Cnova

CDISCOUNT & NOVA PONTOCOM

Investor Presentation

May 2015

AGENDA

1 - Our markets, a significant opportunity

2 – Cnova is built on two strong companies: Cdiscount and Cnova Brasil

3 - The development of marketplaces: a key element of our business model

4 – Synergies with Parent Companies

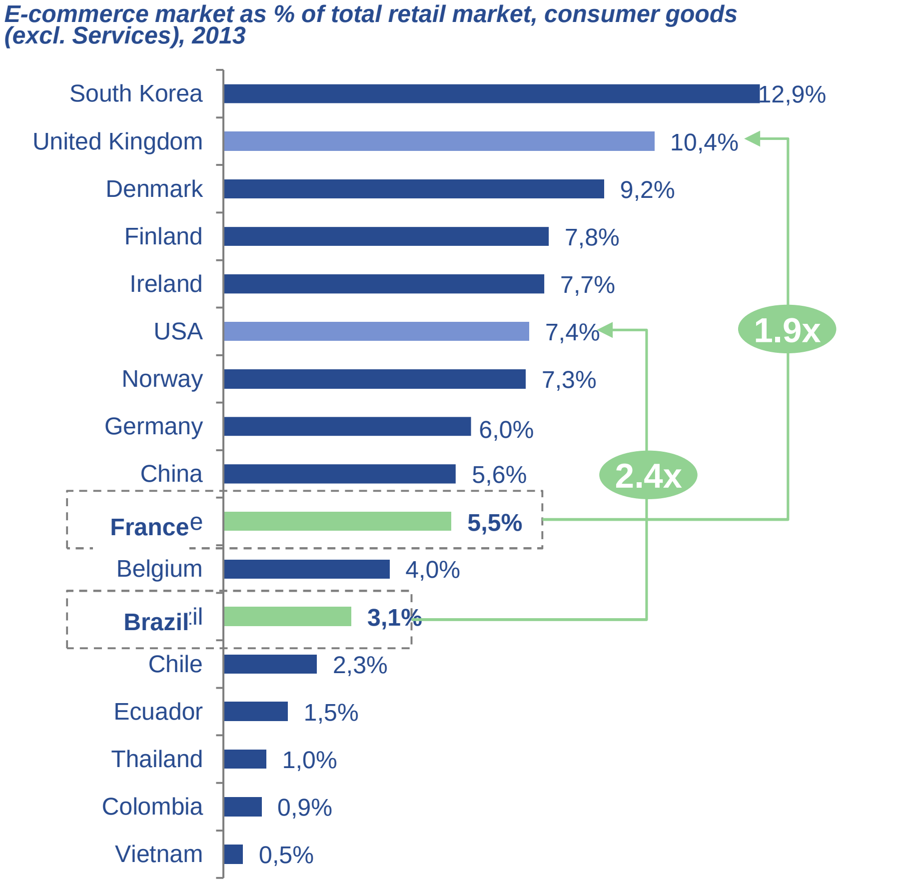
5 – 1Q15 Financial Results

OUR MARKETS: A SIGNIFICANT OPPORTUNITY

OUR MARKETS : A SIGNIFICANT OPPORTUNITY

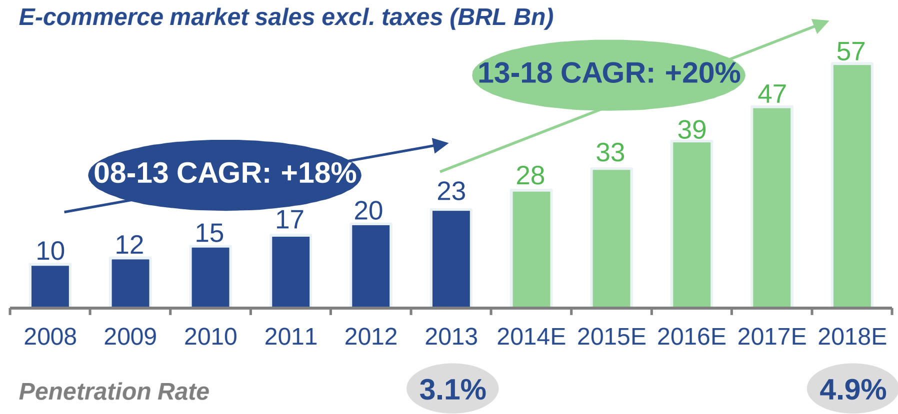
Brazil and France are large underpenetrated markets

