

Cnova 2Q16 Financial Results

July 26, 2016

Forward-Looking Statements

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: Cnova's ability to regain compliance with the NASDAQ Listing Rules for continued listing, 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; ongoing regulatory inquiries regarding inventory and accounting matters in Brazil; 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, 2015, filed with the U.S. Securities and Exchange Commission on July 22, 2016, 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.

Restatements, adjustments and reclassifications

1Q15 and 2Q15 have been adjusted for the apportionment of certain adjustments previously recorded in 4Q15 – see our 2015 annual report on form 20-F on pages iv, 95 and F13 for more details.

2Q15 figures have been adjusted to take into account the disposal of MonShowroom in 3Q15.

2Q15 figures have been adjusted for the reclassification as discontinued activities of Cdiscount Thailand and Cdiscount Vietnam, (which have been both sold in 1Q16), Cdiscount Panama and Cdiscount Ecuador (both discontinued in 3Q15), Cdiscount Cameroon and Cdiscount Senegal (both discontinued in 2Q16) and Cdiscount Colombia (scheduled to be closed at the end of July 2016).

For more information on the Cnova Brazil internal review, please see Cnova press releases dated December 18, 2015, January 12, 2016, February 24, 2016, April 12, 2016, April 26, 2016, and July 22, 2016 [available at: www.cnova.com/en/investor-relations/press-releases/] and the "Explanatory Note" contained in our 2015 Annual Report on Form 20-F available at www.cnova.com and downloadable directly from the SEC's website at www.sec.gov).

2nd quarter 2015 figures of Cnova Brazil and Cdiscount also reflect the reclassification of warehouse costs, and this is unrelated to the internal review at Cnova Brazil.



2Q16 Highlights



2Q16 Financial Results



Brazilian Internal Review Conclusion



Outlook & Strategy

2Q16 Financial Results

Key indicators 2Q16



Cdiscount FR

Cnova BR

GMV

€ 1,035
million
(-3.7% vs. 2Q15,
constant currency)

vs. 2Q15:

€ 638 million
+12.6%

€ 396 million
-19.7%
(constant currency)

**Marketplace
share**

26.5%
(2Q15: 18.8%)

2Q15:

32.4%
28.2%

16.6%
8.8%

Net Sales*

€ 665
million
(-14.1% vs. 2Q15,
constant currency)

vs. 2Q15:

€ 392 million
+9.1%

€ 273 million
-27.2%
(constant currency, ex-ICMS*)

Gross Margin*

12.9%
(2Q15: 13.8%)

2Q15:

14.3%
13.9%

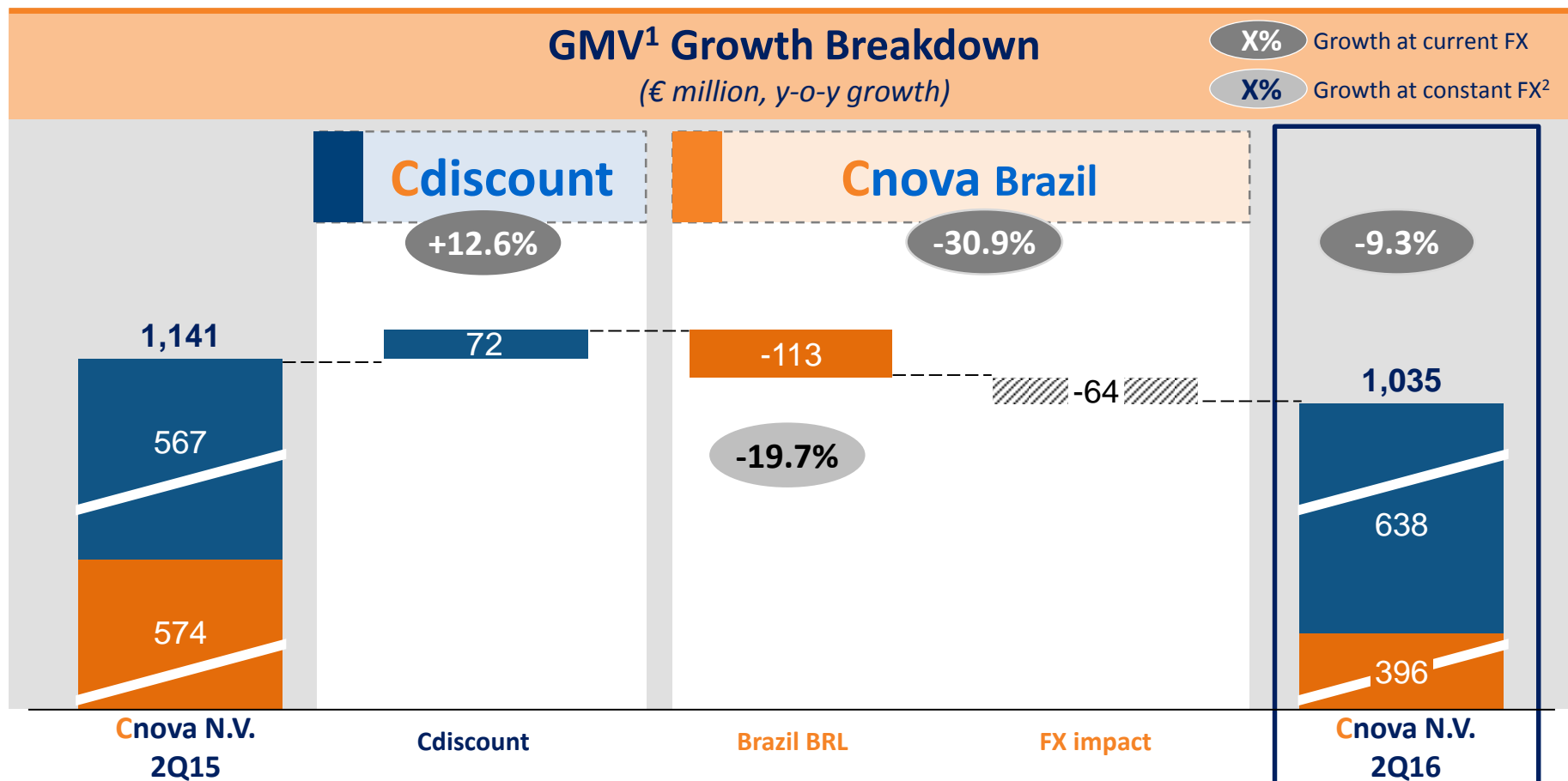
10.8%
13.8%

Free Cash Flow
(last twelve months)

