40
Machines and equipment	73,273,837.64	203,908.53	—	(27,021,318.46)	46,456,427.71
Hardware	19,296,254.78	61,310.43	(326,284.29)	(12,667,559.96)	6,363,720.96
Software	2,845,181.86	10,003.65	—	(814,220.66)	2,040,964.85
Facilities	10,198,270.02	19,733.26	—	(4,625,720.64)	5,592,282.64
Furniture and equipment	36,566,431.50	73,219.67	(61,170.88)	(15,265,232.02)	21,313,248.27
Decoration	2,354,143.27	—	—	(1,778,800.32)	575,342.95
Immobilization in progress	553,324.16	—	—	—	553,324.16
	<u>359,724,699.78</u>	<u>1,137,327.31</u>	<u>(387,455.17)</u>	<u>(119,911,935.95)</u>	<u>240,562,635.97</u>

SCB DISTRIBUIÇÃO E COMÉRCIO VAREJISTA DE ALIMENTOS LTDA.

Plots of land and real properties on March 31, 2022

(Amounts stated in Reals: BRL)

Real estate	Original amount					Depreciation			Residual amount
	Plot of land	Buildings	Improvements in own properties	Improvements in third parties' properties	Total	Improvements in own properties	Improvements in third parties' properties	Total	
CB Lj. 1 Taubaté	6.499.543,33	306.495,63	19.933.258,77	-	267.392.97,73	(6.305.492,32)	-	(6.305.492,32)	20.433.805,41
CB Lj. 2 Leme – Centro	2.407.336,35	5.625.943,21	5.911.828,59	-	13.945.108,15	(3.141.286,83)	-	(3.141.286,83)	10.803.821,32
CB Lj. 3 Porto Ferreira	1.925.930,57	3.903.665,56	4.732.583,11	-	10.562.179,24	(2.122.071,20)	-	(2.122.071,20)	8.440.108,04
CB Lj. 4 Mogi Socorro	-	-	-	7.570.441,87	7.570.441,87	-	(1.926.975,73)	(1.926.975,73)	5.643.466,14
CB Lj. 5 Jundiaí – XV de Novembro	4.298.600,00	4.530.840,50	7.351.118,78	-	16.180.559,28	(2.930.792,81)	-	(2.930.792,81)	13.249.766,47
CB Lj. 6 Guarulhos – Papa João Paulo I	4.088.664,79	19.302,25	9.856.167,13	-	13.964.134,17	(2.518.919,42)	-	(2.518.919,42)	11.445.214,75
CB Lj. 7 Ribeirão Pires - Centro	-	-	-	6.749.162,12	6.749.162,12	-	(1.226.742,84)	(1.226.742,84)	5.522.419,28
CB Lj. 8 Guarulhos	-	-	-	5.344.228,31	5.344.228,31	-	(630.555,31)	(630.555,31)	4.713.673,00
CB Lj. 9 Imperador	-	2.757.720,24	-	7.699.317,26	10.457.037,50	-	(3.628.383,28)	(3.628.383,28)	6.828.654,22
CB Lj. 10 Guarujá	-	3.000,00	-	8.182.168,50	8.185.168,50	-	(1.636.287,31)	(1.636.287,31)	6.548.881,19
CB Lj. 11 Santos - Conselheiro Nébias	-	3.200,00	-	8.402.371,24	8.405.571,24	-	(1.754.764,23)	(1.754.764,23)	6.650.807,01
CB Lj. 12 Guarujá - Vicente de Carvalho I	-	-	-	7.055.830,23	7.055.830,23	-	(736.869,24)	(736.869,24)	6.318.960,99
