Q4 and FY 2014 Financial Results

January 29, 2015

Cnova

CDISCOUNT & NOVA PONTOCOM

Disclaimers

<u>Forward-Looking Statements</u>

In addition to historical information, 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 and, in some cases, may be identified by words like "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 prospectus filed with the U.S. Securities and Exchange Commission (SEC) on November 21, 2014 and other documents filed with the SEC as well as under the heading "Risk Factors" in the listing prospectus approved by the AFM on January 21, 2015. 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.

<u>Non-GAAP Financial Measures</u>

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 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.

Q4 & Full Year 2014 Highlights

Strong **Cash Generation** of **€ 203 million in** FY14

Net cash position of **€ 534 million** at year-end, or **€ 1.21/share**

GMV of € 1.47 billion in 4Q14, 28.6% increase vs. 4Q13, and of **€ 4.52 billion** in 2014, increase of 26.6% vs. 2013, with larger **marketplace and mobile share**

Net sales of **€ 1.10 billion** in 4Q14, 19.7% increase vs. 4Q13, and of **€ 3.47 billion** in 2014, increase of 19.8% vs. 2013

Adjusted Operating Profit[1] of **€ 35 million** in 4Q14, increase of 34.5% vs. 4Q13, and of **€ 37 million** in 2014, increase of 58.1% vs. 2013

Increase of 23.1% in our **Active Customers base** from 2013 to 2014, reaching **13.6 million people**

Pursuit of **geographic expansion** in Africa and Central America, bringing global footprint to a total of **11 countries** as of today

1) See Definitions and Non-GAAP Reconciliations sections.

Cdiscount Highlights

GMV of € 791 million in 4Q14, 26.1% increase vs. 4Q13

Net sales of € 535 million in 4Q14, 15.5% increase vs. 4Q13

In 4Q14, **marketplace share was 21.5%**, and **mobile share was 21.6%**

Ongoing **expansion of global footprint** with the launch of Cdiscount sites in **Senegal** in September 2014, **Cameroon** in December 2014 and **Panama** in January 2015. As of today, Cnova operates activities in **11 countries**

Two new specialty sites launched in France: **moncornerbrico.com and moncornerbaby.com**

Cnova Brazil Highlights

GMV of € 681 million in 4Q14, 31.7% increase vs. 4Q13.

Net sales of € 563 million in 4Q14, 28.6% increase vs. 4Q13 on a constant currency basis

In 4Q14, **marketplace share** in Extra was **12.4%**, and **mobile share** for Cnova Brazil was **10.5%**

Launch of **Cdiscount.com.br** in October 2014. **Pontofrio.com and Casasbahia.com.br marketplaces** were launched in January 2015

