



COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

Tax payer's Registry (CNPJ/MF) Number 47.508.411/0001- 56

State Registration Number (NIRE) 35.300.089.901

**MANAGEMENT PROPOSAL FOR THE GENERAL SHAREHOLDERS MEETING
TO BE HELD ON THE AUGUST 29th, 2013**

Dear shareholders,

The management of Companhia Brasileira de Distribuição ("**Company**") hereby present, for discussion on the general shareholders meeting to be held on August 29th, 2013, at 9:00am, at the Company's registered offices, at Avenida Brigadeiro Luís Antonio, No. 3.142, room 1, at the city and state of São Paulo, a proposal for the election of one (1) member for the Company's Board of Directors, in substitution of Mr. Cláudio Eugênio Stiller Galeazzi.

In compliance with the provisions of Section 10 of CVM Instruction No. 481/2009, information required in items 12.6 to 12.10 of the Company's Reference Form (*Formulário de Referência*) is attached to this proposal in connection with the candidate indicated by the controlling shareholder of the Company, to be elected as member of the Company's Board of Directors (Annex I).

We request that the shareholders that intend to appoint attorneys-in-fact to act on their behalf at the general meeting send the proper documents evidencing they are shareholders of the Company and the powers of attorney granted at least seventy two (72) hours before the meeting is held. Such documents shall be sent to the Company's Corporate Legal Department, at Avenida Brigadeiro Luís Antonio, No. 3.142, at the city and state of São Paulo, through registered mail.

Copies of this proposal, as well as the Call Notice for the general meeting in reference, are available to the shareholders at the Company's registered offices, at the Company's investors relations website (www.gpari.com.br) and at the Brazilian Securities Commission (*Comissão de Valores Mobiliários* – CVM) website (www.cvm.gov.br).

São Paulo, August 13st, 2013

BOARD OF DIRECTORS



ANNEX I

Information of the candidates for the position of members of the Company's Board of Directors

Items 12.6 to 12.10 of the Company's Reference Form

12.6. In relation to each of the members of management and fiscal council, indicate, in a chart:

Name:	Modesto Carolhosa
Age:	81 years old
Profession:	Attorney
CPF or passport number:	007.192.698-49
Elective position (aimed):	Member of the Board of Directors
Election date (aimed):	August 29th, 2013
Tenure from (aimed):	August 29th, 2013
Term of office:	Until the 2014 annual shareholders meeting
Other positions or functions performed in the Company:	-
Indication wheter appointed by controlling shareholder or not:	Appointed by Wilkes Participações S.A., the Company's controlling shareholder

12.7. Provide information of item 12.6 in relation to members of committees provided for in the Bylaws, as well as audit, risk, financial and compensation committees, even if such committees or bodies are not provided for in the Bylaws:

Not applicable.

12.8. In relation to each member of management and fiscal council, provide:

a. Resume:

Currently, Mr. **Modesto Carolhosa** é attorney enrolled at Brazilian BAR Association (OAB), Sections of São Paulo and Rio de Janeiro, as well being lecturer and speaker and academic seminars and professional meetings. He is also author of several books and articles in specialized publications. He also holds a chair at the Board of Directors of EDP Energias do Brasil S.A (publicly held company enlisted at Novo Mercado of Bovespa) and Deicmar S.A. (privately held company).



Mr. **Modesto Carolhosa** holds the herein titles: (i) Bachelor in Law – Universidade de São Paulo – USP – 1957; (ii) PhD in Law – Universidade de São Paulo – USP – 1966; (iii) Professor of Corporate Law at the Universidade de São Paulo – USP – 1972.

He also counts with a large experience at the academic field, being Professor of Corporate Law at the Universidade de São Paulo, USP, between the years of 1971/1985.

Mr. **Modesto Carolhosa** was a Member of the International Faculty for Corporate & Capital Market Law and the Securities Regulation, Philadelphia, U.S.A. between 1975/1985 and Legal counselor for the São Paulo Stock Exchange, BOVESPA, between 1965/1975, as well as President of the Brazilian Bar Association Ethics Court in São Paulo, OAB/SP, between 1991/1994.

b. Description of any of the following events which have occurred in the previous 5 years: (i) any criminal conviction; (ii) any conviction within an administrative proceeding conducted by CVM and the penalties applied; and (iii) any conviction not subject to appeal, judicial or administrative, which has suspended or forbidden the performance of any professional or commercial activity.

Mr. **Modesto Carolhosa** has nothing to declare and is not subject to any of the possibilities listed in this item.

12.9. Provide information on marital relationship, civil partnership or family connection (up to second degree) among: (a) the Company's managers; (b) (i) the Company's managers and (ii) managers of companies directly or indirectly controlled by the Company; (c) (i) managers of companies directly or indirectly controlled by the Company and (ii) the Company's direct or indirect controlling persons or companies; and (d) (i) the Company's managers and (ii) managers of the Company's direct or indirect controlling companies.

Mr. **Modesto Carolhosa** has nothing to declare and is not subject to any of the possibilities listed in this item.

12.10. Provide information on subordination relationship, rendering of services or controlling relationships existing in the last 3 fiscal years, between management members and (a) companies directly or indirectly controlled by the Company; (b) the Company's direct or indirect controlling persons or companies; and (c) where relevant, supplier, client, borrower or creditor of the Company, of companies controlled by the Company, of the Company's controlling persons or companies and of companies controlled by any of such persons or companies.



Mr. **Modesto Carolhosa** has nothing to declare and is not subject to any of the possibilities listed in this item.