

# Cnova 1Q15 Financial Results



**April 30, 2015**

**Cnova**

CDISCOUNT & NOVA PONTOCOM

## **Forward-Looking Statements**

*The information contained in this presentation is as of April 29, 2015. We assume no obligation to update forward-looking statements contained in this presentation as a result of new information or future events or developments.*

*This presentation contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, Section 27A of the U.S. Securities Act of 1933, and Section 21E of the U.S. Securities Exchange Act of 1934. Such forward-looking statements may include projections regarding Cnova's future performance. You can identify these statements by the fact that they use future dates or use words such as "anticipate," "assume," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "future," "will," "seek" and similar terms or phrases. The forward-looking statements contained in this presentation are based on management's current expectations, which are subject to uncertainty, risks and changes in circumstances that are difficult to predict and many of which are outside of Cnova's control. Important factors that could cause Cnova's actual results to differ materially from those indicated in the forward-looking statements include, among others: the ability to grow its customer base; the ability to maintain and enhance its brands and reputation; the ability to manage the growth of Cnova effectively; changes to technologies used by Cnova; changes in global, national, regional or local economic, business, competitive, market or regulatory conditions; and other factors discussed under the heading "Risk Factors" in the U.S. Annual Report on the Form 20-F for the year ended December 31, 2014 filed with the U.S. Securities and Exchange Commission on March 31, 2015 and other documents filed with or furnished to the U.S. Securities and Exchange Commission. Any forward-looking statement made in this presentation speaks only as of the date hereof. Factors or events that could cause Cnova's actual results to differ from the statements contained herein may emerge from time to time, and it is not possible for Cnova to predict all of them. Except as required by law, Cnova undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future developments or otherwise.*

## **Non-GAAP Financial Measures**

*To provide investors with additional information regarding our financial results, this presentation includes certain financial measures which may be defined as "non-GAAP financial measures" by the U.S. Securities and Exchange Commission (SEC). These measures may be different from non-GAAP financial measures used by other companies. The presentation of this financial information, which is not prepared under any comprehensive set of accounting rules or principles, is not intended to be considered in isolation of, or as a substitute for, the financial information prepared and presented in accordance with generally accepted accounting principles (GAAP).*

*For a reconciliation of these non-GAAP financial measures to the nearest comparable GAAP measures, see the Non-GAAP Reconciliations section included in this presentation.*

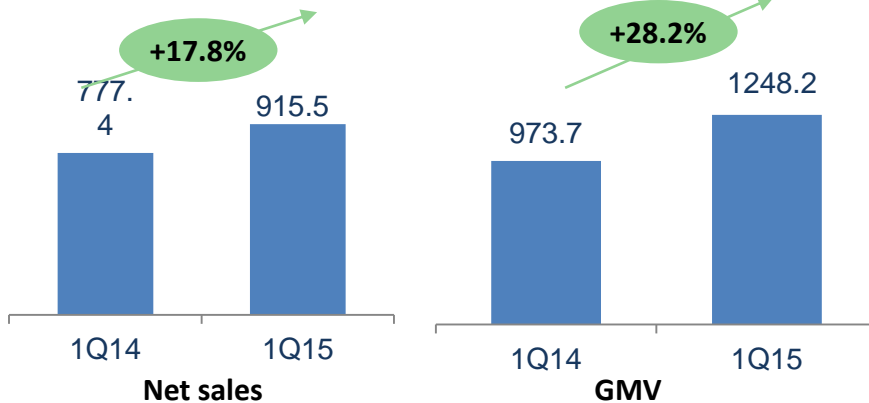
# 1Q15 Key Highlights

<b>Cnova</b> <i>in € millions</i>	1Q 2014	<b>1Q 2015</b>	YoY change	<i>YoY change (excl. new countries)</i>
GMV	973.7	<b>1 248.2</b>	+28.2%	+27.2%
Net sales	777.4	<b>915.5</b>	+17.8%	+16.6%
Gross profit	96.2	<b>113.2</b>	+17.6%	+18.3%
<i>As a % of net sales</i>	12.4%	<b>12.4%</b>	-2bps	+18bps
Adjusted EBITDA	-1.4	<b>-18.2</b>	n/a	n/a
<i>As a % of net sales</i>	-0.2%	<b>-2.0%</b>	-180bps	-127bps
Net financial expense	-15.0	<b>-5.4</b>	-64.3%	n/a
Adjusted EPS	-0.04€	<b>-0.06€</b>	n/a	n/a
FCF (LTM)	-47.1	<b>27.6</b>	+74.7	n/a
Net cash (net financial debt)	-135.2	<b>70.8</b>	+205.9	n/a

