



Participation Manual for the Extraordinary General Meeting

2021

JUNE 10, 2021

3:30 PM

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1. Copy of the Call Notice

B2W – COMPANHIA DIGITAL
CNPJ/ME No. 00.776.574/0006-60

NIRE 3330029074-50

Publicly held Company

CALL NOTICE

EXTRAORDINARY GENERAL MEETING

The Shareholders of B2W – Companhia Digital ("Company") are hereby called to attend the Extraordinary General Meeting ("Meeting") to be held on June 10, 2021, at 3:30 PM, in the auditorium attached to the Company's headquarters, located in the city of Rio de Janeiro, State of Rio de Janeiro, at Rua Coelho e Castro, 38, Saúde, ZIP 20081-060, to resolve on the following agenda:

At Extraordinary General Meeting:

- (i) Once approved the corporate reorganization subject of the agenda of the extraordinary general meeting of the Company convened for 2 PM on June 10, 2021 ("Corporate Reorganization"), elect new members to compose the Company's Board of Directors during the term of office that will end at the annual general meeting of 2023, without altering the total number of members, defined at 7 at the annual general meeting held on April 30, 2021;
- (ii) Once the Corporate Reorganization has been approved, and in view of the new reality of the Company thereafter, approve the modification in the composition of the Executive Board, as detailed in the Management's Proposal, with the consequent amendment of Article 23 of the Bylaws; e
- (iii) Approve the consolidation the Company's By-laws.

General Information:

The documents and information relating to the matters to be discussed at the Meeting and the others provided for in the Instructions of the Brazilian Securities and Exchange Commission ("CVM") were submitted to the CVM, through the Periodic and Eventual Information System (IPE), pursuant to Article 6 of CVM Instruction No. 481/09, as well as made available to shareholders, at the Company's headquarters, on its Investor Relations website (<https://ri.b2w.digital/>), and on the websites of B3 S.A. – Brasil, Bolsa, Balcão ("B3") (www.b3.com.br) and CVM (www.cvm.gov.br).

The minimum percentage for the adoption of the multiple voting process for the election of the members of the Board of Directors is 5% (five percent), pursuant to Article 3 of CVM Instruction No. 165/91, and shall be requested within 48 (forty-eight) hours before the Meeting.

Considering the current guidelines of the Ministry of Health and the Government of the State of Rio de Janeiro for the prevention and confrontation of Coronavirus (COVID-19), and aiming at the safety of its shareholders, the Company suggests that, in being possible, preference should be given to the use of the distance voting ballot for participation in the Meeting convened herein, mainly through its sending to service providers able to collect and transmit instructions for filling out the bulletin (custodian or bookkeeper), given the greater simplicity of such procedure. The Company also informs that it will accept, exceptionally for this Meeting, to facilitate the participation of its shareholders at distance, mandate instruments, distance voting ballots and other documents only by e-mail, without firm recognition, notarization or consularization.

The shareholders may choose to exercise his/her right to vote through the distance voting system, pursuant to CVM Instruction No. 481/2009, by sending the corresponding ballot through their respective custody agents or directly to the Company, in accordance with the guidelines set out in item 12.2 of the Company's Reference Form.

The shareholder or his legal representative must attend the Meeting with documents proving for his identity.

Shareholders participating in the B3 Fungible Custody of Nominative Shares who wish to participate in the Meeting must present an updated statement of their shareholding position provided by the custodian institution.

It is requested that, as far as possible, the instruments of mandate with special powers for representation in the Assembly referred to in this notice have the firm recognized and be deposited, at the Company's headquarters, in the Investor Relations Department, until the day June 8, 2021.

Rio de Janeiro, May 10, 2021.

Anna Christina Ramos Saicali
Chairman of the Board of Directors

2. Guidelines for Participation in the Meeting

2.1. Shareholder Participation at the Meeting

The Company's shareholders, registered as such at the opening of the trading session on June 10, 2021, may participate in the Extraordinary General Meeting ("Meeting") **in person**, by a duly **appointed attorney-in-fact**, or by **means of a distance vote**.