CB Lj. 13 Guarujá - Vicente de Carvalho II	-	-	-	7.608.621,50	7.608.621,50	-	(1.513.873,58)	(1.513.873,58)	6.094.747,92
CB Lj. 14 Bebedouro	478.000,00	-	6.288.226,11	-	6.766.226,11	(1.580.311,61)	-	(1.580.311,61)	5.185.914,50
CB Lj. 15 Sorocaba	-	-	-	5.640.172,55	5.640.172,55	-	(1.188.387,52)	(1.188.387,52)	4.451.785,03
CB Lj. 16 Valinhos	-	-	-	5.707.794,00	5.707.794,00	-	(2.841.114,17)	(2.841.114,17)	2.866.679,83
CB Lj. 17 Brotas I	-	7.600,00	-	4.521.730,16	4.529.330,16	-	(2.068.138,31)	(2.068.138,31)	2.461.191,85
CB Lj. 18 Monte Mor	2.879.395,25	1.765.253,69	4.828.392,69	-	9.473.041,63	(1.925.267,94)	-	(1.925.267,94)	7.547.773,69
CB Lj. 19 São Carlos	-	577,58	-	3.192.788,48	3.193.366,06	-	(1.308.791,29)	(1.308.791,29)	1.884.574,77
CB Lj. 20 Guaiara	-	10.947,81	-	3.583.004,45	3.593.952,26	-	(2.164.146,83)	(2.164.146,83)	1.429.805,43
CB Lj. 21 Olímpia	-	7.484,08	-	5.402.371,66	5.409.855,74	-	(1.952.089,60)	(1.952.089,60)	3.457.766,14
CB Lj. 22 Orlândia	-	22.499,43	-	3.906.862,12	3.929.361,55	-	(716.158,56)	(716.158,56)	3.213.202,99
CB Lj. 23 Campanellas	-	2.400,00	-	3.604.861,15	3.607.261,15	-	(1.311.012,09)	(1.311.012,09)	2.296.249,06
CB Lj. 24 Caçapava	-	-	-	3.002.387,20	3.002.387,20	-	(1.198.875,79)	(1.198.875,79)	1.803.511,41
CB Lj. 25 Guaratinguetá	-	-	-	2.483.195,59	2.483.195,59	-	(918.928,69)	(918.928,69)	1.564.266,90
CB Lj. 26 Ribeirão Pires	-	4.636,01	-	2.543.079,93	2.547.715,94	-	(1.009.602,24)	(1.009.602,24)	1.538.113,70
CB Lj. 27 Guarulhos - T. Penteado	-	-	-	8.356.261,87	8.356.261,87	-	(4.689.682,17)	(4.689.682,17)	3.666.579,70
CB Lj. 28 Mogi Socorro	-	-	-	3.524.464,90	3.524.464,90	-	(1.025.867,87)	(1.025.867,87)	2.498.597,03
CD. 910	-	-	-	46.500,00	46.500,00	-	(161,46)	(161,46)	46.338,54
CD. 999 Matriz	-	-	59.030,00	-	59.030,00	(1.631.023,43)	-	(1.631.023,43)	(1.571.993,43)
	22.577.470,29	18.971.565,99	58.960.605,18	114.127.615,09	214.637.256,55	(22.155.165,56)	(35.447.408,11)	(57.602.573,67)	157.034.682,88

SCB DISTRIBUIÇÃO E COMÉRCIO VAREJISTA DE ALIMENTOS LTDA.

Balances of transactions with CBD on March 31, 2022
--

(amounts stated in Brazilian Reals)

LIABILITIES

Current liabilities

Obligations with related parties

Loan payable - CBD	2,605,520.81
Obligations with related companies	<u>21,157,560.86</u>
	<u>23,763,081.67</u>

These balances will be eliminated upon the merger into their corresponding entries in CBD's assets.