€ (181)
million

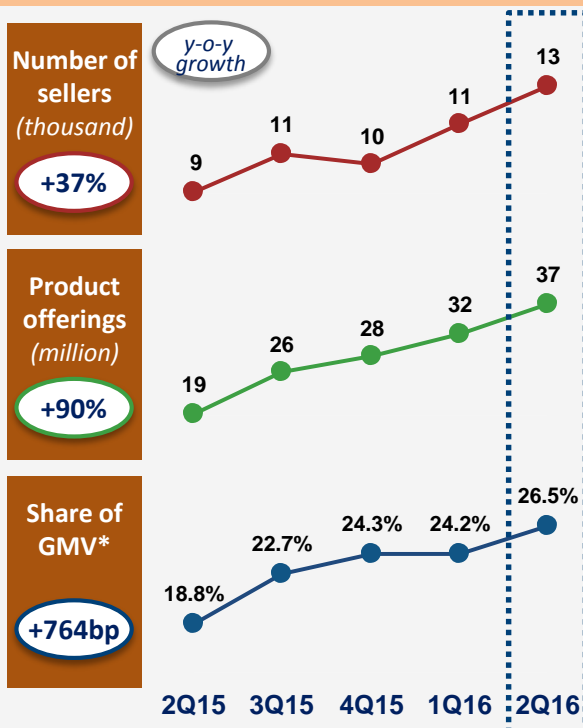
- **Cash loss from activities** of € (131) million impacted by macro conditions and operational inefficiencies being addressed in Brazil
- **Change in working capital** of € 38 million
- **Capex** of € (50) million

Note: *) Since Jan 1, 2016, ICMS, the Brazilian indirect VAT on the interstate sale of goods and services, is transitioning from being 100% due in the state of the seller to being 100% due in the state of the buyer. The estimated decrease in 2Q16 at Cnova Brazil is approx. R\$ 75 million (approx. €19 million) in net sales and approx. R\$ 19 million (approx. €5 million) in gross margin.



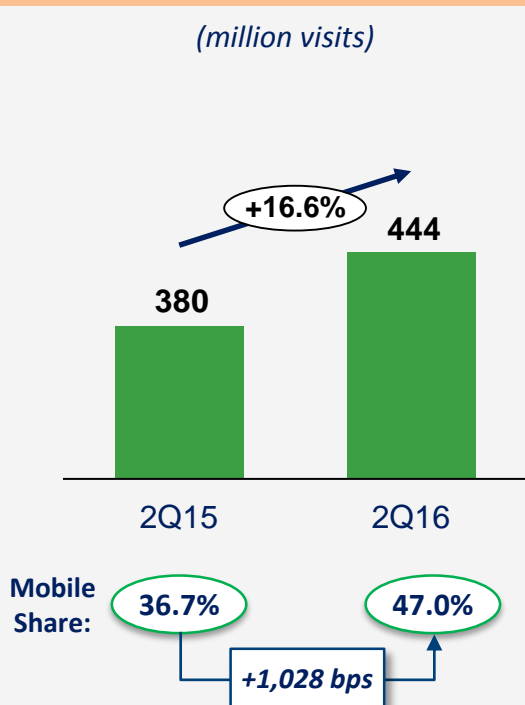
- GMV reduction of -3.7% on a currency neutral basis
 - Marketplace share of GMV of 26.5%, up 764 bps vs. 2Q15, with a share of 32.4% in France and 16.6% in Brazil
 - In Brazil: low performance across most categories, from a mix of external factors (slower activity) and internal factors which are being addressed (logistics issues related to the new ERP implementation)

Marketplace evolution



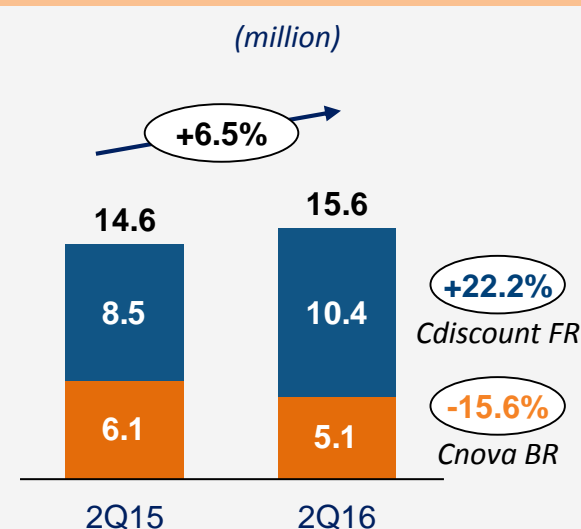
- **Milestones in France in 2Q16**
 - Vendors events in Bordeaux and in China
 - Significant improvement of merchant quality to consumer (NPS)
- **Milestones in Brazil 2Q16:**
 - Close to 3,200 marketplace vendors, representing +37% vs 1Q16

Traffic



- **Continued increase in mobile share** of traffic both in France and Brazil
- **Double digit growth in traffic** in Brazil leveraging SEO capabilities, offset though by **lower conversion rate**
- **Continued strong SEO performance in France**, with some opportunistic marketing investments
- **Increase of “Cdiscount à volonté” subscribers (+142%)**

Items sold



- **Main categories in France**
 - Buoyant Q2 in TVs, video games, toys
 - Mixed performance of home furnishings and small appliances
- **In Brazil**
 - Challenging sales in **all categories**
 - Work over **pricing strategy** improvement keeps going

Cdiscount

- **Extended delivery offering**
 - **Large parcels** now delivered on **weekdays** from 6am to 11pm, in Paris and surroundings, **but also on Sunday**, in Paris, from 9am to 5pm
 - **Small items delivered by appointment:** within a **2-hour window from 7am to 10pm** (pilot phase)
- **Logistics**
 - **New 3D packaging machine**, first to be implemented in France with double advantage: an optimized package size for customers and increased fulfillment trucks
 - Ongoing closure of Saint-Bonnet-les Oules (43,000 sq.m.)
- **NPS (Net Promoter Score)**
 - **Improvements on our customers' experience and satisfaction throughout the year**, including in marketplace

Cnova Brazil

- **ERP implementation**
 - **Initial impacts being addressed** (delivery delays and customer service disruption)
 - **Focus on improvements** the new system has to offer such as higher flexibility and adaptability to the company size
- **Logistics**
 - New **warehouse management system** implemented successfully
 - Focus on **out-of-stock rates for top-selling products:** reduction to 8%
- **Customer experience**
 - **New internal search engine**
 - Development of customer “Auto-service” to reduce the need of service center contact at earlier stages



