

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

April 30, 2012

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of April, 2012

Brazilian Distribution Company

(Translation of Registrant's Name Into English)

Av. Brigadeiro Luiz Antonio,
3142 São Paulo, SP 01402-901

Brazil

(Address of Principal Executive Offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F)

Form 20-F Form 40-F

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (1)):

Yes No

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (7)):

Yes No

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes No

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

Corporate Taxpayers' Registry (CNPJ/MF) number 47.508.411/0001-56

Commercial Registry (NIRE) number 35.300.089.901

MINUTES OF THE ANNUAL AND SPECIAL SHAREHOLDERS' MEETING HELD ON APRIL 27, 2012

1. **DATE, TIME AND PLACE:** On the twenty seventh day of April 2012, at 2 p.m., at Companhia Brasileira de Distribuição ("**Company**") headquarters, located at Avenida Brigadeiro Luís Antônio, nº 3.142, in the Capital of the State of São Paulo.

2. **CALL:** Call notice duly published on the State of São Paulo Official Register, issues of April 12, 13, and 14, 2012, on pages 38, 87, and 59, respectively, and in "O Estado de São Paulo" newspaper, issues of April 12, 13 and 14, 2012, on pages B4, B7 and B16, respectively.

3. **QUORUM:** Shareholders representing more than two thirds of the voting capital of the Company, according to the signatures set on the respective Shareholders Attendance Book, thus being demonstrated the legal quorum for the Meeting to be held. Also presented Mrs. José Antonio de Almeida Filippo, Vitor Fagá de Almeida and Fernando Custódio Zancoppe, Executive Officers of the Company, Mrs. Fernando Maida Dall'Acqua, Mario Probst and Raimundo Lourenço Maria Christians, members of the Fiscal Council, and Mrs Sergio Citeroni and Antonio Fioravantti, representatives of Ernst&Young Terco Auditores Independentes.

4. **MEETING BOARD:** Mr. Enéas César Pestana Neto, Chief Executive Officer of the Company, presided over the Meeting, under Article 9 of the Bylaws, and invited me, André Rizk, to act in the capacity of his Secretary.

5. **AGENDA:** In place of Annual Meeting: (i) Reading, discussion and voting of the financial statements concerning the fiscal year ended on December 31, 2011; (ii) Approval of the Management Proposal to designate the income of the fiscal year ended on December 31, 2011; (iii) Approval of the Capital Budgeting; (iv) Election of the members of the Fiscal Council; (v) the establishment of the global

annual compensation of the members of Board of Directors, Advisory Board, and Fiscal Council of the Company, including fringe benefits; and, in place of Special Meeting: **(vi)** Approval of the Management Proposal concerning the Investment Plan for 2012; **(vii)** Approval of the Management Proposal concerning the ratification of the report concerning the incorporation of GAAM S.A. Comercial e Administradora by the Company, approved on the special general meeting held on September 30, 1997; **(viii)** Approval of the Management Proposal concerning the ratification of the acquisition of Sendas Distribuidora S.A. and the approval of the report concerning the evaluation referred the acquisition of Sendas Distribuidora S.A., in accordance with Art. 256, Paragraph 1st of Law 6.404/76; **(ix)** Approval of the Management Proposal related to the increase of the Company capital through the capitalization of the Reserve for Expansion and of the Reserve for Retained Earnings based on the Capital Budgeting, both created at the Annual Shareholders' Meeting held on March 31, 2011, with the consequent increase of the Company capital in the amount of R\$ 358.413.641,91, with no issuing of new shares, and amendment of Article 4 of the Company Bylaws; **(x)** Approval of the Management Proposal related to the increase of the Company capital through the capitalization of the special reserve for goodwill in the total amount of R\$ 200.905.749,69, in that 20% of the total amount of the increase, that is, R\$ 40.181.149,94, are capitalized, without the issuing of new shares, to the benefit of all the shareholders, and 80% of the total amount of the increase, that is, R\$ 160.724.599,75, are capitalized to the benefit of the Company's controlling shareholder, i.e., Wilkes Participações S.A.; **(xi)** Approval of the Management Proposal related to the modification of the items 'a', 'f', 'g', 'k', 'n', 'o' and 'u', of Paragraph 1st of Article 2nd, and of Paragraph 2nd, of Article 12, of the Bylaws, and the inclusion of the Items 'u' e 'v', of the Paragraph 1st, of Article 2nd, with the consequent renumbering of the following Items, and the renumbering of Sole Paragraph, of Article 1st, of Company's Bylaws; **(xii)** Consolidation of the Company Bylaws.

6. SUMMARY OF RESOLUTIONS: The Shareholders' Meeting, upon the absence of those legally incapable, resolved as follows:

In Place of Annual Meeting

6.1. To approve, by unanimous vote of the present, the balance sheet and the other financial statements, concerning the fiscal year ended on December 31, 2011, without qualifications, published on the State of São Paulo Official Register on February 18, 2012, on pages 3 to 14, and in "O Valor Econômico" newspaper, on February 20 and 21, 2012, on pages A15 to A25.

