



## COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

*Publicly traded company*

CNPJ/MF N° 47.508.411/0001-56

NIRE 35.300.089.901

### MATERIAL FACT

**Companhia Brasileira de Distribuição** (“GPA” or “Company”), pursuant to Law No. 6,404 of December 15, 1976, and the Resolution of the Brazilian Securities and Exchange Commission (“CVM”) No. 44 of August 23, 2021, following up on the Material Fact disclosed on September 8, 2023, hereby informs its shareholders and the market in general that it has concluded the negotiation for the sale of its indirect stake in Cnova N.V. (“Cnova”) to its controlling shareholder Casino Guichard Perrachon (“Casino”).

On November 25, 2023, the Company’s Board of Directors, based on the recommendation of the Independent Special Committee formed on September 8, 2023, approved the proposal of € 10 million (R\$ 53.5 million<sup>1</sup>) presented by Casino for the acquisition of the entire stake held by the Company in Cnova, corresponding to 34% of Cnova’s total share capital (“Transaction”). Upon the completion of the sale and the Transaction settlement, Casino will hold a shareholding position of 98.8% of Cnova’s total share capital. The value of the Transaction will be paid in two installments, both in cash, the first at sight, representing 80% of the total amount due, corresponding to € 8 million (R\$ 42.8 million<sup>1</sup>), and the second representing the remaining amount of the price, of € 2 million (R\$10.7 million<sup>1</sup>), due until June 30, 2024. The Transaction will be settled on November 30, 2023 (“Settlement Date”).

Notwithstanding the amounts mentioned above, it was agreed an additional variable installment (“Equalization Payment”) due to the Company in the case of conclusion of a subsequent transaction (“Subsequent Transaction”) involving the sale of the stake held by Casino in Cnova or a corporate reorganization of Cnova within a period of 18 (eighteen) months, counted as from the Settlement Date. The purpose of the Equalization Payment is to enable the Company to capture the potential additional appreciation of the asset in a Subsequent Transaction, looking for the best interests of the Company and its shareholders.

The measurement of the Equalization Payment considers, among other factors, the difference between the value implicit in the Transaction of € 29.4 million (R\$ 157.4 million<sup>1</sup>) for 100% of Cnova’s share capital, compared to the value to be attributed for 100% of its share capital in a potential Subsequent Transaction. In the case of a positive variation, the Company shall receive the difference considering its 34% stake held in Cnova at the time of the signing of the contract relating to the Transaction (“Difference”). The amount due by Casino as an Equalization Payment corresponds to 100% of the Difference if the Subsequent Transaction is carried out up to 12 months



from the Settlement Date, 75% if carried out between the 13<sup>th</sup> and 15<sup>th</sup> month, and 50% if carried out between the 16<sup>th</sup> and 18<sup>th</sup> month.

The Independent Special Committee counted on independent financial and legal advisors and based its recommendation for approval of the Transaction to the Board of Directors based on a Fairness Opinion issued by Banco BTG Pactual S.A., which attested the reasonableness of the economic terms of the Transaction, having concluded that its terms are fair and equitable to all the Company's shareholders.

The conclusion of this Transaction is another milestone in the redefinition of the Company's operating perimeter, focused exclusively on its Brazilian operations.

São Paulo, November 27, 2023.

**Rafael Russowsky**  
Vice-President of Finance and Investor Relations Officer

(1) Considers the exchange rate from Euro to Real of R\$ 5.351 as of November 24, 2023.