

Policy for Disclosure and Use of Information and Trading of Securities Issued by B2W – COMPANHIA GLOBAL DO VAREJO

Introduction

This Policy for Disclosure and Use of Information and Trading Securities Issued by B2W – Companhia Global do Varejo was duly approved by the Company's Board of Directors at its meeting held March 31, 2007, in due accordance with the laws and regulations in force.

Chapter I Definitions

For the purposes of this Policy, the terms and expressions below shall mean the following:

“Controlling Shareholders” or “Holding Companies” means the shareholder or group of shareholders associated by way of a shareholders agreement or coming under common control which hold the controlling interest in B2W, under the terms of Law 6.404/76 and subsequent amendments thereto.

“Administrators” means B2W's sitting officers and Board of Directors members and their respective substitutes.

“B2W” means B2W- Companhia Global do Varejo.

“Material Act or Fact” has the meaning attributed in item 4.3 of this Policy.

“Stock Exchanges and Over-the-counter Market” mean the São Paulo Stock Exchange (BOVESPA) and other stock exchanges and the organized over-the-counter market in which shares issued by B2W are or may become listed in Brazil and overseas.

“BOVESPA” means the São Paulo Stock Exchange.

“Policy” means this Policy for Disclosure and Use of Information and Trading Securities Issued by B2W.

“Company” means B2W.

“Members of Fiscal Council” means the sitting members, and their substitutes, of B2W's Fiscal Council.

“CVM” means the Brazilian Securities Commission.

“Investor Relations Officer” means the B2W Officer who is responsible for disclosing information to investors, the CVM, BOVESPA and, as applicable, the stock exchanges or organized over-the-counter market in Brazil and overseas in which the Securities issued by B2W are listed, as well as keeping the listed company registration up-to-date.

“Former Administrators” means former board members and officers of B2W.

“Employees and Executives” means B2W’s employees and executives, regardless of their title, duties or position.

“Inside Information” or “Material Information” means all information concerning B2W which could significantly influence the quoted value of the Securities and which has not been disclosed to investors yet.

“CVM Directive 358/02” means Directive 358 dated January 3, 2002, which address the disclosure and use of information concerning Material Acts and Facts of listed companies, as well as the trading of shares issued by listed companies at any time a significant material fact has not been disclosed to the market, among other matters.

“Technical or Advisory Boards” means the boards of B2W set up pursuant to its Bylaws, which have a technical role or are intended to offer advice to its administrators.

“Relevant Shareholding” means the shareholding which directly or indirectly corresponds to 5% (five percent) or more of a type or class of share representing B2W’s capital stock, including any rights on said shares.

“Associated Parties” means the following parties which are associated with the Administrators, Members of Fiscal Council and members of the Company’s Technical and Advisory Boards: (i) spouses who have not been divorced judicially; (ii) common-law spouses; (iii) any dependent included on the annual income tax statement; and (iv) directly or indirectly controlled companies, be it by the Administrators, Members of Fiscal Council and members of the Company’s Technical and Advisory Boards or be it by the Associated Parties.

“Controlling Interest” means (i) the ownership of partner rights to permanently afford a majority of votes when approving corporate resolutions and the power to appoint the majority of the administrators and (ii) the effective use of the power to direct corporate activity and instruct the Company’s boards.

“Policy” means the present Policy for Disclosure and Use of Information and Trading of Securities Issued by B2W.

“Associated Companies” means the companies in which B2W holds 10% (ten percent) or more of their share capital, without holding the control stock.

“Subsidiaries” means the companies in which either B2W or its subsidiaries hold shareholder rights which permanently afford a majority of votes for approving corporate resolutions and the power to appoint the majority of the administrators.

“Adhesion Agreement” means the document to be executed pursuant to Articles 15, paragraph 1, section I and 16, paragraph 1 of CVM Directive 358/02, as per Appendix I to this Policy.