2Q16 Highlights



2Q16 Financial Results



Brazilian Internal Review Conclusion



Outlook & Strategy

2Q16 Financial Results

Key Figures



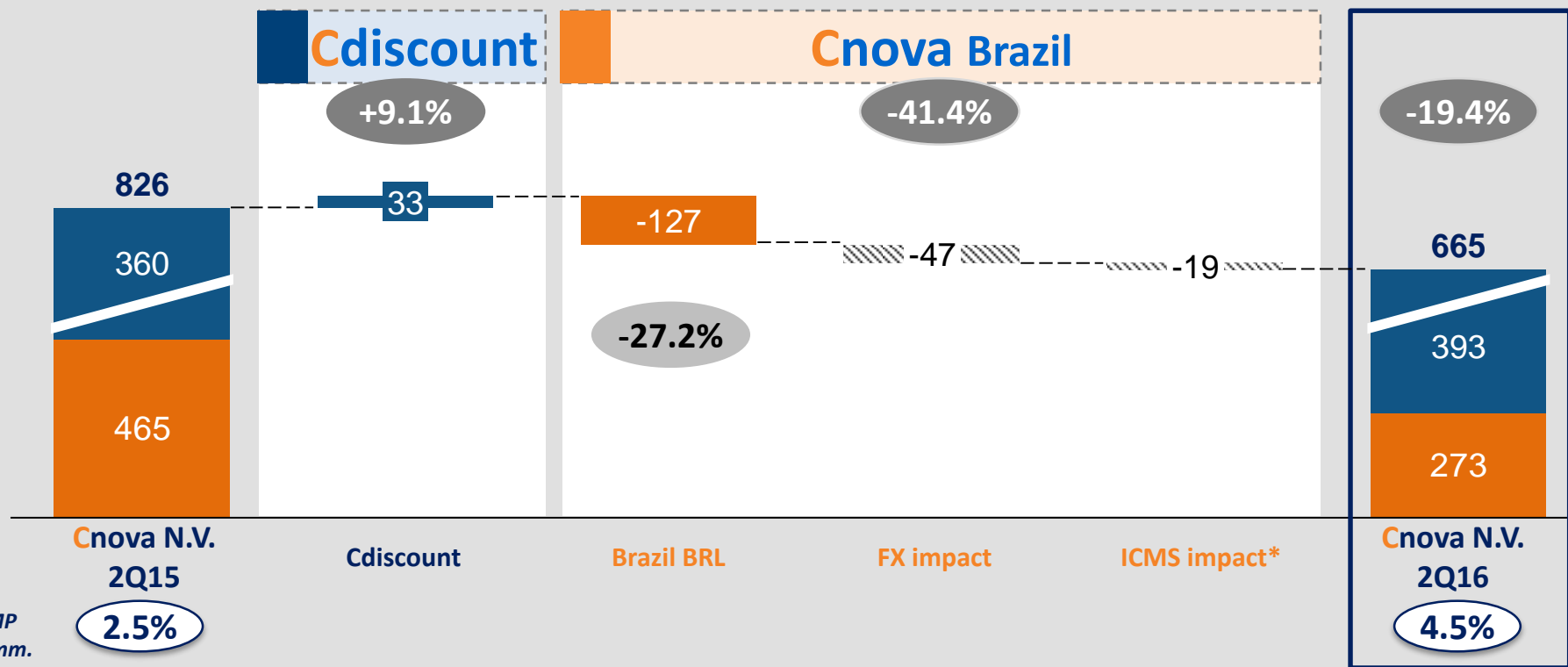
Key Figures June 30, 2016 (Unaudited)	Cnova N.V.		Cdiscount France		Cnova Brazil	
	(€ million)	(Δ y-o-y)	(€ million)	(Δ y-o-y)	(€ million)	(Δ y-o-y)
2nd quarter:						
GMV	1,035	-3.7% ¹	638	+12.6%	396	-19.7% ¹
Net sales	665	-14.1% ¹	392	+9.1%	273	-27.2% ²
Gross profit	86	-25.0%	56	+12.2%	29	-54.2%
<i>Gross margin</i>	12.9%	-96bps	14.3%	+41bps	10.8%	-300bps
SG&A	(129)	+5.3%	(60)	+10.3%	(71)	+9.0%
Operating EBIT	(44)		(3)	-14.5%	(41)	
Net financial income/(expense)	(23)	+54.4%	(8)		(22)	+4.3%
Net profit/(loss) from continuing activities	(116)		(18)		(101)	
Adjusted EPS continuing (€)	(0.17)					
Last 12 months:						
Net cash from continuing operating activities	131		45		(161)	
<i>o/w Change in Operating Working Capital</i>	38		31		3	
Capex	(50)		(34)		(16)	
Free cash flow	(181)		11		(177)	

Notes: 1) Constant currency change in 2Q16 vs. 2Q15, 2) Constant currency changes 2Q16 vs 2Q15 excluding ICMS impact (Since Jan 1, 2016, ICMS, the Brazilian indirect VAT on the interstate sale of goods and services, is transitioning from being 100% due in the state of the seller to being 100% due in the state of the buyer. The estimated decrease in 2Q16 at Cnova Brazil is approx. R\$ 75 million (approx. €19 million) in net sales and approx. R\$ 19 million (approx. €5 million) in gross margin.)

Net Sales Growth Breakdown

(€ million, y-o-y growth)

X% Growth at current FX
X% Growth at constant FX*



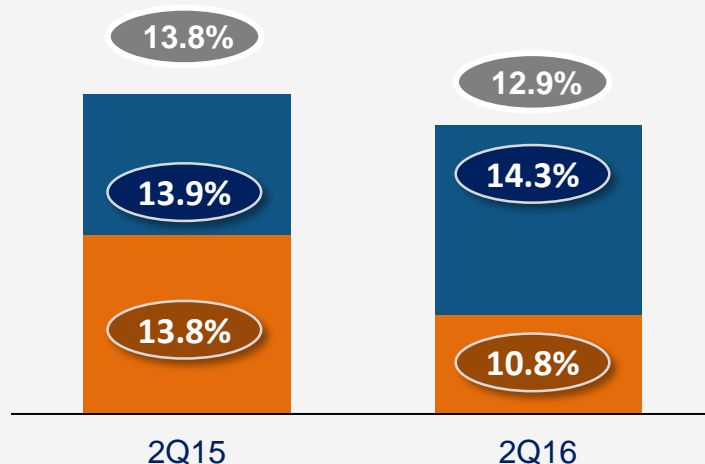
- **Cdiscount**: net sales up +9.1% with strong progress on conversion rates, especially on mobile (up 30% in June, y-o-y)
- **Cnova BR***: -27.2% in net sales still affected by economic environment and ERP migration

Notes: *) Brazilian real/Euro average exchange rate for 2Q15 = 3.40 2Q16 = 4.96; beginning January 1, 2016, ICMS, the Brazilian indirect VAT on the interstate sale of goods and services, is transitioning from being 100% due in the state of the seller to being 100% due in the state of the buyer. This has led to an estimated decrease in first quarter 2016 net sales at Cnova Brazil in the amount of approximately R\$ 75 million (approximately €19 million)

Gross margin

(% of net sales)

■ Cdiscount France
■ Cnova Brazil



■ **Cdiscount FR: 14.3%** (vs. 13.9% in 2Q15)

