

## **CONSOLIDATED TEXT OF THE BYLAWS OF CENCOSUD S.A.**

### **TITLE ONE**

#### **OF THE NAME, DOMICILE, PURPOSE, AND DURATION**

**ARTICLE ONE:** A corporation is constituted, which will be named "CENCOSUD S.A.", and which will be subject to the rules governing public corporations as set forth in Article Two of Supreme Decree five hundred eighty-seven of nineteen eighty-two, Regulation of Law eighteen thousand forty-six.

**ARTICLE TWO:** The domicile of the corporation will be the commune of Santiago, being able to establish agencies or branches in other parts of the country or abroad.

**ARTICLE THREE:** The objectives of the corporation are the following: a) The practice of commerce in general, including the purchase, sale, consignment, distribution, import, export, representation, commission, packaging, fractionation, and marketing for its own account or on behalf of others of all kinds of tangible personal property; b) To make in the country or abroad permanent or income investments in all kinds of assets, tangible or intangible. For these purposes, the corporation may acquire, retain, sell, alienate, and negotiate in any form and under any title, all kinds of assets, either in the country or abroad and receive their fruits and income; c) To execute or enter into any act or contract conducive to the fulfillment of the corporate purpose.

**ARTICLE FOUR:** The duration of the corporation will be indefinite.

### **TITLE TWO**

#### **OF THE CAPITAL AND THE SHARES**

**ARTICLE FIVE:** The share capital is the sum of \$2,380,288,908,825, divided into 2,834,501,421 registered shares, of a single series and with no par value.<sup>1</sup>

**ARTICLE SIX:** The shares shall be registered, ordinary and of a single series, and their titles shall bear, at least, the name of the owner on the main face, the name and seal of the corporation, the signatures of the president and the CEO or whoever acts on their behalf, the date of the corporate deed and the notary in which it was granted, the indication of the registration of the excerpt in the corresponding Commercial Registry and of its publication in the Official Gazette, the indication of the share capital, the total number of shares into which the capital of the company is divided, the number of shares that the title represents, and the duration of the corporation.

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<sup>1</sup> The sum of the capital corresponds to a capital reduction by right according to a Declaration contained in a public deed dated July 21, 2023, and that was supplemented by a public deed dated August 9, 2023.

ARTICLE SEVEN: A register of all shareholders will be kept, with a notation of the number of shares each one owns. The transfer of shares shall be carried out in accordance with the current legal regulations and shall be registered in the respective shareholder register. The acquisition of shares of the corporation implies the acceptance of its bylaws, of the agreements adopted in the shareholders' meetings, and the obligation to pay the unpaid installments, if the acquired shares were not fully paid. The corporation shall register the transfers and conveyances of shares that are presented to it, provided that they comply with the minimum formalities required by the current legal regulations.

ARTICLE EIGHT: In the case that one or more shares belong in common to several persons, the co-owners shall designate a proxy to represent them to act before the corporation.

ARTICLE NINE: The shares that are issued on the occasion of a capital increase, must always be offered preferentially to the shareholders pro rata of those they own. This right is essentially waivable and transferable.

### **TITLE THREE**

#### **ON THE ADMINISTRATION**

ARTICLE TEN: The Company will be managed by a Board of Directors composed of nine members. The directors may or may not be shareholders, and may be re-elected indefinitely. The Board of Directors will serve for a term of three years.

ARTICLE ELEVEN: The election of Directors will take place at the corresponding Ordinary General Shareholders' Meeting. In the elections held at Shareholders' Meetings, each shareholder will have one vote for each share he/she owns or represents and may accumulate them in favor of a single person or distribute them as he/she deems appropriate. Those who receive the highest number of votes in a single and unique voting round will be elected to fill the number of Directors to be elected. However, by unanimous agreement of the shareholders present with voting rights, voting may be omitted and all Directors may be elected by acclamation.

ARTICLE TWELVE: If for any reason the Shareholders' Meeting called to elect the Directors is not held at the established time, the terms of those who have completed their term will be extended until their replacements are appointed, and the Board of Directors must call a meeting within thirty days to make the appointment. If a Director's position becomes vacant, the entire Board of Directors must be renewed at the next Ordinary General Shareholders' Meeting to be held by the company, and in the meantime, the Board may appoint a replacement.