“Securities” means any shares, debentures, subscription bonuses, subscription rights and receipts, promissory notes, purchase or sale options, derivatives or any other securities or collective investment agreements issued by B2W or referring to them, which are construed as securities by reason of legal ruling.

Chapter II

Purpose and Scope

The aim of this Policy is to establish the high standards of conduct and disclosure to be observed, as a mandatory requirement, by (i) Controlling Shareholders; (ii) Administrators; (iii) Members of Fiscal Council; (iv) members of the Company’s other Technical or Advisory Boards; (v) Employees and Executives with access to Material Information; and also (vi) any individual who, as a result of their title, duty or position at B2W, its Controlling Shareholders, Subsidiaries and Associated Companies, has access to information concerning a Company Material Act or Fact, in order to bring the Company’s internal policy into line with the principle of full disclosure and good practices of conduct for using and disclosing Material Information and for trading the securities issued by B2W.

The aforesaid parties shall sign the respective Adhesion Agreement concerning this Policy, in accordance with Articles 15, paragraph 1, section I and 16, paragraph 1 of CVM Directive 358/02 and as per the model set out in Appendix I to this Policy, which shall be filed at the Company’s headquarters for the period during which the aforesaid parties are associated with the company, and for a minimum period of five (5) years thereafter, following their withdrawal from the company.

The company shall keep an up-to-date list at its headquarters of the parties which have signed the Adhesion Agreement, stating their respective qualifications, title or duty, address and Corporate or Individual Taxpayer Registration Number (CNPJ and CPF respectively) at the Ministry of Finance. This list shall always be at the CVM’s and Bovespa’s disposal.

Chapter III Principles

All parties subject to this Policy shall conduct themselves according to the virtues of good faith, loyalty and veracity and the general principles herein established.

The parties who adhere to this Policy should carefully consider their social responsibility, above all with regard to the investors, the individuals working at the Company and the community in which B2W does business with.

All efforts to uphold market efficiency should be based on the fact that competition between the investors to obtain the best returns is performed by analyzing and interpreting the disclosed information and never through access to the same inside information.

The parties embraced by this Policy should bear in mind that transparent, accurate and timely information constitutes the main instrument available to investors, and especially the Company's shareholders, to ensure they are treated on a fair and equal basis.

The company's relationship with its shareholders and opinion makers in the securities market shall be uniform and transparent.

The parties subject to the provisions established by this Policy are obliged to ensure that information concerning the Company's financial and equity status is disclosed correctly, completely, continuously and appropriately accomplished by the administrators required to do this, in accordance with this Policy and the regulations in force.

Chapter IV The Policy for Disclosure and Use of Material Act or Fact Information

4.1. Investor Relations Officer

The Investor Relations Officer holds the primary responsibility for notifying and disclosing Material Acts or Facts concerning B2W.

To this end, the parties associated with the Company are obliged under the terms of this Policy and the regulations in force to notify the Investor Relations Officer of any Material Acts of Facts which come to their knowledge, to enable said Officer to take the necessary measures, as established by this Policy.

4.2. Objective

The aim of disclosing Material Acts or Facts is to ensure investors to have timely, effective, reasonable access to the information they require to make their investment decisions, ensuring the broadest disclosure of information possible, thereby avoiding the improper use of inside information in the securities market by parties which have access thereto to further their own or third party interests, at the expense of investors in general, the market or the Company itself.

4.3. Material Acts or Facts

Under the terms of Article 155, paragraph 1, of Law 6.404/76 and Article 2 of CVM Directive 358/02, Material Acts or Facts are (a) any decision taken by the Controlling Shareholder(s), resolutions issued by the general shareholders meeting or company boards, or (b) any other political, administrative, technical, business, economical or financial act or fact which has taken place or which is related to its business which could have a significant influence on:

- (i) the quotation of the Securities issued by the Company or related to them;
- (ii) investment decisions to purchase, sell or hold the Securities; or
- (iii) investor decisions to exercise any rights afforded by the Securities issued by the Company or related to them.