- Continued positive impact from marketplace and consumer finance offering

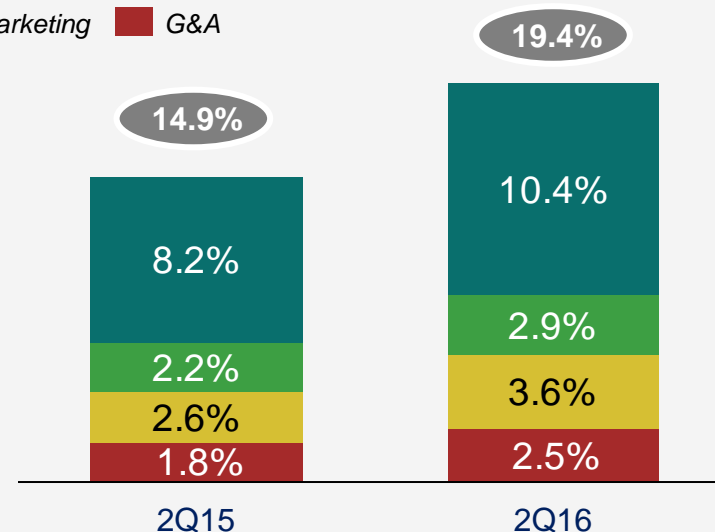
■ **Cnova BR: 10.8%** (vs. 13.8% in 2Q15)

- Impact of the competitive environment and lower purchasing conditions in 2Q16 vs 2Q15

SG&A

(% of net sales)

■ Fulfillment ■ Tech and content
■ Marketing ■ G&A



■ **Cdiscount FR: 15.2%** (vs. 15.0% in 2Q15)

- Marketing spending up 40 bps related to strategic investments to acquire traffic

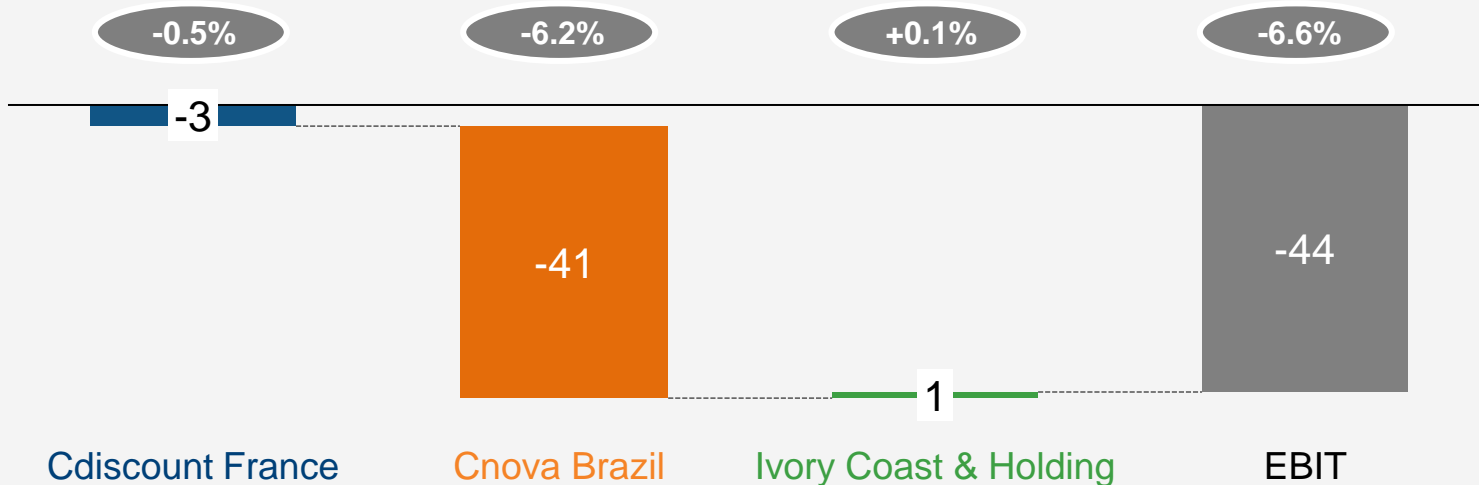
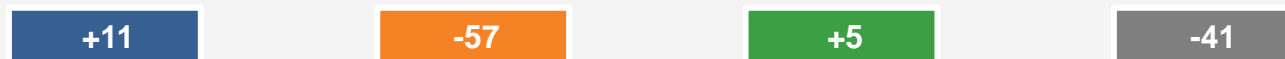
■ **Cnova BR: 25.9%** (vs. 13.9% in 2Q15)

- ERP migration impact on DCs productivity, customer service costs and customer claims
- Marketing investment to counter shortfall on conversion rates

Breakdown of 2Q16 Operating EBIT

(€ million)