Successful **Black Friday and Christmas sales**

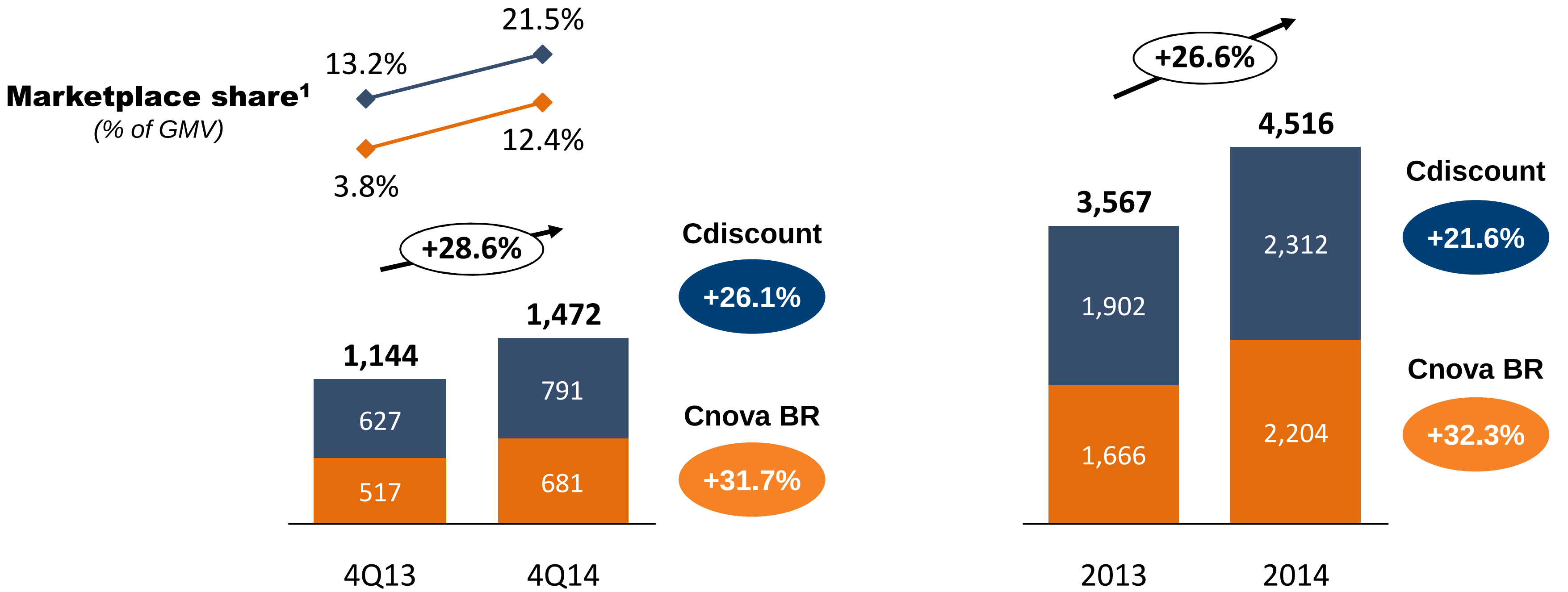
100 stores operating **Click and Collect**

Improvement in **credit card payments conditions**

GMV & Marketplace

GMV Evolution

(€ million, YoY growth)



- Strong GMV growth from **direct sales** and **marketplace**
- Successful efforts to develop **marketplace business** in both **Cdiscount and Cnova Brazil.**
- At the end of 2014:
  - **Number of sellers more than doubled** to a total of 7.1 thousand sellers
  - **Product offerings[2] more than doubled** to a total of 14 million product offerings

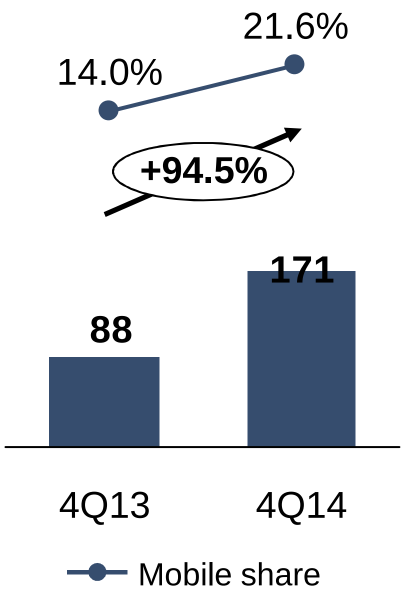
Notes:1) Marketplace share does not include sites with recently created marketplaces ; 2) Product offerings are the total number of products offered to our customers across all of our sites from direct sales and marketplace sales

Mobile Share & Active Customers

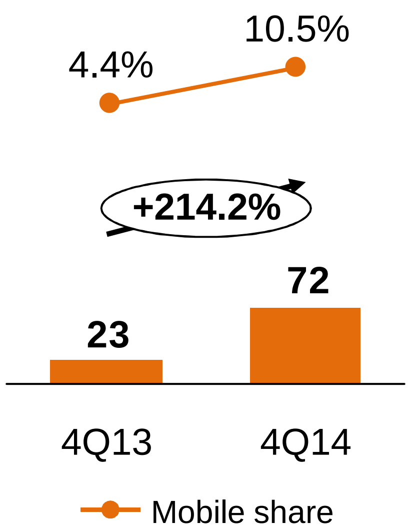
Mobile GMV

(€ million, YoY growth)[1]

