

**CNOVA N.V.**  
**EXPLANATORY NOTES TO THE AGENDA**

Explanatory notes to the agenda for the annual general meeting of shareholders of **Cnova N.V.** (the "**Company**") to be held on Friday, May 24, 2019, at 1.00 p.m. CEST, at Hilton Amsterdam Airport Schiphol Hotel located at Schiphol Boulevard 701, 1118 BN, Schiphol Airport, the Netherlands (the "**AGM**").

**Agenda item 2: Board report for the financial year 2018 (discussion item)**

Dutch law requires the board of directors of the Company (the "**Board**") to annually prepare a board report, which must give a true and fair view of the position on the balance sheet date of the annual accounts, the developments during the financial year and the results of the Company and its group companies of which the financial information has been included in the annual accounts. Under Dutch law, the board report must also be discussed at the annual general meeting of shareholders. The contents of such board report are subject to Dutch law and the Dutch Corporate Governance Code.

In its meeting held on October 30, 2014, the general meeting of shareholders of the Company (the "**General Meeting**") approved the use of the English language for the annual board report, in accordance with section 2:391(1) of the Dutch Civil Code ("**DCC**"), and for the balance sheet items in the annual accounts, in accordance with section 2:362(7) DCC. As such, and due to the international nature of the Company's business, the board report for the financial year 2018 (the "**Board Report**") and the balance sheet items in the annual accounts for the financial year 2018 (the "**Annual Accounts**") have been prepared in the English language

**Agenda item 3: Disclosure of remuneration in the Board report and the annual accounts for the financial year 2018 (discussion item)**

Dutch law requires a discussion of the Company's disclosure pursuant to sections 2:383c through 2:383e DCC regarding the remuneration of the current and former Board members and employees of the Company. This discussion must constitute a separate item on the agenda prior to the proposal to adopt the Annual Accounts. For purposes of such discussion, reference is made to the relevant paragraphs of the Board Report and Annual Accounts.

**Agenda item 4: Allocation of results and dividend policy (discussion item)**

The Dutch Corporate Governance Code recommends that the Company's dividend policy (the level and purpose of the addition to the reserves, the amount of the dividend and the type of dividend) be discussed at the AGM.

For the financial year 2018, the Company's Annual Accounts show a loss both on a consolidated basis. In view of this loss the Board did not see any reason to reconsider its policy of not paying any dividends and resolved to charge the losses shown in the Annual Accounts against the profit reserves.

**Agenda item 5: Adoption of the annual accounts for the financial year 2018 (voting item)**

Dutch law requires the Board to annually prepare annual accounts, consisting of a balance sheet and a profit and loss account with respect to the preceding financial year, as well as consolidated accounts and explanatory notes thereto. The Board has drawn up the Annual Accounts, which were signed by all members of the Board. Dutch law provides that the general meeting of shareholders is the corporate body authorized to formally adopt the Annual Accounts.

As indicated above, the Company has finalized the Annual Accounts, and therefore it is now proposed to the General Meeting to adopt the Annual Accounts.

***Proposed resolution***

*In accordance with and further to the explanatory notes to the agenda for the 2019 annual general meeting of shareholders, to adopt the Annual Accounts drawn up by the Board and signed by all members of the Board.*

**Agenda item 6: Release from liability of the members of the Board with respect to the performance of their duties during the financial year 2018 (voting item)**

In accordance with Dutch law, if the General Meeting adopts the Annual Accounts, such adoption does not automatically release the members of the Board from liability with respect to the performance of their duties during the financial year 2018. Instead, such proposal should be made separate from the proposal to adopt the Annual Accounts. Consequently, it is now proposed to the General Meeting to release the members of the Board from liability with respect to the performance of their duties during the financial year 2018.

In principle, this proposed release from liability only extends to matters that are disclosed in the Annual Accounts or have otherwise been disclosed to the General Meeting.