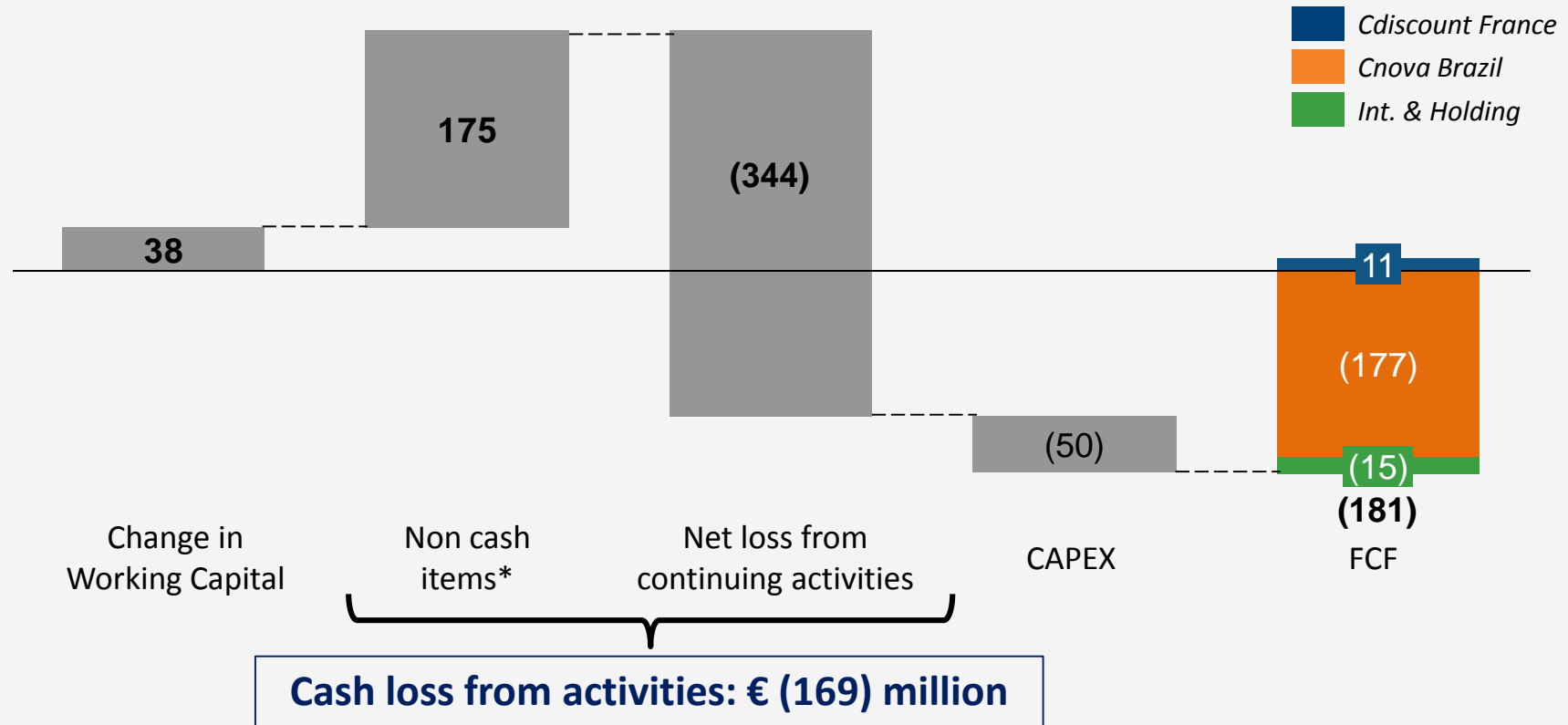
X% % of total Cnova N.V. net sales

1H16 change
vs. 1H15
(€ million)

- **Cdiscount FR** marginally up from 2Q15 bringing a total 1H6 gain y-o-y of € 11 million, to € (1) million in 1H16
- **International** now limited to Ivory Coast as Colombia, Senegal and Cameroon are being closed
- Strong negative impact of **Cnova BR's** operations: € (41) million

2Q16 Free cash flow

(€ million, twelve months)



- **Cash loss from activities** of € (169) million impacted by Brazilian macro and internal inefficiencies under reset
- **Change in working capital** of € 38 million
- **Capex** of € (50) million



2Q16 Highlights



2Q16 Financial Results



Brazilian Internal Review Conclusion



Outlook & Strategy

Brazilian Internal Review Conclusion

Impact breakdown		Previous estimate (R\$ million)	Actual total impact (R\$ million)
Part 1: <u>Inventory, Reverse Logistics</u>	<ul style="list-style-type: none"> Employee misconduct in DCs (47 MBRL) Reverse logistics (58 MBRL) 	122	105
Part 2: <u>Improper accounting entries</u>	<ul style="list-style-type: none"> Accounts payable (49 MBRL) Outstanding orders (20 MBRL) Freight provisions (22 MBRL) Intangibles (71 MBRL) 	97 + Intangibles	162
Part 3: <u>Account review</u>	<ul style="list-style-type: none"> Provision for accounts receivables ICMS reconciliation Liability marketplace Others 	Not decided	43
Part 4: <u>Management decision:</u> Financial closing adjustments	<ul style="list-style-type: none"> Deferred tax assets (42 MBRL) Suppliers contribution into inventory valuation (26 MBRL) Fixed asset count (21 MBRL) 	Not decided	89
<u>TOTAL</u>			400



2Q16 Highlights



2Q16 Financial Results



Brazilian Internal Review Conclusion



Outlook & Strategy

■ Customer Service:

- New express delivery services (same day), delivery at night, Sunday delivery
- Offering of new services to customers
- Continued strong growth of *Cdiscount à Volonté*
- Significant improvement of NPS (own products and MP products)

■ Mobile:

- Continued improved experience, as evidence by increased conversion rates

■ Home category development:

- Expand assortment to develop an offering which is already the largest among peers and delivered on a same day basis in Paris and Lyon and next day elsewhere in France
- Develop more services: same-day-delivery and installation

■ Marketplace expansion:

- Focus on accelerating growth, especially through foreign vendors
- Expand fulfillment services to sellers (including cross-dock)

■ Development of *Alimentaire Express in Paris: continued improvement of the site*

■ Operational excellence

- Out of stock reduction
- Focus on fast SEO growth (free traffic): +50% currently
- Improvement of customer service, specially delivery time

■ Client services enhancement

- Continue to improve customer shopping and after-sale experience
- Improve mobile channel to increase traffic and conversion

■ Marketplace expansion

- Expand sellers base focusing on coaching and quality control

■ ERP migration mostly completed

Annex

1. Complete Financial Statements
2. Definitions
3. Non-GAAP Reconciliations
4. Other Information

Consolidated Income Statement (€ millions, unaudited)	2 nd Quarter		Change
	2016	2015 (restated*)	
Net sales	665.3	825.6	-19.4%
Cost of sales	(579.6)	(711.4)	-18.5%
Gross profit	85.6	114.2	-25.0%
<i>% of net sales (Gross margin)</i>	<i>12.9%</i>	<i>13.8%</i>	-96 bps
SG&A (Selling, General & Administrative expenses)	(129.3)	(122.8)	+5.3%
<i>% of net sales</i>	<i>-19.4%</i>	<i>-14.9%</i>	-456 bps
Fulfillment	(69.1)	(67.6)	+2.3%
Marketing	(19.5)	(18.6)	+5.2%
Technology and content	(23.9)	(21.7)	+9.9%
General and administrative	(16.8)	(15.0)	+12.2%
Operating profit/(loss) from ordinary activities (Operating EBIT)	(43.6)	(8.6)	
<i>% of net sales</i>	<i>-6.6%</i>	<i>-1.0%</i>	
Other expenses	(42.1)	(8.6)	
Operating profit/(loss)	(85.7)	(17.3)	
Net financial income/(expense)	(23.3)	(15.1)	
Profit/(loss) before tax	(109.0)	(32.3)	
Income tax gain/(expense)	(6.5)	8.0	
Net profit/(loss) from continuing operations	(115.5)	(24.4)	
Net profit/(loss) from discontinued operations	(7.5)	(11.8)	
Net profit/(loss) for the period	(123.0)	(36.2)	
<i>% of net sales</i>	<i>-18.5%</i>	<i>-4.4%</i>	
Attributable to Cnova equity holders	(121.7)	(32.2)	
Attributable to non-controlling interests	(1.3)	(4.0)	
Adjusted EPS (€) from continuing operations	(0.17)	(0.04)	
Adjusted EPS (€) from discontinued operations	(0.01)	(0.02)	
Adjusted EPS (€)	(0.18)	(0.06)	