Annex II(iii)
Corporate Acts that Discussed and/or Approved the Transactions

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO
PUBLICLY HELD COMPANY AND AUTHORIZED COMPANY
CNPJ/ME No. 47.508.411/0001-56
NIRE 35.300.089.901

**EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF
DIRECTORS HELD ON APRIL 29TH, 2022**

- 1. DATE, TIME AND PLACE:** on April 29th, 2022, at 4:00 p.m., at the head offices of Companhia Brasileira de Distribuição (“Company”), at Avenida Brigadeiro Luís Antônio, No. 3.142, City and State of São Paulo.
- 2. CONDUCTION OF THE MEETING:** Chairman: Mr. Arnaud Daniel Charles Walter Joachim Strasser; Secretary: Mrs. Aline Pacheco Pelucio.
- 3. CALL TO ORDER AND ATTENDANCE:** The call was waived pursuant to paragraphs first and second of article 14 of the Company’s Bylaws and articles 7 and 8 of the Internal Regulation of the Company’s Board of Directors. Were present all of the members of the Board of Directors, namely, Messrs. Arnaud Daniel Charles Walter Joachim Strasser, Jean-Charles Henri Naouri, Ronaldo Iabrudi dos Santos Pereira, Christophe Hidalgo, Eleazar de Carvalho Filho, Hervé Daudin, Luiz Augusto de Castro Neves, Rafael Russowsky and Renan Bergmann.
- 4. AGENDA:** (i) analysis of the merger by the Company of SCB Distribuição e Comércio Varejista de Alimentos Ltda., wholly owned limited liability company, headquartered at the city of São Paulo, state of São Paulo, at Rua Manuel da Nóbrega, No. 948, Paraíso District, Postal Code 04001-003, enrolled before the CNPJ/ME under the No. 30.197.161/0001-88 (“SCB”), a company fully owned by the Company (the “Merger”), with subsequent approval of the proposal to be sent to the Company's Extraordinary General Meeting to be held on May 31, 2022 (“EGM”); (ii) ratification of the hiring of Magalhães

Andrade S/S Auditores Independentes, registered before the Regional Accounting Council of the State of São Paulo, under No. 2SP000233/O-3 and before the CNPJ/MF under the No. 62.657.242/0001-00, headquartered at Avenida Brigadeiro Faria Lima, No. 1.893, 6th floor, set 61/62, Jardim Paulistano, CEP 01451-001 (“Magalhães Andrade”), as the specialized company for the preparation of the appraisal report of SCB’s net equity; (iii) approval of SCB's appraisal report.

5. RESOLUTIONS: Starting the work, Messrs. Member of the Board of Directors took the following resolutions, unanimously and without reservations. The decisions took into consideration the Policy on Related Party Transactions of the Company, considering that the Company intends to incorporate its subsidiary SCB.

(i) Approve the proposal for the merger of SCB into the Company, with effects from May 31, 2022, exclusive, under the terms and conditions described in the "Protocol and Justification of the Merger of SCB Distribuição e Comércio Varejista de Alimentos Ltda.", celebrated by the management of SCB and the Company on April 29, 2022 (“Merger Protocol”), as per Annex I to these minutes, expressing itself in favor of such transaction. Therefore, the member of the Board of Directors approve the proposal to be sent to the EGM for the incorporation of SCB into the Company.

(ii) To manifest itself in favor of the ratification of the hiring of Magalhães Andrade, as the specialized company responsible for preparing the equity appraisal report of SCB, to be merged into the Company, at book value, on the base date of March 31, 2022 (“Appraisal Report”). Therefore, the members of the Board of Directors approved the proposal to be submitted to the EGM for ratification of the hiring of Magalhães Andrade S/S Auditores Independentes.

(iii) To manifest itself in favor of the approval of the Appraisal Report, a copy of which is included in Annex I to the Merger Protocol, prepared by Magalhães Andrade, according to which the total book value of equity of SCB to be merged into the Company is equivalent to two hundred and sixty-six million, three hundred and eighty-five thousand, nine hundred and ninety-six Reais and seventy-one centavos (R\$ 266,385,996.71). Therefore, the members of

the Board of Directors approved the proposal, to be submitted to the EGM, for approval of the Appraisal Report.

Considering the items above, the members of the Board of Directors approve the Management Proposal to be sent to the EGM, in the terms of the Annex II thereto.