ARTICLE THIRTEEN: The Directors will be remunerated as determined annually by the ordinary shareholders' meeting.

ARTICLE FOURTEEN: The Board of Directors may be revoked in its entirety, at any time, by agreement of an Ordinary or Extraordinary Shareholders' Meeting. The functions of the Director are not delegable and are exercised collectively, in a legally constituted room.

ARTICLE FIFTEEN: The Board of Directors represents the company judicially and extra-judicially, and for the fulfillment of the corporate purpose, which will not need to be accredited in any way to third parties, will be vested with all powers of administration and disposal that are not exclusive to the General Shareholders' Meeting, without requiring any special power to be granted, even for those acts or contracts for which the laws require this requirement. The foregoing does not hinder the judicial representation of the company that corresponds to the CEO. The Board may delegate part of its powers to the Managers, Deputy Managers or Lawyers of the Company, to a Director or to a committee of Directors and, for specifically determined objects, to other persons.

ARTICLE SIXTEEN: The Board of Directors is empowered, under the personal responsibility of the Directors who agree to the respective agreement, to distribute provisional dividends during the fiscal year charged to the profits of the same, provided that there are no accumulated losses.

ARTICLE SEVENTEEN: The Board of Directors shall hold at least one meeting per month. The Board sessions will be Ordinary and Extraordinary. The former will be held on the dates predetermined by the Board and no call will be required for them. The latter will be held when specifically called by the President, either by himself/herself, or at the request of one or more Directors, in the manner determined by the Regulations, after the President assesses the need for the meeting, unless it is requested by an absolute majority of the Directors, in which case no prior qualification will be required. In extraordinary sessions, only the matters specifically indicated in the call may be discussed.

ARTICLE EIGHTEEN: The meetings of the Board of Directors will be constituted with the attendance of at least five Directors, and the agreements will be adopted by the majority of attendees with voting rights, unless the law or these bylaws require a special quorum. In the event of a tie, the President will have a casting vote.

ARTICLE NINETEEN: The deliberations and agreements of the Board of Directors will be recorded in the Minutes Book by any means, provided that they offer assurance that they cannot admit alterations that may affect the fidelity of the minutes, which will be signed by the Directors who attended the session. If any of them dies or is disabled for any reason to sign the corresponding minutes, testimony will be left in the same of the respective circumstance or impediment. The minutes will be considered approved from the moment of their signature and from that date the agreements to which it refers may be carried out. The Director who believes that a minute suffers from inaccuracy or omissions has the right to stamp the corresponding reservations before signing it. The Director who wants to save his/her responsibility for an act or agreement of the Board of Directors must record his/her opposition in the minutes, and this must be reported at the next Shareholders' Meeting by whoever presides over it.

## **TITLE FOUR**

### **PRESIDENCY AND MANAGEMENT**

ARTICLE TWENTIETH: The Board of Directors, in the first meeting following its election, will appoint from among its titular members a President, who will also be the President of the company and of the Shareholders' Meetings. The President or whoever acts on their behalf will have a decisive vote to break ties in voting.

ARTICLE TWENTY-FIRST: The President of the Board of Directors will have, in addition to the attributions and obligations assigned or imposed by law, the Regulation of Public Companies, and these bylaws, those attributions and powers conferred or delegated by the Board itself.

ARTICLE TWENTY-SECOND: The company will have a CEO who will be appointed by the Board of Directors and who will be endowed with all the powers inherent to a commercial factor and all those expressly granted by the Board, in addition to those indicated by the Law, the Regulation of Public Companies, and these bylaws. The CEO will have the judicial representation of the company, being legally vested with the powers established in both subsections of Article Seven of the Code of Civil Procedure, and will have the right to speak at Board meetings. The CEO will be the secretary of the Board of Directors and of the General Shareholders' Meetings, unless a secretary is specially appointed by the Board. The position of CEO is incompatible with that of Director, President, Auditor, or Accountant of the company.

## **TITLE FIVE**

### **ON THE SHAREHOLDERS' MEETINGS**

ARTICLE TWENTY-THIRD: The shareholders will meet in ordinary and extraordinary meetings.

