# Éxito's ADR and BDR listing

Grupo Éxito

March 2023



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# Agenda







# Section 1

**Transaction Overview** 



# Potential to unlock value at Éxito





Potential value unlocking benefiting Éxito's shareholders' base from increased liquidity and market visibility



Distribution of ~83% Éxito shares currently held by GPA (96.52%) through ADRs & BDRs (both level II)

Float

62.5%



Source: S&P Capital IQ, closing share price COP \$3,400 on December 29, 2022 (Éxito share split was effective from November 21, 2022 at a 1:3 ratio to COP \$3,510).

affected by its low public float (~3.5%)

# Case Study | Value unlocking (Assaí Spin-off )

Assaí Spin-off in 2021 allowed access to the stock market and value unlocking for both companies



#### History

- Cash and carry retail company targeting institutional clients and food service providers in Brazil
- Acquired by GPA in 2011
- Focused on the cash and carry segment since 2016
- Spin-off in 2021 from GPA and listed in Brazil (B3) and NYSE (ADR Level II)

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Securities delivered	ADR Level II	or	Listed shares in B3	
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#### Benefits



Strategic focus on each company's business – Operations in different markets with different opportunities and business models



Improvement in operational efficiencies – GPA focused on the quality of products and services, while Assaí focused on supply chain and logistics

Improvement of resource allocation – Each company achieve more attractive financing terms separately

Creating value for stakeholders – Intrinsic value of each separate company is recognized by investors based on the asset's individual performance



#### Value unlocking (Assaí's Market Cap, BRL M)



(1) Pre-Spin-off: Simplified structure post corporate reorganization. (2) Bloomberg - Market cap as of September 9, 2020, date referred to the press-release issued by GPA about the beginning of Spin-off studies between GPA and Assaí (3) Market cap at closing of each period

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# The proposed Transaction involves a change in structure and multiple listing venue, grupo éxitor translating into an expanded and diversified shareholder base

Éxito improved float and increased liquidity on the BVC, may bring a potential lift in Éxito's share price



(1) Éxito assumes current GPA's shareholding structure with the  $\sim$ 83% stake that will be distributed in the Transaction, following the completion of the Spin-off.

# Impact of Éxito's Spin-off on the Colombian stock market



<b>1</b> Pre-Spin-off			2 Post-Spin-off			
Outstanding s	hares	1,297,864,359 (100%)		Outstanding shares	100%	
				Group Casino shares	34.0%	
GPA shares	1,252,679,829 (96.5%) 🔽	GPA shares	13.4%	٥		
Float		45,184,530 (3.5%)	<u>لمح</u>			NYSE
		L		New float	52.7% [ <b>B</b> ]	20%

#### Implications

- GPA will transfer Éxito shares to its investors in the form of ADRs and BDRs
- Investors will be able to convert/trade/transfer and hold the shares in the different jurisdictions where Éxito would be listed
- Cancellation or creation of securities in the form of ADRs and BDRs through the instructions of the local depositary and custodian banks that arise for such purpose, will follow the general guidelines established in other programs that are currently under operation

Note: Éxito outstanding shares adjusted according to the share split at a 1:3 ratio, effective from November 21, 2022.

### **Illustrative timeline of the Transaction**

Announcement of the preliminary analysis by the Board of Directors **September 5, 2022** 

Transaction preparation (creditors' validation, approvals on the Transaction, BDR<sup>1</sup> and ADR<sup>2</sup> listing, among others)

December 2022 – First Semester of 2023

Approval period by GPA governance bodies and regulators (ADRs and BDRs)

**First Semester of 2023** 



**First Semester of 2023** 











Grupo Éxito Overview



# Grupo Éxito investment highlights



- Leadership & diversification
- Top-of-mind brands



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- ✓ #1 multi-format food retailer in Colombia and Uruguay
  - ✓ Largest mall operator in Colombia<sup>2</sup>
    - ✓ Relevant growth opportunities

#### Innovation with new business models and formats

Leading food retail platform in Colombia and Uruguay

- Formats: Éxito WOW, Carulla Fresh Market and Surtimayorista
- Private label: food & non-food

Strong cash flow generation



### Top omni-channel platform in LatAm (9.6%)<sup>1</sup>

- Solid platform
- High digital penetration
- Significant value upside from ongoing initiatives

#### Asset and traffic monetization

- Viva I Real estate
- Puntos Colombia I Loyalty Program
- TUYA I Financial services



## Notes: (1) Share on consolidated sales during 2022 (2) Leader in terms of sales (3) Figures considering 2022 results and an average exchange rate of COP\$ 4,255.44 per USD (4) Net Financial Debt calculated as borrowings from banks + letters of credit – cash and equivalents (5) Sources: Nielsen (Colombia including the formal market and Uruguay including players Grupo Disco, Tata, TI and El Dorado) and Scentia (Argentina)

# **Expansion and innovation - Éxito Wow**



Expansion opportunities with accretive contribution to EBITDA and mid-term returns







"Where the protagonist is definitely not the format, the product or even price, but the customer" - *Laureano Turienzo* – *President of the Spanish Retail Association* 



Figures as of December 31, 2022.

Note: (1) Return on Investment (ROI) calculated as additional EBITDAR/investment of 20 Wow stores over 13 months of operation after refurbishment in 2018 and 2019.





Video: https://streamable.com/28jdo2

Market research: https://app.box.com/s/qpfwv9psqw 0qqfoy7f2aarjkn2oy7tn5



# **Expansion and innovation - Carulla Fresh Market**

Expansion opportunities with accretive contribution to EBITDA and mid-term returns



Figures as of December 31, 2022.