4.4. Material Acts or Facts – Examples and Interpretation

The following are examples of Material Acts or Facts:

- (i) execution of an agreement or contract transferring the controlling interest of the Company, even if this is executed under a suspensive or resolutive condition;
- (ii) change to the party holding the control stock in the company, including by means of executing, amending or terminating shareholders agreements;
- (iii) execution, amendment or termination of a shareholders agreement in which the Company is a party or intervening party, or which has been recorded in the Company book;
- (iv) entry or withdrawal of shareholders which have an operational, financial, technological or administrative collaboration or contract with the company;
- (v) authorization to trade the Securities in any Brazilian or overseas market;
- (vi) a decision to revoke listed company status;
- (vii) acquisition, merger or spin-off involving the Company or associated companies;
- (viii) acquisition or sale of valuable assets;
- (ix) Company transformation or dissolution;
- (x) change to the Company's equity structure;
- (xi) change to accounting criteria;
- (xii) assumption, early settlement or renegotiation of debts;

- (xiii) approval of plan awarding share purchase options;
- (xiv) amendment to the rights and advantages of the Securities;
- (xv) splitting or grouping of shares or allocation of bonuses;
- (xvi) acquisition of shares in the Company for the purpose of cancellation or placement in the Treasury, and any sale of such shares ;
- (xvii) profit or losses posted by the Company and the allocation of dividends or interest on equity or any other cash payment;
- (xviii) execution or the annulment or failure to perform a contract, when the company has publicly declared its intention to execute it;
- (xix) approval, amendment or discontinuance of a project or delay to the implementation thereof;
- (xx) commencement, resumption or suspension of the manufacture or sale of a product or provision of a service;
- (xxi) discovery, amendment or development of Company technology or resources;
- (xxii) modification of projections disclosed by the Company;
- (xxiii) approval by the Company's Board of Directors to make a public share offer which is subject to registration at the CVM;
- (xxiv) acquisition of the controlling interest in a listed company.

The events related to the Material Act or Fact in the context of B2W's routine activities and the scope thereof shall have its material effect analyzed, in addition to the information disclosed previously, and not in abstract, so as to prevent the trivialization of the Material Act or Fact disclosures which would compromise the quality of the market analysis of the Company's prospects.

4.5. Internal Procedures for Notifying and Disclosing Material Acts or Facts

The Investor Relations Officer is responsible (i) for notifying the CVM, BOVESPA and, if applicable, the Stock Exchanges and Over-the-counter Markets and (ii) disclosing to the market the Company's Material Acts or Facts.

The Controlling Shareholders, Administrators, Members of Fiscal Council, Employees and Executives with access to Material Information and also the members of the Company's Technical or Advisory Boards should notify the Investor Relations Officer of any Material Act or Fact which comes to their knowledge.

Meetings with professional associations, investors, analysts or selected members of the public in Brazil or overseas concerning matters which may constitute Material Information, should be attended by the Investor Relations Officer or an individual appointed by him/her. Failing this, the Investor Relations Officer should be notified of the meeting content which may constitute Material Information in advance, with a view to simultaneously disclosing any Material Information to the market.

4.6. Liability for Nonperformance

In the event the Investor Relations Officer fails to perform its duty to notify and disclose Material Acts or Facts (and in the absence of a decision to hold the information confidential, made under Article 6 of CVM Directive 358/02), the Controlling Shareholders, Administrators, Members of Fiscal Council, Employees and Executives with access to Material Information or any of the members of the Company's Technical or Advisory Boards, which have personal knowledge of the Material Act or Fact and notice the aforesaid nonperformance, shall only be held harmless from liability if they immediately notify the CVM of such Material Act or Fact.

4.7. Disclosure

Whenever possible, Material Acts or Facts shall be disclosed prior to the commencement of or after the close of trading on BOVESPA and, if applicable in the Stock Exchanges and Over-the-counter Market. If the trading times are different, the trading times operated by the Brazilian market shall prevail.