Cdiscount



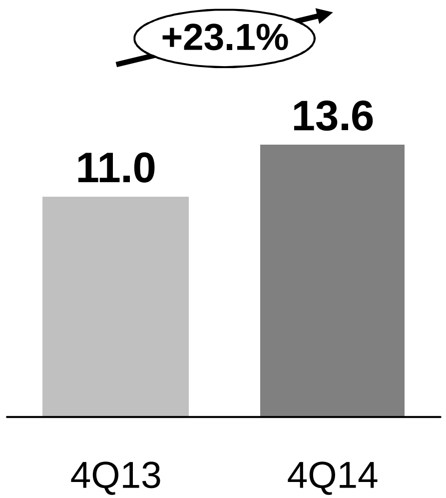
Cnova BR



Active Customers

(million customers, YoY growth)[2]

Total Cnova

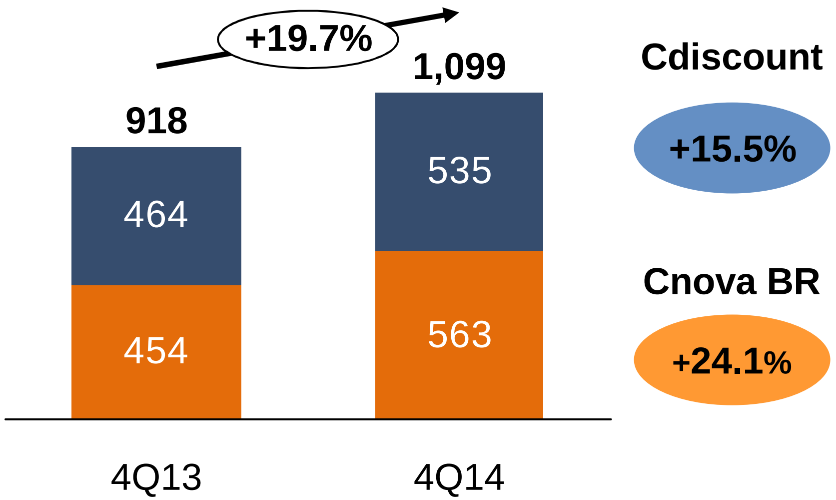


- Mobile continuously gains relevance in developing markets sales as **smartphone and tablet penetration** increases
- Growth in active customers base generated from **higher internet access** through mobile devices and efforts to **improve online shopping experience**

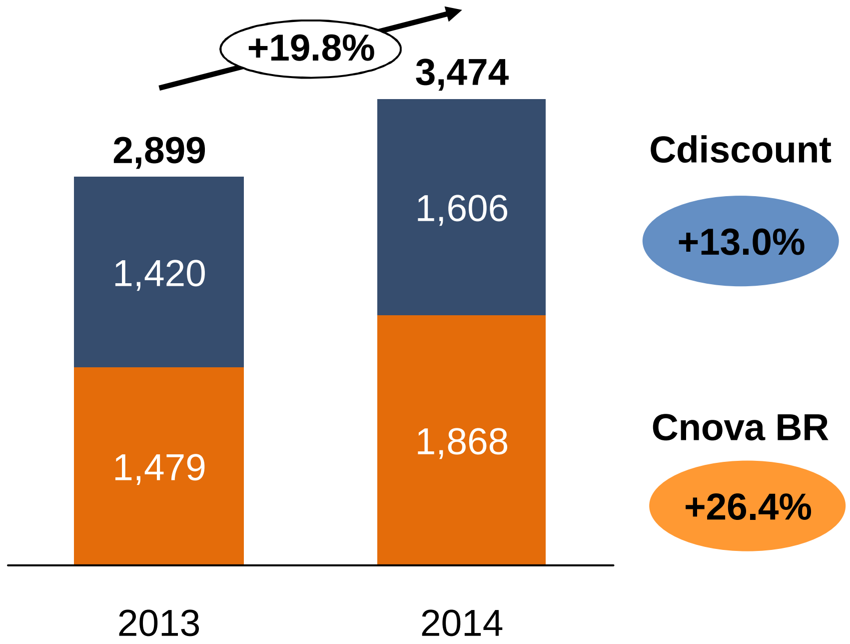
Notes:1) Mobile share excludes specialty websites; 2) Active customers at the end of December having purchased at least once through our sites during the last 12 months

Net Sales

4Q14 Net Sales
(€ million, YoY growth)