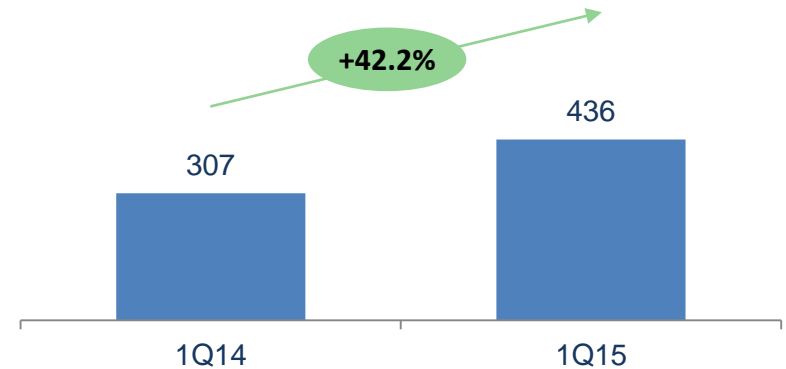
- **Strong GMV growth of +28.2% and Net sales growth of +17.8%:**
  - ✓ **Direct sales increase of +17.8%**, including +18.3% for Cnova Brazil (in local currency) and +16.4% for Cdiscount
  - ✓ **Marketplace GMV increase of +132.3%**, with higher penetration rate of 15.4% of total GMV in 1Q15 compared 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**

# Strong commercial dynamics

## Strong growth of Net sales and GMV (€ million)

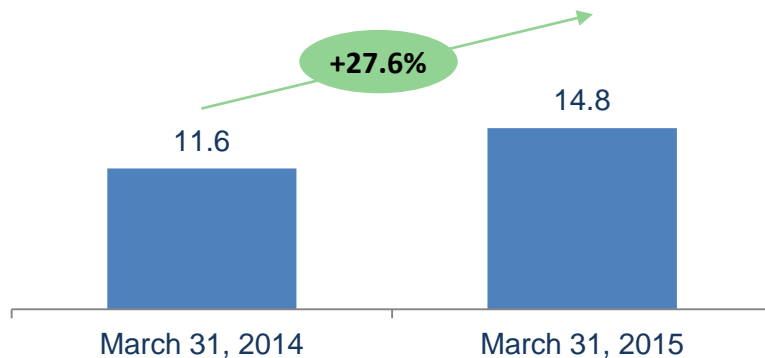


## Traffic increase of +42.2% yoy (million)

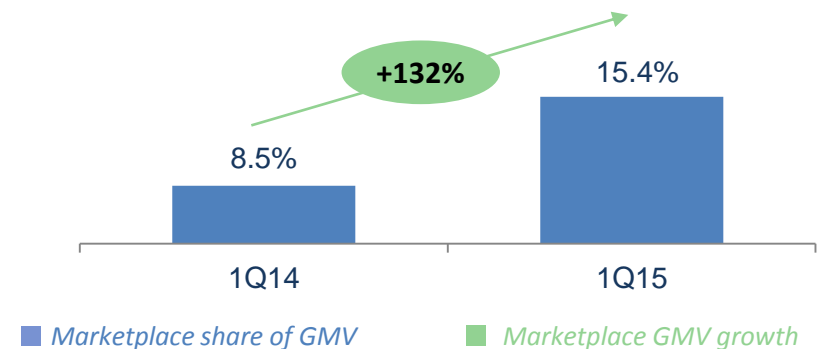


## Strong growth of active customers (million)

(million)