E-commerce penetration is low in France and Brazil

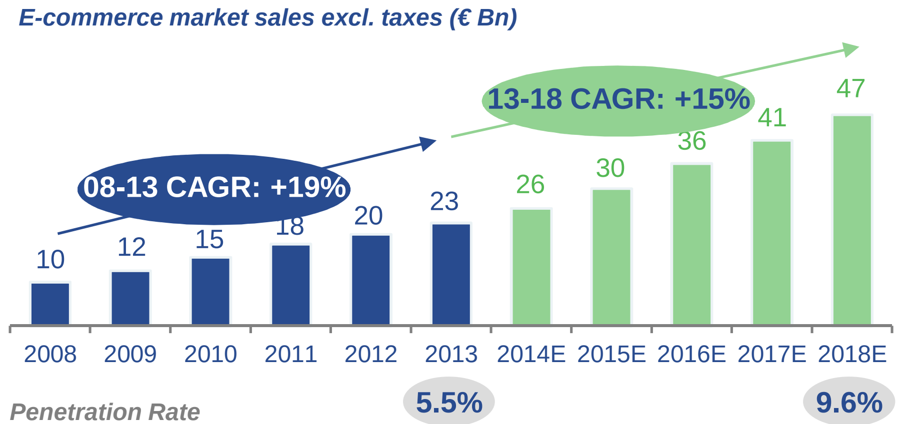


Growth potential in France and Brazil

Brazil E-commerce market growth



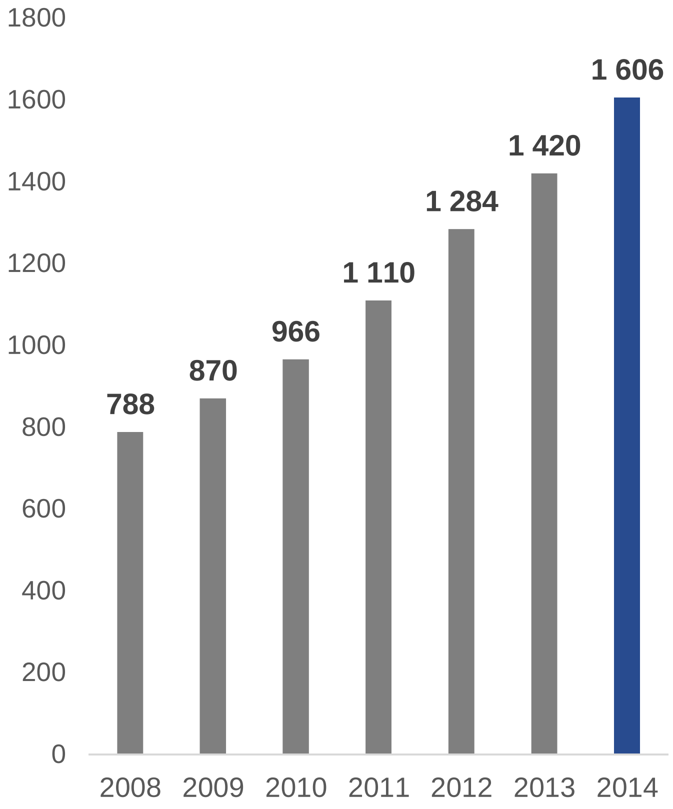
France E-commerce market growth



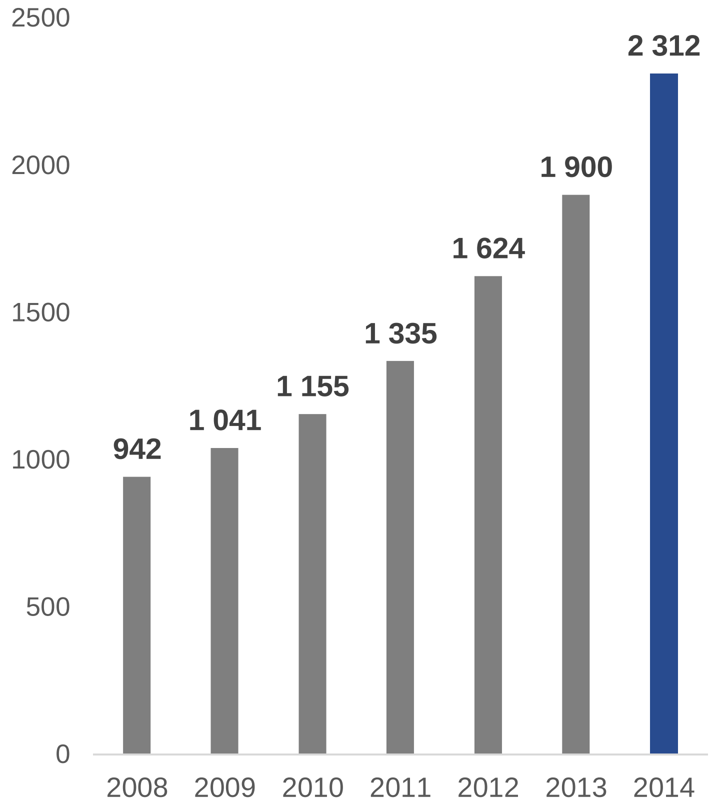
CNOVA: BUILT ON TWO STRONG COMPANIES

CDISCOUNT: ACCELERATED GMV GROWTH

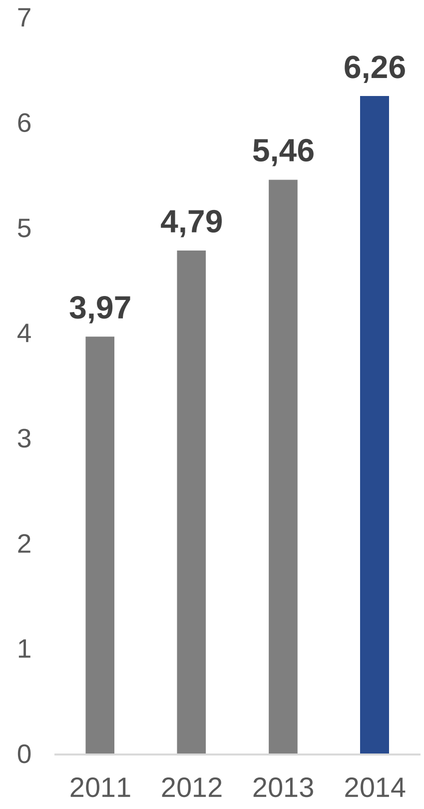
Net Sales - €m



GMV - €m



Active customers - millions

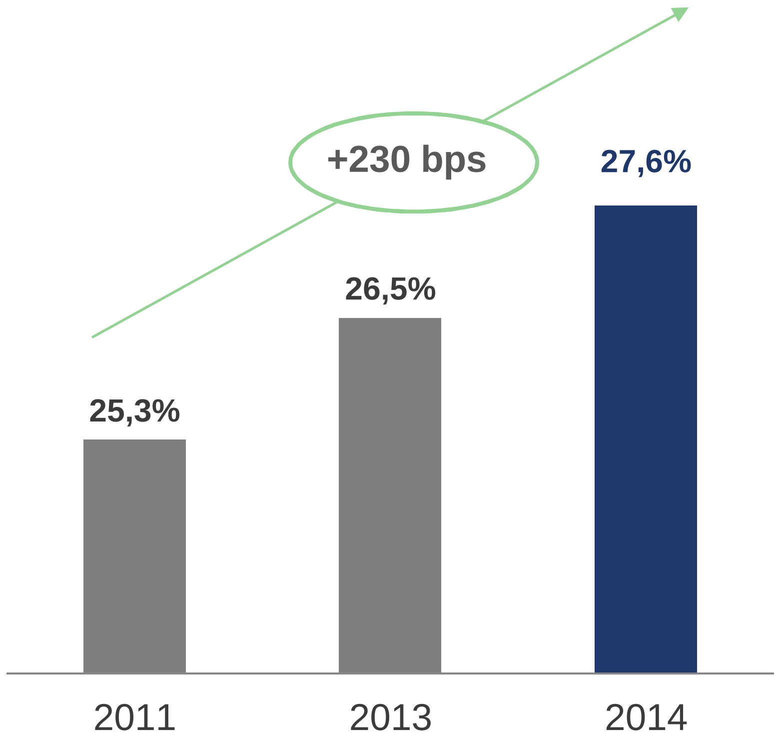


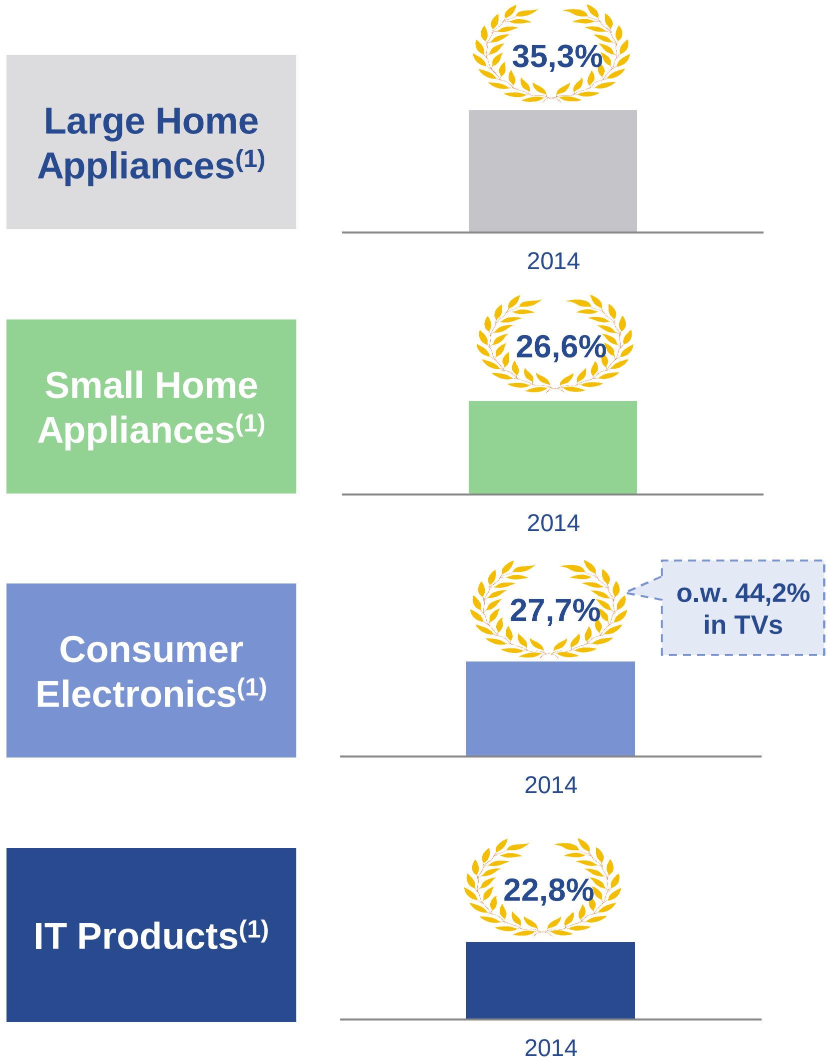
Note
See Definitions section of this presentation for additional information regarding certain metrics used in this page

CDISCOUNT: A MARKET LEADER WITH A PROVEN TRACK RECORD OF GROWTH

A leading marketshare position in France based on pricing leadership, click and collect and financing options

Online market share in France in Technical Goods[1][2]



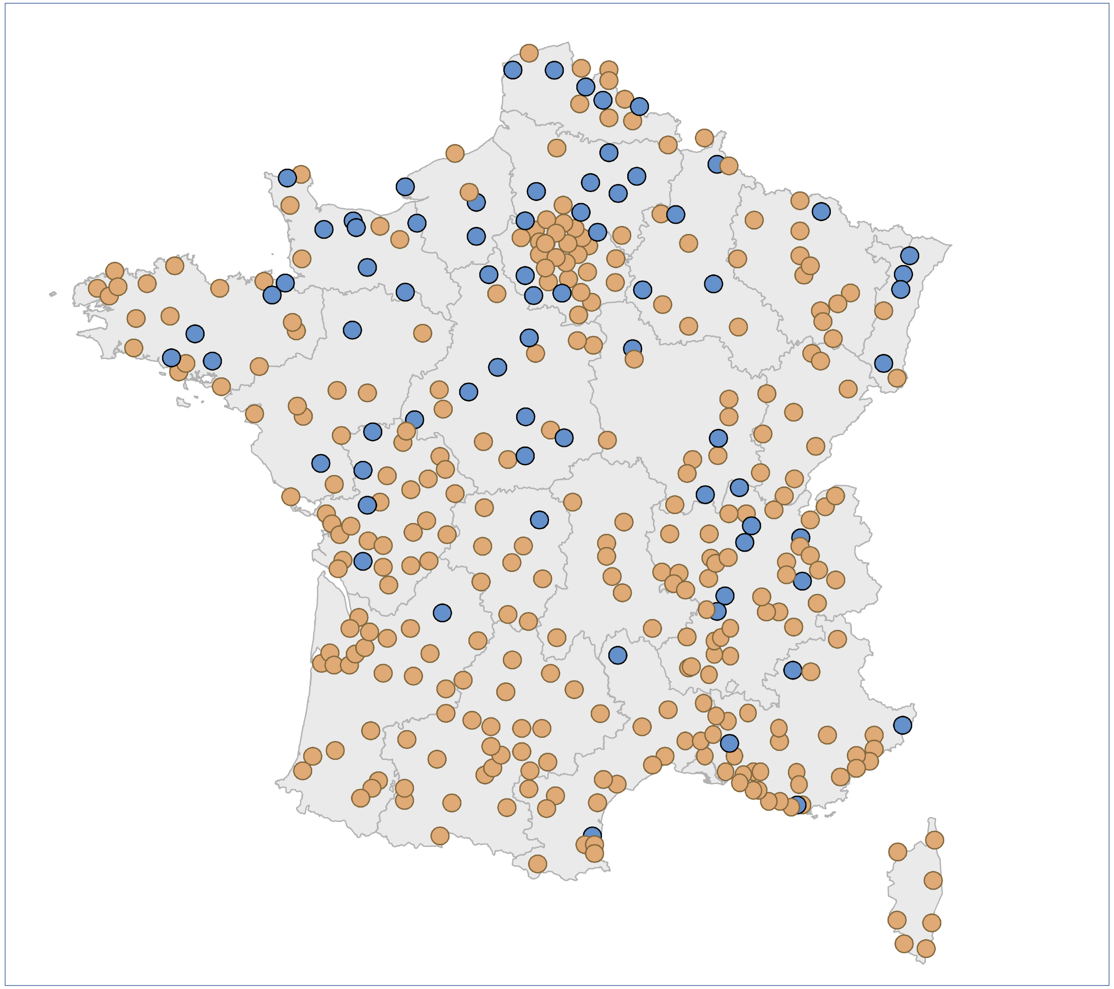


Notes
1. Source: GfK. GfK Technical Product Categories: Home appliances = small and large household appliances; Consumer Electronics= TV-Video, camera, sound, phones; IT Products = computers, laptops, printers, tablets, components
2. Internet market – annual average in 2011-14

CDISCOUNT: A PROVEN TRACK RECORD OF GROWTH AS A LEADER

Click-and-Collect: major advantage over competition in France

- Outsourced locations for large products
- Group Casino locations for large products



- Extensive network of pick-up points at end of 1Q15: c. 19,100, of which 593 for large goods,
- Close to 70% of Net Sales delivered through Click-and-Collect in in 1Q15 vs. 44% in 2010
- Customer advantage:
  faster, free of charge and convenient
- On average, 40% lower cost to the company compared to home delivery

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CDISCOUNT: A BROADER CUSTOMER BASE IN HIGHER MARGIN CATEGORIES

New specialty sites: addressing a broader customer base

- Expansion into higher growth and higher margin product categories, targeting a higher income customer base
- Launch of new sites: a quick and industrialized process requiring limited investment, leveraging Cnova's infrastructure and experience

Health and beauty
August 2010

COMPTOIR SANTÉ

Apparel
February 2013

MonShowroom.com

Do It Yourself
December 2014

MON CORNER BRICO

Garden / outdoor
April 2015

MONCORNER JARDIN

Home Décor
January 2013

MonCornerDéco

Baby products
December 2014

Mon corner baby

Children Universe
April 2015

MONCORNERKIDS

3

Additional specialty websites to be opened by 2015 year end

Specialty websites

- ✓ Premium brands
- ✓ Premium customers
- ✓ Advice and editorial content

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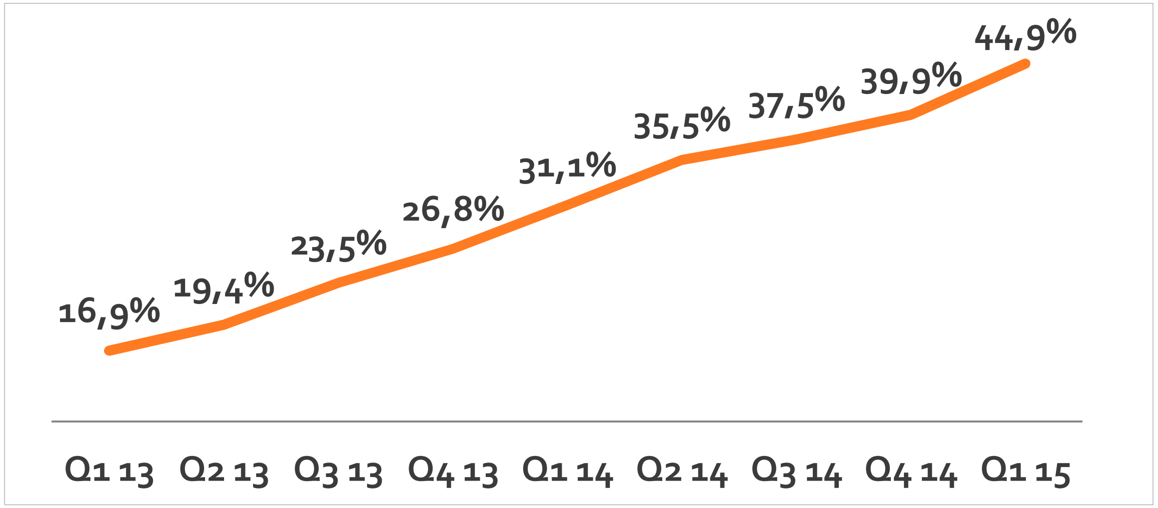
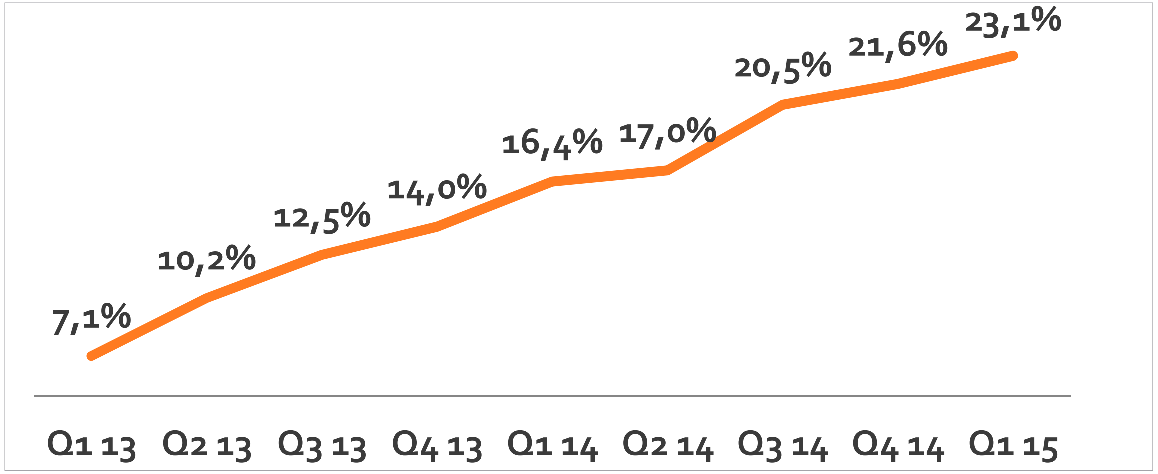
CDISCOUNT: A PROVEN TRACK RECORD OF GROWTH AS A LEADER