The Investor Relations Officer shall:

- (i) notify and disclose the Material Act or Fact which has occurred or is related to the company's trading immediately after it occurs;
- (ii) simultaneously disclose the Material Act or Fact to be published by any means of communication to the entire market, including press releases, or at meetings of professional associations, investors, analysts or selected members of the public in Brazil or overseas and;
- (iii) assess the requirement to request, always simultaneously, BOVESPA and if applicable the Stock Exchanges and Over-the-counter Market, to suspend trading of the securities for the time required to suitably disclose the Material Information, if it is imperative that the Material Act or Fact be disclosed during trading hours.

4.8. Notification

The information concerning Material Acts or Facts shall be simultaneously notified to:

- (i) the CVM;
- (ii) BOVESPA;
- (iii) The Stock Exchanges and Over-the-counter Market, if applicable.

4.9. Means of Disclosure

Material Acts or Facts involving the Company should be disclosed through publications in newspapers of wide circulation which B2W usually uses.

Each time it discloses a Material Act or Fact, B2W may publish a summarized version thereof in the newspapers, containing the minimum information required for comprehension thereof. In this event, the publication shall specify the Internet site address where the information in full is available to all investors, which shall contain the same minimum content as that submitted to the CVM, BOVESPA and, if applicable, the Stock Exchanges and Over-the-counter Market.

4.10. Duty of Nondisclosure

The Controlling Shareholders, Administrators, Members of Fiscal Council, Employees and Executives with access to Material Information and the members of the Company's Technical or Advisory Boards or any individual who, as a result of their title, duty or position at the Controlling Shareholders, Subsidiaries and Associated Companies, has signed the Adhesion Agreement shall hold the duty of:

- (i) not disclosing the information concerning the Material Act or Fact which they have insider access to until disclosure thereof to the market, and
- (ii) ensuring that subordinates and third parties which they trust do the same, where in the event of failure to perform the duty of nondisclosure they shall be jointly liable.

In the event of any doubt concerning the importance of Inside Information, the Company's Investor Relations Officer should be contacted in order to clear up any such doubts.

4.11. Exceptional cases for Nondisclosure

As a rule of thumb, Material Acts or Facts shall be immediately notified and disclosed. Regardless of the circumstances, failure to notify and disclose Material Acts or Facts is an exception to the rule and shall be subject to examination.

In exceptional cases, where widely disclosing Inside Information which constitutes a Material Act or Fact could jeopardize the Company's legitimate interests, the nondisclosure shall be decided by the Company's Controlling Shareholders or the Administrators, according to the case at hand.

Even if the Company's Controlling Shareholders or Administrators resolve not to disclose the Material Act or Fact, it is their duty to immediately disclose the Material Act or Fact, either themselves or through the Investor Relations Officer, in the event information is leaked or in the event of an unusual variation to the quotation, price or trading volume of the Company's Securities.

The Controlling Shareholders or Administrators may submit their decision to the CVM not to disclose Material Acts or Facts, in exceptional cases, the disclosure of which they believe could jeopardize the Company's legitimate interest.

4.12. The Duty to Inform Transactions Involving Administrators, Associated Parties, and others

The Administrators, Members of Fiscal Council and Members of the Company's Technical or Advisory Boards shall notify the ownership of Securities in the Company, be it in their name or the name of Associated Parties, as well as to any amendments to such holdings.

This information should be submitted to the Company's Investor Relations Officer, who shall then submit it to the CVM, BOVESPA and, if applicable, the Stock Exchanges and Over-the-counter Market, using the forms set out in Appendices II "A" and "B" to this Policy.

This information shall be sent (i) immediately after their formal appointment to the position, according to the case at hand, and (ii) within the maximum term of 10 (ten) days as from the end of the month in which the holdings were altered, specifying the holdings for the period.

4.13. Acquisition or Sale of a Major Shareholding

The direct or indirect Controlling Shareholders, the shareholders which appoint a member to the Company's Board of Directors and the shareholders which appoint a member to the Company's Fiscal Council shall notify and disclose information concerning the acquisition or sale of a Major Shareholding.