6. APPROVAL AND SIGNATURE OF THESE MINUTES: As there were no further matters to be addressed, the meeting was adjourned so that these minutes were drawn up. Then the meeting was resumed and these minutes were read and agreed to, having been undersigned by all attending persons. São Paulo, April 29, 2022. Chairman: Mr. Arnaud Daniel Charles Walter Joachim Strasser; Secretary: Mrs. Aline Pacheco Pelucio. Members of the Board of Directors who were present: Messrs. Arnaud Daniel Charles Walter Joachim Strasser, Jean-Charles Henri Naouri, Ronaldo Iabrudi dos Santos Pereira, Christophe Hidalgo, Eleazar de Carvalho Filho, Hervé Daudin, Luiz Augusto de Castro Neves Rafael Russowsky and Renan Bergmann.

I hereby certify, for due purposes, that this is an extract of the minutes registered in the relevant corporate book, in accordance with Article 130, paragraph 3, of Law No. 6.404/76 as amended.

Aline Pacheco Pelucio

Secretary

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO
PUBLICLY HELD COMPANY AND AUTHORIZED COMPANY
CNPJ/ME No. 47.508.411/0001-56
NIRE 35.300.089.901

**EXTRACT OF THE MINUTES OF THE MEETING OF THE
FISCAL COUNCIL HELD ON APRIL 29TH, 2022**

- 1. DATE, TIME AND PLACE:** on April 29th, 2022, at 5:00pm, at the head offices of Companhia Brasileira de Distribuição (“Company”), at Avenida Brigadeiro Luís Antônio, No. 3.142, City and State of São Paulo.
- 2. CONDUCTION OF THE MEETING:** Chairman: Mr. Líbano Barroso; Secretary: Mrs. Aline Pacheco Pelucio.
- 3. CALL TO ORDER AND ATTENDANCE:** The call was waived pursuant to article 6th, paragraph 4th, of the Internal Regulation of the Fiscal Council. Were present all of the members of the Fiscal Council, namely, Messrs. Líbano Barroso, Erick Aversari Martins e Doris Beatriz França Wilhelm.
- 4. AGENDA:** (i) analysis of the merger by the Company of SCB Distribuição e Comércio Varejista de Alimentos Ltda., wholly owned limited liability company, headquartered at the city of São Paulo, state of São Paulo, at Rua Manuel da Nóbrega, No. 948, Paraíso District, Postal Code 04001-003, enrolled before the CNPJ/ME under the No. 30.197.161/0001-88 (“SCB”), a company fully owned by the Company (the “Merger”), with subsequent approval of the proposal to be sent to the Company's Extraordinary General Meeting to be held on May 31, 2022 (“EGM”); (ii) ratification of the hiring of Magalhães Andrade S/S Auditores Independentes, registered before the Regional Accounting Council of the State of São Paulo, under No. 2SP000233/O-3 and before the CNPJ/MF under the No. 62.657.242/0001-00, headquartered at Avenida Brigadeiro Faria Lima, No. 1.893, 6th floor, set 61/62, Jardim Paulistano, CEP 01451-001 (“Magalhães Andrade”), as the specialized company for the preparation of the appraisal report of SCB’s net equity; (iii) approval of SCB's appraisal report.
- 5. RESOLUTIONS:** Starting the work, Messrs. Member of the Fiscal Council took the following resolutions, unanimously and without reservations. The decisions took into

consideration article 163, comma III, of Law 6.404/1976 (“Corporations Law”), considering that the Company intends to incorporate its subsidiary SCB.

(i) Approve the proposal for the merger of SCB into the Company, with effects from May 31, 2022, under the terms and conditions described in the "Protocol and Justification of the Merger of SCB Distribuição e Comércio Varejista de Alimentos Ltda.", celebrated by the management of SCB and the Company on April 29, 2022 (“Merger Protocol”), as per Annex I to these minutes, expressing itself in favor of such transaction.