Mobile contribution to traffic and GMV increasing at a fast pace

Traffic: evolution of Mobile contribution



GMV[1]: evolution of Mobile contribution



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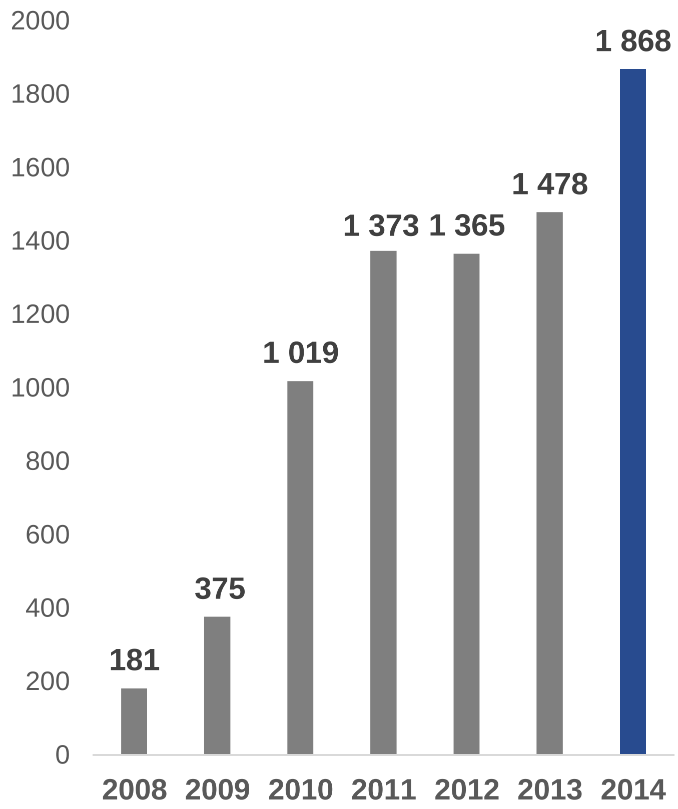
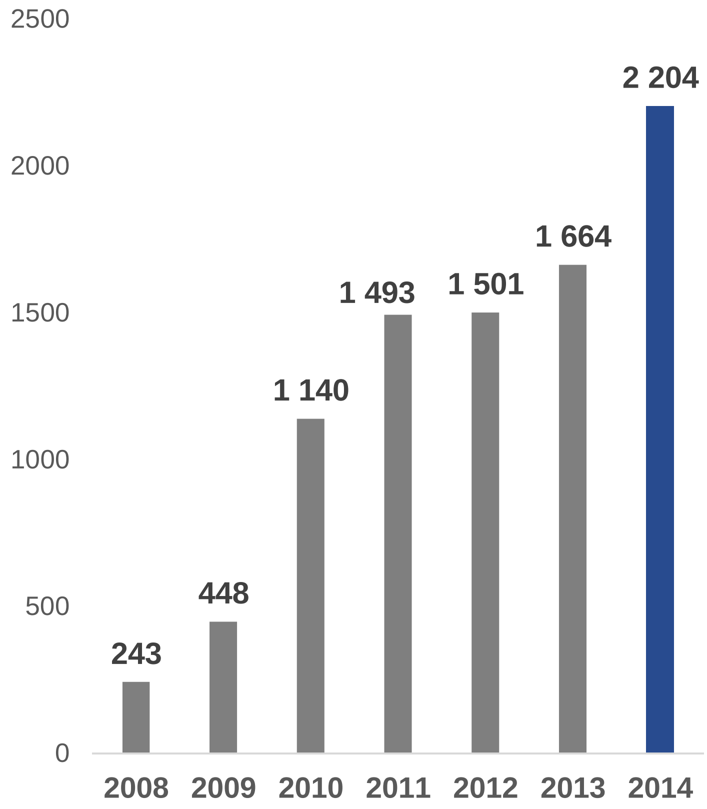
CNOVA BRASIL: A SUCCESSFULL CHALLENGER WITH SUPERIOR GROWTH PROFILE

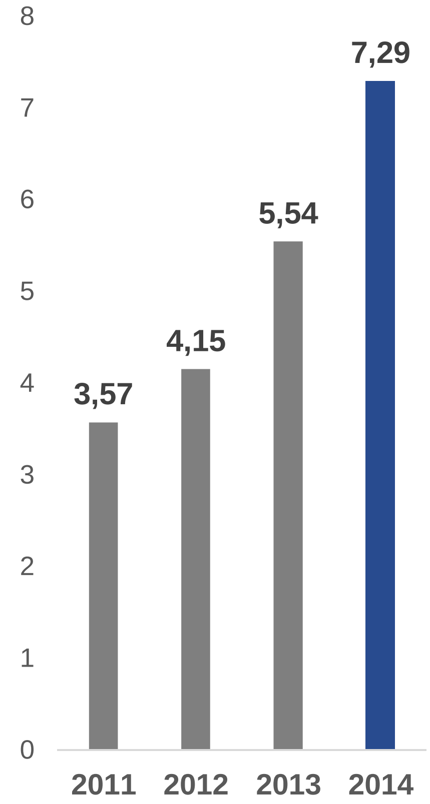
Net Sales - €m



GMV - €m



Active customers - millions



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CNOVA BRASIL : A SUCCESSFULL CHALLENGER WITH SUPERIOR GROWTH PROFILE

Click-and-Collect: a unique advantage in Brazil

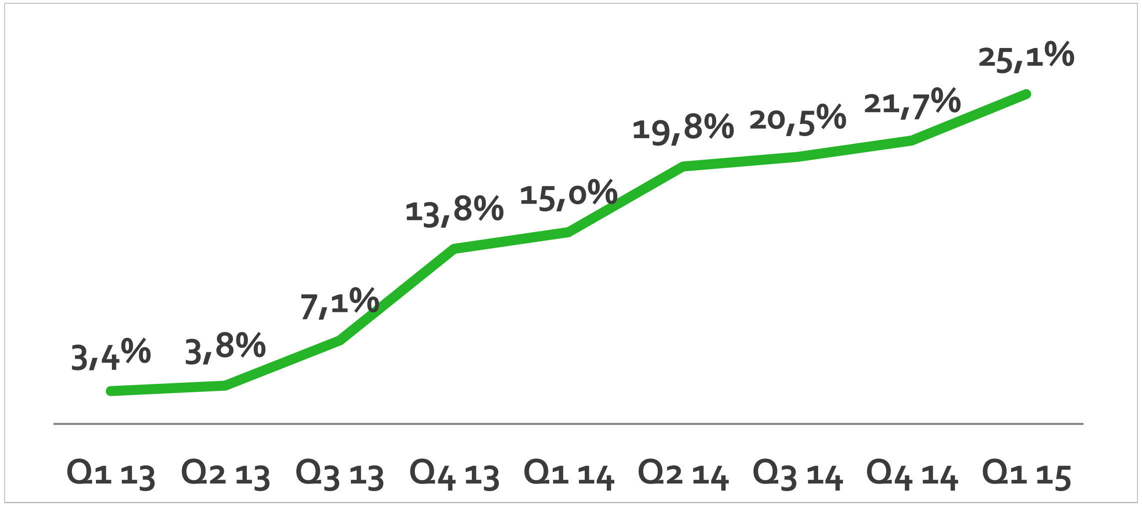
Roll-out planned in Brazil

- 210 pick-up locations as of end of Q1 2015, representing double the number of pick-up points compared to the end of 4Q14
- Opportunity to expand to approximately 1,200 pick-up points based on existing GPA/Viavarejo store network
- On average, 40% lower cost to the company compared to home delivery

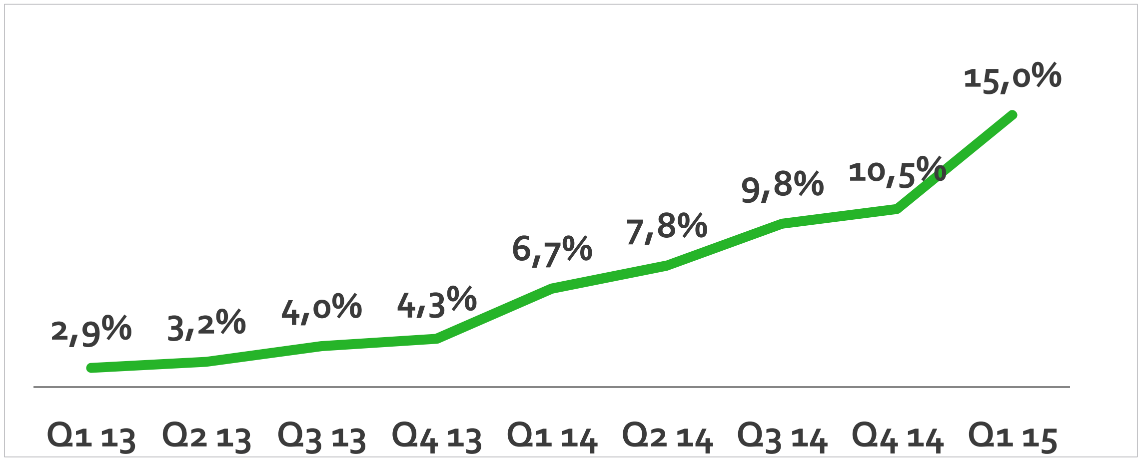
CNOVA BRASIL : A SUCCESSFULL CHALLENGER WITH SUPERIOR GROWTH PROFILE

Mobile contribution to traffic and GMV increasing at a fast pace

Traffic: evolution of Mobile E-commerce contribution



GMV : evolution of Mobile E-commerce contribution



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Consumer financing in Brazil

- Similar to off line retailers, Cnova Brasil offers interest-free payments through installments
  - 70% to 80% of sales
  - Average ticket around 450 BRL (Approx 140 €)
  - Average maturity: around 3.5 months