## Accelerated growth in marketplaces



■ Marketplace share of GMV

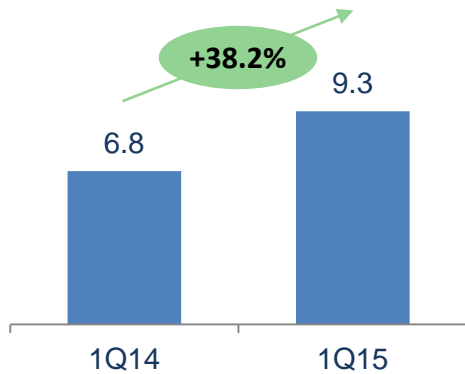
■ Marketplace GMV growth

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

# Improving quality of key commercial indicators

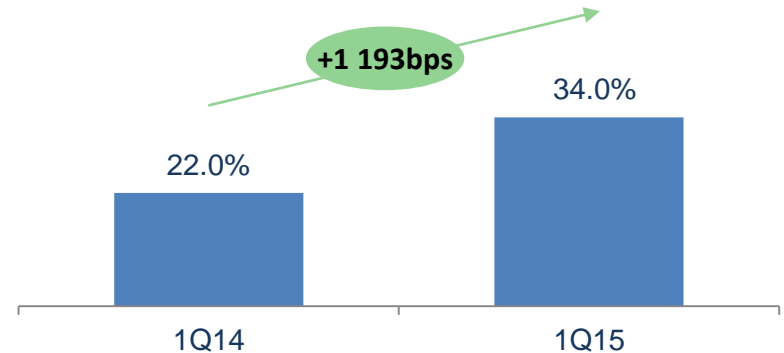
## Increase in number of orders per customer

(million)



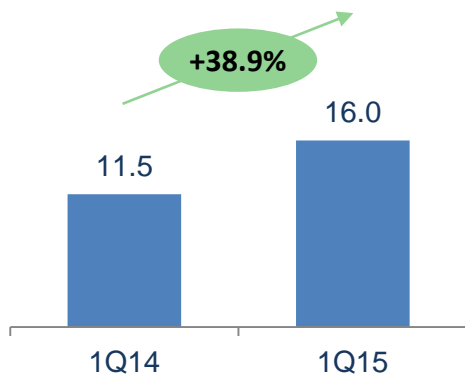
- Higher number of orders per unique customer :  
+11.9% in France  
+5.4% in Brazil

## Increase in mobile share of traffic



## Increase in number of items sold

(million)



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

- 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

## 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

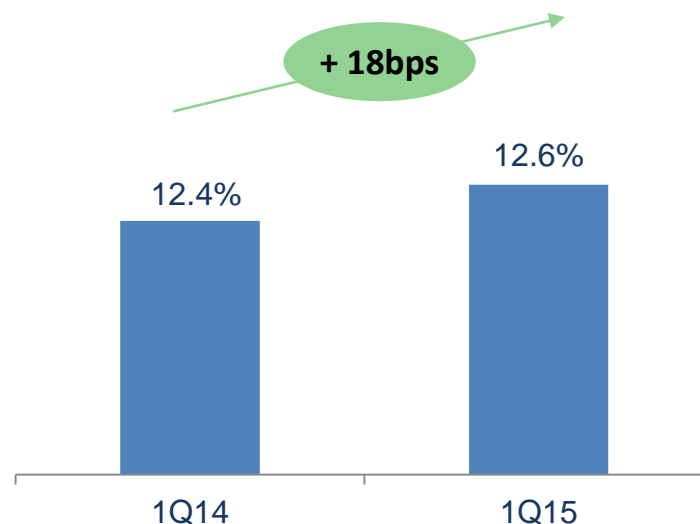


### International purchasing synergies

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

## Gross Margin

(excl. new countries, % of net sales)

