

Main aspects of the Due Diligence and Findings

In order to identify the specific legal matters related to the companies to be acquired that may be relevant with respect to the acquisition, Éxito hired the following expert legal advisors:

- i) Lefosse Advogados, law firm that has participated in some of the largest and most complex operations in Brazil.
- ii) Hope Duggan & Silva, renowned and awarded law firm in Argentina.
- iii) White & Case, international law firm with cross-border experience working with some of the banks and the most respected and established companies in the world.

1. GPA – due diligence most relevant aspects.

As is usual with regards to the listed companies on the stock exchange, a process of due diligence developed on GPA's public information disclosed by the company in accordance with its obligations as securities issuer.

GPA gave Éxito's advisors access to the company management in order to resolve questions that arose in the development of the due diligence. Based on the basic information accessed there were not material risks identified to alert on the inconvenience of the transaction.

We also performed a legal due diligence on the company Segisor S.A. and other Segisor subsidiaries companies that are involved in the transaction by owning voting shares in GPA.

The damage arising from any inaccuracies with respect to the material information of GPA disclosed to the market would be a compensable event.

2. Libertad - due diligence most relevant aspects.

For the company Leibertad S.A. and other companies involved in the acquisition, by owning shares in Libertad S.A., we also conducted a due diligence based on the information of each company, and it was concluded that no materials risks were found to point out the inconvenience of making the acquisition.

The main findings were:

i) Labor: Lawsuits with administrative authorities following allegations of massive layoffs. We could face labor claims resulting from:

- Joint and several liability under the absence of adequate legal support for the provision of cleaning and security services.
- Union requests to improve benefits for certain positions.

ii) Litigation. Libertad is now involved in discussions with Customs government authorities and currency issues. Exposure: US\$2m.

iii) Commercial contracts. Risk of loss of license to operate the Holiday Inn Hotels due to a change of control clause, unless a waiver from the Six Continent Hotels Inc. is obtained.

Risk of loss of license to use the Leader Price Brand because of a change of control, unless a waiver is obtained by Geimex.

iv) Corporate

- Carnes Huinca: Libertad believes that the liquidation of this subsidiary would lead to contingencies with respect to operating costs and labor issues.
- Exposure: US\$1.3m