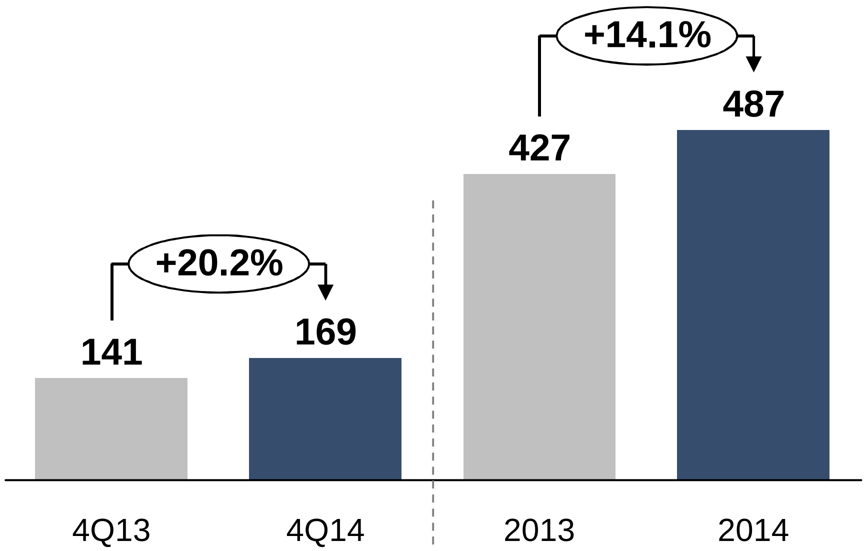
2014 Net Sales
(€ million, YoY growth)



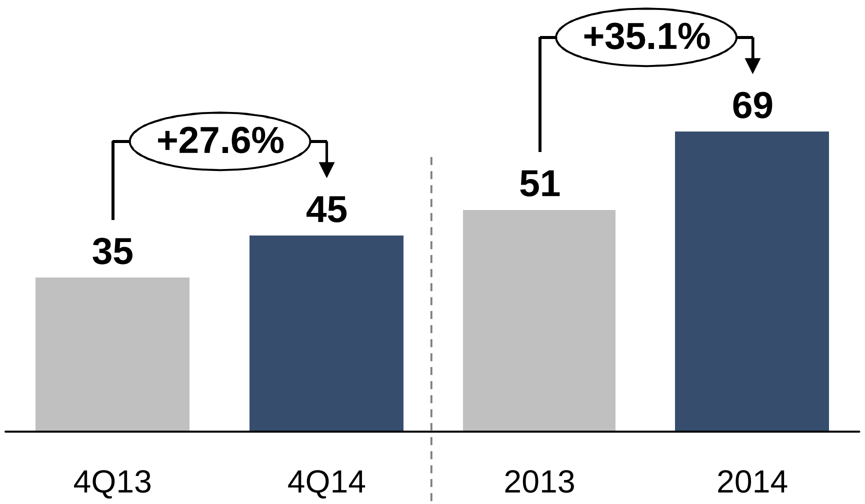
- As for GMV, growth was driven by both **direct sales and Marketplace**
- Main **categories contribution** to 4Q14 **direct sales growth**:
  - Cdiscount: home appliances and furnishings
  - Cnova Brazil: consumer electronics, driven significantly by Black Friday promotions
- In Brazil, strong growth in all banners, especially **Extra.com**
  - On constant currency basis, Cnova BR net sales growth was 28.6% in 4Q14 vs 4Q13

Gross Profit and Adjusted EBITDA

Gross Profit[1]
(€ million, YoY variation)



Adjusted EBITDA
Excluding Expansion to New Countries [1]
(€ million, YoY variation)



	Gross Profit 4Q13	Gross Profit 4Q14	Gross Profit 2013	Gross Profit 2014	Adj. EBITDA 4Q13	Adj. EBITDA 4Q14	Adj. EBITDA 2013	Adj. EBITDA 2014
% of net sales	15.4%	15.5%	14.7%	14.1%	3.8%	4.1%	1.8%	2.0%

- Gross Profit Post Marketing Expenses from 13.1% in 4Q13 to 13.4% 4Q14 [1]
- Operating Expenses from 12.5% in 4Q13 to 12.3% to 4Q14 [2]

1) See Definitions and Non-GAAP Reconciliations sections.
2) Excluding Expansion to New Countries