6.2. To approve, by unanimous vote of the present, the Management Proposal concerning the designation of the income of the fiscal year ended on December 31 2011, especially as regards the approval of distribution of dividends in the amount of one hundred and two million, nine hundred forty-eight thousand, seven hundred seventy-three Brazilian Reais and fifty three cents. (R\$ 102,948,773.53), corresponding to: (i) R\$ 0.372950601 per one common share; and (ii) R\$ 0.410245661 per one preferred share. The total amount of dividends related to the fiscal year ended on December 31, 2011, distributed by the Company, including the amount of sixty-seven million, six hundred twenty-eight thousand, fifty-seven Brazilian Reais and sixty seven cents. (R\$ 67,628,057.67) of dividends in advance already distributed, is one hundred seventy million, five hundred seventy-six thousand, eight hundred thirty-one Brazilian Reais and twenty cents (R\$ 170,576,831.20), which corresponds to (i) R\$ 0.617945504 per common share; and (ii) R\$ 0.679740054 per preferred share. The proposed dividends shall be paid in Brazilian currency and within up to sixty (60) days from this date. All the shares shall be entitled to dividends on April 27, 2012 base date. As of April 30, 2012, the shares shall be negotiated "ex-right" to dividends.

6.3. To approve, by unanimous vote of the present, the Company's Capital Budgeting for the fiscal year of 2012, prepared by the Management, under Section 196 of Law 6,404/76.

6.4. To elect, in Annual Meeting, by unanimous vote of the present, in order to make up the Company's Fiscal Council, for a term of office of one (1) year, the following persons: **Fernando Maida Dall'Acqua**, a Brazilian citizen, married, university professor, bearer of the Brazilian Identity Card RG 4.146.438, SSP/SP, enrolled with the Individual Taxpayers' Registry (CPF/MF) under No. 655.722.978-87, residing and domiciled in the City Capital of the State of São Paulo, at Rua Carlos Queiroz Telles, nº 81, apt. 131; **Mario Probst**, a Brazilian citizen, married, business manager, bearer of the Brazilian Identity Card RG 4.745.481-7, SSP/SP, enrolled with the Individual Taxpayers' Registry (CPF/MF) under No. 029.415.318-74, residing and domiciled in the City Capital of the State of São Paulo, at Rua Robélia, nº

614; whose deputy members are, respectively, the following persons; **Antonio Luiz de Campos Gurgel**, a Brazilian citizen, married, business manager, bearer of the Brazilian Identity Card RG 2.575.484, SSP/SP, enrolled with the Individual Taxpayers' Registry (CPF/MF) under No. 030.703.368-68, residing and domiciled in the City Capital of the State of São Paulo, at Rua Professor Alexandre Correia, nº 321, apt. 72; and **John Michael Streithorst**, a Brazilian citizen, married, computing engineer, bearer of the Brazilian Identity Card RG 08.367.388-9, IFP-RJ, enrolled with the Individual Taxpayers' Registry (CPF/MF) under No. 001.186.767-17, residing and domiciled in the City Capital of the State of São Paulo, at Rua Desembargador Joaquim Barbosa de Almeida, 413, all elected in accordance with line 'b' of § 4^o of article 161, Law 6,404/76. The members of the Board herein elected declare, under the law, not to have committed any of the crimes stated in the Brazilian laws that would prevent them from exercising any business activity, being fully aware of Section 147 of Law no. 6,404/76. The members of the Fiscal Council herein elected shall take office upon execution of the Instrument of Title drafted in the relevant book.

6.4.1. In separated and in accordance with line 'a' of § 4º of article 161, Law 6,404/76, the preferred shareholders of the Company elected for a term of office of one (1) year, the following persons: **Raimundo Lourenço Maria Christians**, Brazilian citizen, married, accounting, bearer of the Brazilian Identity Card RG 8.957.492, enrolled with the Individual Taxpayers' Registry (CPF/MF) under No. 033.848.668-27, residing and domiciled in the City Capital of the State of São Paulo, at Rua Traipu, nº 352, apto 41, CEP 01235-000, whose deputy member is **William Pereira Pinto**, Brazilian citizen, married, accounting, bearer of the Brazilian Identity Card RG 8.259.281-0, enrolled with the Individual Taxpayers' Registry (CPF/MF) under No. 006.521.618-04, residing and domiciled in the City Capital of the State of São Paulo, at Rua Sapucaia, 1070, apto 204, Móoca, CEP 03170-050. The members of the Board herein elected declare, under the law, not to have committed any of the crimes stated in the Brazilian laws that would prevent them from exercising any business activity, being fully aware of Section 147 of Law no. 6,404/76. The members of the Fiscal Council herein elected shall take office upon execution of the Instrument of Title drafted in the relevant book.

6.5. To fix, in Special Meeting, by unanimous vote of the present, the overall annual remuneration of the Company's managers in the amount of fifty-two million, six hundred twenty-two thousand, two hundred eighty-nine Brazilian Reais (R\$ 52,622,289.00), which shall be divided in the following manner: (i) seven million, eight hundred thirty six thousand and two hundred Brazilian Reais (R\$ 7,836,200.00), designed to the Company Board of Directors; and (ii) forty-four million, seven hundred eighty-six thousand, eighty-nine Brazilian Reais (R\$ 44,786,089.00), designed to the Executive Board, not considering the option to purchase shares of the current plan. Also, to fix that the overall annual remuneration of the Company's Fiscal Council will be five hundred and four thousand of Brazilian Reais (R\$ 504,000.00) and fixed that the overall annual remuneration of the Company's Advisory Board will be one hundred ninety-two thousand (R\$ 192,000.00).

In Place of Special Meeting

6.6. To approve, by unanimous vote of the present, the Management Proposal concerning the Investment Plan for 2012, in the total amount of up to one One billion, nine hundred sixty-six million Brazilian Reais (R\$ 1,966,000,000.00).