Considering the current guidelines of the Ministry of Health and the Government of the State of Rio de Janeiro for the prevention and confrontation of Coronavirus (COVID-19), aiming at the safety of its shareholders, the Company suggests that, in being possible, preference should be given to using the distance voting ballot for participation in the Meeting, mainly by sending it to service providers able to collect and transmit instructions for filling out the ballot (custodian or bookkeepers), given the greater simplicity of such procedure. The Company also informs that it will accept, exceptionally, in this Meeting, as a way to facilitate the participation of its shareholders at distance, powers of attorney, distance voting ballot and other documents only by e-mail, without signature recognition, notarization or consularization.

If the shareholders attend **in person** or by a duly **appointed attorney-in-fact**, the following documents will be required for participation in the Meeting:

Individual:

- Valid identity document with photo (original or simple or certified copy) of the shareholder or, if applicable, of his proxy and the respective power of attorney. The following documents may be presented: (i) General Registry Identity Card (RG); (ii) Foreigner Registration Identity Card (RNE); (iii) Passport; (iv) Class Entity Card as a civil identity for legal purposes (e.g. OAB, CRM, CRC, CREA); or (v) National Driver's License (CNH).

Legal Entity and Investment Fund:

- Valid identity document with photo of the legal representative (original, simple, or certified copy). The following documents may be presented: (i) Identity Card of General Registry (RG) or Foreigner Registration (RNE); (ii) Passport; (iii) Class Entity Card as a civil identity for legal purposes (e.g. OAB, CRM, CRC, CREA); or (iv) National Driver's License (CNH).
- Proof of representation documents, including the power of attorney and a copy of the By-laws and the minutes of the appointment of the directors, and, in the case of an investment fund, a copy of the fund regulations in force, of the by-laws or articles of association of its director, and the appointment's board meeting of the management. If such documents are in a foreign language, they must be translated into Portuguese by a sworn translator, and, if possible, notarized and consularized.
- Proof of ownership of B2W shares issued by the custody agent up to 3 (three) business days before the date of the Meeting.

We recall that the regularity of the documents will be checked before the Meeting, which is why the Company kindly asks the shareholders to arrive at the Meeting in advance so that the documents can be checked in time for their participation.

2.2. Proxy Representation

The shareholder's participation in the Meeting may be in person or through a duly appointed attorney-in-fact, subject to the terms of Art. 126, paragraph 1, of Law No. 6,404/1976, and the attorney-in-fact must have been appointed for less than 1 (one) year, and qualify as a shareholder, B2W management personnel, lawyer registered with the Brazilian Bar Association or be a financial institution, with the investment fund manager representing the quota holders.

In the case of a power of attorney in a foreign language, this must be accompanied by the corporate documents, when related to the legal entity, and the power of attorney duly translated into Portuguese, and, if possible, notarized and consularized.

Item 5 of this Manual contains a proxy form for mere reference by shareholders. Shareholders may also use proxies other than that suggested in this Manual, provided in accordance with the provisions of Law No. 6,404/1976 and the Brazilian Civil Code.

In order to speed up the process of holding the Meeting, we ask shareholders who are represented by a proxy to send the representation documents preferably to the email ri@b2wdigital.com by June, 8, 2021 or, if not possible, to the address below:

A/C: Investor Relations Officer

Rua Sacadura Cabral, 102, part, Saúde - Rio de Janeiro - RJ

ZIP: 20.081-902

It should be noted that, despite the aforementioned deadline, the shareholder who is present by the beginning of Meeting, with all the required documents, may participate and vote even if he has failed to deposit them in advance.

We recall that the regularity of the representation documents will be checked before the Meeting, which is why the Company kindly asks the shareholders to arrive at the Meeting in advance so that the necessary documents can be checked in a timely manner.

2.3. Guidelines for Participation via Distance Voting Ballot

The shareholders may forward, as of this date, their voting instructions in relation to the matters of the Meeting:

- (i) by filling instructions conveyed to its custody agents who provide this service, in the case of shareholders holding shares deposited in a central depository, B3 S.A. - Brasil, Bolsa Balcão ("B3");
- (ii) If possible, by filling in instructions conveyed to the bookkeeper of the shares issued by the Company, namely Banco Itaú S.A., in the case of shareholders holding shares not deposited in a central depository, B3; or

(iii) by distance voting ballot sent directly to the Company, by any shareholder.

