

To the Holders of

**B2W DIGITAL LUX S.À R.L** (the “*Issuer*”)

4.375% Senior Notes due 2030 (the “*Notes*”)

CUSIP Nos. 05609AAA9 and L0527QAA1\*  
ISIN US05609AAA97 and USL0527QAA15\*

**NOTE: THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE REGISTERED AND BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE SECURITIES IN A TIMELY MANNER.**

#### **Notice of Bankruptcy Defaults under the Indenture and Acceleration of the Notes**

This Notice is issued by Deutsche Bank Trust Company Americas as trustee (the “*Trustee*”) under the Indenture (the “*Indenture*”), dated as of November 24, 2020, among the Issuer, Americanas S.A. (formerly known as B2W – Companhia Digital), as guarantor (the “*Guarantor*”) and the Trustee pursuant to which the Notes were issued. Capitalized terms used herein and not otherwise defined herein shall have the meanings given to such terms in the Indenture.

#### **Notice of Bankruptcy Filings and Related Matters**

The Trustee has been advised that on January 19, 2023, the Guarantor and certain of its subsidiaries, including the Issuer (the Guarantor, the Issuer and those other subsidiaries, the “*RJ Debtors*”), filed a *recuperação judicial* (“*RJ*”), with the Fourth Commercial Court (the “*Court*”) of the state of Rio de Janeiro, Brazil and on that date the Court granted the petition, resulting in the RJ Debtors being formally under an RJ in Brazil.

The Trustee has been further advised that on January 25, 2023, the Guarantor and certain of its subsidiaries, including the Issuer (the Guarantor, the Issuer and those other subsidiaries, the “*Chapter 15 Debtors*”), filed voluntary petitions for, among other relief, recognition of the RJ proceeding as a foreign main proceeding under Chapter 15 of the U.S. Bankruptcy Code (collectively, the “*Chapter 15 Case*”) in the United States Bankruptcy Court for the Southern District of New York (the “*Bankruptcy Court*”). The Chapter 15 Debtors’ cases are consolidated for procedural purposes and jointly administered under the In re: Americanas S.A., *et al.* docket in Case No. 23-10092 (MEW). The docket in Case No. 23-10092 (MEW) should be consulted in all matters related to the Chapter 15 Case.

On January 25, 2023, the Chapter 15 Debtors also filed (a) the *Petitioner's Declaration and Verified Petition for Recognition of the Brazilian RJ Proceeding and Motion for Order Granting Related Relief Pursuant to 11 U.S.C. §§ 105(A), 1509, 1515, 1517, 1520, and 1521* [Docket No. 3]; (b) the *Declaration of Francisco Satiro Pursuant to 28 U.S.C. § 1746 in Support of the Petitioner's Declaration and Verified Petition for Recognition of the Brazilian RJ Proceeding and Motion for Order Granting Related Relief Pursuant to 11 U.S.C. §§ 105(A), 1509, 1515, 1517, 1520, and 1521* [Docket No. 4]; and (c) the *Motion for Provisional Relief Pursuant to 11 U.S.C. §§ 1519, 1521(a)(7), 105(a) and 362* [Docket

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\* **The Trustee assumes no responsibility for the selection or use of any CUSIP number or ISIN and makes no representation as to the correctness of the CUSIP numbers or ISINs listed above.**

No. 5], seeking the entry of a Bankruptcy Court order applying the stay under Section 362 of the U.S. Bankruptcy Code on an interim basis pending recognition (the “**Provisional Relief Order**”).

The Trustee has been advised that on January 27, 2023, the Bankruptcy Court entered the Provisional Relief Order [Docket No. 17]. On January 27, 2023, the Bankruptcy Court also entered the *Order Pursuant to Federal Rules of Bankruptcy Procedure 2002(m) and (q) and 9007 Scheduling Hearing and Approving Form and Manner of Service of Notice* (the “**Scheduling Order**”) [Docket No. 18] and scheduled a hearing to consider the relief requested in the Chapter 15 Case on March 1, 2023 at 11:00 a.m. (prevailing Eastern Time) before the Honorable Michael Wiles (the “**Recognition Hearing**”). A notice of the Recognition Hearing is annexed to the Scheduling Order. The Recognition Hearing will be conducted telephonically. Any parties wishing to participate must do so telephonically by making arrangements through CourtSolutions LLC ([www.court-solutions.com](http://www.court-solutions.com)). **The deadline to submit a response or objection is 4:00 p.m. (prevailing Eastern Time) on February 22, 2023.** The date and time of the Recognition Hearing and the date and time of the deadline to submit a response or objection may change, so Holders should monitor the docket in Case No. 23-10092 (MEW) for any updates.