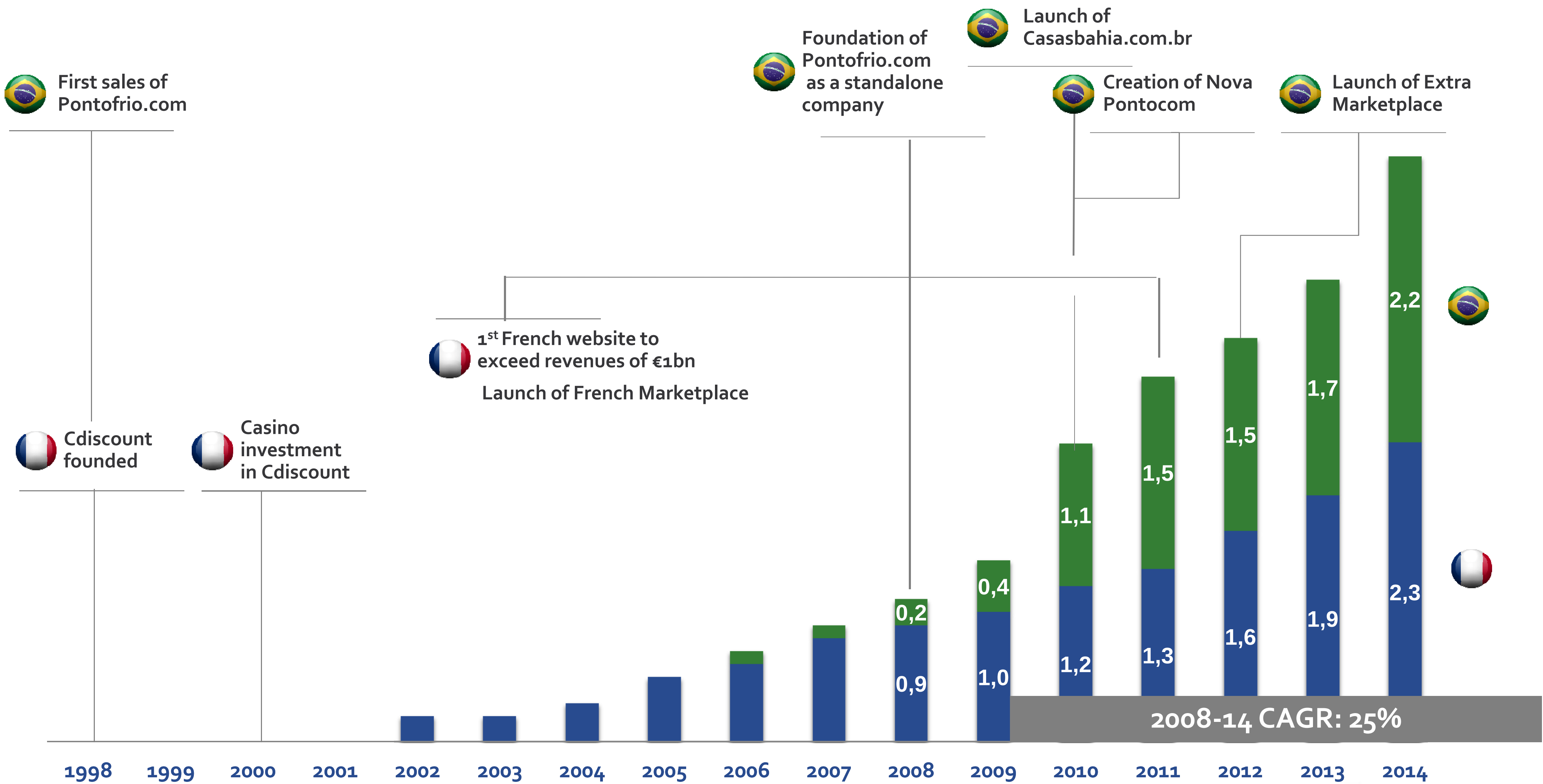
- Receivables fully discounted with full transfer of collection risk to third parties: banks and credit card companies

- Cost of funding actively managed and represents around 3.5% of sales

Note
Figures as of end of 2014

CNOVA = CDISCOUNT + CNOVA BRASIL

Proven success in both mature and emerging markets



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MARKETPLACES: A KEY ELEMENT OF OUR BUSINESS MODEL

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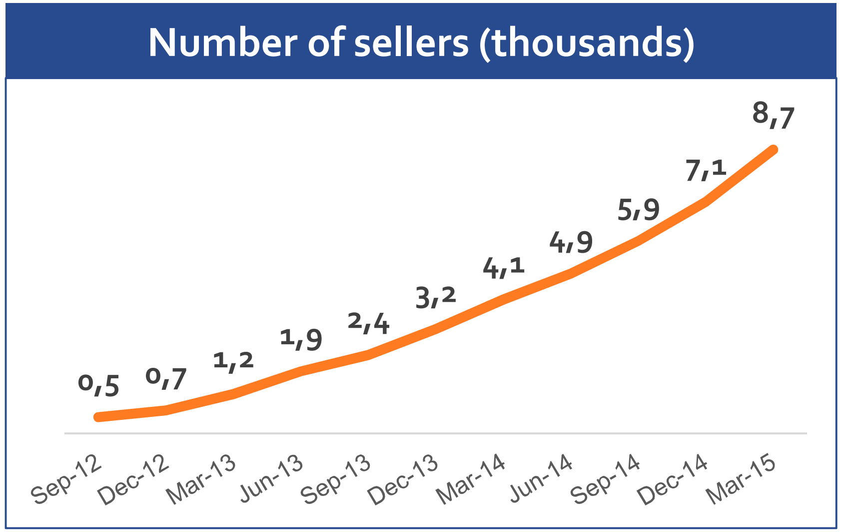
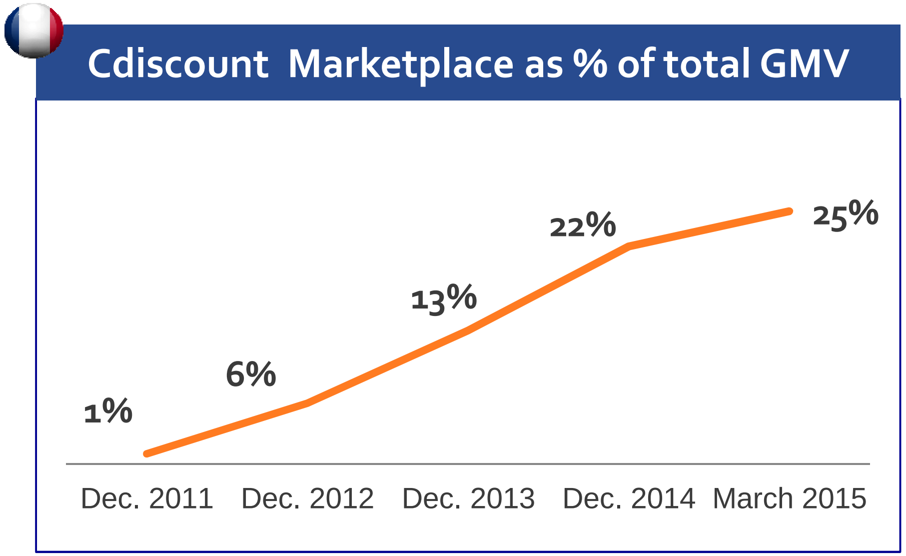
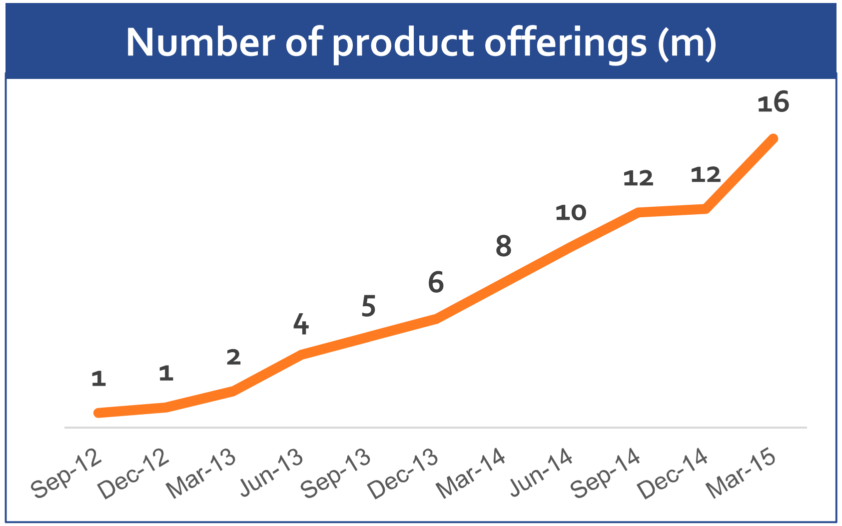
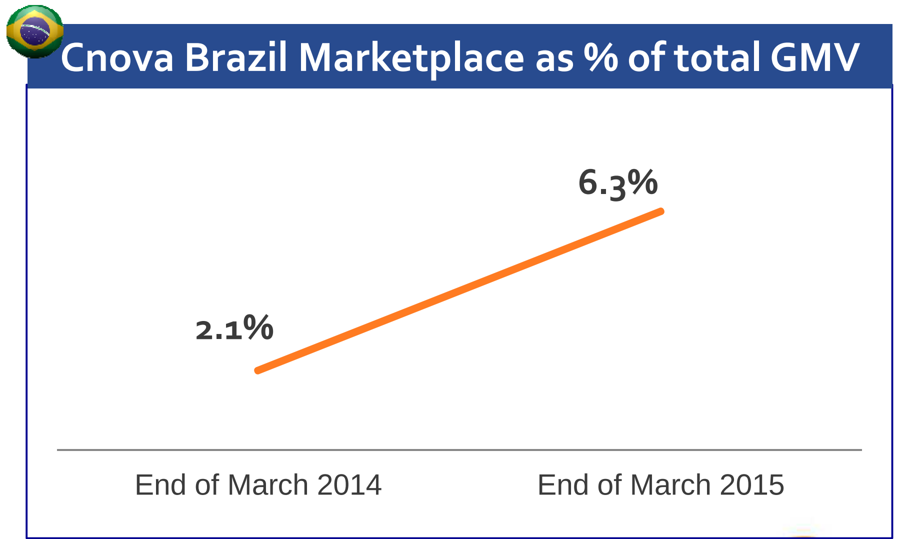
Cdiscount's marketplace model has been successful since its launch in 2011
Brazil: replicating French marketplace success









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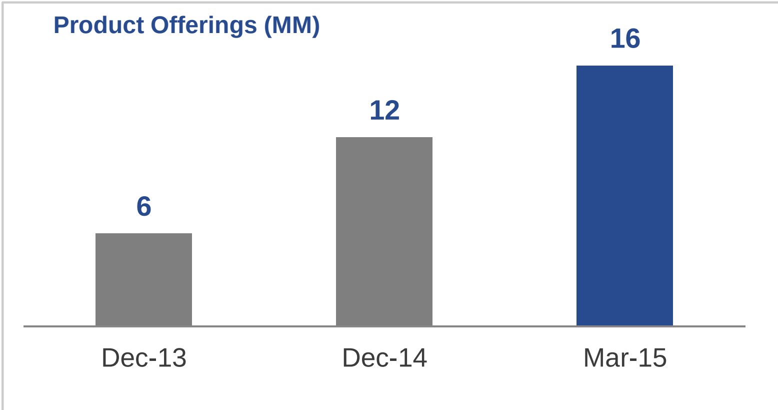
MARKETPLACES : A KEY ELEMENT OF OUR BUSINESS MODEL

Value proposition to sellers

- Access to Cnova's traffic
- Opportunity to access Cnova fulfillment and delivery capabilities : distribution centers and Click & Collect
- Option to pay in installments
- Integration capabilities and marketplace operational tools

Fast ramp-up of marketplace in France and Brazil



Cdiscount.com

1Q14	1Q15
15% of Cdiscount GMV	25% of Cdiscount GMV

Cnova (Brazil)

1Q14	1Q15
2% of Cnova Brazil GMV	6% of Cnova Brazil GMV

Key benefits for Cnova

- **Increases profitability**
  - Commission-based business model
- **Extends product assortment**
  - Added 10M product offerings to Cnova's websites over last fifteen months
- **Drives traffic (SEO, Direct Visit)**