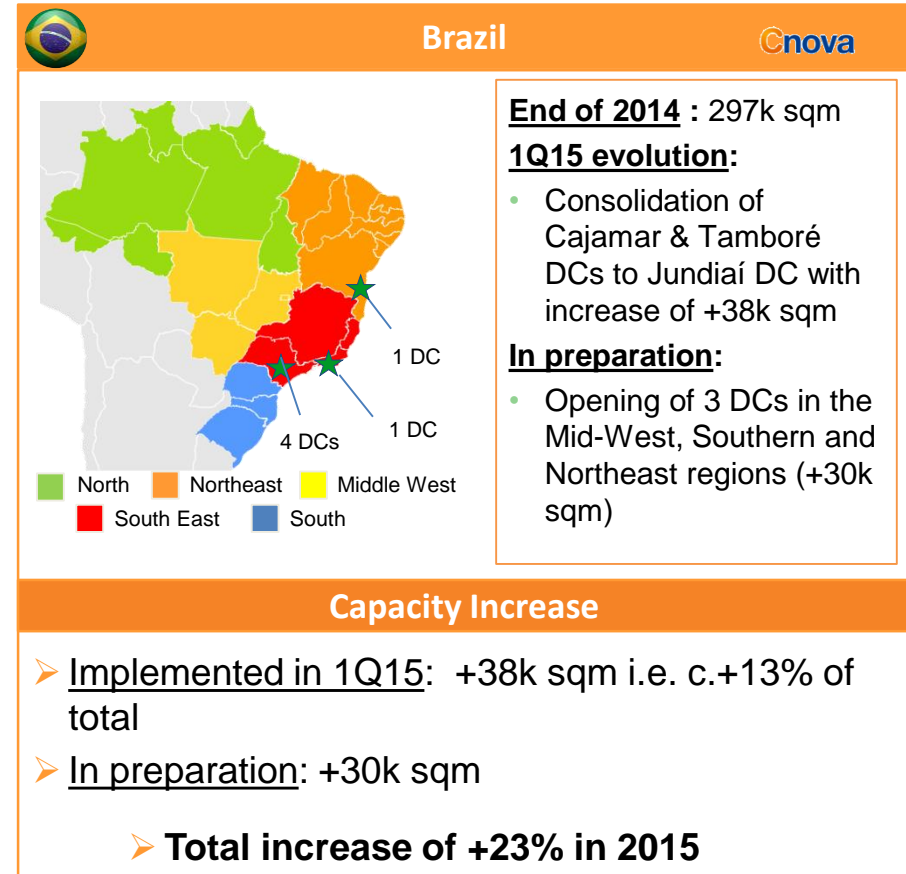
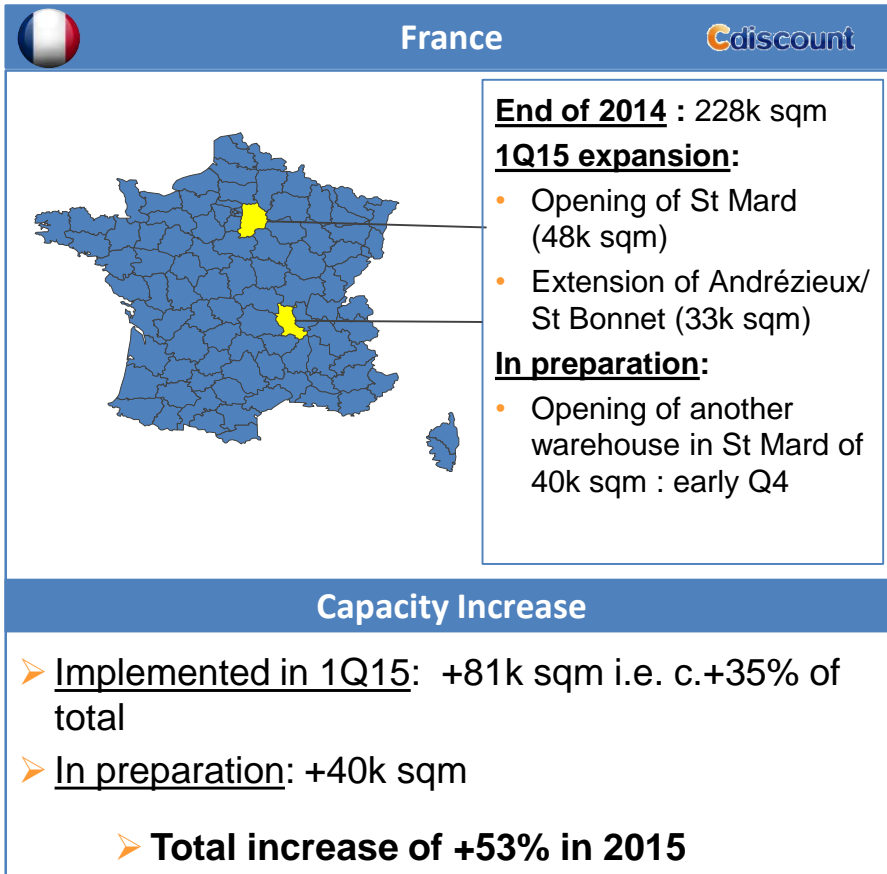


