

Envigado, July 30, 2015.

RELEVANT DECISIONS OF THE BOARD OF DIRECTORS OF ALMACENES EXITO IN
CONNECTION WITH THE OPPORTUNITY TO BECOME
THE LEADING RETAILER IN SOUTH AMERICA

In the context of the internationalization of operations, yesterday the Board of Directors of Almacenes Éxito S.A. ("Éxito"), without the participation of members who have a direct link with CASINO GUICHARD PERRACHON S.A. ("Casino"), discussed an investment opportunity in Brazil and Argentina (the "Transaction"), respectively through the following companies:

- (i) Companhia Brasileira de Distribuição ("GPA"), the largest retailer in Brazil in the categories of food, furniture and appliances, and the second in cash & carry and e-commerce. GPA has 2,143 stores for a total 2.8 million square meters of sales area, 60 distribution centers, and 160,000 employees, and develops its operations through the banners *Pão de Açúcar*, *Extra Supermercado*, *Ponto Frio*, *Casa Bahia* and *Assaí*, among others. GPA has its shares listed on the São Paulo Securities Exchange and the New York Stock Exchange in the form of ADRs.

Investment in GPA would consist of the acquisition of 50% stake in the French company Ségisor, which indirectly controls 99.9% of GPA's shares with voting rights. In this sense, Éxito would have the 50% of shares with voting rights of GPA, equivalent to GPA's 18.8% total share capital. The investment would have a total value of USD1,536,338,022. Éxito would buy Ségisor shares to Casino, the majority shareholder of Éxito and which currently owns 100% of the shares of Ségisor. Casino would keep the remaining 50% shares of Ségisor. Éxito will hold casting vote for certain decisions, which allows to consolidate the financial statements of GPA; and

- (ii) Libertad S.A. ("Libertad") in Argentina, food retailer in the region of Córdoba with a 14.1% market share. Libertad has 15 hypermarkets, 12 proximity or convenience stores, for a total of 144,500 square meters of sales area and 145.150 square meters of commercial galleries. Libertad is not listed on the stock exchange.

The investment would consist of the indirect acquisition of 100% of the shares of Libertad from Casino, for an enterprise value of USD\$270 million, plus available cash at the closing date, which is estimated that could reach USD\$20 million. Éxito would become the controlling company of Libertad.

The Transaction would be financed with Exito's current cash for a total of COP1bn and new loan facilities to be granted by local banks for a maximum amount of COP\$3.5bn and by international banks for a maximum amount of USD\$400 million.

Once the transaction is completed, the consolidated results of Éxito would position it as the leading retail group in South America and the largest Colombian company in terms of consolidated sales, which by December 31st, 2014, were above USD34 billion.

The Transaction, would be a crucial step in the process of internationalization of Éxito, and will also enable Éxito to lead the entire Casino operation in South America (Colombia, Brazil, Argentina and Uruguay), with:

- Leading positions in all markets, with the market leaders in food and non-food in Brazil, Colombia and Uruguay, and the third commercial real estate player in Argentina.
- EBITDA of approximately USD2,700 million, 2014 year-end figures.
- Comprehensive coverage of the needs of customers through a wide range of formats (from hypermarkets to cash & carry) that serves all customer segments.
- Best-in-class omni-channel proposal through a network of over 2,500 stores and e-commerce business which will represent 11% of Éxito's consolidated sales.

Furthermore, the Transaction will facilitate the implementation of synergies among Éxito, GPA and Libertad, which represent an opportunity to create value for Éxito's shareholders. In order to achieve this process a Synergies Committee, comprised of executives from Éxito, GPA and Casino will be created. Total run-rate synergies have been estimated at USD\$160 million per annum upon full implementation. The transactions are expected to generate over 5% accretion of Éxito's 2016 earnings per share (EPS) before synergies and close to 30% taking into account the full implementation of synergies on a pro forma basis.

Casino has indicated that it may acquire additional shares in its Latin American subsidiaries in the coming months, depending on market conditions.

The Aggregate Consideration amounts to USD1.826bn. The pricing of this transaction was made respecting the strictest corporate governance rules. Rothschild & Cie was the common financial advisor for Éxito and Casino. Bank of America Merrill Lynch provided a fairness opinion to the Board of Directors of Exito that, as of the date thereof, and subject to the analyses, assumptions, limitations and qualifications thereof, the Aggregate Consideration to be paid by Exito in the transaction is fair, from a financial point of view, to Exito. Both banks have substantial experience and international reputation in the process of company assessment.

Exito Management has also received legal advice from prominent firms to assist in the analysis and negotiation of the Transaction, those advisors were: Lefosse Advogados (Brazil), White & Case LLP (France), Hope Duggan Silva (Argentina), Gomez-Pinzón Zuleta Abogados, Lloreda Camacho & Co, and Uribe Henao Abogados (Colombia).

Considering the above, the Board of Directors, without the participation of the directors who are themselves officials at Casino for those decisions where they were conflicted, decided:

1. To present the Transaction for consideration to the General Meeting of Shareholders, in accordance with Article 23 of Law 222 of 1995 and Article 2 of Decree 1925 of 2009.
2. To recommend to the General Meeting of Shareholders the transaction approval in accordance with the technical, financial and strategic analysis supporting thereof.
3. To authorize the Senior Management to sign the documents of the Transaction, including the signing of the Stock Purchase Agreement and Shareholders Agreements, which are subject to the condition precedent of receiving the approval of the General Meeting of Shareholders.
4. To authorize the Senior Management to sign credit agreements required to finance the potential transaction, as well as other acts and/or documents necessary for its completion and execution, being disbursement subject to the approval of the Transaction by the General Meeting of Shareholders.

By virtue of the authorization obtained from the Board of Directors, it is reported that the legal representative of the Company hereby signed the aforementioned contracts, subject to the above conditions.

To facilitate informed decision-making by the General Meeting of Shareholders, as of date, documentation that describes and supports the Transaction will be available at our website www.grupoexito.com.co/inversionistas

Sincerely,

Signed
CARLOS MARIO GIRALDO MORENO
CEO

Copy: Colombian Stock Exchange
Depósito Centralizado de Valores Deceval S.A.