Note
See Definitions section of this presentation for additional information regarding certain of the metrics used in this page

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SYNERGIES WITH PARENT COMPANIES

SYNERGIES WITH PARENT COMPANIES ENABLING CNOVA TO BENEFIT FROM PURCHASING POWER AND EXCLUSIVE ACCESS TO PICK-UP POINTS

Areas of partnerships & selected examples

Purchasing
- Purchasing synergies with Viavarejo
- Purchasing synergies with Casino Group since 2008

Click & Collect
- Over 400 pick-up points for large parcels within Casino stores
- Ongoing expansion of pick-up points in Brazil

Fulfillment
- Shared distribution centers in France and Brazil

Brands
- 20-year agreement with parent companies

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1Q15 Financial Results

1Q15 Key Highlights

Cnova *in € millions*	1Q 2014	**1Q 2015**	YoY change	*YoY change (excl. new countries)*
GMV	973.7	**1 248.2**	*+28.2%*	*+27.2%*
Net sales	777.4	**915.5**	*+17.8%*	*+16.6%*
Gross profit	96.2	**113.2**	*+17.6%*	*+18.3%*
As a % of net sales	*12.4%*	***12.4%***	*(-)*	***+18bps***
Adjusted EBITDA	-1.4	**-18.2**	*n/a*	*n/a*
As a % of net sales	*-0.2%*	***-2.0%***	*-180bps*	***-127bps***
Net financial expense	-15.0	**-5.4**	*-64.3%*	*n/a*
Adjusted EPS	-0.04€	**-0.06€**	*n/a*	*n/a*
FCF (LTM)	-47.1	**27.6**	*+74.7*	*n/a*
Net cash (net financial debt)	-135.2	**70.8**	*+205.9*	*n/a*

- **Strong GMV growth of +28.2% and Net sales growth of +17.8%:**
  - ✓ **Direct sales increase of +17.8%,** including +18.3% for Cnova Brazil (in local currency) and +16.4% for Cdiscount
  - ✓ **Marketplace GMV increase of +132.3%**, with higher penetration rate of 15.4% of total GMV in 1Q15 compared to 8.5% in 1Q14
- **Gross profit margin improvement excl. new countries of +18bps year-over-year**
- **Impact on SG&A costs from increased investments for future growth:** +175bps increase in operating expenses as a % of total Net sales, leading to a decrease in Adjusted EBITDA
- **Improvement in Net financial expense**
- **Free Cash flow of +28 M€ over the last twelve months**, representing an improvement of +75 M€ year-over-year**. Excluding the impact of exchange rate, the improvement represents +92 M€** (+25.4 M€ at the end of 1Q15 vs -66.8 M€ at the end of 1Q14)
- **Strong cash increase of +206 M€, with a net cash position of +71 M€ at the end of 1Q15 vs -135 M€ at the end of 1Q14**

Note
See Definitions and Non-GAAP Reconciliations sections of this presentation for additional information regarding certain of the metrics used in this page

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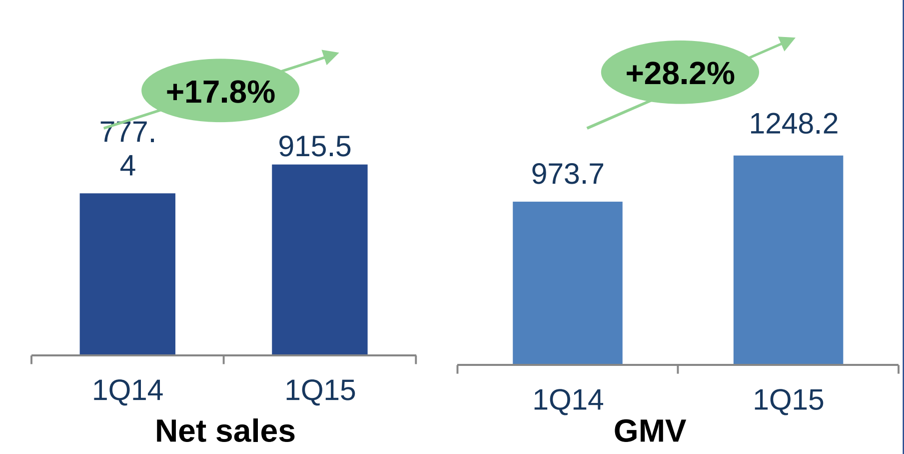
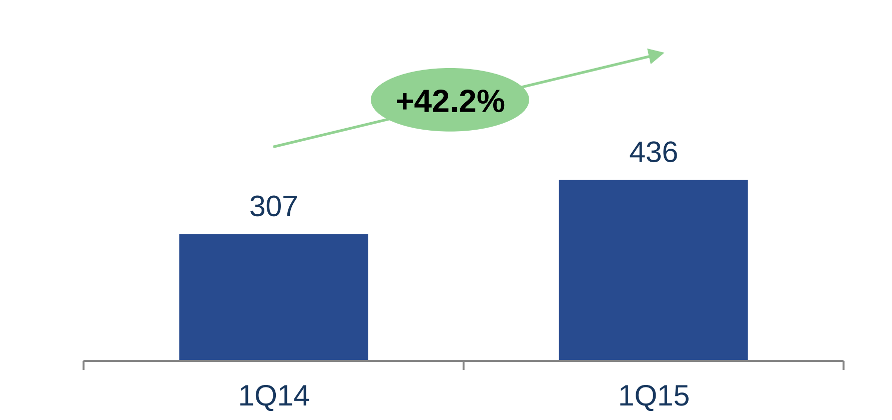
Strong commercial dynamics

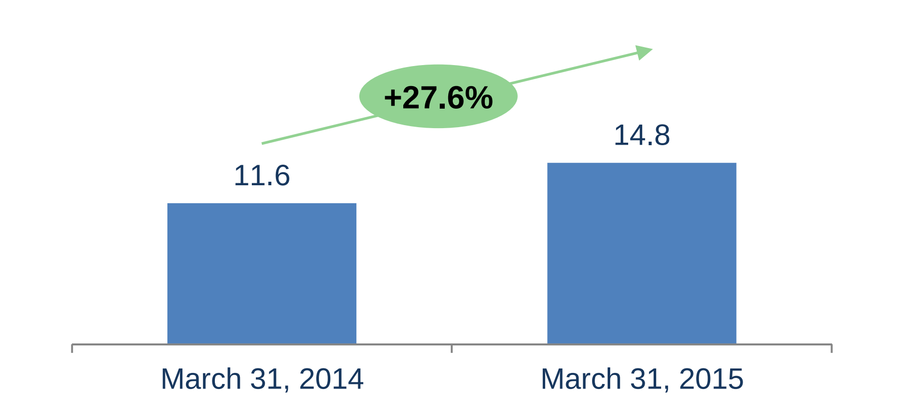
Strong growth of Net sales and GMV
(€ million)



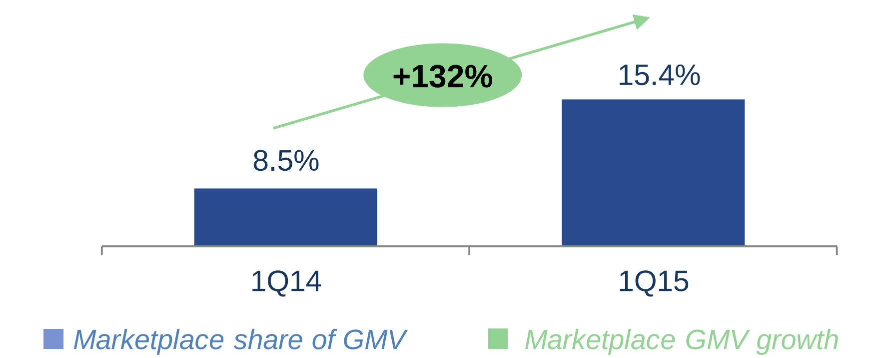
Traffic increase of +42.2% yoy
(million)



Strong growth of active customers
(million)



Accelerated growth in marketplaces



- **Extended assortment : 16 million** product offerings, **+88%**
- **More sellers : +110%**, reaching 8,650 sellers

Note
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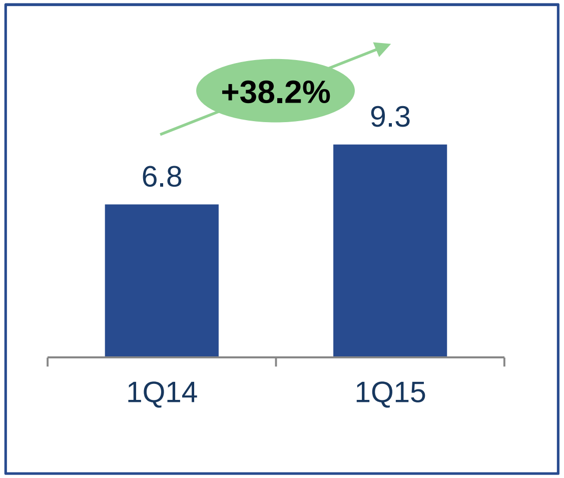
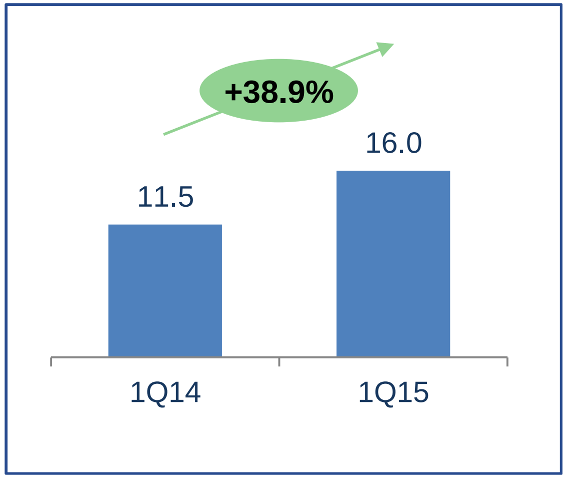
Improving quality of key commercial indicators

Increase in number of orders per customer
(million)



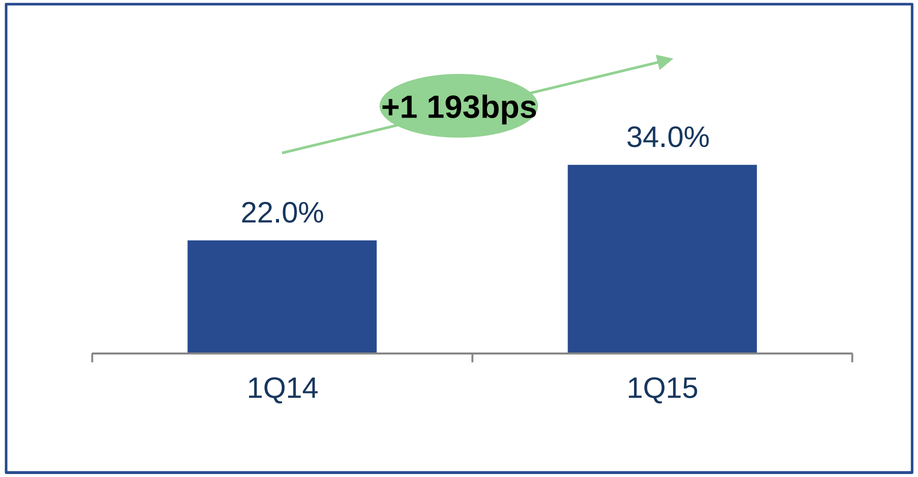
- **Higher number of orders per unique customer** :
  +11.9% in France
  +5.4% in Brazil

Increase in number of items sold
(million)



- **Higher number of items per unique customer** :
  +4.2%

Increase in mobile share of traffic



- **Mobile share of traffic now represents almost 45% in France (+ 1385 bps) and 25% in Brazil (+1019 bps)**