(ii) To manifest itself in favor of the ratification of the hiring of Magalhães Andrade, as the specialized company responsible for preparing the equity appraisal report of SCB, to be merged into the Company, at book value, on the base date of March 31, 2022 (“Appraisal Report”).

(iii) To manifest itself in favor of the approval of the Appraisal Report, a copy of which is included in Annex I to the Merger Protocol, prepared by Magalhães Andrade, according to which the total book value of equity of SCB to be merged into the Company is equivalent to two hundred and sixty-six million, three hundred and eighty-five thousand, nine hundred and ninety-six Reais and seventy-one centavos (R\$ 266,385,996.71).

6. APPROVAL AND SIGNATURE OF THESE MINUTES: As there were no further matters to be addressed, the meeting was adjourned so that these minutes were drawn up. Then the meeting was resumed and these minutes were read and agreed to, having been undersigned by all attending persons. São Paulo, April 29, 2022. Chairman: Mr. Líbano Barroso; Secretary: Mrs. Aline Pacheco Pelucio. Members of the Fiscal Council who were present: Messrs. Líbano Barroso, Erick Aversari Martins e Doris Beatriz França Wilhelm.

I hereby certify, for due purposes, that this is an extract of the minutes registered in the relevant corporate book, in accordance with Article 130, paragraph 3, of Law No. 6.404/76 as amended.

Aline Pacheco Pelucio

Secretary

Annex III
Information on Appraisers
(pursuant to exhibit 21 of CVM Instruction 481)

1. Please list the appraisers recommended by the management

The Company's management recommends the approval of the ratification of the engagement of Magalhães Andrade S/S Auditores Independentes, audit and consulting company, enrolled before the CNPJ/ME under the No. 62.657.242/0001-00, registered at the Regional Council of Accounting of the State of São Paulo under the No. 2SP000233/O-3, and with principal place of business at Avenida Brigadeiro Faria Lima, nº 1.893, 6º andar, conjunto 61/62, Jardim Paulistano, CEP: 01.451-001, which prepared the Merger Appraisal Report.

2. Please describe the expertise of the recommended appraisers

The recommended appraiser has reputable experience for purposes of preparing the Merger Appraisal Report, as evinced on its page on the internet (www.magalhaesandrade.com.br).

3. Please provide copies of work proposals and compensation of the recommended appraisers

The compensation of the appraisers recommended to prepare the Merger Appraisal Report is of one hundred and sixty thousand reais (R\$ 160,000.00), as per the proposals for work submitted to the management of the SCB and of the Company and is attached hereto as Annex VI(i) to this Proposal.

4. Describe any relevant existing relationship in the last 3 (three) years between the recommended appraisers and parties related to the company, as defined by the accounting rules which govern this matter

The list of works performed by Magalhães Andrade in the past three (03) years is as follows:

Clients	Year	Description
Companhia Brasileira de Distribuição	2020	Preparation of the Spin-Off Appraisal Report of Sendas with the incorporation of a portion of the spun-off asset by the Company
Companhia Brasileira de Distribuição	2020	Preparation of the Spin-Off Appraisal Report of the Company with the incorporation of a portion of the spun-off asset by the Sendas

Annex IV

Work proposal presented by Magalhães Andrade
(according to annex 21 of Instruction CVM 481)

**SCB DISTRIBUIÇÃO E COMÉRCIO
VAREJISTA DE ALIMENTOS LTDA.**

**Offer of professional services - appraisal
report at book value for merger purposes**

February 3rd, 2022

1 00 046/22

Sao Paulo, February 2, 2022.

TO

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

Avenida Brigadeiro Luiz Antônio 3227, JD Paulista.

01401-902 São Paulo, SP (Brazil)

Attn: Mr. Eduardo Rogério da Silva Almeida
Consolidation and Report

Dear Sirs,

In view of your request, we present our understandings regarding the professional services related to issuing an appraisal report at book value of the equity of **SCB Distribuição e Comércio Varejista de Alimentos Ltda., (Comprebem)**, for the purpose of merger into the equity of **Companhia Brasileira de Distribuição (CBD)**.