6.7. To approve, by unanimous vote of the present, the Management Proposal concerning the new appraisal report issued by auditors **MAGALHÃES ANDRADE S/C AUDITORES INDEPENDENTES**, rectifying the report they issued on September 5, 1997, whose substance was approved at the Special Shareholders' Meeting held September 30, 1997 and supported the merger of the company GAAM S/A Comercial e Administradora, among others, by the Company, which describes the assets and liabilities of the merged companies, including specifying the properties they owned, and, the report was available by means of the Company's investor relations website (www.gpari.com.br), as well as in Bovespa's and CVM's websites.

6.8. To approve, by unanimous vote of the present, the Management Proposal concerning the ratification of the incorporation of Sendas Distribuidora S.A. (Art. 256, of Law n.º 6.404/76):

6.8.1. To ratify, under the terms of art. 256 of Law 6.404/76, of the acquisition of the remaining participation of Sendas Distribuidora S.A. ("Sendas Distribuidora") by Barcelona Comércio Varejista e Atacadista S.A. ("Barcelona"), a subsidiary of the Company;

6.8.2. the ratification of the hiring of PricewaterhouseCoopers Corporate Finance & Recovery Ltda., a company headquartered in the Capital of the State of São Paulo, at Avenida Francisco Matarazzo, nº 1.400, Torre Torino, Água Branca, registered with the CNPJ/MF under nº 05.487.514/0001-37 ("PwC"), as the specialized company to proceed with the appraisal of the shares of Sendas Distribuidora, in relation to the Acquisition, for the purposes contemplated in art. 256 of Law 6.404/76

6.8.3. the approval of the appraisal report prepared by PwC, under the terms of §1 of art. 256 of Law 6.404/76 (the "Appraisal Report").

6.9. To approve in Special Meeting, by unanimous vote of the present, the Management Proposal concerning the increase in the company capital, without the issuing of new shares, upon the capitalization of the Reserve of Expansion and of the Reserve if Retained Earnings based on the Capital Budgeting, both created at the Annual Shareholders' Meeting held on March 31, 2011, in the amount of three hundred fifty-eight million, four hundred and thirteen thousand, six hundred and forty-one Brazilian Reais and ninety one cents (R\$ 358,413,641.91), changing company capital from six billion, one hundred twenty-nine million, nine hundred and twenty thousand, two hundred and fifty-one Brazilian Reais and eighty one cents (R\$ 6,129,920,251.81) to six billion, four hundred eighty-eight million, three hundred thirty-three thousand eight hundred and ninety-three Brazilian Reais and seventy two cents (R\$ 6,488,333,893.72). Therefore, the main clause of Article 4 of the Company Bylaws shall now read as follows:

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“ARTICLE 4 – *The Company Capital is six billion, one hundred twenty-nine million, nine hundred and twenty thousand, two hundred and fifty-one Brazilian Reais and eighty one cents (R\$ 6.129.920.251,81), fully paid in and divided into two hundred fifty-seven million, seven hundred seventy-three thousand, six hundred sixty-nine (257,773,669) shares with no par value, of which ninety-nine million, six hundred seventy-nine thousand, eight hundred fifty-one (99,679,851) common shares and one hundred fifty-eight million, ninety-three thousand, eight hundred eighteen (158,093,818) preferred shares.”*

6.10. To approve, by unanimous vote of the present, the Management Proposal concerning the increase of the Company capital, upon the capitalization of the special reserve for goodwill, in the total amount of two hundred million, nine hundred and five thousand, seven hundred forty-nine Brazilian Reais and sixty-nine cents (R\$ 200,905,749.69). Out of this total, forty million, one hundred eighty-one thousand, two hundred and six Brazilian Reais and forty one cents (R\$ 40,181,206.41) shall be capitalized, with no issuing of new shares, to the benefit of all of the shareholders, and one hundred sixty million, seven hundred twenty-four thousand, five hundred forty-three Brazilian Reais and twenty eight cents (R\$ 160,724,543.28) shall be capitalized to the benefit of the Company’s controlling owner, Wilkes Participações S.A. (“Wilkes”), under Article 7 of the CVM Instruction 319/99 (as amended), upon the issuing of one million, eight hundred seventy-six thousand, three hundred and eight (1,876,308) new preferred shares. The issuing price of these preferred shares is eighty five Brazilian Reais and sixty six cents and forty-three cents (R\$ 85.66) and was defined based on the weighted average of the fifteen (15) trading sessions preceding publication of the first Call Notice for this Meeting, according to Subsection III of Paragraph One of Section 170 of Law 6,404/76 (as amended). The Company shareholders will be ensured the preemptive right to subscribe shares issued upon increase of the Company capital, and the shareholders opting for exercising it shall make the payment of the issuing price of the subscribed shares directly to the controlling owner, Wilkes, in Brazilian currency, as authorized by Paragraph 2 of Section 171 of Law 6,404/76 (as amended) and by Paragraph 1 of Article 7 of CVM Instructions 319/99. These new preferred shares will have the same rights and characteristics as the currently preferred shares, except for the dividends related to the fiscal year ended on December 31, 2011. These new preferred shares will be entitled to dividends related to the fiscal year ended on December 31, 2012. The preemptive rights shall be exercised within thirty (30) consecutive days from the publishing of the Notice to the Shareholders informing on the starting day of such deadline. The subscription of shares shall be concluded upon expiration of said deadline for the exercise of such preemptive right. The shares acquired as of April 30, 2012, including, shall not be entitled to the subscription right. Another shareholders meeting to ratify this capital increase will not happen.