The shareholder who chooses to cast his vote through service providers, as per items (i) and (ii) above, must convey his voting instructions to his respective custodian agents or, if possible, to the bookkeeper of the shares issued by the Company, observing the rules determined by them. To this end, shareholders must contact their custody agents or the bookkeeper and check the procedures established by them for sending voting instructions via ballot, as well as the documents and information required by them

The shareholder who chooses to send the distance voting ballot directly to the Company, shall forward the documents provided in item 2.1 above, as applicable

In the event of any discrepancy between any distance voting ballot received directly by the Company and voting instructions contained in the consolidated voting map sent by the bookkeeper with respect to the same registration number with the CPF or CNPJ, the voting instructions contained in the voting map shall prevail, and the ballot received directly by the Company shall be disregarded.

Once the voting deadline has expired, the shareholder cannot change the voting instructions already sent. If a shareholder wishes to change his/her/its votes, he/she/it must personally attend the Meeting, bearing the required documents in accordance with the guidelines above and request that the voting instructions sent via the ballot are disregarded.

3. Management proposals regarding the Matters on the Agenda

The proposals of the Company's management regarding the matters on the agenda of the Meeting are described below.

3.1. Matters to be resolved at the Extraordinary General Meeting

As resolved by the Board of Directors on this date, the objective of the matters included in the agenda for this Meeting is adapting the Company's organizational structure to the purposes of the business combination transaction between the Company and Lojas Americanas S.A. ("Lojas Americanas" e "Corporate Reorganization").

B2W's management proposes that the aforementioned changes to be resolved at this Meeting are approved subsequently to the approval of all items on the agenda of the extraordinary general shareholders' meetings of the Company and Lojas Americanas, the purpose of which is to resolve on the Corporate Reorganization, to be held also on June 10, 2021, at 10:00 a.m. and 2:00 p.m., pursuant to the management's proposals disclosed on April 28, 2021, on the respective Investor Relations websites, as well as on the CVM and B3 websites.

1. Election of the members of the Board of Directors

It is proposed changes to the composition of the Board of Directors with the election of six (6)

new members to the Company's Board of Directors, for a mandate which will end at the annual general meeting in 2023, without changing the total number of members, fixed at seven (7) at the ordinary general meeting held on April 30, 2021. Due to the resignation of most members of the Board of Directors, with the exception of the independent board member Mr. Mauro Muratório Not, whose permanence in the position is proposed, in compliance with the best corporate governance practices, as well as to ensure the representativeness of the shareholders in the Board of Directors, the Company will proceed to the general election of board members, thus allowing the adoption of the multiple vote system and the separate election, as indicated below:

Name	Effective / Alternate
Eduardo Saggiaro Garcia	Effective member
Carlos Alberto da Veiga Sicupira	Effective member
Paulo Alberto Lemann	Effective member
Claudio Moniz Barreto Garcia	Effective member
Mauro Muratório Not	Effective member (independent)
Vanessa Claro Lopes	Effective member (Independent)
Sidney Victor da Costa Breyer	Effective member (Independent)

The Company's management clarifies that the candidates hereby nominated have declared that (i) are not impeded from assuming the positions to which they were elected, pursuant to article 37, II, of Law No. 8.934/94, as well as were not convicted for bankruptcy crime, prevarication, bribery, graft, embezzlement, or crimes against public economy, public faith or against property, or a criminal penalty that prohibits, even temporarily, access to public office; (ii) are not convicted of any suspension or temporary ineligibility, applied by CVM, that would make them ineligible for a position in the management of a publicly held company; (iii) that complies with the good standing requirement in accordance with article 147, paragraph 3, of Brazilian Law No. 6,404/76; e (iv) do not occupy office in any company that may be considered a competitor of the Company.

Without prejudice to the confirmation of the independence of the independent members by the Meeting, under the terms of the Novo Mercado Listing Regulation, those nominated as independent members for election to the Board of Directors declare that they fit into the criteria established by the Novo Mercado Regulation, segment in which the Company's shares are traded, and its fit was verified, by the Board of Directors, based on these declarations.