### ➤ Gross margin improvement excluding new countries : +18bps vs. 1Q14

- ✓ Including significant gross margin expansion in France year-over-year

# Increased investment to enhance future growth:

## 1. Infrastructure improvement to enhance customer service



**Shorter delivery time**



**Higher capacity for extended product assortment**



**Increased fulfillment efficiency**



**Reduced transportation costs**

# 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



## 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

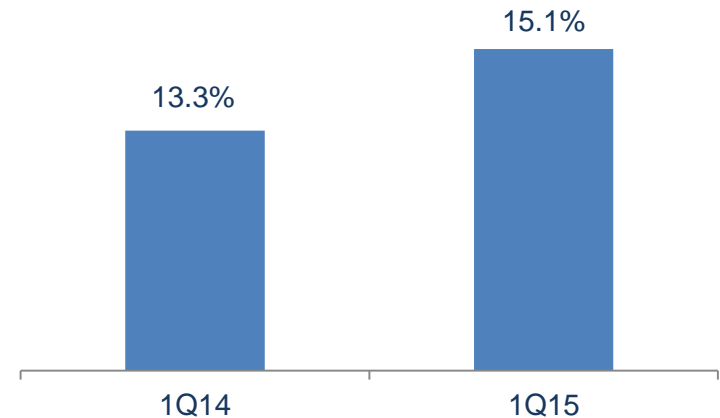
# SG&A evolution reflecting the impact of increased investments for future growth