### **Events of Default; Acceleration of the Notes**

Section 6.01(8) of the Indenture states in part that it is an Event of Default if the Issuer, the Guarantor or any Significant Subsidiary (i) pursuant to or within the meaning of any Bankruptcy Law, including the Brazilian Bankruptcy Law, commences a voluntary case or files a request or petition for writ of execution to initiate bankruptcy proceedings or have itself adjudicated as bankrupt or (ii) files for a reorganization of its debts. The Trustee has been advised that the filing of the RJ and the Chapter 15 Case each constitutes a bankruptcy default under the Indenture and each is a continuing Event of Default under Section 6.01(8) of the Indenture.

Section 6.02(a) of the Indenture provides that if a bankruptcy default with respect to the Guarantor occurs and is continuing, then the principal of and accrued interest on all Notes will become immediately due and payable without any declaration or other act on the part of the Trustee or any Holder.

### **Where to Find Additional Information**

The Trustee has been informed that the Guarantor has established a website that you may visit to obtain additional information about the RJ and to access copies of the Material Facts and Notices to the Market related to the RJ, as well as certain other documents filed with the Court in connection with the RJ. Some of the information on this website is only in Portuguese. The web address is: <https://ri.americanas.io/en/judicial-recovery/cvm-filings/>.

The Trustee has been further informed that copies of the petition and motion relating to the Chapter 15 Case and all accompanying documentation are available on the Bankruptcy Court’s Electronic Case Filing System, which can be accessed from the Bankruptcy Court’s website at <http://www.nysb.uscourts.gov> (a PACER login and password are required to retrieve a document) or upon written request to the attorneys for the foreign representative of the Issuer (including by facsimile or email) addressed to: White & Case LLP, Attn: Philip M. Abelson, Esq.; Ricardo M. Pasionotto, Esq.; Lilian M. Marques, Esq., 1221 Avenue of the Americas, New York, NY 10020-1095, Telephone: (212) 819-8200, Facsimile: (212) 354-8113, [philip.abelson@whitecase.com](mailto:philip.abelson@whitecase.com); [ricardo.pasionotto@whitecase.com](mailto:ricardo.pasionotto@whitecase.com); [lilian.marques@whitecase.com](mailto:lilian.marques@whitecase.com). Additionally, pursuant to paragraph 6 of the Scheduling Order, a notice of the Recognition Hearing in the Chapter 15 Case will be published on the Chapter 15 Debtors’ website: <https://ri.americanas.io/en/investor-information/download-center/>.

### **Right of Majority to Direct**

Section 6.05 of the Indenture states that the Holders of a majority in aggregate principal amount of the Outstanding Notes may direct the time, method and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred on the Trustee. However, the Trustee may refuse to follow any direction that conflicts with law or the Indenture, that may involve the Trustee in personal liability, or that the Trustee determines in good faith may be unduly prejudicial to the rights of Holders not joining in the giving of such direction, and the Trustee may take any other action it deems proper that is not inconsistent with any such direction received from Holders. Section 7.02(h) of the Indenture states that no provision of the Indenture will require the Trustee to expend or risk its own funds or otherwise incur any financial liability in the performance of its duties thereunder, or in the exercise of its rights or powers, unless it receives indemnity satisfactory to it against any loss, liability or expense (including, without limitation, fees and expenses of agents and attorneys).

### **General Provisions with Respect to this Notice**

The Trustee reserves all of the rights, powers, claims and remedies available to it under the Indenture, any related documents and applicable law. No delay or forbearance by the Trustee in exercising any right or remedy accruing upon the occurrence of a Default or an Event of Default under the terms of the Indenture, other documentation relating thereto or under applicable law, shall impair any such right or remedy or constitute a waiver thereof or an acquiescence therein.

Please note that the foregoing is provided for informational purposes only and is not intended and should not be construed as investment, accounting, financial, legal or tax advice by or on behalf of the Trustee, or its directors, officers, affiliates, agents, attorneys, employees or other representatives. The Trustee has prepared this Notice based upon information supplied to it without independent investigation. Holders should not rely on the Trustee or this Notice as their sole source of information. Holders should consider consulting their own advisors for advice regarding this matter and the information contained herein. The Trustee does not take responsibility for the correctness or completeness of information in this Notice or any documents or websites referenced herein.

Holders wishing to contact the Trustee may write to Rodney Gaughan, Vice President, Deutsche Bank Trust Company Americas by email to [rodney.gaughan@db.com](mailto:rodney.gaughan@db.com). The Trustee has retained Hogan Lovells US LLP to represent it in this matter. Holders wishing to contact Hogan Lovells may e-mail [americanas@hoganlovells.com](mailto:americanas@hoganlovells.com). The Trustee and its counsel may conclude that a specific response to particular inquiries from individual holders is not consistent with equal and full dissemination of information to all holders.

January 31, 2023

**Deutsche Bank Trust Company Americas,**  
as Trustee