6.10.1. As a result of the capital increase herein resolved, the Company capital shall be changed from six billion, four hundred eighty-eight million, three hundred thirty-three thousand eight hundred and ninety-three Brazilian Reais and seventy two cents (R\$ 6,488,333,893.72) to six billion, six hundred eighty nine million, two hundred thirty-nine thousand, six hundred forty-three Brazilian Reais and forty one cents (R\$ 6,689,239,643.41), divided into two hundred sixty-two million, one hundred and fifty thousand, nine hundred sixty-one (262,150,961) shares with no par value, of which ninety-nine million, six hundred seventy-nine

thousand and eight hundred fifty-one (99,679,851) are common shares and one hundred sixty-two million, four hundred seventy-one thousand, one hundred and ten (162,471,110) are preferred shares. Accordingly, the main clause of Article 4 of the Company Bylaws shall now read as follows:

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“ARTICLE 4 – *The Company Capital is six billion, six hundred eighty nine million, two hundred thirty-nine thousand, six hundred forty-three Brazilian Reals and forty one cents (R\$ 6,689,239,643.41), fully paid in and divided into two hundred fifty-nine million, two hundred sixty-two million, one hundred and fifty thousand, nine hundred sixty-one (262,150,961) shares with no par value, of which ninety-nine million, six hundred seventy-nine thousand and eight hundred fifty-one (99,679,851) are common shares and one hundred sixty-two million, four hundred seventy-one thousand, one hundred and ten (162,471,110) are preferred shares.*”

6.11. To approve, by unanimous vote of the present, the Management Proposal concerning the modification of Company’s Bylaws, referring to (i) Amendment of items ‘a’, ‘f’, ‘g’, ‘k’, ‘n’, ‘o’ and ‘u’, in § 1 of Article 2 of the By-laws, to standardize the list of activities undertaken by the Company and its subsidiaries; (ii) Inclusion of items ‘u’ and ‘v’ in § 1 of Article 2 of the By-laws, to contemplate the activities of “leasing and subleasing of its own or third-party furnishings” and “provision of management services”, with the consequent renumbering of the subsequent items; and; e (iii) Inclusion of the Sole Paragraph in Article 1 and amending Paragraph 2 of Article 12, toward conforming the text in the Company’s By-laws to the terms of the new Listing Regulations for Corporate Governance Level 1 of the BMF&BOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros.

6.11.1. As a result of the amendments and inclusions herein resolved, the above-mentioned Articles will take effect with the redaction transcribed below:

“ARTICLE 1 - COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO is a stock corporation with head offices and jurisdiction at Av. Brigadeiro Luís Antonio, No. 3142, in the City of São Paulo, Federative Republic of Brazil, hereinafter governed by these By-laws, by Law 6,404 dated December 15, 1976, as amended, and other applicable legal provisions.

Sole Paragraph – *Upon the Company’s admission to the special listing segment called Corporate Governance Level 1 for the BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros (“BM&FBOVESPA”), the Company, its shareholders, Administrators and members of the Fiscal Council, when installed, subject themselves to the provisions of the Regulamento de Listagem do Nível 1 de Governança Corporativa da BM&FBOVESPA (“Level 1 Regulation”).*”

“ARTICLE 2 - *The corporate purpose of the Company is the sale of manufactured, semi-manufactured or raw products, both Brazilian and foreign, of any type or species, nature or quality, provided that the sale of*

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such products is not prohibited by law.

First Paragraph - *The Company may also engage in the following activities:*

a) manufacture, processing, handling, transformation, exportation, importation and representation of food or non-food products either on its own or through third parties;

b) international trade, including that involving coffee;

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c) importation, distribution and sale of cosmetic products for hygienic or make-up purposes, toiletries, sanitary and related products and food supplements;

d) sale of drugs and medicines, pharmaceutical and homeopathic specialties; chemical products, accessories, dental care equipment, tools and equipment for surgery; production of chemical products and pharmaceutical specialties, with the possibility that such activities of the Company are specialized as Allopathic Drugstore or Pharmacy, Homeopathic Drugstore or Pharmacy, or Manipulation Drugstore of each specialty;

e) sale of oil products, filling up of fuels of any kind, rendering of technical assistance services, garage, repair, washing, lubrication, sale of accessories and other similar services, of any vehicles;

f) sale of products, drugs and general veterinary medicines; veterinary consultation, clinic and hospital and pet shop with bath and shearing service;

g) rental of any recorded media;

h) provision of photo, film and similar studio services;

i) execution and administration of real estate transactions, purchasing, promoting subdivisions and incorporations, leasing and selling real estate properties on the Company's own behalf as well as for third parties;

j) acting as distributor, agent and representative of merchants and industrial concerns established in Brazil or abroad and, in such capacity, for consignors or on its own behalf acquiring, retaining, possessing and carrying out any operations and transactions in its own interests or on behalf of such consignors;

k) provision of data processing services;

l) building and construction services of all kinds, either on its own behalf or for third parties, purchase and sale of construction materials and installation and maintenance of air conditioning systems, cargo loaders and freight elevators;

m) utilization of sanitary products and related products;

n) general municipal, state and interstate ground freight transportation for its own products and those of third parties, including warehousing, depositing, loading, unloading, packaging and guarding any such products, and subcontracting the services contemplated in this item;

o) communication services, general advertising and marketing, including for bars, cafes and restaurants, which may extend to other compatible or connected areas, subject to any legal restrictions;

p) purchase, sale and distribution of books, magazines, newspapers, periodicals and similar products;

q) performance of studies, analyses, planning and market research;

r) performance of market tests for the launching of new products, packing and labels;

s) creation of strategies and analyses of "comportamento setorial de vendas" (sector sales behavior), of special promotions and advertising;

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t) provision of management services of food, meal, drugstore, fuel and transportation vouchers/cards and other cards resulting from the activities related to its corporate purpose;

u) leasing and subleasing of its own or third-party furnishings;

v) provision of management services; and

w) representation of other companies, both Brazilian and foreign, and participation as a partner or shareholder in the capital stock of other companies irrespective of their form or object, and in commercial enterprises of any nature.