…with successful implementation of new mobile capabilities

Responsive design	• Improved presentation
Fingerprint	• Fingerprint payment authorization for iOS
Seller shop	• Mobile dashboard for marketplace vendors
Speech recognition	• Speech recognition for Android

Note
See Definitions and Non-GAAP Reconciliations sections of this presentation for additional information regarding certain of the metrics used in this page

Gross margin improvement

Gross margin improvement

Stable price positioning

- In Brazil since the end of 3Q14, after price investments were implemented over the 1Q-to-3Q14 period
- In France since the end of 1Q14

Marketplace growth

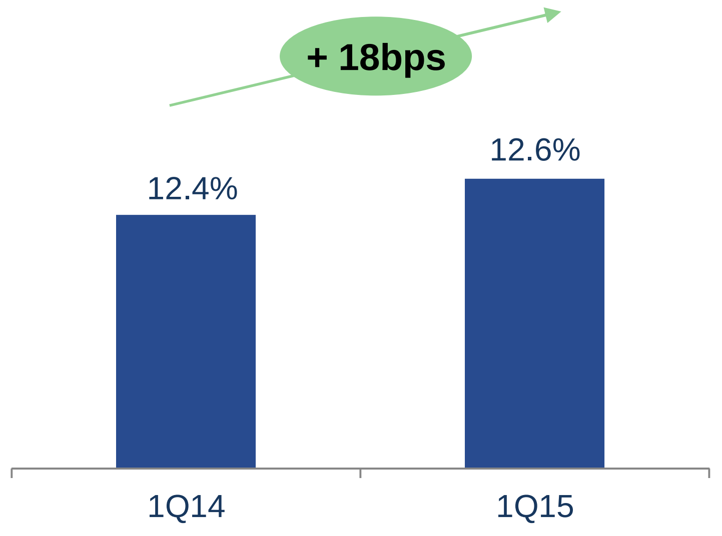
- Increased marketplace contribution
- Stable commission rates in both countries

International purchasing synergies

- Well on track to deliver international purchasing synergies, expected to be realized in 2H15

Gross Margin

(excl. new countries, % of net sales)



- **Gross margin improvement excluding new countries : +18bps vs. 1Q14**
  - Including significant gross margin expansion in France year-over-year

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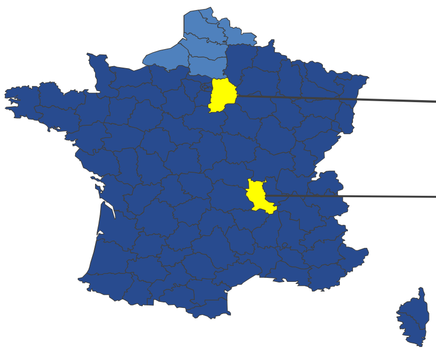
Increased investment to enhance future growth:
1. Infrastructure improvement to enhance customer service

France — Cdiscount



End of 2014 : 228k sqm

1Q15 expansion:
- Opening of St Mard (48k sqm)
- Extension of Andrézieux/ St Bonnet (33k sqm)

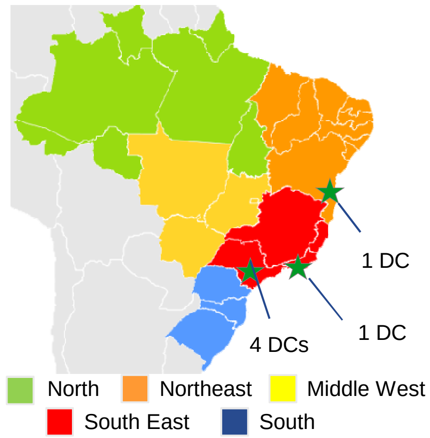
In preparation:
- Opening of another warehouse in St Mard of 40k sqm : early Q4

Capacity Increase

- Implemented in 1Q15: +81k sqm i.e. c.+35% of total
- In preparation: +40k sqm

Total increase of +53% in 2015

Brazil — Cnova



End of 2014 : 297k sqm

1Q15 evolution:
- Consolidation of Cajamar & Tamboré DCs to Jundiaí DC with increase of +38k sqm

In preparation:
- Opening of 3 DCs in the Mid-West, Southern and Northeast regions (+30k sqm)

Capacity Increase

- Implemented in 1Q15: +38k sqm i.e. c.+13% of total
- In preparation: +30k sqm

Total increase of +23% in 2015

- **Shorter delivery time**
- **Higher capacity for extended product assortment**
- **Increased fulfillment efficiency**
- **Reduced transportation costs**

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Increased investment to enhance future growth:
2. Increased physical presence

Accelerated roll-out of the click and collect network

- **France**:
  - ✓ **Expansion of click-and-collect network** to **19,100 points** (**+10%** vs. 1Q14)
  - ✓ 593 pick-up points **for large items** (**+34%** vs. 1Q14)
- **Brazil**:
  - ✓ **Doubling of pick-up points** compared to the end of 4Q14, reaching 210 at the end of 1Q15
  - ✓ **Launch of immediate availability** currently tested in select Casas Bahia and Pontofrio stores

- **Advantage for customers**:
  - ✓ Faster
  - ✓ Convenient
  - ✓ Free of charge
- On average, **40% lower cost for the Company** compared to home delivery

Increased investment to enhance future growth:
3. Key IT developments

Key strategic investments in IT systems

- **France**:
  - **New warehouse management system (Manhattan)** which manages inventories across several warehouses and will provide same day delivery
  - **New search engine (Solr)** which manages an extended product offering and improves navigation capability
  - **New software (Responsive Design)** to better present products **on mobile devices**
  - **Single registration for sellers** for multiple marketplace sites
- **Brazil**:
  - Accelerated investment in a **new ERP system**, in conjunction with a **new warehouse management system** and a **new customer service system**
  - Launch of a **new recommendation tool**

- **Advantage for customers**:
  - Reduced delivery time
  - Improved ability to offer customers their desired products

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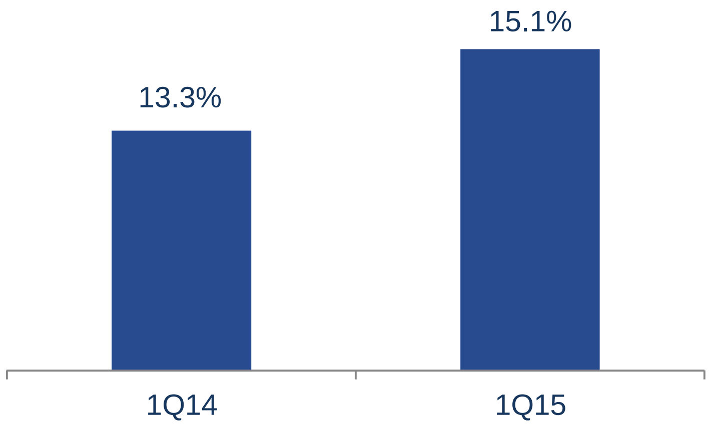
SG&A evolution reflecting the impact of increased investments for future growth

Accelerated Investments

- **Impact of very strong GMV growth on fulfillment costs and SG&A**
- **Infrastructure improvement**
  - -95bps in fulfillment costs
- **Accelerated strategic IT investment**
  - -53bps in Tech&Content costs
- **Stable marketing costs : +2bps**
  - Selective investment in customer acquisition in Brazil
  - Offset by the reduction in Cdiscount's marketing costs
- **G&A costs up -30bps**
  - Related to higher holding and corporate development expense

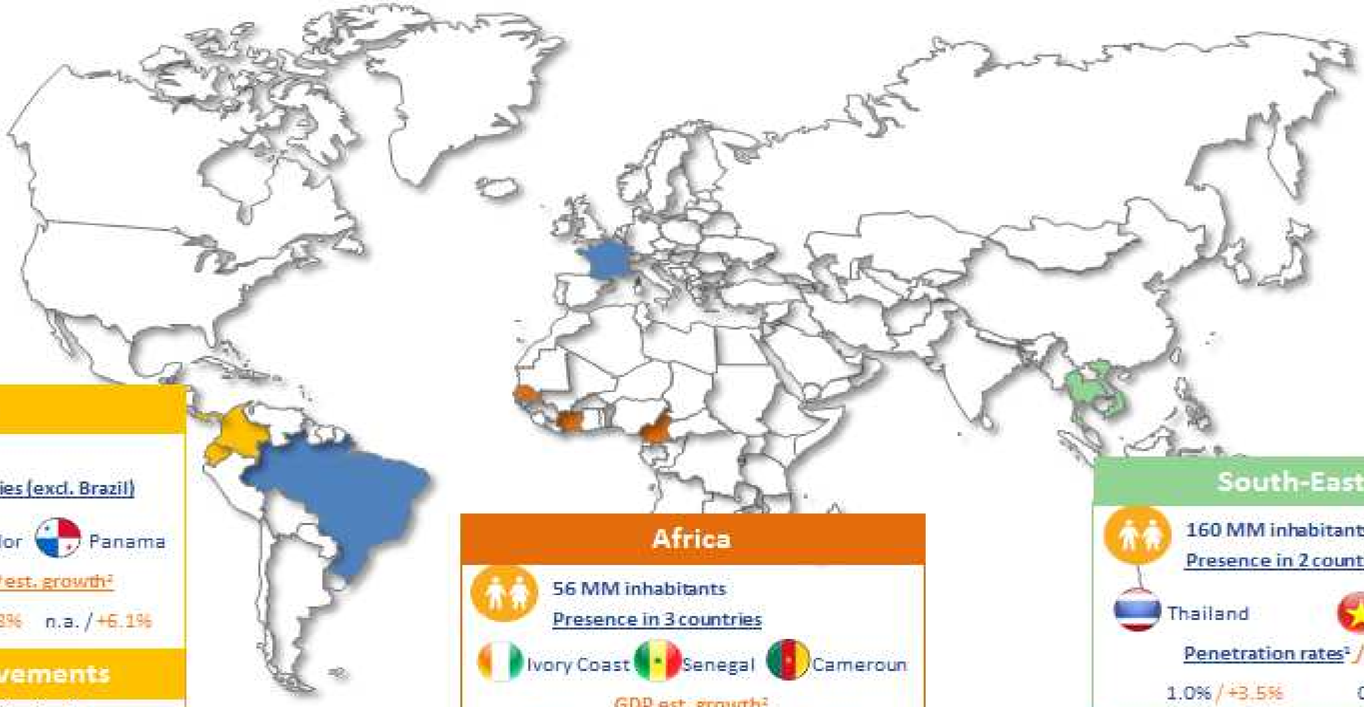
Operating Expenses

(excl. new countries and Other Expenses, % of net sales)



- As a % of net sales and excl. new countries, **SG&A increased by -175bps in 1Q15 vs 1Q14**
- As a % of GMV and excl. new countries, **SG&A increased by 40 bps from -10.6% to -11.0%**

Fast growing development in new countries



Latam

65 MM inhabitants
Presence in 3 countries (excl. Brazil)

Colombia Ecuador Panama

Penetration rates[1] / GDP est. growth[2]

0.9% / +4.4% 1.5% / +3.8% n.a. / +6.1%

1Q15 key achievements

- Opening of a new site in Panama in January 2015
- Growing marketplace in Colombia, reaching 7.4% in March [3]
- Reaching 32% of sales from mobile in Colombia [3]
- Expanding to 46% of sales delivered to pick up points in Colombia

Africa

56 MM inhabitants
Presence in 3 countries

Ivory Coast Senegal Cameroun

GDP est. growth[2]

+8.5% +4.8% +5.1%

1Q15 key achievements

- Opening of Burkina Faso early April
- Ivory Coast: strong growth and extended delivery area
- Growing sales 37% in 1Q15 vs 4Q14 [3]