* Please see Disclaimers on slide 2

Consolidated Balance Sheet (€ million, unaudited)	June 30, 2016	Dec. 31, 2015	June 30, 2015 (restated*)
ASSETS			
Cash and cash equivalents	174.7	400.8	414.0
Trade receivables, net	138.7	129.7	121.4
Inventories, net	431.5	415.0	447.2
Current income tax assets	1.2	0.8	1.4
Other current assets, net	190.7	195.5	140.1
Total current assets	936.8	1,141.8	1,124.1
Other non-current assets, net	58.7	23.5	81.7
Deferred tax assets	11.8	11.6	60.9
Property and equipment, net	38.9	33.5	45.3
Intangible assets, net	120.5	116.9	139.6
Goodwill	458.7	391.4	494.0
Total non-current assets	688.6	576.9	821.5
TOTAL ASSETS	1,625.4	1,718.7	1,945.6
EQUITY AND LIABILITIES			
Current provisions	13.3	7.5	0.7
Trade payables	870.0	1,216.0	1,022.4
Current financial debt	458.6	132.2	366.2
Current tax liabilities	43.4	51.3	37.6
Other current liabilities	198.2	178.4	88.7
Liabilities held for sale	--	--	1.9
Total current liabilities	1,583.5	1,585.4	1,517.5
Non-current provisions	11.0	11.8	10.3
Non-current financial debt	8.6	14.8	9.9
Other non-current liabilities	20.1	8.6	2.4
Deferred tax liabilities	--	--	1.6
Total non-current liabilities	39.7	35.2	24.2
Share capital	22.1	22.1	22.1
Reserves, retained earnings and additional paid-in capital	(22.7)	83.4	382.5
Equity attributable to equity holders of Cnova	(0.6)	105.5	404.6
Non-controlling interests	2.8	(7.4)	(0.7)
Total equity	2.2	98.1	403.9
TOTAL EQUITY AND LIABILITIES	1,625.4	1,718.7	1,945.6

* Please see Disclaimers on slide 2

Consolidated Cash Flow Statement at June 30 (€ millions, unaudited)	Last Three Months		Last Twelve Months	
	2016	2015 (restated*)	2016	2015 (restated*)
Net profit/(loss) from continuing operations	(115.1)	(24.1)	(342.9)	(88.0)
Net profit/(loss), attributable to non-controlling interests	(0.4)	(0.2)	(1.1)	0.7
Net profit (loss) for the period excl. discontinued operations	(115.5)	(24.4)	(344.0)	(87.3)
Depreciation and amortization expense	8.3	9.6	35.0	35.6
(Income) expenses on share-based payment plans	(0.0)	0.3	0.1	7.9
(Gains) losses on disposal of non-current assets and impairment of assets	2.6	0.7	20.1	8.8
Other non-cash items	-	-	0.5	0.8
Financial expense, net	23.3	15.1	84.0	56.7
Current and deferred tax (gains) expenses	6.5	(8.0)	38.5	(21.6)
Income tax paid	(1.2)	(1.6)	(3.4)	(6.1)
Change in operating working capital	76.3	28.9	38.1	137.7
<i>Inventories of products</i>	<i>(12.9)</i>	<i>23.3</i>	<i>(1.8)</i>	<i>(110.2)</i>
<i>Trade payables</i>	<i>65.4</i>	<i>9.4</i>	<i>(35.9)</i>	<i>339.2</i>
<i>Operating payables</i>	<i>8.8</i>	<i>3.7</i>	<i>24.1</i>	<i>15.0</i>
<i>Operating receivables</i>	<i>8.1</i>	<i>21.0</i>	<i>(30.2)</i>	<i>(24.4)</i>
<i>Other</i>	<i>7.1</i>	<i>(28.5)</i>	<i>81.9</i>	<i>(81.9)</i>
Net cash from/(used in) continuing operating activities	0.3	20.7	(131.0)	132.5
Net cash from/(used in) discontinued operating activities	(14.0)	(13.3)	3.4	(17.7)
Purchase of property, equipment & intangible assets	(14.2)	(21.3)	(50.4)	(82.3)
Purchase of non-current financial assets	-	-	(1.2)	(1.1)
Proceeds from disposal of prop., equip., intangible assets	0.3	0.1	3.0	0.9
Proceeds from disposal of non-current financial assets	-	0.0	(0.0)	4.8
Acquisition of an entity net of cash acquired	0.4	-	37.8	0.1
Investments in associates	(7.4)	0.1	(7.2)	(9.6)
Changes in loans granted (including to related parties)	(0.2)	(0.1)	0.5	(8.3)
Net cash from/(used in) continuing investing activities	(21.3)	(21.2)	(18.6)	(95.5)
Net cash from/(used in) discontinued investing activities	6.7	(0.6)	(23.7)	(4.2)
Changes in loans received	(11.3)	101.6	(50.0)	239.1
Transaction with owners of non-controlling interests	-	(1.6)	(5.4)	(9.6)
Proceeds from IPO, net of costs	-	-	-	143.2
Additions to financial debt	27.0	-	168.2	61.3
Repayments of financial debt	(27.9)	0.2	(49.7)	(0.6)
Interest paid, net	(6.3)	(14.2)	(75.8)	(61.7)
Net cash from/(used in) continuing financing activities	(18.6)	86.1	(12.7)	371.7
Net cash from/(used in) discontinued financing activities	7.3	1.8	11.1	0.9
Effect of changes in foreign currency translation adjustments	27.8	(5.7)	(67.1)	(41.7)
Change in cash and cash equivalents from continuing operations	(10.7)	80.6	(227.6)	366.6
Change in cash and cash equivalents from discontinued operations	(1.0)	(12.8)	(11.1)	(20.7)
Cash and cash equivalents, net, at period begin	185.3	344.5	412.3	66.4
Cash and cash equivalents, net, at period end	173.6	412.3	173.6	412.3

* Please see Disclaimers on slide 2

2. Definitions

Adjusted EPS or Adjusted earnings per share – calculated as adjusted net profit/(loss) divided by the weighted average number of ordinary shares outstanding during the applicable period. See “Non-GAAP Reconciliations” section for additional information.

Adjusted net profit/(loss) – calculated as net profit/(loss) before Other Expenses and the related tax impacts. See “Non-GAAP Reconciliations” section for additional information.

Free cash flow – Net cash from/(used in) operating activities less purchase of property and equipment and intangible assets as presented in the consolidated cash flow statement. 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 (GMV) - Gross Merchandise Volume (GMV) is defined as product sales + other revenues + marketplace business volumes (calculated based on approved and sent orders) + taxes.

Marketplace share – Includes marketplace share of www.cddiscount.com in France as well as extra.com.br, pontofrio.com, casasbahia.com.br and cddiscount.com.br in Brazil.

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.

Adjusted EBITDA – calculated as operating profit/(loss) from ordinary activities (Operating EBIT) before depreciation and amortization expense and share based payment expenses. See “Non-GAAP Reconciliations” section for additional information.

Operating profit/(loss) from ordinary activities (Operating EBIT) – calculated as operating profit/(loss) before other expenses (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 as presented in our balance sheet. This non-GAAP measure is not being employed anymore as we prefer to rely on Change in Operating Working Capital as presented in the Consolidated Cash Flow Statement.

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.

Cash loss from activities – calculated from entries on the cash flow statement in the following way: net profit/(loss) for the last twelve months, plus depreciation and amortization expense, plus (income)/expenses on share-based payment plans, plus (gains)/losses on disposal of non-current assets and impairment of assets, plus share of (profits)/losses of associates, plus other non-cash items plus financial expense, net, plus current and deferred tax (gains)/expenses, plus income tax paid.

Unique customer – customers who have purchased at 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.