Second Paragraph - *The Company may guarantee or endorse business transactions of its interest, although it must not do so merely as a favor.”*

“ARTICLE 12 - *The Company shall be managed by a Board of Directors and an Executive Officers Committee.*

First Paragraph - *The term of office of the members of the Board of Directors and the Executive Officers Committee shall be 3 (three) years, reelection being permitted.*

Second Paragraph - *The Directors and the Executive Officers shall take office by signing their oaths in the Book of Minutes of the Board of Directors or of the Executive Officers Committee, as the case may be. The investiture of the members of the Board of Directors and the Executive Officers Committee shall be conditioned on prior execution of the Statement of Consent of the Administrators under the terms of the provision in the Level 1 Regulation, as well as compliance with the applicable legal requirements.*

Third Paragraph - *The term of office of the Directors and Executive Officers shall extend until their respective successors take office.*

Fourth Paragraph - *The minutes of the meetings of the Board of Directors and of the Executive Officers Committee shall be recorded in the proper book, which shall be signed by the present Directors and Executive Officers, as the case may be.*"

6.12. To approve, by unanimous vote of the present, the consolidation of the Company Bylaws, which shall read as mentioned in the Annex attached to this Meeting.

7. DOCUMENTS FILED: (a) Call Notice; (b) Financial Statements for the fiscal year ended on December 31, 2011; and (c) Management Proposals.

ADJOURNMENT: With nothing further to come before the board, the works were adjourned for these minutes to be drafted as a summary and which, upon being read and approved, were signed by the shareholders present. São Paulo, April 27, 2012. Signatures: Enéas César Pestana Neto – Chairman; André Rizk – Secretary

ATTENDING SHAREHOLDERS: Wilkes Participações S.A., by its own and as the beneficial owner of the voting rights of Sudaco Participações Ltda., Casino Guichard Perrachon, Abílio dos Santos Diniz and Ana Maria Falleiros dos Santos Diniz D'Ávila, C.I. Emerging Markets Fund; Castlerock Total Return Fund; Ci Emerging Markets Corporate Class; Ci International Corporate Class; Ci Signature Canadian Balanced Fund; Ci Signature Canadian Equity Plus Fund; Emerging Markets Equity Corporate Class; Emerging Markets Equity Pool; Kbsch Eafe Equity Fund; Select International Equity Managed Corporate Class; Select International Equity Managed Fund; Signature Canadian Balanced Fund; Signature Income & Growth Fund; Signature Select Canadian Corporate Class; Signature Select Canadian Fund; Skylon Growth & Income Trust, Blackwell Partners, LLC, Franklin Templeton Investment Funds; Public Employees Retirement Association Of New Mexico; Sbc Master Pension Trust; Stichting Depository Apg Emerging Markets Equity Pool; The Boeing Company Employee Retirement Plans Master Trust; Vanguard Investment Series, Plc; Vanguard Total International Stock Index Fund, A Series Of Vanguard Star Funds, Edmond De Rothschild Latin America, Abu Dhabi Retirement Pensions and Benefits Fund; Alaska Permanent Fund; Alpine Total Dynamic Dividend Fund; AT&T Union Welfare Benefit Trust; Azl Blackrock Global Allocation Fund; Bellsouth Corporation Rfa Veba Trust; Bellsouth Corporation Rfa Veba Trust For Non-Representable Employees; Best Investment Corporation; Blackrock Cdn Msci Emerging Markets Index Fund; Blackrock Institutional Trust Company, N.A.; British Airways Pension Trustees Limited - Main A/C; British Airways Pension Trustees Ltd. (Mpf A/C); Bt Pension Scheme; Caisse De Depot Et Placement Du Quebec; Cf Dv Emerging Markets Stock Index Fund; College Retirement Equities Fund; Commonwealth Superannuation Corporation; Compass Age Llc; County Employees Annuity and Benefit Fund of The Cook County; Dominion Resources Inc. Master Trust; Eaton Vance Collective Investment Trust For Employee Benefit Plans - Emerging Markets Equity Fund; Eaton Vance Int (Ireland) Funds Plc On Behalf of Eaton Vance Int (Ireland) Ppa Em Markets Equity Featon Vance Parametric Structured Emerging Markets Fund; Eaton Vance Parametric Tax-Managed Emerging Markets Fund; Emerging Markets Equity Index Master Fund; Emerging Markets Equity Index Plus Fund; Emerging Markets Ex-Controversial Weapons Equity Index Fund B; Emerging Markets Index Fund E; Emerging Markets Index Non-Lendable Fund B; Emerging Markets Plus Series of Blackrock Quantitative Partners, L.P.; Emerging Markets Sudan Free Equity Index Fund; Enhanced Emerging Markets Series of Blackrock Quantitative Partners, L.P.; Evangelical Lutheran Church In America Board of Pensions; Fidelity Fixed - Income Trust: Spartan Emerging Markets Index Fund; Fidelity Fixed - Income Trust: Spartan Global Ex U.S. Index Fund;