Declarations concerning the acquisition or sale of a Major Shareholding shall be submitted to the CVM, BOVESPA and, if applicable, the Stock Exchanges and Over-the-counter Market, and should contain the information set out in the form as per Appendix III to this Policy.

The notice to the CVM, BOVESPA and the Stock Exchanges and Over-the-counter Market shall be sent immediately after the holding mentioned in this item has been reached. The disclosure should be performed as per Item 4.9 of this Policy.

Chapter V

The Policy for Trading the Company's Securities

5.1. *Black-Out Periods*

The Company, its direct or indirect Controlling Shareholders, Administrators, Members of Fiscal Council, Employees and Executives with access to Material Information and the other members of the Company's Technical or Advisory Boards,

shall not trade their shares during blackout periods declared by the Investor Relations Officer (Black-Out Period).

The Investor Relations Officer is not obliged to justify the decision to declare a black-out period, which will be kept confidential by the parties concerned.

These obligations are also applicable to any individual who, as a result of their title, duty or position at the Controlling Shareholders, Subsidiaries and Associated Companies, has access to information concerning a Company Material Act or Fact, and who has signed the Adhesion Agreement.

5.2. Trading restrictions at any time a significant material fact has not been disclosed to the market

The Company, its Controlling Shareholders, Administrators, Members of Fiscal Council, Employees and Executives with access to Material Information and the other members of the Company's Technical or Advisory Boards and any individuals who, as a result of their title, duty or position at the Controlling Shareholders, Subsidiaries and Associated Companies and having signed the Adhesion Agreement have access to information concerning a Company Material Act or Fact, are forbidden from trading Securities under the following circumstances:

- (i) whenever a Material Act or Fact takes place which affects the company's business which the parties set out above have knowledge of
- (ii) whenever the company intends to make a takeover, full or partial spin-off, merger, transformation or corporate reorganization, and
- (iii) in respect of the direct or indirect Controlling Shareholders and Administrators only, whenever an option or mandate is in progress or has been granted for the purpose of acquiring or selling shares in the company by the Company itself, its Subsidiaries, Associated Companies or a company under common control.

The prohibitions established in sub items “i” and “ii” above shall be lifted as soon as the Company discloses the material act or fact to the market, unless the trading of company shares by the parties mentioned above after the Material Act or Fact has been disclosed could affect the trading of company shares, at the expense of the Company' shareholders or the company itself.

Trading restrictions under this Section in above item (iii) do not apply to the Management, direct and indirect Controlling Shareholders, Fiscal Council Members, Employees or Executives accessing Material Information and well as by members of other Company's Bodies performing Technical or Consulting Attributions as of the date of execution of the Adhesion Term (CVM Instruction 358/02, article 13, paragraph 7), when holding transactions in the scope of the Policy of Trading included in the present Manual, once such trading does not occur on the same date of that held by the Company in the scope of the share buyback program.

The trading by persons referred to in above paragraph, in the scope of the Policy of Trading, to be entitled to the benefit just established according to the provisions of CVM rule shall be held as a long-term investment, complying with at least one of the following features:

- (i) subscription or acquisition of shares as a result of the exercise of stock options under the Company's Stock Option Plan approved in the Shareholders Meeting;
- (ii) use of variable compensation, received as profit sharing, in the acquisition of Company's Securities;
- (iii) execution, by the Management, direct and indirect Controlling Shareholders, Fiscal Council Members, Employees or Executives accessing Material Information and well as by members of other Company's Bodies performing Technical or Consulting Attributions, of Individual Investment Programs as defined below:

Individual Investment Programs

Individual Investment Program means individual plans to acquire Securities filed at the Company's headquarters, through which the Management, direct and indirect Controlling Shareholders, Fiscal Council Members, Employees or Executives accessing Material Information and well as by members of other Company's Bodies performing Technical or Consulting Attributions have shown intention of investing with own resources, in the long term, in Securities issued by the Company.