ARTICLE TWENTY-FOURTH: Ordinary meetings will be held between January 1st and April 30th of each year, to decide on matters within their purview, without needing to specify it in the respective summons. The matters for the ordinary shareholders' meeting include: One. The examination of the company's situation and the reports of external auditors, and the approval or rejection of the report, balance sheet, and financial statements and demonstrations presented by the administrators or liquidators of the company; Two. The distribution of profits for each fiscal year, especially the dividend distribution; Three. The election or revocation of board members, liquidators, and administration auditors; and Four. In general, any matter of social interest that is not a matter for an extraordinary meeting.

ARTICLE TWENTY-FIFTH: Extraordinary meetings will take place whenever the social needs demand it, to decide on any matter that the law or these bylaws submit to their knowledge, as long as they are pointed out in the corresponding summons. The matters for extraordinary meetings include: One. The dissolution of the company; Two. The transformation, merger or division of the company and the amendment of its bylaws; Three. The issuance of bonds or debentures convertible into shares; Four. The alienation of the company's fixed and current assets or of its total assets; Five. The granting of real or personal guarantees to secure obligations of third parties, except if these are subsidiary companies, in which case board approval will be sufficient; Six. Other matters that, by law or by these bylaws, fall within their jurisdiction or knowledge. All these matters, except for those referred to in points Five) and Six) above, must be agreed upon in a meeting held before a notary, who must certify that the minutes are a true expression of what occurred and was agreed upon in the meeting.

ARTICLE TWENTY-SIXTH: The meetings, whether ordinary or extraordinary, will be summoned by the company's board of directors. The board must summon: a) An ordinary meeting, to be held within the trimester following the balance sheet date, to address all matters within its competence. b) An extraordinary meeting, whenever, in its opinion, the interests of the company justify it. c) An ordinary or extraordinary meeting, as the case may be, when requested by shareholders representing at least ten percent of the issued shares with voting rights, stating in the request the matters to be discussed at the meeting. d) An ordinary or extraordinary meeting, as the case may be, whenever required by the Financial Market Commission, notwithstanding the power of said entity to summon them directly. The meetings referred to in letters c) and d) above, must be held within thirty days from the date of the respective request.

ARTICLE TWENTY-SEVENTH: The summons to a shareholders' meeting will be made through a prominent notice published at least three times on different days in a widely circulated newspaper of the city of Santiago, designated by the Ordinary Shareholders' Meeting, or in the absence of agreement or in case of suspension or disappearance of the designated newspaper's circulation, in the Official Gazette, in the time, manner, and conditions indicated by the Regulation. Additionally, a summons must be sent by mail to each shareholder, to the address registered in the company, at least fifteen days before the date of the meeting, containing a reference to the matters to be discussed therein. The notices of the second summons may only be published once the meeting has failed on the first summons and, in any case, the new meeting must be summoned to be held within forty-five days following the date set for the unheld meeting. Notwithstanding the above, those meetings attended by all the issued shares with voting rights may be validly held, even if the required formalities for their summons have not been met.

ARTICLE TWENTY-EIGHTH: The meetings will be constituted on first summons, with the absolute majority of the issued shares with voting rights, and on second summons, with those present or represented, regardless of their number, and agreements will be adopted by the absolute majority of the shares present or represented with voting rights, except for the matters listed in article thirty-second of these bylaws. The meetings will be chaired by the president of the board or by whoever acts on their behalf, and the secretary of this position, when there is one, or the manager in their absence, will act as secretary.

ARTICLE TWENTY-NINTH: Only those who are shareholders may participate in the meetings and exercise their rights to speak and vote, with shares registered in the shareholders' register five days before the respective meeting. In the elections held at general meetings, each shareholder will have the right to one vote for each share they own or represent, being

able to accumulate them or distribute them in the votes as deemed appropriate.

ARTICLE THIRTIETH: Shareholders may be represented in the meetings by another person, even if they are not a shareholder. The representation must be conferred in writing, for the total number of shares of which the principal is the owner as of the date indicated in article twenty-ninth of these bylaws.