Fidelity Funds - Latin America Fund; Fidelity Salem Street Trust: Fidelity Series Global Ex U.S. Index Fund; Ford Motor Company Defined Benefit Master Trust; Ford Motor Company of Canada, Limited Pension Trust; Future Fund Board of Guardians; GE Asset Management Canada Fund - Emerging Markets Equity Section; GE Institutional Funds; General Electric Pension Trust; Gmam Investment Funds Trust; Hsbc Bric Equity Fund; Ibm 401(K) Plus Plan; Illinois State Board of Investment; Ing Bewaar Maatschappij I B.V.; Ishares Ii Public Limited Company; Ishares Iii Public Limited Company; Ishares Msci Acwi Ex Us Index Fund; Ishares Msci Acwi Index Fund; Ishares Msci Brazil (Free) Index Fund; Ishares Msci Bric Index Fund; Ishares Msci Emerging Markets Index Fund; Ishares Msci Emerging Markets Minimum Volatility Index Fund; Ishares Public Limited Company; Japan Trustee Services Bank, Ltd. Re: Rtb Nikko Brazil Equity Active Mother Fund; John Hancock Variable Insurance Trust International Equity Index Trust A; John Hancock Variable Insurance Trust International Equity Index Trust B; Kansas Public Employees Retirement System; Lucent Technologies Inc. Master Pension Trust; Martin Currie If - Latin America Fund; Mellon Bank N.A Employee Benefit Collective Investment Fund Plan; Microsoft Corporation Savings Plus 401(K) Plan; Ministry of Strategy and Finance; Morgan Stanley Institutional Fund, Inc., Active International Allocation Portfolio; Morgan Stanley International Fund; Morgan Stanley Investment Management Active International Allocation Trust; New Zealand Superannuation Fund;

Northern Trust Investment Funds Plc; Northern Trust Non-Ucits Common Contractual Fund; Ontario Teachers Pension Plan Board; Pensiondanmark Invest F.M.B.A. - Emerging Markets Aktier; Pictet - Emerging Markets Index; Pictet Funds S.A Re: Pi(Ch)-Emerging Markets Tracker; Ppl Services Corporation Master Trust; Public Employees Retirement System of Ohio; Pyramis Global Ex U.S. Index Fund Lp; San Diego Gas & Elec Co Nuc Fac Dec Tr Qual; Schwab Fundamental Emerging Markets Index Fund; Ssga Msci Brazil Index Non-Lending Qp Common Trust Fund; Ssga Spdr Etf Europe I Public Limited Company; State of California Public Employees Retirement System; State of Indiana Public Employees Retirement Fund; State of Oregon; State Street Bank and Trust Company Investment Funds For Tax Exempt Retirement Plans; State Street Emerging Markets; Stichting Blue Sky Active Equity Emerging Markets Global Fund; Teacher Retirement System of Texas; The Bank of Korea; The Brazil Value and Growth Fund; The Master Trust Bank of Japan, Ltd. As T F N T All C W Eq Inv Index Fund (Tax Ex Q Ins Inv Only); The Monetary Authority of Singapore; The Pension Reserves Investment Management Board; The State Teachers Retirement System of Ohio; Tiaa-Cref Funds - Tiaa-Cref Emerging Markets Equity Index Fund; Treasurer of The State of North Carolina Equity Investment Fund Pooled Trust; Ups Group Trust; Vanguard Emerging Markets Stock Index Fund; Vanguard Ftse All-World Ex-Us Index Fund, A Series of Vanguard International Equity Index Funds; Vanguard Total World Stock Index Fund, A Series of Vanguard International Equity Index Funds; Xerox Corporation Retirement & Savings Plan; Schroder Alpha Plus Fia; Schroder Fundo de Investimento em Ações Ibrx-50; Schroder Ibx Plus Fundo de Investimento em Ações, all represented by Mr. Antonio de Almeida e Silva.

This is a true copy of its original.

André Rizk

Secretary

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COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

Corporate Taxpayers' ID (CNPJ/MF): 47.508.411/0001-56

Company Registry (NIRE): 35.300.089.901

Authorized-Capital Publicly-Held Corporation

CHAPTER I

NAME, HEAD OFFICE, PURPOSE AND DURATION

ARTICLE 1 - COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO is a stock corporation with head offices and jurisdiction at Av. Brigadeiro Luís Antonio, No. 3142, in the City of São Paulo, Federative Republic of Brazil, hereinafter governed by these By-laws, by Law 6,404 dated December 15, 1976, as amended, and other applicable legal provisions.

Sole Paragraph – Upon the Company's admission to the special listing segment called Corporate Governance Level 1 for the BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros ("BM&FBOVESPA"), the Company, its shareholders, Administrators and members of the Fiscal Council, when installed, subject themselves to the provisions of the Regulamento de Listagem do Nível 1 de Governança Corporativa da BM&FBOVESPA ("Level 1 Regulation").

ARTICLE 2 - The corporate purpose of the Company is the sale of manufactured, semi-manufactured or raw products, both Brazilian and foreign, of any type or species, nature or quality, provided that the sale of such products is not prohibited by law.

First Paragraph - The Company may also engage in the following activities:

- a) manufacture, processing, handling, transformation, exportation, importation and representation of food or non-food products either on its own or through third parties;
- b) international trade, including that involving coffee;

c) importation, distribution and sale of cosmetic products for hygienic or make-up purposes, toiletries, sanitary and related products and food supplements;

d) sale of drugs and medicines, pharmaceutical and homeopathic specialties, chemical products, accessories, dental care equipment, tools and equipment for surgery, production of chemical products and pharmaceutical specialties, with the possibility that such activities of the Company are specialized as Drugstore, Allopathic Drugstore, Homeopathic Drugstore or Manipulation Drugstore of each specialty;

e) sale of oil products, filling up of fuels of any kind, rendering of technical assistance services, garage, repair, washing, lubrication, sale of accessories and other similar services, of any vehicles;

