

**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**

Authorized Capital Publicly-Held Company

Corporate Taxpayers' (CNPJ/MF) No.  
47.508.411/0001-56**VIA VAREJO S.A.**

Authorized Capital Publicly-Held Company

Corporate Taxpayers' (CNPJ/MF) No.  
33.041.260/0652-90**MATERIAL FACT**

Companhia Brasileira de Distribuição (“CBD”) and Via Varejo S.A. (“Via Varejo”), in compliance with paragraph 4 of article 157 of Law No. 6.404, of December 15, 1976, as amended and in force, and CVM Ruling No. 358/2002, communicate to their respective shareholders and the market in general that, on May 10, 2013, after the closing of the markets, they received a letter from Samuel Klein, Michael Klein and Eva Lea Klein (the “CB Group”), according to which the CB Group requires, as per the provisions of Section 10.1 of the Shareholders Agreement of Via Varejo, executed on July 1<sup>st</sup>, 2010 (the “Shareholders Agreement”) that Via Varejo takes all required measures for it to launch a public offer of distribution of shares, aiming at including in such offer 53,78,298 shares held by Group CB, representing approximately sixteen percent (16%) of the share capital of Via Varejo (the “CB Letter”).

Also in accordance with the CB Letter, the CB Group appointed Banco Bradesco BBI S.A. as Coordinator, to be hired by Via Varejo, as CB Coordinator, as provided for in the Shareholders Agreement. As from the receipt of the CB Letter, Via Varejo shall take the measures set forth in Section 10 of the Shareholders Agreement, which include the appointment of a second bank to coordinate the offer, within thirty (30) days, which bank shall, initially, analyze the feasibility of the launching of the requested offer.

CBD and Via Varejo will keep their shareholders and the market duly informed of any relevant developments resulting from the CB Letter.

Companhia Brasileira de Distribuição

Daniela Sabbag

Via Varejo S.A.

Vitor Fagá de Almeida