ARTICLE THIRTY-FIRST: The deliberations and agreements of the meetings will be recorded in a minute book, which will be kept by the secretary if there is one, or otherwise, by the manager of the company. The minutes will be signed by those acting as president and secretary of the meeting and by the three shareholders elected therein, or by all attendees if they are fewer than three. The minutes will be deemed approved from the moment they are signed by the three aforementioned persons, and from that date, the agreements referred to therein may be carried out. If any of the persons designated to sign the minutes believe that it contains inaccuracies or omissions, they will have the right to note, before signing it, the corresponding reservations.

ARTICLE THIRTY-SECOND: The agreements of the extraordinary shareholders' meetings will require the conforming vote of two-thirds of the issued and paid shares with voting rights when they relate to the following matters: One. The transformation of the company, its division, and its merger with another company; Two. The anticipated dissolution of the company; Three. The change of the company's registered office; Four. The decrease of the share capital; Five. The approval of contributions and valuation of assets not consisting of money; Six. The modification of the powers reserved to the shareholders' meetings or the limitations to the powers of the board of directors; Seven. The reduction in the number of board members; Eight. The alienation of fifty percent or more of its assets, whether or not it includes its liabilities; likewise, the formulation or modification of any business plan that contemplates the alienation of assets for an amount exceeding the aforementioned percentage; Nine. The way of distributing social benefits; and Ten. The granting of real or personal guarantees to secure obligations of third parties that exceed fifty percent of the assets, except for subsidiaries, in which case the approval of the board will be sufficient.

## **TITLE SIX**

### **ON THE BALANCE AND PROFITS**

ARTICLE THIRTY-THIRD: The company shall prepare a general balance of its operations on the thirty-first of December of each year.

ARTICLE THIRTY-FOURTH: The profits shown in the balance shall first be used to absorb

losses from previous exercises, and the remainder will be distributed as determined by the shareholders' meeting. Unless a different agreement is adopted unanimously by the issued shares, the company shall annually distribute as a dividend in cash to its shareholders at least thirty percent of the net profits of each exercise.

## **TITLE SEVEN**

### **ON THE ADMINISTRATION SUPERVISION**

**ARTICLE THIRTY-FIFTH:** The ordinary shareholders' meeting shall annually appoint independent external auditors. The requirements, rights, obligations, functions, and attributions of the external auditors and account inspectors will be those determined by the law and the Regulations of Corporations.

## **TITLE EIGHT**

### **ON THE DISSOLUTION AND LIQUIDATION**

**ARTICLE THIRTY-SIXTH:** The company shall be dissolved by the consolidation of all shares in the hands of a single person, by agreement of the extraordinary general shareholders' meeting or by an enforceable judicial sentence.

**ARTICLE THIRTY-SEVENTH:** Once dissolved, the company will continue to exist as a legal entity for the purposes of its liquidation, in which case it must add the words "in liquidation" to its name or corporate name. During the liquidation, the statutes will be applied in all that is compatible with the state of liquidation.

**ARTICLE THIRTY-EIGHTH:** Once the company is dissolved, it will proceed to its liquidation by a liquidation commission elected by the general shareholders' meeting, which will set its remuneration. Unless a different agreement is adopted in the respective meeting, unanimously by the issued shares, the liquidation commission will consist of three members. Said commission will appoint a president from among its members, who will represent the company both judicially and extrajudicially.

## **TITLE NINE**

### **ON ARBITRATION**

**ARTICLE THIRTY-NINTH:** Any difficulty or controversy that occurs among the shareholders as such, or between them and the company or its administrators, during the validity of the company or its liquidation, in relation to social business or any other aspect related to the company, particularly regarding the fulfillment, non-fulfillment, validity, nullity, rescission, resciliation, resolution, termination, interpretation, application, or execution of the company contract, of the rights and obligations arising from it and the referred businesses, shall be submitted to the resolution of a mixed arbitrator, who will proceed briefly and summarily, without form of trial, and will rule according to law in a single instance. The arbitrator must be designated by mutual agreement by the parties in conflict, and in the absence of agreement, by ordinary justice, but in such case, the appointment must necessarily fall on a lawyer who is a Full Professor of Civil Law or Commercial Law of the Law Faculty of the University of Chile or of the Pontifical Catholic University of Chile.