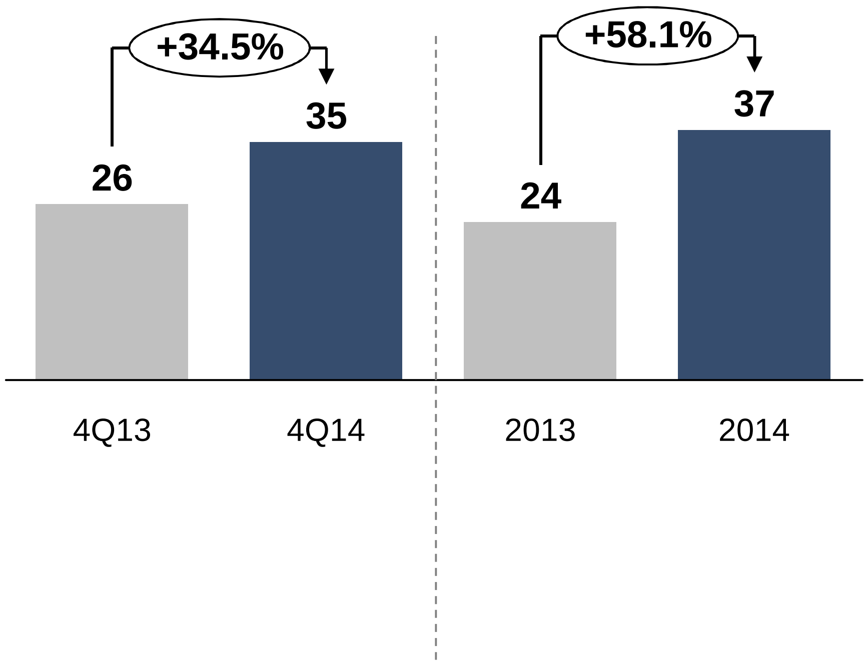
Adjusted Operating Profit

Cnova

Operating profit

Before Other Expenses [1]

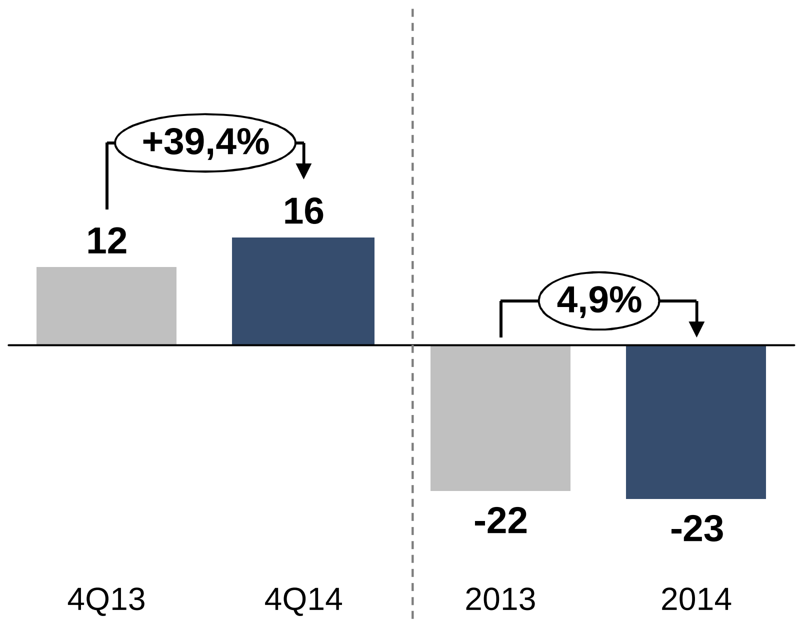
(€ million, YoY variation)



Operating profit

Before Other Expenses and Net of Factoring Costs [1]

(€ million, YoY variation)