3. Non-GAAP Reconciliations

In addition to disclosing financial results in accordance with International Financial Reporting Standards, or IFRS, this earnings release contains non-GAAP financial measures that Cnova uses as measures of its performance. These non-GAAP measures should be viewed as a supplement to and not a substitute for Cnova's IFRS measures of performance and financial results in accordance with IFRS and reconciliations from these results should be carefully evaluated.

Restatements, adjustments and reclassifications:

- 1Q15 and 2Q15 have been adjusted for the apportionment of certain adjustments previously recorded in 4Q15 – see our annual report on form 20-F on pages iv, 95 and F13 for more details.*
- 2Q15 figures have been adjusted to take into account the disposal of MonShowroom in 3Q15.*
- 2Q15 figures have been adjusted for the reclassification as discontinued activities of Cdiscount Thailand and Cdiscount Vietnam, (which have been both sold in 1Q16), Cdiscount Panama and Cdiscount Ecuador (both discontinued in 3Q15), Cdiscount Cameroon and Cdiscount Senegal (both discontinued in 2Q16) and Cdiscount Colombia (scheduled to be closed at the end of July 2016).*

For more information on the Cnova Brazil internal review, please see Cnova press releases dated December 18, 2015, January 12, 2016, February 24, 2016, April 12, 2016, April 26, 2016 and July 22, 2016, [available at: www.cnova.com/en/investor-relations/press-releases/] and the “Explanatory Note” contained in our 2015 Annual Report on Form 20-F available at www.cnova.com and downloadable directly from the SEC's website at www.sec.gov).

2nd quarter 2015 figures of Cnova Brazil and Cdiscount also reflect the reclassification of warehouse costs, and this is unrelated to the internal review at Cnova Brazil.

3. Non-GAAP Reconciliations

Adjusted net profit/(loss)

Adjusted earnings per share (Adjusted EPS)

Adjusted net profit/(loss) is calculated as net profit/(loss) 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 net profit/(loss) 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) facilitates the comparison of income on a period-to-period basis.

Adjusted EPS is calculated as adjusted net profit/(loss) divided by the weighted average number of outstanding ordinary shares of Cnova during the applicable period.

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.

<i>€ millions</i>	<u>Q2 2016</u>	<u>Q2 2015</u>
Net profit/(loss) for the period attributable to equity holders of Cnova	(115.1)	(24.1)
Excluding:		
Restructuring expenses	6.1	6.7
Litigation expenses	33.4	0.8
Initial public offering expenses	-	0.3
Gain/(loss) from disposal of non-current assets	0.6	0.3
Asset impairment charges	1.9	0.5
Income tax effect on above adjustments	(0.4)	(1.0)
Minority interest effect on above adjustments	(0.2)	(0.6)
Adjusted net profit/(loss) for the period attributable to equity holders of Cnova	(73.8)	(17.2)
Weighted average number of ordinary shares	441,297,846	442,617,845
Adjusted EPS (€) from continuing operations	(0.17)	(0.04)

3. Non-GAAP Reconciliations

Free cash flow

Free cash flow is calculated as net cash from/(used in) continuing operating activities less capital expenditures (purchases of property, equipment and intangible assets) as presented in our cash flow statement. Free cash flow is a financial measure used by Cnova's management and board of directors to evaluate the overall financial performance of the business. In particular, it allows the comparison of operational cash flow after capex on a period-to-period basis.

<i>€ millions</i>	<u>June 30, 2016</u> <u>(LTM)</u>	<u>June30, 2015</u> <u>(LTM)</u>
Net cash from/(used in) continuing operating activities	(131.0)	132.5
Less purchase of property, equipment & intangible assets	(50.4)	(82.3)
Free cash flow	(181.5)	50.2

3. Non-GAAP Reconciliations

Gross profit and 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 press release because they are performance measures used by our management and board of directors to determine the commercial performance of our business.

The following tables present a computation of gross profit and gross margin for each of the periods indicated:

<i>€ millions</i>	<u>Q2 2016</u>	<u>Q2 2015</u>
Net sales	665.3	825.6
Less: Cost of sales	(579.6)	(711.4)
Gross Profit	85.6	114.2
<i>Gross margin</i>	<i>12.9%</i>	<i>13.8%</i>

3. Non-GAAP Reconciliations

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 (iii) current and (iv) non-current 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:

<i>€ millions</i>	<u>June 30, 2016</u>	<u>June 30, 2015</u>
Cash and cash equivalents	174.7	414.0
Plus cash pool balances with Casino presented in other current assets	--	--
Less current financial debt	(453.7)	(366.2)
Less non-current financial debt	(8.6)	(9.9)
Net cash/(Net financial debt)	(287.6)	38.0

3. Non-GAAP Reconciliations

Adjusted EBITDA

Adjusted EBITDA is calculated as operating profit/(loss) from ordinary activities (operating EBIT) before depreciation and amortization expense and share based payment expenses. We have provided a reconciliation below of this measure to operating profit/(loss) from ordinary activities (operating EBIT) – see definition above - the most directly comparable GAAP financial measure, for each of the periods indicated.

<i>€ millions</i>	<u>Q2 2016</u>	<u>Q2 2015</u>
Operating profit before restructuring, litigation, gain/(loss) from disposal of non-current assets and impairment of assets	(43.6)	(8.6)
Excluding: Share based payment expenses	-	0.3
Excluding: Depreciation and amortization	8.3	9.6
Adjusted EBITDA	(35.3)	1.2

3. Non-GAAP Reconciliations

Cash loss from activities

Cash loss from activities is calculated from entries on the cash flow statement in the following way: net profit/(loss) for the last twelve months, plus depreciation and amortization expense, plus/(income) expenses on share-based payment plans, plus (gains)/losses on disposal of non-current assets and impairment of assets, plus share of (profits)/losses of associates, plus other non-cash items plus financial expense, net, plus current and deferred tax (gains)/expenses, plus income tax paid.

<i>€ millions</i>	<u>June 30, 2016</u> <u>(LTM)</u>
Net profit/(loss) for the period from continuing activities	(344.0)
Depreciation and amortization expense	35.0
(Income) expenses on share-based payment plans	0.1
(Gains) losses on disposal of non-current assets and impairment of assets	20.1
Share of (profits) losses of associates	-
Other non-cash items	0.5
Financial expense, net	84.0
Current and deferred tax (gains) expenses	38.5
Income tax paid	(3.4)
Cash loss from activities	(169.1)

Additional 2nd Quarter Financial Information (unaudited)