Note: (1) Return on Investment (ROI) calculated as additional EBITDAR/investment of 17 Fresh Market stores over 13 months of operation after refurbishment in 2018 and 2019.

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## **Expansion and Innovation - Surtimayorista**

Expansion opportunities with accretive contribution to EBITDA and mid-term returns



Figures as of December 31, 2022.

Note: (1) Return on Investment (ROI) calculated as additional EBITDAR/investment of 36 Surtimayorista stores over 13 months of operation after refurbishment in 2018 and 2019.

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Video: https://streamable.com/ <u>x4uqrv</u>



### **Omni-channel strategy<sup>1</sup>**



Leader player in Colombia and LatAm with strong growth in sales and orders



 ✓ Click & Collect
 ✓ 28.6% share on omni-channel GMV<sup>3</sup> in 2022



22% share on omni-channe
 non-food GMV<sup>2</sup>
 1,400 vendors



# Solid and clear strategy to capture value from the traditional market



Notes: Figures considering 2022 results and an average exchange rate of COP\$ 4,255.44 per USD.

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# **Complementary businesses – Traffic and asset monetization**



Real Estate: hidden value in Éxito's valuation

#### **Real Estate business**

758,000 sqm GLA, 34 assets (568,000 sqm through Viva Malls SPV)



- **#1** shopping center operator in Colombia
- ✓ VIVA Malls: joint business with FIC<sup>1</sup>, 51% stake, 18 assets
- VIVA Malls accounted for 39.8% of other revenue<sup>2</sup> and 13.3%
   of recurring EBITDA<sup>2</sup> on a consolidated basis 2022
- **Recurring EBITDA margin<sup>2</sup> of 63.9%**<sup>3</sup>
- Viva Malls valuation amounting to COP\$ 2.9 B (~USD \$596 M),
  1.4x book value (considering an 7% to 8% cap rate)
- Occupancy rate of 96.5%<sup>2</sup>

#### GLA of main REITs in Colombia (000 sqm)<sup>3</sup>







Note: (1) Fondo Inmobiliario Colombia (2) Figures considering 2022 results (3) Lower margin when compared to REITs, as our revenues include costs and expenses adjustments as per NIIF 15 (78.4% when adjusted) (4) Figures considering a closing exchange rate of COP\$ 4,810.2 per USD in 2022.







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Video: https://streamable.com/7f5 <u>s46</u>



Centro Comercial

# **Complementary businesses – Traffic and asset monetization**

Traffic monetization through financial services and loyalty program

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#### Financial Retail<sup>1</sup>

- **50/50** alliance with Bancolombia
- **2.1 millions** cards in stock
- Loan portfolio of COP \$4.5 B (+25.6% vs 2021)
- TUYA valuation based on market benchmark estimated at 2.5x book value
- Lower NPL 30 levels (high single-digit)





Note: (1) Figures considering 2022 results and an average exchange rate of COP\$ 4,255.44 per USD (2) Clients as of December 2022 with habeas data approval (constitutional right to protect. as per laws suit filed, a person's image, intimacy, honor, information, self-determination and freedom of information).

# International operations: Uruguay and Argentina

Strategic investments from a diversified portfolio in the region

Highest market share in the most high-end \_ market in LatAm

- ✓ 94 stores with a total selling area of ~92,000 sqm
- ✓ Most profitable operation with an 9.9% EBITDA margin
- ✓ Pioneered the Fresh Market concept in the region, with a unique

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Devoto

purchase experience

✓ High cash generation





## ESG achievements 2022

ESG initiatives to generate value through economic growth, social development and environmental conservation

Zero malnutrition

- •60,046 children benefited from nutrition and complementary programs
- •200,403 food packages delivered to children and their families
- Presence in 27 states and 192 municipalities



#### My planet

- VIVA and Carulla FreshMarket certified as carbon neutral by lcontec
- •43% of reduced carbon footprint (Scope 1 and 2)
- •20,517 tons of material and 986 tons of recyclable material collected post-consumption
- •1 million trees donated by customers, suppliers, employees and allies



#### Sustainable trade

- •88% of fruit and vegetables purchased locally
- •82 suppliers ~80k hectares monitored in Sustainable Livestock
- **Gold Sustainable Fashion** certification awarded by CO2 ZERO
- •130 million units of the *Paissana* brand sold, from towns affected by the armed conflict



Zero Malnutrition

**Governance & Integrity** 

- **Ranked 8th** as the Colombian company with the best reputation standards according to Merco
- Scored **69/100** in the 2022 S&P Global Corporate Sustainability Assessment
- Completion<sup>1</sup> of share buyback, dematerialization and split processes



#### Our people

- 51% Of female workforce
- **Equipares Goal Seal** granted by the Ministry of Labour and the UN
- Celebration of 'Diversity Month' with over 30 activities



#### Healthy lifestyle

- •Elimination of over **30 ingredients** from Taeq products aimed to improve consumers health
- Taeq ranked as the 2<sup>nd</sup> healthiest brand in Colombia
- •400 references included changes in packaging, labeling and eco-design

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# **Closing remarks: Éxito is a unique investment opportunity**



**#1** *retailer* in Colombia and Uruguay



- **#1 shopping center operator** in Colombia
  - **#1 food e-commerce** in Colombia



#### Sustainable strategy focused on our client and format innovation:

Wow, Fresh Market y Surtimayorista



Solid omni-channel strategy with exponential growth in share of total consolidated shares



Asset and traffic monetization, as growth avenue, mainly in real estate and the financial businesses and the loyalty program





# Appendix

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### **DR Conversion**





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Dow Jones Sustainability Indices



•"The Issuers Recognition -IR granted by the Colombian Stock Exchange is not a certification about the quality of the securities listed at the BVC nor the solvency of the issuer".