## 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 expenses

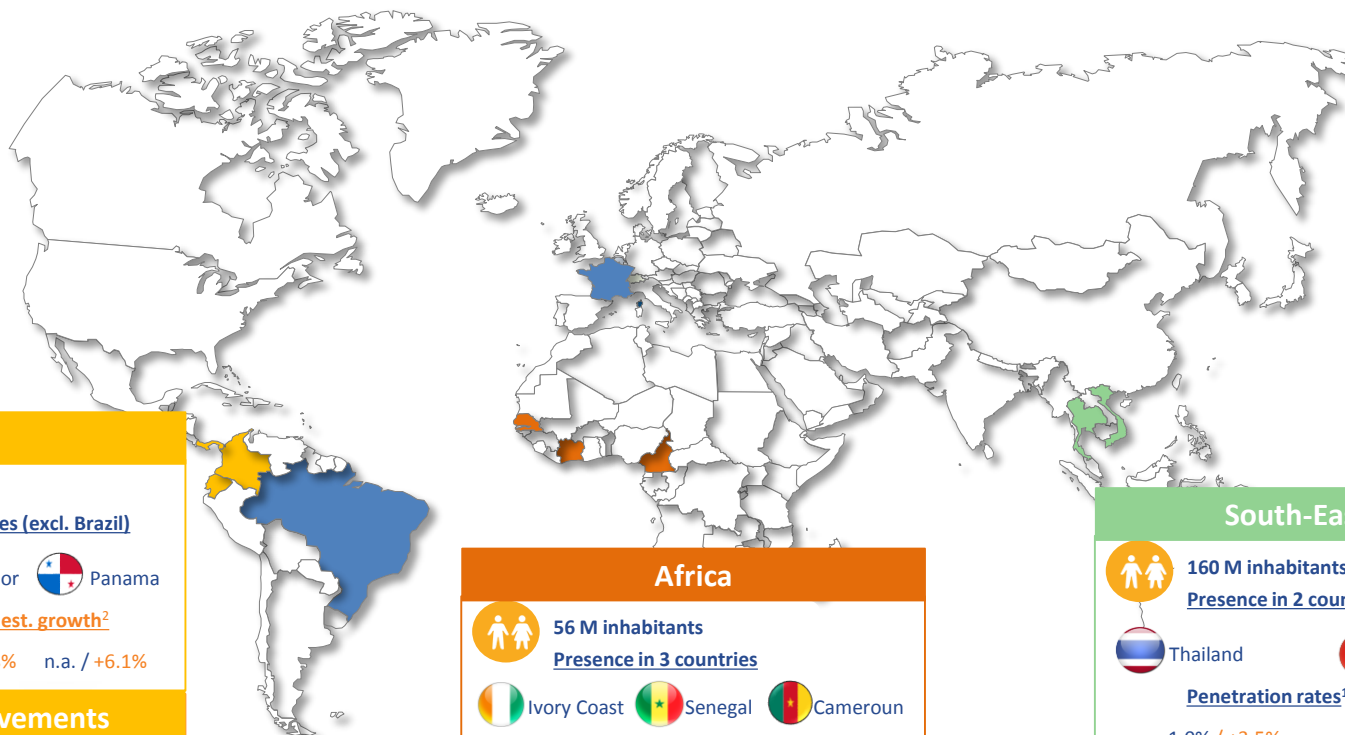
## Operating Expenses

(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 M inhabitants

Presence in 3 countries (excl. Brazil)



Colombia



Ecuador



Panama

Penetration rates<sup>1</sup> / GDP est. growth<sup>2</sup>

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<sup>3</sup>
- ✓ Reaching 32% of sales from mobile in Colombia<sup>3</sup>
- ✓ Expanding to 46% of sales delivered to pick up points in Colombia

## Africa



56 M inhabitants

Presence in 3 countries



Ivory Coast



Senegal



Cameroun

GDP est. growth<sup>2</sup>

+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<sup>3</sup>

## South-East Asia



160 M inhabitants

Presence in 2 countries



Thailand



Vietnam

Penetration rates<sup>1</sup> / GDP est. growth<sup>2</sup>

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) Merchandise sold (excluding tax) with shipping fees and without rebates (voucher / promo)

# Strong reduction in net financial expense

## Strong reduction in net financial expense



### Strong balance sheet, including IPO proceeds

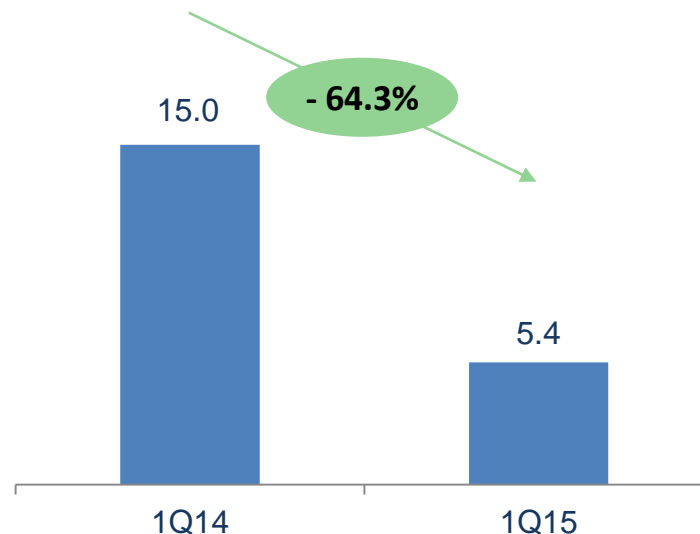
- ✓ From net debt of 135 M€ at the end of 1Q14 to net cash of 71 M€ at the end of 1Q15, representing +206 M€



### 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

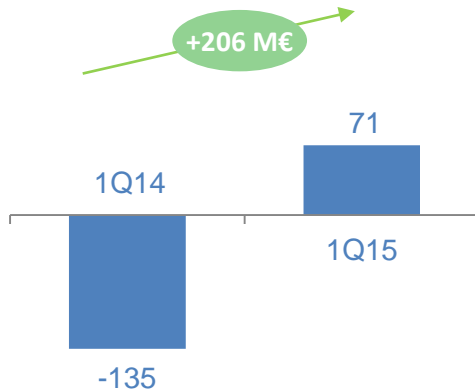
## Adjusted Net Earnings and Adjusted EPS

	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.