***Proposed resolution***

*In accordance with and further to the explanatory notes to the agenda for the 2019 annual general*

*meeting of shareholders, to release the members of the Board from liability with respect to the performance of their duties during the financial year 2018.*

**Agenda item 7: Instruction to Ernst & Young Accountants LLP for the external audit of the Company's annual accounts for the financial year 2019 (voting item)**

Under Dutch law, the general meeting of shareholders is, in principle, the corporate body authorized to annually appoint the external independent auditor for the audit of the Company's annual accounts. In the 2018 annual general meeting of shareholders of the Company (the "**2018 AGM**"), Ernst & Young Accountants LLP was appointed as the external independent auditor for the audit of the annual accounts for the financial year 2018.

In selecting the external independent accountant for the financial year 2019, the Board has come to the conclusion that a renewal of the appointment of Ernst & Young Accountants LLP would best serve the Company, in view of their knowledge of the Company, continued focus on engagement performance and quality.

It is now proposed to appoint Ernst & Young Accountants LLP as the external independent auditor for the audit of the Company's annual accounts for the financial year 2019.

***Proposed resolution***

*In accordance with and further to the explanatory notes to the agenda for the 2019 annual general meeting of shareholders, to appoint Ernst & Young Accountants LLP as the external independent auditor for the audit of the Company's annual accounts for the financial year 2019.*

**Agenda item 8: Reappointment of Mr. Emmanuel Olivier Grenier as Executive Director (voting item)**

In the annual general meeting of shareholders of the Company held on June 29, 2016 (the "**2016 AGM**"), the General Meeting appointed Mr. Emmanuel Olivier Grenier as Executive Director of the Company for a period ending at the at the end of the Company's annual general meeting of shareholders to be held in 2019, being this AGM.

It is now proposed that Mr. Emmanuel Olivier Grenier will be reappointed as Executive Director for a period ending at the end of the Company's annual general meeting of shareholders to be held in 2022.

*Emmanuel Grenier* was appointed as our Co-CEO in June 2014 and subsequently appointed

CEO on January 21, 2016. Mr. Grenier was also appointed as replacement executive director on January 21, 2016, and was subsequently appointed as executive director at our annual general meeting of shareholders held on June 29, 2016. Mr. Grenier has served as Managing Director and Chief Executive Officer of Cdiscount since 2008. Since joining Casino Group in 1996, Mr. Grenier has served in a variety of roles in supply chain and IT, including as President of Cdiscount Group and CD Africa S.A.S., director and President of E-Trend S.A.S., director of two former Cdiscount subsidiaries, C-Asia and C Distribution (Thailand) Ltd. Mr. Grenier holds a master's degree from ESC Chambéry in France.

*In accordance with and further to the explanatory notes to the agenda for the 2019 annual general meeting of shareholders, to reappoint Mr. Emmanuel Olivier Grenier as Executive Director for a period ending at the end of the Company's annual general meeting of shareholders to be held in 2022.*

**Agenda item 9: Reappointment of Mr. Eleazar De Carvalho Filho as Non-Executive Director (voting item)**

In the 2016 AGM, the General Meeting appointed Mr. Eleazar De Carvalho Filho as Non-Executive Director of the Company for a period ending at the at the end of the Company's annual general meeting of shareholders to be held in 2019, being this AGM.

It is now proposed that Mr. Eleazar De Carvalho Filho will be reappointed as Non-Executive Director for a period ending at the end of the Company's annual general meeting of shareholders to be held in 2022.

*Eleazar de Carvalho Filho* has served as one of our directors since October 31, 2014. He is a founding partner at Virtus BR Partners, an independent advisory firm, and at Sinfonia Capital, and currently is Chairman of Oi S.A., serves on the board of directors of TechnipFMC plc and Brookfield Renewable Partners. Previously, he served as chief executive officer of Unibanco Banco de Investimentos and president of the Brazilian Development Bank (BNDES) and managing director of Banco UBS - Brasil. He served as the chairman of the board of directors of BHP Billiton Brazil and as a member of the boards of directors of Grupo Pão de Açúcar (GPA), Petrobras, Centrais Elétricas Brasileiras, Vale, Tele Norte Leste Participações, Alpargatas, and others. He also is president of the board of trustees of the Brazilian Symphony Orchestra Foundation. He holds a bachelor's degree in economics from New York University and a master's degree in international relations from Johns Hopkins University.