- f) sale of products, drugs and general veterinary medicines; veterinary consultation, clinic and hospital and pet shop with bath and shearing service;

- g) rental of any recorded media;

- h) provision of photo, film and similar studio services;

- i) execution and administration of real estate transactions, purchasing, promoting subdivisions and incorporations, leasing and selling real estate properties on the Company's own behalf as well as for third parties;

- j) acting as distributor, agent and representative of merchants and industrial concerns established in Brazil or abroad and, in such capacity, for consignors or on its own behalf acquiring, retaining, possessing and carrying out any operations and transactions in its own interests or on behalf of such consignors;

- k) provision of data processing services;

- l) building and construction services of all kinds, either on its own behalf or for third parties, purchase and sale of construction materials and installation and maintenance of air conditioning systems, cargo loaders and freight elevators;

- m) utilization of sanitary products and related products;

- n) general municipal, state and interstate ground freight transportation for its own products and those of third parties, including warehousing, depositing, loading, unloading, packaging and guarding any such products, and subcontracting the services contemplated in this item;

- o) communication services, general advertising and marketing, including for bars, cafes and restaurants, which may extend to other compatible or connected areas, subject to any legal restrictions;

- p) purchase, sale and distribution of books, magazines, newspapers, periodicals and similar products;
- q) performance of studies, analysis, planning and markets research;
- r) performance of market test for the launching of new products, packing and labels;
- s) creation of strategies and analysis of "comportamento setorial de vendas", of special promotions and advertising;

- t) provision of management services of food, meal, drugstore, fuel and transportation vouchers/cards and other cards resulting from the activities related to its corporate purpose; and

- u) leasing and subleasing of its own or third-party furnishings;

- v) provision of management services; and

- w) representation of other companies, both Brazilian and foreign, and participation as a partner or shareholder in the capital stock of other companies irrespective of their form or object of same, and in commercial enterprises of any nature.

Second Paragraph - The Company may provide guarantees or collateral for business transactions of its interest, although it must not do so merely as a favor.

ARTICLE 3 - The Company's term of duration shall be indefinite.

CHAPTER II

CAPITAL STOCK AND SHARES

ARTICLE 4 - The Company Capital is six billion, six hundred eighty-nine million, two hundred thirty-nine thousand, six hundred forty-three Brazilian Reais and forty-one cents (R\$6,689,239,643.41), fully paid in and divided into 262,150,961 (two hundred sixty-two million, one hundred and fifty thousand, nine hundred sixty-one) shares with no par value, of which ninety-nine million, six hundred seventy-nine thousand and eight hundred fifty-one (99,679,851) are common shares and 162,471,110 (one hundred sixty-two million, four hundred seventy-one thousand, one hundred and ten) are preferred shares."

First Paragraph - The shares of capital stock are indivisible in relation to the Company and each common entitles its owner to one vote at the General Shareholders' Meetings.

Second Paragraph - The shares shall be recorded in book-entry systems and be kept in deposit accounts on behalf of their holders with the authorized financial institution designated by the Company, without issuance of share certificates.

Third Paragraph – Shareholders can, at any time, convert common shares into preferred shares, since they are paid-up and observing the limit of article 5 below. Conversion requests should be sent in writing to the Executive Officers Committee (“Diretoria”). Conversion requests received by the Executive Officers Committee (“Diretoria”) should be ratified on the first Board of Directors’ meeting, since the conditions above are complied with.

Fourth Paragraph - The cost of the service of transferring the ownership of the book-entry shares charged by the depositary financial institution may be passed on to the shareholder, pursuant to the third paragraph of Article 35 of Law No. 6,404 dated 12/15/76, subject to the maximum limits established by the Brazilian Securities Exchange Commission ("Comissão de Valores Mobiliários").

ARTICLE 5 - The Company is entitled to issue new shares without maintaining proportion between types and/or classes of the existing shares, provided that the number of preferred shares shall not exceed the limit of 2/3 (two thirds) of the total issued shares.

First Paragraph - The preferred shares shall be entitled to the following privileges and preferences:

- a) priority in the reimbursement of capital, in an amount calculated by dividing the Capital Stock by the number of outstanding shares, without premium, in the event of liquidation of the Company;
- b) priority in the receipt of a minimum annual dividend in the amount of R\$ 0.08 (eight cents of Real) per 1 (one) preferred share, on a non-cumulative basis;
- c) participation under equal conditions as the common shares in the distribution of bonus shares resulting from capitalization of reserves or retained earnings; and
- d) participation in the receipt of dividend as set forth in Article 35, IV, item "c" of these By-Laws, which shall be distributed for the common and preferred shares so as to for each preferred share shall be ascribed a dividend ten percent (10%) higher than the dividend assigned to each common share, pursuant to the provisions of Article 17, first paragraph, of Law No. 6,404/76, as amended by Law No. 10,303/01, including, for purposes of such calculation, in the sum of the total amount of dividends paid to the preferred shares, the amount paid as minimum dividend set forth in item "b" of this First Paragraph.

Second Paragraph - The preferred shares shall have no voting rights.

Third Paragraph - The preferred shares shall acquire voting rights in the event that the Company fails to pay the minimum or fixed dividends to which they are entitled according to these By-laws for a period of 3 (three) consecutive fiscal years, according to the provisions of first paragraph of Article 111 of Law No. 6,404/76. These voting rights will cease upon the payment of such minimum or fixed dividends.

ARTICLE 6 - The Company is authorized to increase its Capital Stock by resolution of the Board of Directors without the need to amend the Company by-laws, up to the limit of 400,000,000 (four hundred million) shares, through issuance of new common or preferred shares, with due regard to the limit established in article 5 above.