Key Figures (€ millions, unaudited)	2 nd Quarter		Change	
	2016	2015 (restated*)	Reported	Constant Currency
Gross merchandise volume (GMV)	1,034.7	1,140.7	-9.3%	-3.7%
Cdiscount France	638.0	566.5	+12.6%	
Cnova Brazil	396.4	574.0	-30.9%	-19.7%
Cdiscount Ivory Coast	0.3	0.3	+6.8%	
Net sales	665.3	825.6	-19.4%	-14.1%
Cdiscount France	392.5	359.9	+9.1%	
Cnova Brazil	272.5	465.4	-41.4%	-31.9%
Cdiscount Ivory Coast	0.3	0.3	-3.8%	
Gross profit	85.6	114.2	-25.0%	
<i>% of net sales (Gross margin)</i>	<i>12.9%</i>	<i>13.8%</i>		
Cdiscount France	56.3	50.2	+12.2%	
<i>Gross margin</i>	<i>14.3%</i>	<i>13.9%</i>		
Cnova Brazil	29.3	64.1	-54.2%	
<i>Gross margin</i>	<i>10.8%</i>	<i>13.8%</i>		
Cdiscount Ivory Coast	0.0	(0.0)		
<i>Gross margin</i>	<i>4.6%</i>	<i>-12.2%</i>		
SG&A	(129.3)	(122.8)	+5.3%	
Cdiscount France	(59.7)	(54.1)	+10.3%	
Cnova Brazil	(70.6)	(64.8)	+9.0%	
Cdiscount Ivory Coast & Holding	1.0	(4.0)		
Operating profit/(loss) from ordinary activities (Operating EBIT)	(43.6)	(8.6)		
<i>% of net sales (EBIT margin)</i>	<i>-6.6%</i>	<i>-1.0%</i>		
Cdiscount France	(3.4)	(3.9)	-14.5%	
<i>EBIT margin</i>	<i>-0.9%</i>	<i>-1.1%</i>		
Cnova Brazil	(41.2)	(0.7)		
<i>EBIT margin</i>	<i>-15.1%</i>	<i>-0.1%</i>		
Cdiscount Ivory Coast & Holding	1.0	(4.0)		
Net Financial Income/(Expense)	(23.3)	(15.1)	+54.4%	
Cdiscount France	(8.4)	(1.0)		
Cnova Brazil	(21.6)	(20.7)	+4.3%	
Cdiscount Ivory Coast & Holding	6.7	6.6	+6.8%	

* Please see Disclaimers on slide 2

2nd Quarter 2015 restatement / IFRS 5 reconciliation

Cnova N.V. (€ millions, unaudited)	2 nd Quarter 2015		Change
	Restated* (as of June 30, 2016)	Original before IFRS 5 (as of June 30, 2015)	
GMV	1,140.7	1,154.1	-13.4
Cdiscount France	566.5	572.4	-5.9
Cnova Brazil	574.0	571.7	+2.3
Net sales	825.6	836.7	-11.1
Cdiscount France	359.9	364.3	-4.4
Cnova Brazil	465.4	463.5	+1.9
Gross profit	114.2	107.6	+6.6
Cdiscount France	50.2	50.6	-0.4
Cnova Brazil	64.1	57.9	+6.2
SG&A	(122.8)	(131.3)	+8.5
Cdiscount France	(54.1)	(55.5)	+1.4
Cnova Brazil	(64.8)	(64.2)	-0.6
Cdiscount Ivory Coast & Holding	(4.0)	(11.6)	+7.6
Operating profit/(loss) from ordinary activities (Operating EBIT)	(8.6)	(23.7)	+15.1
Cdiscount France	(3.9)	(4.9)	+1.0
Cnova Brazil	(0.7)	(6.3)	+5.6
Cdiscount Ivory Coast & Holding	(4.0)	(12.5)	+8.5

* Please see Disclaimers on slide 2

 Not previously disclosed

Selected 1st Half Financial Information (unaudited)

Key Figures (€ millions, unaudited)	1 st Half		Change	
	2016	2015 (restated*)	Reported	Constant Currency
Gross merchandise volume (GMV)	2,169.1	2,365.3	-8.3%	+0.1%
Cdiscount France	1,370.4	1,185.8	+15.6%	
Cnova Brazil	798.2	1,179.0	-32.3%	-15.5%
Cdiscount Ivory Coast	0.5	0.5	+14.9%	
Net sales	1,404.4	1,720.9	-18.4%	-10.5%
Cdiscount France	857.8	763.4	+12.4%	
Cnova Brazil	546.2	957.1	-42.9%	-28.8%
Cdiscount Ivory Coast	0.5	0.4	+7.8%	
Gross profit	179.0	229.6	-22.1%	
<i>% of net sales (Gross margin)</i>	12.7%	13.3%		
Cdiscount France	121.5	104.7	+16.1%	
<i>Gross margin</i>	14.2%	13.7%		
Cnova Brazil	57.4	125.1	-54.1%	
<i>Gross margin</i>	10.5%	13.1%		
Cdiscount Ivory Coast	0.0	(0.2)		
<i>Gross margin</i>	7.8%	-44.8%		
SG&A	(250.6)	(259.8)	-3.5%	
Cdiscount France	(123.0)	(116.7)	+5.4%	
Cnova Brazil	(125.2)	(135.3)	-7.4%	
Cdiscount Ivory Coast & Holding	(2.4)	(7.7)		
Operating profit/(loss) from ordinary activities (Operating EBIT)	(71.7)	(30.1)		
<i>% of net sales (EBIT margin)</i>	-5.1%	-1.8%		
Cdiscount France	(1.5)	(12.0)		
<i>EBIT margin</i>	-0.2%	-1.6%		
Cnova Brazil	(67.9)	(10.2)		
<i>EBIT margin</i>	-12.4%	-1.1%		
Cdiscount Ivory Coast & Holding	(2.4)	(7.9)		
Net Financial Income/(Expense)	(45.6)	(21.6)	+110.9%	
Cdiscount France	(18.7)	(1.7)		
Cnova Brazil	(39.5)	(29.9)	+32.0%	
Cdiscount Ivory Coast & Holding	12.7	10.0	+26.4%	

* Please see Disclaimers on slide 2

1st Half 2015 restatement / IFRS 5 reconciliation

Cnova N.V. (€ millions, unaudited)	1 st Half 2015		Change
	Restated* (as of June 30, 2016)	Original before IFRS 5 (as of June 30, 2015)	
GMV	2,365.3	2,402.3	-37.0
Cdiscount France	1,185.8	1,197.5	-11.7
Cnova Brazil	1,179.0	1,185.5	-6.5
Net sales	1,720.9	1,752.2	-31.3
Cdiscount France	763.4	772.3	-8.9
Cnova Brazil	957.1	962.2	-5.1
Gross profit	229.6	220.8	+8.8
Cdiscount France	104.7	105.1	-0.4
Cnova Brazil	125.1	117.3	+7.8
SG&A	(259.8)	(272.5)	+12.7
Cdiscount France	(116.7)	(119.5)	+2.8
Cnova Brazil	(135.3)	(133.3)	-2.0
Cdiscount Ivory Coast & Holding	(7.7)	(19.7)	+12.0
Operating profit/(loss) from ordinary activities (Operating EBIT)	(30.1)	(51.7)	+21.6
Cdiscount France	(12.0)	(14.3)	+2.3
Cnova Brazil	(10.2)	(16.0)	+5.8
Cdiscount Ivory Coast & Holding	(7.9)	(21.4)	+13.5

* Please see Disclaimers on slide 2

 Not previously disclosed