***Proposed resolution***

*In accordance with and further to the explanatory notes to the agenda for the 2019 annual general meeting of shareholders, to reappoint Mr. Eleazar De Carvalho Filho as Non-Executive Director for a period ending at the end of the Company's annual general meeting of shareholders to be held in 2022.*

**Agenda item 10: Reappointment of Mr. Bernard Roger Marie Oppetit as Non-Executive Director (voting item)**

In the 2016 AGM, the General Meeting appointed Mr. Bernard Roger Marie Oppetit as Non-Executive Director of the Company for a period ending at the at the end of the Company's annual general meeting of shareholders to be held in 2019, being this AGM.

It is now proposed that Mr. Bernard Roger Marie Oppetit will be reappointed as Non-Executive Director for a period ending at the end of the Company's annual general meeting of shareholders to be held in 2022.

*Bernard Oppetit* has served as one of our directors since November 19, 2014, and is one of our independent directors. He currently serves as the Chairman of Centaurus Capital Ltd, an asset management firm he created in 2000. Prior to founding Centaurus Capital, Mr. Oppetit held various positions at Paribas (now BNP Paribas). He started at Paribas in 1979, in Information Technology, worked in M&A from 1981 to 1987, joined the Risk Arbitrage Department in 1987, and was appointed global head of Equity Derivatives in 1995 until he resigned in 2000. He has been an independent director and Chairman of the audit committee of Natixis since 2009 and 2010, respectively. Mr. Oppetit is also a director of Centaurus Capital Holdings Limited, Centaurus Global Holding Limited and Centaurus Management Company Limited. Mr. Oppetit also serves as trustee of the Academy of St Martin-in-the-Fields. Mr. Oppetit graduated from École Polytechnique in Paris in 1978.

***Proposed resolution***

*In accordance with and further to the explanatory notes to the agenda for the 2019 annual general meeting of shareholders, to reappoint Mr. Bernard Roger Marie Oppetit as Non-Executive Director for a period ending at the end of the Company's annual general meeting of shareholders to be held in 2022.*

**Agenda item 11: Appointment of Mr. Franck-Philippe Bertrand Georjin as Non-Executive Director (voting item)**

By written resolution dated November 22, 2018, the Board appointed Mr. Franck-Philippe Bertrand Georgin as the temporary replacement of Mr. Antoine Giscard d'Estaing, who resigned as Non-Executive Director with effect from that same day, under Article 13.10 of the Company's articles of association (the "**Articles of Association**").

It is now proposed that Mr. Franck-Philippe Bertrand Georgin will be formally appointed as Non-Executive Director for a period ending at the end of the Company's annual general meeting of shareholders to be held in 2022.

*Franck-Philippe Georgin* was appointed as replacement non-executive director on November 22, 2018. Mr. Georgin has served 4 years in the French Ministry for Home affairs, as a senior civil servant; he also served, during this period, as Advisor, at the private office of the Minister. He joined Groupe Casino in 2017 and then was appointed General Secretary, the position he is currently holding. He is a graduate from the École Nationale d'Administration (ENA), and also holds a master's degree from the Institut d'Études Politiques de Rennes (IEP).

***Proposed resolution***

*In accordance with and further to the explanatory notes to the agenda for the 2019 annual general meeting of shareholders, to appoint Mr. Franck-Philippe Bertrand Georgin as Non-Executive Director for a period ending at the end of the Company's annual general meeting of shareholders to be held in 2022.*

**Agenda item 12: Authorization of the Board to acquire ordinary shares in the capital of the Company (voting item)**

Under Article 10 of the Articles of Association and Dutch law, the Company may, subject to certain statutory Dutch law provisions, acquire for consideration and hold, hold as pledgee and/or hold through its subsidiaries, up to fifty percent (50%) of the Company's issued share capital. Any acquisition of shares in the Company's own capital for consideration is subject to the authorization of the General Meeting, which authorization shall be valid for no more than eighteen (18) months.

The General Meeting has most recently granted such authorization, subject to certain limitations, in the 2018 AGM, which authorization was effective as of, and for a period of eighteen months from, the date of the 2018 AGM. In Dutch corporate practice, an annual renewal of the authorization is customary.