South-East Asia

160 MM inhabitants
Presence in 2 countries

Thailand Vietnam

Penetration rates[1] / GDP est. growth[2]

1.0% / +3.5% 0.5% / +5.6%

1Q15 key achievements

- Excellent growth momentum in Thailand and Vietnam
- Development of 453 pick-up points within BigC stores
- Expanding Same Day Delivery to 15% of 1Q15 orders in Thailand

> **Present in 11 countries - Total addressable population of 550 MM incl France and Brazil**
> **Preparation to launch 8 new countries by 2015 year-end, partly from expansion of existing sites (Europe, Africa)**

(1) e-commerce market as % of total retail market, consumer goods (excl. services), 2013
(2) Google analytics data
(3) Promised merchandise sold (excluding tax) with shipping fees and without rebates (voucher / promo)

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Strong reduction in net financial expense

Strong reduction in net financial expense

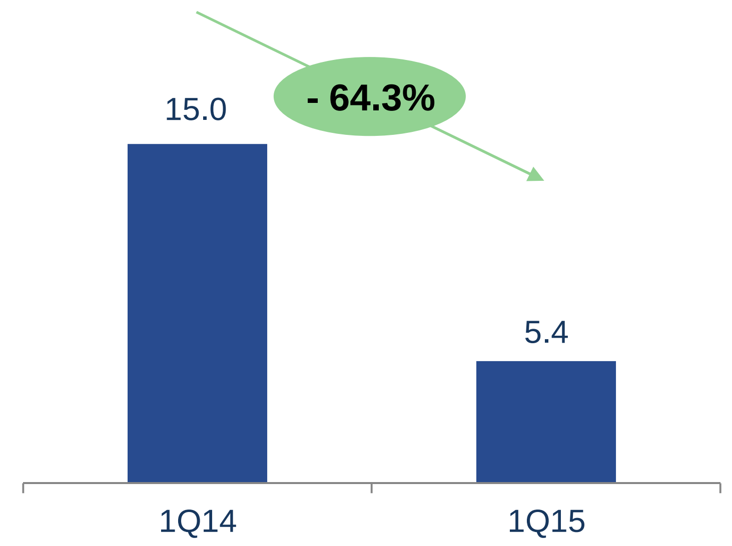
Strong balance sheet, including IPO proceeds

- ✓ From net debt of 135 M€ at the end of 1Q14 to net cash of 71 M€ at the end of 1Q15, representing +206 M€

Financial expense management

- ✓ Reduction of average number of installments in Cnova Brazil sales (from 9.2 in 1Q14 to 7.7 in 1Q15)

Net Financial Expense
(€ million)



➢ **Strong reduction in net financial expense**

- ✓ Improvement of 17% to 12.5 M€, when excluding 7.1 M€ in non-recurring accrued interest on tax credit

Adjusted EPS reflecting increased investments

Adjusted Net Earnings and Adjusted EPS

	1Q 2014	1Q 2015
Adjusted Net Earnings (€ million, attributable to equity holders)	-18.3	-25.1
Adjusted EPS (€)	-0.04	-0.06

- **In spite of increased gross margin excluding New Countries and considering higher SG&A costs to accelerate development, Adjusted Net Earnings decreased from -18.3 M€ in 1Q14 to -25.1 M€ in 1Q15.**

Note
See Definitions and Non-GAAP Reconciliations sections of this presentation for additional information regarding certain of the metrics used in this page

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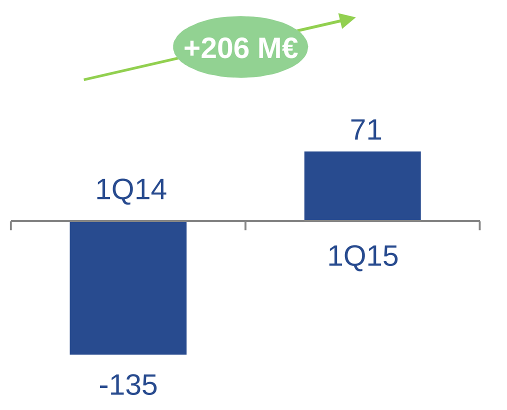
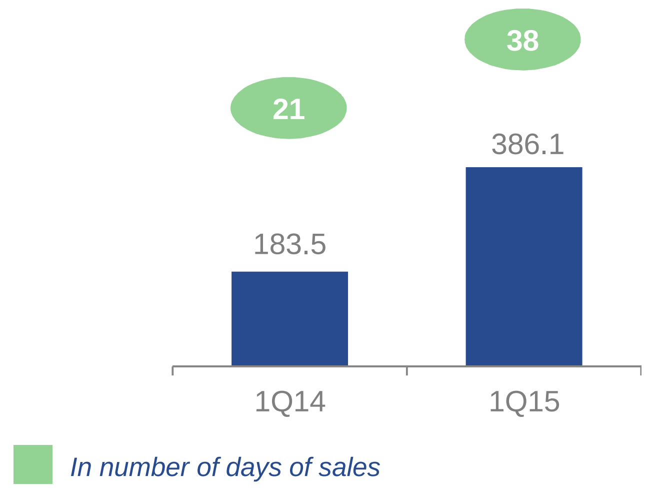
Strong free cash flow generation leading to a net cash position of 71M€ at the end of 1Q15

Net cash / (net financial debt) position
(in € million)



Operating working capital
(in € million)



- **Net cash position increased by 206 M€ to 71 M€ at the end of March 2015**, vs. a net debt position of -135 M€ at the end of 1Q14, mainly due to:
  - ✓ **LTM Free cash flow of 28 M€** (vs -47 M€ in 1Q14)
    - **At constant exchange rates,** LTM Free Cash Flow of 25 M€ at end of 1Q15 vs -67 M€ at the end of 1Q14, **representing an improvement of + 92 M€**
  - ✓ IPO proceeds of 125 M€
  - ✓ Reorganization benefit of 95 M€ in 2014
  - ✓ Other, including foreign exchange impact of -30 M€
- **1Q15 capex of 22 M€**

- **Strong contribution to cash from effective management of working capital**
- **Improvement of +17 days in number of days of sales**

Note
See Definitions and Non-GAAP Reconciliations sections of this presentation for additional information regarding certain of the metrics used in this page

2015 Outlook

Cnova will continue to focus on delivering strong top-line growth while gradually improving profitability excluding new countries.

Cnova's 2015 priorities remain to:

- Continue the fast development of our marketplaces, leveraging Cnova's traffic and direct sales
- Continue to leverage our low-cost business model to maintain our attractive price positioning
- Strengthen Cnova's competitive advantages, including the click-and-collect network and strong m-commerce position
- Continue to broaden product assortment, particularly in the higher margin home products category
- Accelerate the development of specialty sites with four new sites to be launched in 2Q15
- Expand the international footprint, in eight new countries by year-end 2015, and
- Continue to generate strong free cash flow through effective working capital management

2015 Perspective

Guidance :

- For the **next 9M15** (April to December), **Cnova net sales are expected to grow by 19%** compared with the same period of 2014, within a plus or minus [150bps] deviation, assuming constant currency[1].

Note 1. This guidance is in a consolidated basis (Cdiscount Group + Cnova Brazil) and in "constant currency basis" i.e. assuming 2014 exchange rate. (Euro/BRL exchange rate in 2Q14=3.06; 3Q14= 3.01 and 4Q14=3.18)

APPENDIX

1. Definitions

2. Non-GAAP Reconciliations

1. DEFINITIONS 1/2

- ***Active Customers*** – customers who have made at least one purchase through Cnova's sites during the relevant 12-month measurement period ; provided that, because we operate multiple sites, each with unique systems of identifying users, we calculate active customers on a website-by-website basis, which may result in an individual being counted more than once.

- ***Adjusted EBITDA*** – calculated as Operating Profit (Loss) Before Other Expenses and before depreciation and amortization expense and share based payments. See "Non-GAAP Reconciliations" section for additional information.

- **Adjusted EBITDA excluding expansion to new countries** - calculated as Adjusted EBITDA excluding the impact related to countries with operations starting after January 1, 2014. See "Non-GAAP Reconciliations" section for additional information.

- ***Adjusted Net Profit*** – calculated as Net Profit (Loss) attributable to equity holders of Cnova before Other Expenses and the related tax impacts. See "Non-GAAP Reconciliations" section for additional information.

- ***Adjusted EPS or Adjusted Net Profit Per Share*** – calculated as Adjusted Net Profit divided by the weighted average number of ordinary shares outstanding during the applicable period. See "Non-GAAP Reconciliations" section for additional information.

- ***Free Cash Flow*** – net cash from operating activities less financial expenses paid in relation to factoring activities and less purchase of property and equipment and intangible assets. See "Non-GAAP Reconciliations" section for additional information.

- ***Gross Profit*** – net sales less cost of sales. See "Non-GAAP Reconciliations" section for additional information.

- ***Gross Margin*** – gross profit as a percentage of net sales. See "Non-GAAP Reconciliations" section for additional information.

- ***Gross Margin* excluding expansion to new countries** – calculated as Gross Margin excluding the impact related to countries with operations starting after January 1, 2014. See "Non-GAAP Reconciliations" section for additional information.

- ***Gross Merchandise Volume or "GMV"*** - comprised of our products sales, other revenues and marketplaces business volumes, after returns, including taxes.

1. DEFINITIONS 2/2

- ***Marketplace Share*** – marketplace business volumes as a percentage of total GMV over the quarter. For France, Marketplace Share of www.cdiscount.com GMV only. For Brazil, Marketplace Share of total Cnova Brazil GMV.

- ***Mobile Share of Traffic*** – share of traffic on mobile devices excluding specialty and international websites.

- ***Net Cash / (Net Financial Debt)*** – calculated as the sum of (i) cash and cash equivalents and (ii) the current account provided by Cnova or its subsidiaries to Casino pursuant to cash pool arrangements, less financial debt. See "Non-GAAP Reconciliations"section for additional information.

- ***Operating Profit Before Other Expenses*** – calculated as operating profit (loss) before restructuring, initial public offering expenses, litigation, gain/(loss) from disposal of non-current assets and impairment of assets.

- ***Operating Profit Before Other Expenses excluding expansion to New Countries*** – calculated as Operating Profit Before Other Expenses excluding the impact related to countries with operations starting after January 1, 2014. See "Non-GAAP Reconciliations" section for additional information.

- ***Other Expenses*** – calculated as the sum of restructuring, initial public offering expenses, litigation, gain/(loss) from disposal of non-current assets and impairment of assets.

- ***Operating Working Capital*** – calculated as trade payables less net trade receivables less net inventories.

- ***Placed Orders*** – total number of orders placed before cancellation due to fraud detection or lack of payment by customers.

- ***Product Offerings*** – total number of products offered to our customers across all of our sites, including all products offered by us directly and through our marketplaces.

- ***Unique Customer*** – customer who have purchased a least once over the considered period but counted as a single customer irrespective of the number of orders placed by that customer over the considered period.

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2. NON-GAAP RECONCILIATIONS 1/7

Gross Profit
Gross Margin
Gross Profit excluding expansion to new countries
Gross Margin excluding expansion to new countries
Gross Profit Post-Marketing Expenses

Gross Profit is calculated as net sales less cost of sales. Gross Margin is gross profit as a percentage of net sales. Gross Profit and Gross Margin are included in this presentation because they are performance measures used by our management and board of directors to determine the commercial performance of our business. We have also included Gross Profit Excluding Expansion to New Countries and Gross Margin Excluding Expansion to New countries, which further excludes the net sales and costs of sales related to countries with operations starting after January 1, 2014. In addition, we provide Gross Profit Post-Marketing Expenses because it indicates that our growth in sales has been achieved with only limited marketing expenses.