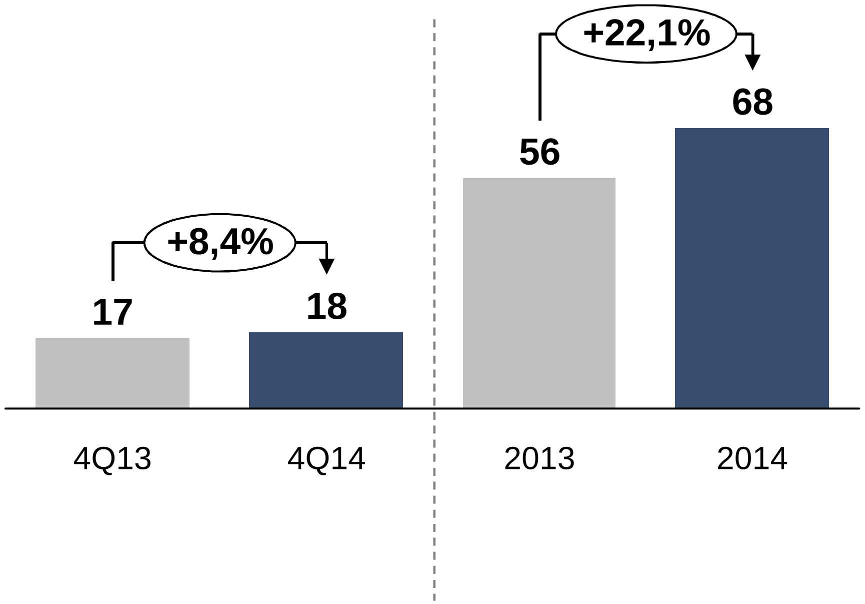


% of net sales	2.9%	3.2%	0.8%	1.1%	1.3%	1.5%	-0.8%	-0.7%

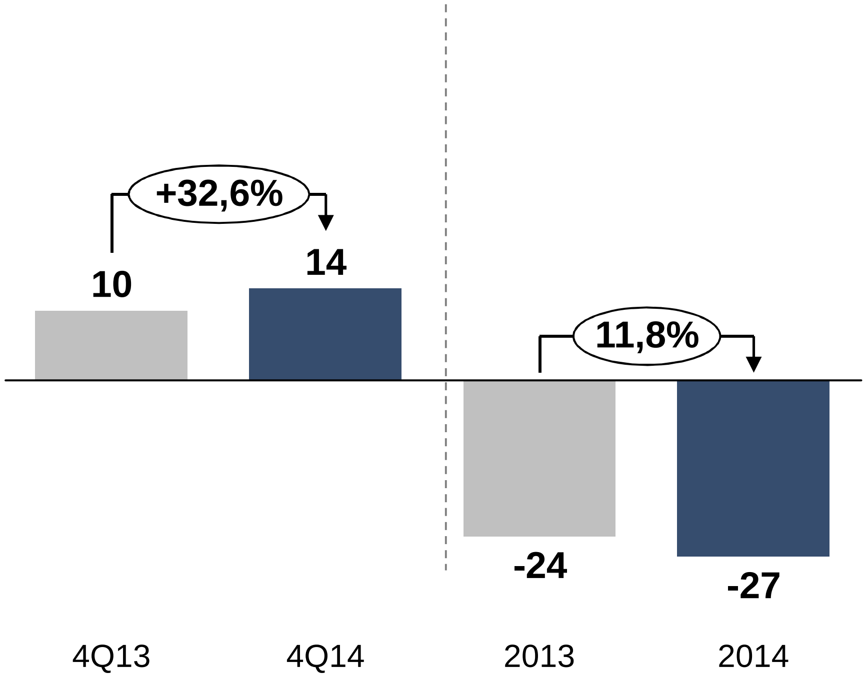
1) See Definitions and Non-GAAP Reconciliations sections.

Adjusted Net Profit

Net Financial Expense
(€ million, YoY variation)



Adjusted Net Profit[1]
(€ million, YoY variation)



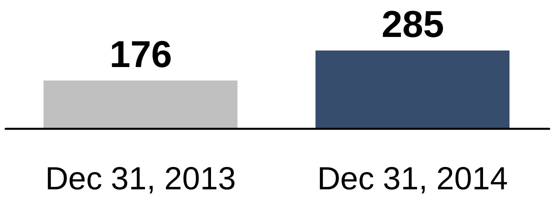
% of net sales	-1.9%	-1.7%	-1.9%	-2.0%	1.1%	1.3%	-0.8%	-0.8%

1) See Definitions and Non-GAAP Reconciliations sections.