First Paragraph - The limit of the Company's authorized capital shall only be modified by decision of a General Shareholders Meeting.

Second Paragraph - Within the limit of the authorized capital and in accordance with the plan approved by the General Shareholders Meeting, the Company may grant stock options to the members of its management bodies or employees, or to individuals providing services to the Company.”

ARTICLE 7 - The issuance of shares, subscription bonuses or debentures convertible into shares, may be approved by the Board of Directors, with the exclusion or reduction of the term for the exercise of preemptive rights, as provided in Article 172 of Law No. 6,404/76.

Sole Paragraph - Except for the provision set out in the heading of this article, the shareholders shall be entitled to preemptive rights, in proportion to their respective equity interests, in the subscription of any Company's capital increases, with the exercise of such right being governed by the legislation applicable thereto.

CHAPTER III

GENERAL SHAREHOLDERS MEETING

ARTICLE 8 - The General Shareholders' Meeting is the meeting of the shareholders. The shareholders may participate at the General Shareholders' Meetings either in person or through attorneys-in-fact appointed as provided by law, in order to resolve upon the matters of interest of the Company.

ARTICLE 9 – The General Meeting shall be instated and chaired by the Board of Directors Chairman, in his absence, by the Chief Executive Officer and, in his absence, by an Officer appointed by the Board of Directors Chairman. The General Meeting shall be called by the Board of Directors Chairman and shall have the following attributions:

I – the amendment to the Company's Bylaws;

II – the appointment and removal of members of the Company's Board of Directors at any time;

III – the appointment and removal of the Chairman of the Company's Board of Directors;

IV – the approval, annually, of the accounts and financial statements of the Company's management, prepared by them;

V – the approval of any issuance of common or preferred shares up to the limit of the authorized capital, as provided in Article 6 above and/or any bonuses, debentures convertible into its shares or with secured guarantee or securities or other rights or interests which are convertible or exchangeable into or exercisable for its shares, or any other options, warrants, rights, contracts or commitments of any character pursuant to which the Company is or may be bound to issue, transfer, sell, repurchase or otherwise acquire any shares and the terms and conditions of subscription and payment;

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VI – the approval of any appraisals of assets, which the shareholders may contribute for the formation of the Company's capital;

VII – the approval of any proposal for change the corporate form, amalgamation, merger (including merger of shares - *incorporação de ações*), spin-off or split of the Company, or any other form of restructuring of the Company;

VIII – the approval of any proposal for dissolution or liquidation of the Company, appointing or replacement of its liquidator(s);

IX – the approval of the accounts of the liquidator(s);

X – the establishment of the global annual compensation of the members of any management body of the Company, including fringe benefits;

XI – the approval or the amendment of the annual operating plan;

XII – the approval of any agreement or the amendment in any agreement, directly or indirectly, between the Company and/or its affiliates and any of its controlling shareholders or their relatives, members of its management bodies or any of its controlled companies and affiliates thereto, exception made to those executed in the ordinary course of business, which should be contracted at arms length (market conditions);

XIII – the purchase, sale, disposal of or creation of lien on any asset of the Company or any other investment by the Company in an individual amount or cumulated over a fiscal year in excess of the amount in Reais equivalent to US\$ 100,000,000.00 (one hundred million U.S. Dollars) or in excess of an amount equal to 6% (six per cent) of the net worth ("*patrimônio líquido*") of the Company as determined in its latest annual balance sheet, whichever is the higher;

XIV - the approval of request by the Company of self-bankruptcy or of protection under any bankruptcy or reorganization law;

XV – the approval of any delisting of shares of the Company for trading on stock exchanges or filing for new listings;

XVI –the approval of any change in the Company's dividend policy;

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XVII - the approval of any financial arrangement, including the lending or borrowing by the Company of funds and the issuance of non-convertible debentures, in excess of an individual amount equal to two (2) times EBITDA of the preceding twelve (12) months; and

XVIII - the approval of any joint venture of the Company with a third parties involving an individual investment or cumulated over a fiscal year in excess of the amount in Reais equivalent to US\$ 100,000,000.00 (one hundred million U.S. Dollars) or in excess of an amount equal to six (6) percent of the net worth ("*patrimônio líquido*") of the Company as determined in its latest annual balance sheet, whichever is the higher.

ARTICLE 10 – Any resolution of the General Shareholders' Meeting shall be taken by the approval of shareholders representing at least the absolute majority of the present shareholders entitled to vote, except if qualified quorum is required by law.

ARTICLE 11 – The Annual Shareholders' Meeting shall have the attributions set forth in the law and shall take place during the first four months following the end of each fiscal year.

Sole Paragraph - Whenever necessary, the General Shareholders' Meeting may be installed extraordinarily, and may be carried out subsequently with the Annual Shareholders' Meeting.

CHAPTER IV

MANAGEMENT

ARTICLE 12 - The Company shall be managed by a Board of Directors and an Executive Officers Committee.

First Paragraph - The term of office of the members of the Board of Directors and the Executive Officers Committee shall be up to 3 (three) years, reelection being permitted.

Second Paragraph - The Directors and the Executive Officers shall take office by signing their oaths in the Book of Minutes of the Board of Directors or of the Executive Officers Committee, as the case may be. The investiture of the members of the Board of Directors and the Executive Officers Committee shall be conditioned on prior execution of the Statement of Consent of the Administrators under the terms of the provision in the Level 1 Regulation, as well as compliance with the applicable legal requirements.

Third Paragraph - The term of office of the Directors and Executive Officers shall be extended until their respective successors take office.

