



**COMPANHIA BRASILEIRA DE
DISTRIBUIÇÃO**
Publicly-Held Company with
Authorized Capital
CNPJ/MF nº 47.508.411/0001-56
NIRE 35.300.089.901



VIA VAREJO S.A.
Publicly-Held Company with
Authorized Capital
CNPJ/MF nº 33.401.260/0652-90
NIRE 35.300.394.925

NOTICE OF MATERIAL FACT

Companhia Brasileira de Distribuição (“CBD”) and **Via Varejo S.A. (“Via Varejo”)**, together with CBD, the “Companies”), in compliance with the provisions of Article 157, Paragraph Four, of Law No. 6,404, dated as of December 15th, 1976, and of CVM Rule No. 358, dated as of January 3rd, 2002, and in addition to the joint Notices of Material Fact released on May 6th and June 4th, 2014 (“Notices of Material Fact”) hereby inform their shareholders and the market the following:

In connection with the eCommerce Business Combination, as defined in the Notices of Material Fact, the corporate reorganization involving Nova Pontocom Comércio Eletrônico (“Nova”) was completed on the date hereof and Nova’s eCommerce activities were entirely transferred to Cnova N.V. (“Cnova”). The Companies currently hold, together with the other minority shareholders of Nova, 53.5% of Cnova’s share capital, being that CBD indirectly holds 28% and Via Varejo indirectly holds 23.5% thereof.

Also as a result of the completion of the aforementioned corporate reorganization, the following agreements were executed: (i) New Shareholders’ Agreement of Nova, entered into by the Companies and further minority shareholders of Nova; (ii) an Amendment to the Operational Agreement executed by the Companies and Nova on October 17, 2013 (“Operational Agreement”), ensuring continuity of existing synergies and integration between eCommerce and the brick and mortar businesses; and (iii) Trademark License Agreements regarding the use of the trademarks “Extra,” “Casas Bahia” and “Ponto Frio” and of the domain names “extra.com.br”, “casasbahia.com.br” and “pontofrio.com.br”, for use in the eCommerce activities developed by the Brazilian subsidiary of Cnova.

By means of that, the corporate reorganization required for the implementation of the eCommerce Business Combination is completed. The Companies will inform any material facts related to the subject of this Notice of Material Fact in due course.

São Paulo and São Caetano do Sul, July 24, 2014.

Daniela Sabbag
Investor Relations Officer

Marcelo Rizzi de Oliveira
Investor Relations Officer

Additional Information:

This press release shall not constitute an offer to sell or a solicitation of an offer to buy ordinary shares of Cnova N.V., nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.