Cash Flow

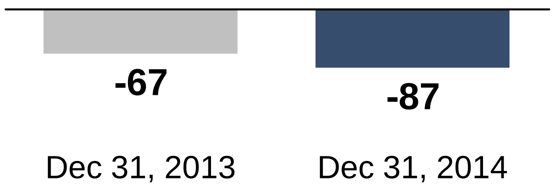
Operating Activities

(€ million, YoY variation)



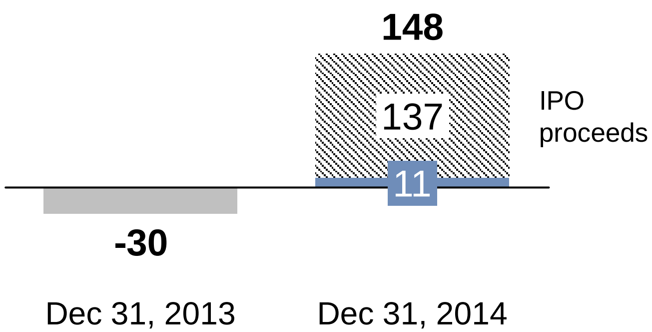
Investing Activities

(€ million, YoY variation)



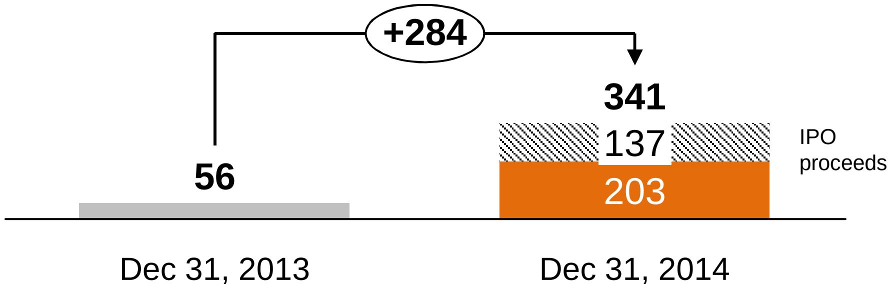
Financing Activities

(€ million, YoY variation)



Net Cash Generated in 2014

(€ million, YoY variation)



Net Cash Position
(€ million)

164 | 534

- Cnova continues to **grow and generate cash**
  - Strong Cash Generation of € 203 million in FY14
- In addition, **€ 137 million was raised through IPO**
- Net cash at end 2014 improved vs. end 2013
  - Net cash: **€ 534 million** vs € 164 million
  - Net cash position equivalent to **€ 1.21 / share**

2015 Outlook and Priorities

Guidance 1Q15: **Net sales 1Q15 are expected to grow 17%,** within a plus or minus 200bps deviation, compared with 1Q14

Priorities

Pursue further **strategic expansion** in **high-growth countries** and **new segments**

Continue the fast development of our **Marketplaces**, leveraging Cnova´s traffic and direct sales capabilities

Strengthen our structural competitive advantages such as Cnova´s growing **Click & Collect** network and our **Mobile** e-commerce position

Continue to leverage our synergy potential and low-cost position to offer **attractive prices** to our customers, delivering **high growth** and **strong cash generation**

APPENDIX

1. Definitions

2. Non-GAAP Reconciliations

1. DEFINITIONS 1/2

Active Customers – customers who have made at least one purchase through our 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.

Gross Margin – Gross Profit as a percentage of net sales. See “Non-GAAP Reconciliations” section for additional information.

Gross Merchandise Volume or “GMV” - comprised of our product sales, other revenues and marketplaces business volumes, after returns, including taxes.

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

Gross Profit Post-Marketing Expenses – calculated by reducing the Gross Profit of marketing. See “Non-GAAP Reconciliations” section for additional information

Marketplace Share – For France, represents marketplace share on www.cdiscount.com, and for Brazil represents marketplace share on www.extra.com.br.

1. DEFINITIONS 2/2

Mobile Share – Share of placed orders value from mobile devices excluding specialty websites.

Net Cash–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.

Net Cash Flow – change in cash and cash equivalents during the applicable period.

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*, or *Adjusted Operating Profit – 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.

Operating Profit Before Other Expenses and Net of Factoring Costs –calculated by deducting factoring costs from Operating Profit Before Other Expenses. See “Non-GAAP Reconciliations” section for additional information.

Operating Profit Before Other Expenses Excluding Expansion to New Countries and Net of Factoring Costs – calculated as Operating Profit Before Other Expenses and Net of Factoring Costs 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.