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

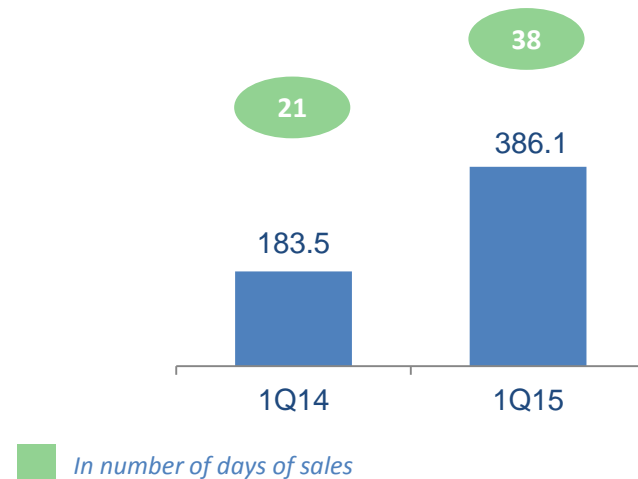
## Net cash / (net financial debt) position (in € million)



➤ **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 the 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€**

## Operating working capital (in € million)



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

**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

## 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 150 bps deviation, assuming constant currency<sup>1</sup>.



## 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.cdiscountry.com](http://www.cdiscountry.com) GMV only. For Brazil, Marketplace Share of total Cnova's 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.

## 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:

	Q1 March 31, 2014	Q1 March 31, 2015
€ thousands		
<b>Net sales</b>	<b>777,396</b>	<b>915,470</b>
Less Cost of sales	(681,166)	(802,307)
<b>Gross Profit</b>	<b>96,230</b>	<b>113,163</b>
<i>Gross Margin</i>	<i>12.4%</i>	<i>12.4%</i>
Less Net sales from Expansion to New Countries	-	(8,696)
Plus costs of sales from Expansion to New Countries	-	9,400
<b>Gross Profit Excluding Expansion to New Countries</b>	<b>96,230</b>	<b>113,867</b>
<i>Gross Margin Excluding Expansion to New Countries</i>	<i>12.4%</i>	<i>12.6%</i>
	Q1 March 31, 2014	Q1 March 31, 2015
€ thousands		
<b>Gross Profit</b>	<b>96,230</b>	<b>113,163</b>
Less Marketing expenses	(16,905)	(20,747)
<b>Gross Profit post-marketing expenses</b>	<b>79,325</b>	<b>92,416</b>

## 2. NON-GAAP RECONCILIATIONS 2/7

### **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:

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

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

## 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.

	Q1 March 31, 2014	Q1 March 31, 2015
€ thousands		
<b>Net Profit (Loss) (attributable to equity holders of Cnova)</b>	(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)
<b>Adjusted Net Profit (Loss) (attributable to equity holders of Cnova)</b>	<b>(18,328)</b>	<b>(25,141)</b>
Weighted average number of ordinary shares	411,455,569	441,297,846
<b>Adjusted EPS (€)</b>	<b>(0.04)</b>	<b>(0.06)</b>

## 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
<b>Net cash flow from operating activities</b>	(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)
<b>Free cash flow</b>	<b>(312,089)</b>	<b>(432,724)</b>

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
<b>Net cash flow from operating activities</b>	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)
<b>Free cash flow (last twelve months)</b>	<b>(47,067)</b>	<b>27,639</b>



## 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:

	Q1 March 31, 2014	Q1 March 31, 2015
€ thousands		
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)
<b>Net Cash (Net Financial Debt)</b>	<b>(135,162)</b>	<b>70,755</b>

## 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.

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