The independent members of the Board of Directors of Lojas Americanas who have applied to this same position in the Company have resigned from their respective positions in Lojas Americanas as of the date of disclosure of this Proposal, with effectiveness subject to the approval of the new governance object of the Management Proposal and the election of their alternates, so that the positions will not be occupied simultaneously.

Shareholders or groups of shareholders who wish to propose other names to run for positions on the Board of Directors may do so, in accordance with the regulations in force.

The minimum percentage of equity participation necessary to request the adoption of the multiple vote system for the election of members of the Board of Directors is five percent (5%) of the Company's capital stock, under the terms of CVM Instruction 165/91. This option can only be exercised by shareholders if a minimum of forty-eight (48) hours prior to the Meeting is observed.

Information regarding the candidates nominated by the company's management, pursuant to article 10, item I, of ICVM 481 (items 12.5 to 12.10 of Annex 24 of ICVM 481), has been provided in **Annex I** to this Proposal.

2. Amendments to the Bylaws

a) Company's Management

Once the Corporate Reorganization is approved, it is proposed a change to the composition of the Executive Board, with the consequent amendment of Article 23 of the Company's Bylaws, as detailed in **Annex II** to this proposal.

The modifications proposed by the Management aim at adapting the composition and attributions of the Company's Executive Board to the absorption of Lojas Americanas' activities. There will be made changes made both in relation to the number of Officers and to their responsibilities. With the creation of the positions of Chief Executive Officers, who will preside their respective business units and will report directly to the President, the specific functions currently attributed to B2W's Executive Officers will be extinguished.

3. Consolidation of the Bylaws

We propose that the Company's Bylaws be consolidated in the form of **Annex III** to this proposal, which already reflects the proposed statutory changes and consolidation for the meeting that will resolve on the Corporate Reorganization, to be held on the same date as this meeting, at 2:00 pm.

4. Clarifications

The Management Proposal and its respective annexes, this Participation Manual for the Meeting, as well as all other documents related to the agenda of B2W's Meeting are available to shareholders at B2W's headquarters, on its website (www.ri.b2w.digital), on the CVM pages (www.cvm.gov.br) and, eventually, B3 SA – Brasil, Bolsa e Balcão (www.b3.com.br).

Any doubts or clarifications on the matters included in the Meeting's Agenda may be resolved or obtained, as the case may be, through contact with the Investor Relations Department. E-mail: ri@b2wdigital.com, telephone: (21) 2206-6000.

5. Proxy Template

[SHAREHOLDER], [Qualification] ("Grantor"), hereby appoints and constitutes as your attorney-in-fact the [NAME], [NATIONALITY], [CIVIL STATE], [PROFESSION], holder of the identity number [_____] and enrolled with the CPF / ME under number [_____] , [Address] ("Grantee"), to which it confers powers to represent the Grantor at the Extraordinary General Meeting ("Meeting") of B2W - Companhia Digital, to be held, on first call on June 10, 2021, sign the Shareholder Attendance Record Book of B2W - Companhia Digital and the minutes of this Meeting, and appreciate, discuss and vote on the matters included in the respective agenda , in accordance with the guidelines set out below:

Agenda:

Extraordinary General Meeting

1. Once approved the corporate reorganization subject of the agenda of the extraordinary general meeting of the Company convened for 14 hours on May 10, 2021 ("Corporate Reorganization"), elect new members to compose the Company's Board of Directors during the term of office that will end at the annual general meeting of 2023, without altering the total number of members, defined at 7 at the annual general meeting held on April 30, 2021, replacing the directors currently in office.

In favor Against Abstention

2. Once the Corporate Reorganization has been approved, and in view of the new reality of the Company thereafter, approve the modification in the composition of the Executive Board, as detailed in the Management's Proposal, with the consequent amendment of Article 23 of the By-laws

In favor Against Abstention

3. Approve the consolidation the Company's By-laws

In favor Against Abstention

This instrument is valid for [____], from the date of its signature or until the first business day after the General Meeting referred to here, in the event of a second call, whichever comes first.

[Location], [Date].