

Profile and Selection Criteria of the Non-Executive Directors of Cnova N.V.

Responsibilities and Profile

The primary responsibility of our Non-Executive Directors is to supervise management, including the CEO, to oversee the functioning of the Board of Directors and provide advice to our CEO and senior management, including supervising the execution of our Company's strategy by our CEO and senior management and monitoring the general affairs of our Company and the business connected with it. In discharging their role, the Non-Executive Directors shall be guided by the interests of Cnova and its operations and shall take into account the relevant interests of its stakeholders.

The Non-Executive Directors are responsible for the quality of their own performance. Membership of the Board as a Non-Executive Director should reflect the requirements needed to engage in relevant, informed, expert and efficient discussion and decision making at the Board level regarding all aspects of Cnova's activities and the management of its operations, having regard for:

1. the size, nature and the markets of Cnova's activities;
2. the specific organizational and corporate group structure of Cnova;
3. applicable rules of corporate governance that govern Cnova's activities and corporate organization in applicable constituencies, taking into account the nature of Cnova N.V. as a listed company and the desire for independent supervision by the Non-Executive Directors; and
4. the duties and responsibilities allocated to the Board as a whole and the Non-Executive Directors pursuant to Cnova's Articles of Association, Board Rules and charters of the relevant Board committees.

Qualifications and Expertise

On that basis the following specific elements shall need to be sufficiently represented as regards the knowledge, experience and background of the Non-Executive Directors, separately or in combination:

- General knowledge of and experience in international business;
- Detailed knowledge of and experience in the markets in which Cnova does business;
- Experience with and an understanding of managing an international company of comparable size and geographic breadth of activities;
- Understanding of the e-commerce industry in Europe, South America, Asia, Africa and other geographical areas where Cnova has an active presence;
- Understanding of the specific product markets and market geography of Cnova;
- Understanding of corporate responsibility, social and employment matters in the markets in which Cnova does business and internationally;
- Relevant practical legal and regulatory experience;
- Financial expertise, including audit, internal control and risk management of an international listed company or other large companies;
- Knowledge of corporate governance issues applicable to companies listed on the NASDAQ Global Select Market and Euronext Paris;
- Understanding of the management of human resources in a large international company, including remuneration matters;

- Understanding of disclosure, communication and marketing matters in an international listed company; and
- Meeting the relevant independence, and to the extent applicable, financial expertise criteria under the applicable rules of the NASDAQ Stock Market and the U.S. Securities and Exchange Commission.

The Board and the Nomination and Remuneration Committee will ensure that when making nominations for appointments as Non-Executive Director that the nominee shall have the specific expertise required for the fulfilment of duties assigned to the nominee within the framework of this profile for the Non-Executive Directors.

Appointments to the Board as a Non-Executive Director shall be made without regard to gender or national, religious or ethnic background. It is the intention of the Nomination and Remuneration Committee when it makes recommendations for the appointment of new Non-Executive Directors to also consider the composition of the company's work force and their residency. The Board is keen to aim for a diverse composition in terms of such factors as gender and age.

This profile was first adopted on March 23, 2015 and amended on February 23, 2016 and will be published on Cnova's website.