I SCOPE OF OUR OFFER

This offer for issuing an appraisal report at book value of **Comprebem's** net assets, for the purposes of merger into **CBD**, covers the audit of its financial statements on the date of its appraisal, according to the accounting practice adopted in Brazil and considering only the balance sheet accounts and level of materiality compatible with the type of assurance.

II APPRAISAL APPROACH

The appraisal will be made at book value, as provided for in the Civil Code and Brazilian corporate law, in particular the provisions of article 226 of Law 6404/76.

CTA 20 (R1) of the Brazilian Federal Accounting Council, which sets forth standards for issuing appraisal reports at book value, provides for that the financial statements subject to appraisal are audited by an Expert Appraiser. As the financial statements of **Comprebem** on the base date of the appraisal will not have been audited by independent auditors, we will perform an audit of the balance sheet, in order to certify the quality of the accounting information submitted in the statements subject of the appraisals, in particular regarding the realization of the assets and the completeness of the liabilities.

It is essential that **Comprebem's** and **CBD's** accounting are in compliance, and the financial statements on the base date of the appraisal should reflect the equity and financial position of each company on that date. The accounting books and records must be kept in a complete and adequate manner, and they must represent the totality of the companies' operations, with their balances duly composed, reconciled, and correct.

III CONTENT OF THE REPORT AT BOOK VALUE

Once our examinations and diligences have been closed, we will issue the Appraisal Reports at the book value of the shareholders' equity of **Comprebem**, to be merged into **CBD**.

The Report will show any adjustments and eliminations of the accounts arising from operations and transactions between the companies, if any.

The Report will also present the effects of the merger into **CBD** and the book value of the interest of each shareholder. It will also present the effects that the merger will have on **CBD** and how the interest of each **CBD** shareholder will be after the merger and the new book value of their interest.

The reports will be prepared in six counterparts, which will be delivered to the recipient of this offer.

IV DELIVERY DEADLINE

The delivery of the Report depends on the cooperation that must be provided in obtaining information and data and the timely and complete delivery of all requested information. In the event of any lack of information, it is essential that we are advised of it, in order to consider other alternative procedures.

The base date of the appraisal is March 31, 2022, and the Corporate Transaction will be April 30, 2022. We undertake to deliver the Report prior to the Corporate Transaction.

V FEES

As you are already aware of, our fees are calculated based on the time actually spent and the category of personnel employed in the performance of the work. Our fees were also determined by considering the tax burden and the social charges currently existing.

The fee proposed for issuing the appraisal report described in this offer is **BRL160,000**.

The fee must be paid in one single installment, upon delivery of the Appraisal Report.

After the due date of the invoice, such amount is subject to the conventional fine of 1% for

every ten days of default, limited to a maximum of 20%, as well as to interest for late payment at the rate of 0.33% per day.

Any change in extension and deadline, implying the consumption of additional hours, shall be informed to and approved by **CBD** before its performance. Any deviations leading us to incur inevitably in additional time or expenses as regards the estimate will be immediately communicated to you, so that the economic and financial relationship of our offer can be maintained.

VI TRAVEL AND OCCASIONAL EXPENSES

Travel, accommodation and food expenses, as well as any other expenses (mail, fax and phone calls), will be borne or reimbursed by **CBD**, according to rules to be set forth upon mutual agreement.

VII EXTERNAL REVIEW OF THE AUDIT QUALITY CONTROL

The new rules on quality control of audit firms, required by the Brazilian Securities and Exchange Commission (CVM) and issued by the Federal Accounting Council (CFC), require auditors to submit periodically the quality control of the audit process to external reviews. This review, carried out by another audit firm and monitored by the CFC, inspects the practice of each firm and includes reviewing some of the audit work carried out. In this regard, we warn that the work resulting from this contract may possibly be chosen for said review. However, we ensure that the reviewing auditors are subject to the same rules of professional secrecy to which we are bound and the matters that they may become aware of will be dealt with under the rules of professional secrecy and will not be used for any purposes other than those provided for in the standard issued by the CFC for external reviews of quality control.