Placed Orders – Total number of orders placed before cancellation due to fraud detection or customers not paying for their order.

Product Offerings –total number of products offered to our customers across all of our sites, taking into account all products offered by us directly and through our marketplaces.

2. NON-GAAP RECONCILIATIONS 1/5

Gross Profit

Gross Profit Post-Marketing Expenses

Gross Margin

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. 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 table presents a computation of Gross Profit, Gross Margin and Gross Profit Post-Marketing Expenses for each of the periods indicated:

€ thousands	FY December 31, 2013	FY December 31, 2014	Q4 December 31, 2013	Q4 December 31, 2014
Net sales	2,898,912	3,473,821	917,680	1,098,596
Less Cost of sales	(2,472,144)	(2,987,684)	(776,798)	(929,605)
Gross Profit	**426,768**	**486,137**	**140,882**	**168,991**
Gross margin	*14.7%*	*14.0%*	*15.4%*	*15.4%*
Less Marketing expenses	(79,136)	(70,363)	(20,316)	(21,404)
Gross Profit post-marketing expenses	**347,632**	**415,774**	**120,566**	**147,587**

2. NON-GAAP RECONCILIATIONS 2/5

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	FY December 31, 2013	FY December 31, 2014	Q4 December 31, 2013	Q4 December 31, 2014
Operating profit before restructuring, litigation, gain/(loss) from disposal of non-current assets and impairment of assets	23,505	33,296	26,222	32,303
Excluding Share based payment expenses	393	50	94	-
Excluding Depreciation and amortization	26,861	31,666	8,813	9,673
Adjusted EBITDA	**50,759**	**65,012**	**35,128**	**41,976**
Excluding Expansion from new countries	-	3,572	-	2,851
Adjusting EBITDA excluding expansion from new countries	**50,759**	**68,584**	**35,128**	**44,827**

2. NON-GAAP RECONCILIATIONS 3/5

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	FY December 31, 2013	FY December 31, 2014	Q4 December 31, 2013	Q4 December 31, 2014
Operating profit before restructuring, litigation, gain/(loss) from disposal of non-current assets and impairment of assets	23,505	33,296	26,222	32,303
Excluding Expansion from new countries	-	3,863	-	2,957
Operating profit before other expenses and excluding expansion from new countries	**23,505**	**37,159**	**26,222**	**35,260**
Less financial expenses in relation to factoring activities	(45,352)	(60,084)	(14,583)	(19,036)
Operating profit before other expenses and net of factoring costs excluding expansion from new countries	**(21,847)**	**(22,924)**	**11,638**	**16,224**

2. NON-GAAP RECONCILIATIONS 4/5

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	FY December 31, 2013	FY December 31, 2014	Q4 December 31, 2013	Q4 December 31, 2014
Net Profit (Loss) (attributable to equity holders of Cnova)	(22,490)	(51,791)	13,282	1,894
Excluding restructuring expenses	2,790	10,001	2,712	642
Excluding litigation expenses	3,145	3,135	1,308	2,725
Excluding initial public offering expenses	-	15,985	-	10,888
Excluding gain / (loss) from disposal of non-current assets	(835)	(14)	25	(1)
Excluding impairment of assets charges	1,139	2,653	1,139	2,653
Excluding income tax effect on above adjustments	(478)	(6,731)	(770)	(4,949)
Excluding recognition of previously unrecognized tax losses	(7,300)	-	(7,300)	-
Excluding minority interest effect on above adjustments	7	(98)	19	(43)
Adjusted Net Profit (Loss) (attributable to equity holders of Cnova)	**(24,022)**	**(26,860)**	**10,415**	**13,809**
Weighted average number of ordinary shares	**411,455,569**	**414,961,806**	**411,455,569**	**424,871,647**
Adjusted EPS (€)	**(0.06)**	**(0.06)**	**0.03**	**0.03**

2. NON-GAAP RECONCILIATIONS 5/5

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	FY December 31, 2013	FY December 31, 2014
Cash and cash equivalents	263,550	573,321
Cash pool balances with Casino presented in other current assets	63,828	65,160
Non-current financial debt	(83,148)	(2,045)
Current financial debt	(80,170)	(102,557)
Net Cash (Net Financial Debt)	**164,060**	**533,879**