## **TITLE TEN**

### **ON THE COMPLIANCE COMMITTEE**

**ARTICLE FORTIETH:** The Board of Directors shall establish a Compliance Committee, composed of at least: i) One (1) Independent Director in accordance with article 50 bis of Law 18.046 on Corporations; ii) one (1) Non-Independent Director; and, iii) the Corporate CEO of the Company. The Board of Directors shall have the power to appoint or remove new members to this Committee's composition at its discretion.

**ARTICLE FORTY-FIRST:** The Board of Directors may issue an Operating Statute for said Committee. The Operating Statute will regulate among other matters, without the following enumeration being exhaustive: i) term of its members in office; ii) remunerations of its members; iii) type and periodicity of its sessions; and, iv) deliberations and decision-making of the Committee.

**ARTICLE FORTY-SECOND:** The Compliance Committee shall have the following powers, without these being exhaustive: i) Propose to the Board of Directors the appointment and/or removal of the Free Competition Compliance Officer; ii) Ensure the proper observance of Cencosud's Free Competition Compliance Program; iii) Oversee the fulfillment of the duties of the Free Competition Compliance Officer; and, iv) All those functions that the Board of Directors deems to deliver to this Committee.



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Renato Gutiérrez González

Interim CEO  
Cencosud S.A.

**Incorporation:**

The company was incorporated by Public Deed dated November 10, 1978, at the Notary Public of Santiago of Mr. Enrique Morgan Torres. An excerpt of this deed was recorded in the Commercial Registry of the Conservador de Bienes Raíces (Real Estate Registrar) of Santiago at pages 13808, number 7412 of the year 1978 and was published in the Official Gazette No. 30,252 dated December 30, 1978.

**Amendments:** The main amendments of the company are:

By Public Deed dated September 5, 2005, granted in the Notary Public of Santiago of Mr. José Musalem Saffie, recorded at pages 36103, number 23745 of the Commercial Registry of Santiago corresponding to the year 2005 and published in the Official Gazette No. 38,278 dated October 4, 2005, the Merger of the company by incorporation of Empresas Almacenes Paris S.A. was approved, setting a consolidated text of the corporate bylaws.

By Public Deed dated April 29, 2008, granted in the Notary Public of Santiago of Mr. José Musalem Saffie, recorded at pages 20393, number 13966 of the Commercial Registry of Santiago corresponding to the year 2008 and published in the Official Gazette No. 39,065 dated May 19, 2008, the number of directors and the capital of the company were increased.

By Public Deed dated October 30, 2008, granted in the Notary Public of Santiago of Mr. José Musalem Saffie, recorded at pages 51926, number 35894 of the Commercial Registry of Santiago corresponding to the year 2008 and published in the Official Gazette No. 39,209 dated November 11, 2008, the capital of the company was increased.

By Public Deed dated April 29, 2009, granted in the Notary Public of Santiago of Mr. José Musalem Saffie, recorded at pages 20654, number 14129 of the Commercial Registry of Santiago corresponding to the year 2009 and published in the Official Gazette No. 39,364 dated May 18, 2009, the number of directors of the company was decreased.

By Public Deed dated May 31, 2011, granted in the Notary Public of Santiago of Mr. José Musalem Saffie, recorded at pages 31215, number 23327 of the Commercial Registry of Santiago corresponding to the year 2011 and published in the Official Gazette No. 39,986 dated June 15, 2011, the capital of the company was increased.

By Public Deed dated March 8, 2012, granted in the Notary Public of Santiago of Mr. José Musalem Saffie, recorded at pages 18,070, number 12,678 of the Commercial Registry of Santiago corresponding to the year 2012 and published in the Official Gazette No. 40,214 dated March 16, 2012, an unintentional error incurred in the Extraordinary Shareholders' Meeting dated April 29, 2011 was rectified.

By Public Deed dated November 22, 2012, granted in the Notary Public of Santiago of Mr. José Musalem Saffie, recorded at pages 84,201, number 58,884 of the Commercial Registry of Santiago corresponding to the year 2012 and published in the Official Gazette No. 40,423 dated November 30, 2012, the capital of the company was increased.

By Public Deed dated July 21, 2021, granted in the Notary Public of Santiago of Mrs. María Pilar Gutierrez Rivera, recorded at pages 59,598, number 27,741 of the Commercial Registry of Santiago corresponding to the year 2021 and published in the Official Gazette No. 43,021 dated August 6, 2021, the bylaws of the Company were amended.