It is now proposed to authorize the Board to perform acquisitions by the Company of up to 50% of the issued share capital of the Company from time to time, by any means, including through derivative products, purchases on any stock exchange, through any private purchase or block trade, or

otherwise, for a price or value that is between nil and an amount which is not higher than 110% of the average market price of such ordinary shares on Euronext Paris (such average market price being the average of the closing prices on each of the 10 consecutive trading days preceding the second day prior to the date the acquisition is agreed upon by the Company), for a period of eighteen (18) months with effect from the AGM, exclusive of any fees, commissions or other expenses related to such acquisitions, all subject to the limitations provided for in Article 10 of the Articles of Association and Dutch law.

***Proposed resolution***

*In accordance with and further to the explanatory notes to the agenda for the 2019 annual general meeting of shareholders, to authorize the board of directors to perform acquisitions by the Company for a period of eighteen (18) months with effect from the 2019 annual general meeting of shareholders. The number of ordinary shares to be acquired pursuant to this authorization, the manner in which such shares may be acquired and the limits within which the price must be set have been specified in the explanatory notes to the agenda.*

**Agenda item 13:        Delegation of the authority to issue ordinary shares and special voting shares and to grant rights to subscribe for such shares  
(voting item)**

Under Article 6 of the Articles of Association and Dutch law, the General Meeting may delegate to the Board the authority to resolve upon the issuance of ordinary shares and special voting shares and to grant rights to subscribe for such shares. Such delegation shall only be valid for a specified period of not more than five (5) years and may from time to time be extended by the General Meeting with a period of not more than five (5) years.

The General Meeting has most recently delegated the authority to resolve upon the issuance of ordinary shares and special voting shares and to grant rights to subscribe for such shares, in the 2018 AGM. In Dutch corporate practice, an annual renewal of the authorization is customary.

It is now proposed to delegate to the Board the authority to resolve on the issuance of ordinary shares and special voting shares up to the maximum number allowed to be issued under the Company's authorized share capital as stipulated in the Articles of Association from time to time, and to grant rights to subscribe for such ordinary shares and special voting shares up to such maximum number, for a period of five (5) years with effect from this AGM, which delegation shall include the authority to determine the price and further terms and conditions of any such share issuance or grant.

***Proposed resolution***

*In accordance with and further to the explanatory notes to the agenda for the 2019 annual general meeting of shareholders, to delegate to the board of directors the authority to resolve on the issuance of ordinary shares and special voting shares up to the maximum number allowed to be issued under the Company's authorized share capital as stipulated in the articles of association of the Company from time to time, and to grant rights to subscribe for such ordinary shares and special voting shares up to such maximum number, for a period of five (5) years with effect from the 2019 annual general meeting of shareholders, which delegation shall include the authority to determine the price and further terms and conditions of any such share issuance or grant.*

**Agenda item 14:      Delegation of the authority to limit and exclude pre-emption rights in respect of any issue of ordinary shares or any granting of rights to subscribe for such shares (voting item)**

Under Article 7 of the Articles of Association and Dutch law, the General Meeting may delegate to the Board the authority to limit or exclude the pre-emption rights in respect of any issue of ordinary shares or granting of rights to subscribe for such ordinary shares.

The General Meeting has most recently delegated the authority to limit or exclude the pre-emption rights in respect of any issue of ordinary shares or granting of rights to subscribe for such ordinary shares, in the 2018 AGM. In Dutch corporate practice, an annual renewal of the authorization is customary.

It is now proposed to delegate to the Board the authority to limit or exclude the pre-emption rights in respect of any issue of ordinary shares or granting of rights to subscribe for such ordinary shares, for a period of five (5) years, with effect from the AGM.

***Proposed resolution***

*In accordance with and further to the explanatory notes to the agenda for the 2019 annual general meeting of shareholders, to delegate to the board of directors the authority to limit or exclude the pre-emption rights in respect of any issue of ordinary shares or granting of rights to subscribe for such ordinary shares, for a period of five (5) years, with effect from the 2019 annual general meeting of shareholders.*

The Board of Directors  
9 April, 2019