VIII UNILATERAL TERMINATION

Our contract is subject to unilateral termination by either party, agreeing only that if the termination is by decision of **CBD**, it will compensate us for the hours incurred so far.

IX INDEPENDENCE AND CONFIDENTIALITY

In our relationship with clients, we maintain proper financial and ethical independence. Therefore, by appointing us to perform this work, you agree not to promote any act that might compromise our independence.

Confidential Information means any non-public information that one of the parties defines as "confidential". Confidential information is not considered to be any information that (i) is already known to us or obtained from a public source; (ii) is disclosed without restriction to any person or entity (including government agencies); or (iii) is independently developed by us

without the use of confidential information. Magalhães Andrade undertakes to protect any confidential information that it might have access because of the work object of this offer, unless required by law or by judicial notice. In this case, we will inform you in advance about this fact.

You also agree to follow these confidentiality rules with respect to our methodology and as regards the product of our work, as established in letter "d" of item "X" below.

X RESPONSIBILITIES AND LIMITATIONS

We hereby clarify that the events and circumstances listed below are inherent in the work defined in this proposal and cannot, under any circumstances, be considered as insufficiency or deficiency of any nature in the performance of the services:

- a) The services provided herein do not constitute an independent audit of the financial statements and should not, nor their results, be interpreted or used for the purposes for which a process or result of an audit would be provided.
- b) The scope of the works offered does not include the specific and determined obligation to detect frauds in the operations, processes, records and documents of the companies listed in item I of this offer. However, if the existence or indication of such an element or the mere existence of an environment conducive to its occurrence is recorded, such fact will be promptly reported.
- c) The services informed and/or backed by legal and regulatory rules will be provided based on the laws and regulations in force at the time the services were provided. The scope of this offer does not include updating the services and the opinions and reports resulting from them in the case of legal or regulatory changes whose effectiveness begins after the completion of the services.
- d) Our Appraisal Report is being issued solely to produce information towards the merger of **Comprebem**'s net assets into **CBD**. The Report should not be used for any purpose other than this one established, and its result should not be disclosed to third parties outside the scope of the current merger.

Comprebem and **CBD** must note that: (i) the data to be delivered must exhaustively express the transactions, processes or operations to which they refer and be presented in a timely manner; (ii) the responsibility for preparing the information to be given to us is the exclusive responsibility of its Management; and (iii) as part of the services, we are entitled to obtain written confirmation of the statements and verbal information that may be provided to us.

As service providers, we are not responsible for any inappropriate or unauthorized use that may be made of the reports and opinions arising from the services described in this offer.

XI ACCEPTANCE, EFFECTIVENESS AND JURISDICTION

The statement of acceptance of this offer is given by returning a copy duly signed by its legal representative, including by initialing each page of this offer.

If you do not state your acceptance in the manner stated above, but allow the beginning of the supply of the services described in this offer, by oral or written form and without expressly showing any restriction on the terms and conditions of this offer, such act means the tacit adherence of the companies included herein to all the terms and conditions set forth herein and, thus, the contractual relationship to be established between the parties will be regulated by this document under any circumstance.

Once we receive your confirmation, we will start planning the work so that we can put the appropriate resources at your service.

The venue to settle any disagreement of any nature between the parties is the jurisdiction of the Judicial District of Sao Paulo, State of Sao Paulo, Brazil.

We hope that this information suffices to answer to your questions. However, we remain available for any further clarification.

MAGALHÃES ANDRADE S/S
External Auditors
accreditation number CRC2SP000233/O-3

GUY ALMEIDA ANDRADE
Accountant. Accreditation number CRC1SP116758/O-6

Agreed:
COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO
_____, 2022.