The following tables present a computation of Gross Profit, Gross Margin, Gross Profit Excluding Expansion to New countries, Gross Margin Excluding Expansion to New countries and Gross Profit Post-Marketing Expenses for each of the periods indicated:

€ thousands	Q1 March 31, 2014	Q1 March 31, 2015
Net sales	777,396	915,470
Less Cost of sales	(681,166)	(802,307)
Gross Profit	**96,230**	**113,163**
Gross Margin	*12.4%*	*12.4%*
Less Net sales from Expansion to New Countries	-	(8,696)
Plus costs of sales from Expansion to New Countries	-	9,400
Gross Profit Excluding Expansion to New Countries	**96,230**	**113,867**
Gross Margin Excluding Expansion to New Countries	*12.4%*	*12.6%*

€ thousands	Q1 March 31, 2014	Q1 March 31, 2015
Gross Profit	96,230	113,163
Less Marketing expenses	(16,905)	(20,747)
Gross Profit post-marketing expenses	**79,325**	**92,416**

Adjusted EBITDA

Adjusted EBITDA excluding expansion to new countries

Adjusted EBITDA is calculated as operating profit (loss) before restructuring, initial public offering expenses, litigation, gain/(loss) from disposal of non current assets and impairment of assets and before depreciation and amortization expense and share based payment. We have also included Adjusted EBITDA Excluding Expansion to New Countries, which further excludes the adjusted EBITDA related to countries with operations starting after January 1, 2014. We have provided a reconciliation below of these measures to operating profit (loss) before restructuring, initial public offering expenses, litigation, gain/(loss) from disposal of non current assets and impairment of assets, the most directly comparable GAAP financial measure.

We have included Adjusted EBITDA and Adjusted EBITDA Excluding Expansion to New Countries in this presentation because they are key measures used by our management and board of directors to evaluate our operating performance, generate future operating plans and make strategic decisions regarding the allocation of capital. In particular, the exclusion of certain expenses in calculating Adjusted EBITDA facilitates operating performance comparisons on a period to period basis. In the case of exclusion of the impact of stock based compensation, it excludes an item that we do not consider to be indicative of our core operating performance. In the case of exclusion of expansion to new countries, it excludes activities that are still in an early development stage since having only launched in 2014.

The following table reflects the reconciliation of operating profit (loss) before restructuring litigation, initial public offering expenses, gain/(loss) from disposal of non currents assets and impairment of assets to Adjusted EBITDA and Adjusted EBITDA Excluding Expansion to New Countries for each of the periods indicated:

€ thousands	**Q1 March 31, 2014**	**Q1 March 31, 2015**
Operating profit before restructuring, litigation, gain/(loss) from disposal of non-current assets and impairment of assets	(7,409)	(28,020)
Excluding Share based payment expenses	127	196
Excluding Depreciation and amortization	5,836	9,662
Adjusted EBITDA	**(1,446)**	**(18,162)**
Excluding Expansion to New Countries	-	4,963
Adjusting EBITDA Excluding Expansion to New Countries	**(1,446)**	**(13,199)**

2. NON-GAAP RECONCILIATIONS 3/7

Operating Profit Before Other Expenses excluding expansion to new countries

Operating Profit Before Other Expenses Excluding Expansion to New Countries and Net of Factoring Costs

Operating Profit Before Other Expenses Excluding Expansion to New Countries is calculated as operating profit (loss) before restructuring, initial public offering expenses, litigation, gain/(loss) from disposal of non current assets and impairment of assets and excluding the impact related to countries with operations starting after January 1, 2014. Operating Profit Before Other Expenses Excluding Expansion to New Countries and Net of Factoring Costs further excludes the factoring costs incurred by the Company in discounting sales receivable. We have provided a reconciliation below of these two measures to operating profit (loss) before restructuring, initial public offering expenses, litigation, gain/(loss) from disposal of non current assets and impairment of assets, the most directly comparable GAAP financial measure.

These non-GAAP measures are used by Cnova's management and board of directors to gain a better understanding of the profitability of Cnova before the impact of expansion to new countries, which are still in their early stages of development, and before factoring costs, which are financial expenses specific to the discount of receivables related to sales.

The following table reflects the reconciliation of operating profit (loss) before restructuring litigation, initial public offering expenses, gain/(loss) from disposal of non currents assets and impairment of assets to Operating Profit Before Other Expenses Excluding Expansion to New Countries and to Operating Profit Before Other Expenses Excluding Expansion to New Countries and Net of Factoring Costs for each of the periods indicated:

€ thousands	Q1 March 31, 2014	Q1 March 31, 2015
Operating profit before restructuring, litigation, gain/(loss) from disposal of non-current assets and impairment of assets	(7,409)	(28,020)
Excluding Expansion from new countries	-	5,141
Operating profit before other expenses and excluding expansion from new countries	**(7,409)**	**(22,879)**
Less financial expenses in relation to factoring activities	(12,777)	(16,630)
Operating profit before other expenses and net of factoring costs excluding expansion from new countries	**(20,187)**	**(39,509)**

2. NON-GAAP RECONCILIATIONS 4/7

Adjusted Net Profit/(Loss) Attributable to Equity Holders of Cnova
Adjusted EPS

Adjusted Net Profit/(Loss) Attributable to Equity Holders of Cnova is calculated as net profit/(loss) attributable to equity holders of Cnova before restructuring, initial public offering expenses, litigation, gain/(loss) from disposal of non current assets and impairment of assets and the related tax impacts. Adjusted EPS is calculated as Adjusted Net Profit/(Loss) Attributable to Equity Holders of Cnova divided by the weighted average number of outstanding ordinary shares of Cnova during the applicable period. We have provided a reconciliation below of Adjusted Net Profit/(Loss) Attributable to Equity Holders of Cnova to net profit/(loss) attributable to equity holders of Cnova, the most directly comparable GAAP financial measure.

Adjusted Net Profit/(Loss) Attributable to Equity Holders of Cnova is a financial measure used by Cnova's management and board of directors to evaluate the overall financial performance of the business. In particular, the exclusion of certain expenses in calculating Adjusted Net Profit/(Loss) Attributable to Equity Holders of Cnova facilitates the comparison of income on a period-to-period basis.

The following table reflects the reconciliation of net profit/(loss) attributable to equity holders of Cnova to Adjusted Net Profit/(Loss) Attributable to Equity Holders of Cnova and presents the computation of Adjusted EPS for each of the periods indicated.

€ thousands	Q1 March 31, 2014	Q1 March 31, 2015
Net Profit (Loss) (attributable to equity holders of Cnova)	(18,339)	(37,610)
Excluding restructuring expenses	16	4,314
Excluding litigation expenses	-	590
Excluding initial public offering expenses	-	3,535
Excluding gain / (loss) from disposal of non-current assets	-	277
Excluding impairment of assets charges	-	5,425
Excluding income tax effect on above adjustments	(6)	(1,109)
Excluding recognition of previously unrecognized tax losses	-	-
Excluding minority interest effect on above adjustments	0	(563)
Adjusted Net Profit (Loss) (attributable to equity holders of Cnova)	**(18,328)**	**(25,141)**
Weighted average number of ordinary shares	**411,455,569**	**441,297,846**
Adjusted EPS (€)	**(0.04)**	**(0.06)**

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2. NON-GAAP RECONCILIATIONS 5/7

Free Cash Flow

Free Cash Flow is calculated as net cash provided (used) by operating activities as presented in our cash flow statement less capital expenditures (purchases of intangible assets and property and equipment) and less the financial expense paid in relation to factoring activities.

We have provided below a reconciliation of free cash flow to net cash (used in) from operating activities, the most directly comparable GAAP financial measure.

The following table presents a computation of Free Cash Flow for each of the periods indicated:

	Q1 March 31, 2014	Q1 March 31, 2015
Net cash flow from operating activities	(286,505)	(393,630)
Less financial expenses paid in relation to factoring activities	(12,777)	(16,630)
Less purchase of property and equipment and intangibles assets	(12,808)	(22,464)
Free cash flow	**(312,089)**	**(432,724)**

The following table presents a computation of Free Cash Flow for each of the twelve months periods ended at the indicated dates:

	March 31, 2014	March 31, 2015
Net cash flow from operating activities	55,107	177,874
Less financial expenses paid in relation to factoring activities	(48,268)	(63,937)
Less purchase of property and equipment and intangibles assets	(53,907)	(86,297)
Free cash flow (last twelve months)	**(47,067)**	**27,639**

2. NON-GAAP RECONCILIATIONS 6/7

Net Cash/(Net Financial Debt)

Net Cash/(Net Financial Debt) is calculated as the sum of (i) cash and cash equivalents and (ii) cash pool balances held in arrangements with Casino Group and presented in other current assets, less financial debt.

Net Cash/(Net Financial Debt) is a measure that provides useful information to management and investors to evaluate our cash and cash equivalents and debt levels and our current account position, taking into consideration the cash pool arrangements in place among certain members of the Casino Group, and therefore assists investors and others in understanding our cash position and liquidity.

The following table presents a computation of Net Cash/(Net Financial Debt) for each of the periods indicated:

€ thousands	Q1 March 31, 2014	Q1 March 31, 2015
Cash and cash equivalents	33,603	344,809
Cash pool balances with Casino presented in other current assets	5,094	-
Less current financial debt	(167,676)	(264,414)
Less non-current financial debt	(6,182)	(9,640)
Net Cash (Net Financial Debt)	**(135,162)**	**70,755**

2. NON-GAAP RECONCILIATIONS 7/7

Operating Working Capital

Operating Working Capital is calculated as trade payables less net trade receivables less net inventories. We have provided a reconciliation below of Operating Working Capital to trade payables, net trade receivables and net inventories, the most directly comparable GAAP financial measures.

Operating Working Capital is a financial measure used by Cnova's management and board of directors to evaluate the cash generation of the business. In particular, the comparison of the Operating Working Capital on a period-to-period basis takes into account our business seasonality.

The following table reflects the reconciliation of Operating Working Capital for each of the periods indicated.

€ thousands	Q1 March 31, 2014	Q1 March 31, 2015
Trade payables	623,323	1,023,027
Trade receivables, net	(75,552)	(153,383)
Inventories, net	(364,264)	(483,522)
Operating Working Capital	**183,506**	**386,122**
In days of Net Sales (calculated over 1Q14 and 1Q15 Net Sales and 90 days per quarter)	*21*	*38*

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This document, the oral presentation of the information in this document by Cnova N.V. (the “Company”) or any person on behalf of the Company, and any question-and-answer session that follows the oral presentation (collectively, the “Information”) contain forward-looking statements. All statements other than statements of historical fact included in the Information are forward-looking statements. Forward-looking statements give the Company’s current expectations and projections relating to its financial condition, results of operations, plans, objectives, future performance and business. These statements may include, without limitation, any statements preceded by, followed by or including words such as “target,” “believe,” “expect,” “aim,” “intend,” “may,” “anticipate,” “estimate,” “plan,” “project,” “will,” “can have,” “likely,” “should,” “would,” “could” and other words and terms of similar meaning or the negative thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Company’s control that could cause the Company’s actual results, performance or achievements to be materially different from the expected results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Company’s present and future business strategies and the environment in which it will operate in the future.

This document contains a discussion of various non-GAAP measures, including Gross Margin, Gross Margin Post-Marketing Expenses, Adjusted EBITDA, Free Cash Flow and Net Financial Debt. These measures as calculated by the Company and as presented in this document may differ materially from similarly titled measures reported by other companies due to differences in the way these measures are calculated. These measures have important limitations as analytical tools and should not be considered in isolation from, or as a substitute for an analysis of, the Company’s operating results as reported under IFRS. A reconciliation of non-GAAP measures to GAAP financial measures is included as an appendix to this presentation.

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