For this effect, the Individual Investment Program shall be filed for over 30 days with the Investor Relations Officer, approximately indicating the amount of resources intended to be invested or the number of Securities to be acquired, within the term of duration of the Individual Investment Program to be established by the interested party, not shorter than 12 months. After the end of such term of duration, the interested party shall deliver a summary report about the respective development.

Except in event of force majeure, duly justified by writing, the Securities acquired in the scope of the Individual Investment Program are not allowed to be sold no earlier than 90 days from their acquisition.

The above mentioned restriction of 30 days shall not apply to the first Individual Investment Program registered after the effectiveness of this Manual.

5.3. The Ban on Trading Securities in the Run-up to the Disclosure of Quarterly and Annual Financial Information

The Company, its Controlling Shareholders (direct or indirect), Administrators, Members of Fiscal Council, Employees and Executives with access to Material Information and the members of the Company's Technical or Advisory Boards, or any individual who, as a result of their title, duty or position at the Controlling Shareholders, Subsidiaries and Associated Companies have access to information

concerning a Company Material Act or Fact and who have signed the Adhesion Agreement, are forbidden from trading Securities in the Company for a period of 15 (fifteen) days prior to the disclosure or publication, when applicable, of the:

- (i) Company's quarterly information (ITR); and
- (ii) Company's annual financial statements (DFP).

5.4. The Ban on Resolutions concerning the Acquisition or Sale of Shares in the Company

The Company's Board of Directors may not resolve to acquire or sell shares issued by B2W until a Material Act or Fact is published disclosing information concerning:

- (i) the execution of any agreement or contract seeking to transfer the control stock in the Company, or
- (ii) the granting of an option or mandate for the purpose of transferring the control stock of the Company, or
- (iii) the company's intention to make a takeover, full or partial spin-off, merger, transformation or corporate reorganization.

5.5. The Ban on Trading Applying to Former Administrators

Former Administrators who leave the Company prior to the public disclosure of deals or facts initiated during their term of office may not trade Securities in the Company:

- (i) for the term of 06 (six) months following their withdrawal, or
- (ii) until the Company discloses the material act or fact to the market, unless, under this second hypothesis, the trading of company shares after the Material Act or Fact has been disclosed could compromise the company's trading conditions, at the expense of the Company' shareholders or the company itself.

The first of the aforesaid events above to occur shall prevail.

Chapter VI Final Provisions

6.1. Indirect and Direct Trading

The trading bans established by this Policy apply to trading performed directly or indirectly by the Controlling Shareholders, Administrators, Company Members of Fiscal Council, Employees and Executives with access to Material Information and the members of the Company's Technical or Advisory Boards, or any individual who, as a result of their title, duty or position at the Controlling Shareholders, Subsidiaries and Associated Companies has access to information concerning a Company Material

Act or Fact, even in cases where the trading by these parties is performed through a:

- (i) a company under their control; and
- (ii) third parties with which a trust or share portfolio management agreement is maintained.

Trading performed by investment funds in which the parties cited in the item above are shareholders is not deemed indirect trading, providing that:

- (i) the investment funds are not exclusive, and
- (ii) the investment fund manager's trading decisions cannot be influenced by the shareholders.

6.2. Investor Relations Officer Responsibilities

B2W's Investor Relations Officer is responsible for executing and monitoring the policies for disclosure and use of information and trading the Company's Securities.

6.3. Amendments to the Policy

Any amendment to or revision of this Policy shall be submitted to the Company's Board of Directors.

6.4. Amendment to the Trading Policy

The trading policy hereby established may not be amended at any time a significant material fact has not been disclosed to the market.

6.5. Third Party Responsibilities

The provisions established by this Policy do not revoke the responsibility arising out of legal and regulatory requirements held by third parties which are not directly associated with the Company and which have knowledge of a Material Act or Fact and trade Securities issued by the Company.

* * * * *