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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**  
**Pursuant to Rule 13a-16 or 15d-16 of the**  
**Securities Exchange Act of 1934**

**For the month of September 2016**

**Commission File Number: 001-36744**

**Cnova N.V.**

(Translation of registrant’s name into English)

**WTC Schiphol Airport**  
**Tower D, 7th Floor**  
**Schiphol Boulevard 273**  
**1118 BH Schiphol**  
**The Netherlands**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☒      Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

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## EXPLANATORY NOTE

On September 15, 2016, Cnova N.V. (the “Company”) published a notice on its website at [www.cnova.com](http://www.cnova.com) announcing that it will hold an extraordinary general meeting of shareholders (the “Extraordinary General Meeting”) on October 27, 2016 and issued a press release announcing the publication of such notice. Copies of the press release, the Notice of an Extraordinary General Meeting of Shareholders and the Shareholders’ Circular for the Extraordinary General Meeting are furnished herewith as Exhibits 99.1, 99.2 and 99.3, respectively. The Form of Proxy Card for Holders of Ordinary Shares, the Form of Voting Proxy for Voting Depository and the Form of Voting Proxy for Certain Registered Shareholders are also attached hereto as Exhibits 99.4, 99.5 and 99.6, respectively. The Notice of an Extraordinary General Meeting of Shareholders, the Shareholders’ Circular for the Extraordinary General Meeting and the forms of proxy cards are available on the Company’s website at [www.cnova.com](http://www.cnova.com).

The information contained in Exhibits 99.2 and 99.3 of this report of foreign private issuer on Form 6-K is incorporated by reference into the Company’s registration statement on Form S-8 (File No. 333-208111).

### ***Important Information for Investors and Security Holders***

***This report is neither an offer to purchase nor a solicitation of an offer to sell securities. Investors are advised to read the tender offer statement of Cnova’s controlling shareholder Casino, Guichard-Perrachon (“Casino”) if and when it becomes available because it will contain important information.***

*The potential tender offer by Casino for Cnova’s outstanding ordinary shares, par value €0.05 per share, referenced in the materials furnished herewith has not commenced and may never commence. If and when the offer is commenced, Casino will file a tender offer statement on Schedule TO with the SEC, Cnova will timely file a solicitation/recommendation statement on Schedule 14D-9, with respect to the offer, Casino will file a draft tender offer memorandum (projet de note d’information) with the French Autorité des marchés financiers (“AMF”) and Cnova will timely file a draft memorandum in response (projet de note d’information en réponse) including the recommendation of its board of directors, with respect to the offer. Casino and Cnova intend to mail these documents to the shareholders of Cnova. Any tender offer document and any document containing a recommendation with respect to the offer statement (including any offer to purchase, any related letter of transmittal and other offer documents) and the solicitation/recommendation statement will contain important information that should be read carefully before any decision is made with respect to any tender offer. Those materials, as amended from time to time, will be made available to Cnova’s shareholders at no expense to them at [www.cnova.com](http://www.cnova.com). In addition, any tender offer materials and other documents that Casino and/or Cnova may file with the SEC and the AMF will be made available to all investors and shareholders of Cnova free of charge at [www.groupe-casino.fr](http://www.groupe-casino.fr) and [www.cnova.com](http://www.cnova.com). Unless otherwise required by law, all of those materials (and all other offer documents filed with the SEC and the AMF) will be available at no charge on the SEC’s website: [www.sec.gov](http://www.sec.gov) and on the AMF’s website: [www.amf-france.org](http://www.amf-france.org). Documents may also be obtained from Cnova upon written request to the Investor Relations Department, WTC Schiphol Airport, Tower D, 7th Floor, Schiphol Boulevard 273, 1118 BH Schiphol, The Netherlands, telephone number +31 20 795 06 71.*

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CNOVA N.V.

Date: September 15, 2016

By: /s/ STEVEN GEERS  
Name: Steven Geers  
Title: General Counsel

EXHIBIT INDEX

Exhibit	Description
99.1	Press release dated September 15, 2016 titled “CNOVA N.V. Publishes Notice for Extraordinary General Meeting of Shareholders”
99.2	Notice of an Extraordinary General Meeting of Shareholders
99.3	Shareholders’ Circular, incorporated by reference to Exhibit (A)(1) to Schedule 13E-3, filed with the Securities and Exchange Commission on September 15, 2016
99.4	Form of Proxy Card for Holders of Ordinary Shares
99.5	Form of Voting Proxy for Special Voting Shares
99.6	Form of Voting Proxy for Certain Registered Shareholders

Press Release

September 15, 2016

**CNOVA N.V.****Publishes Notice for Extraordinary General Meeting**

AMSTERDAM, September 15, 2016, 23:00 CEST - Cnova N.V. (NASDAQ and Euronext Paris: CNV; ISIN: NL0010949392) ("Cnova" or the "Company") today published the notice of its Extraordinary General Meeting of Shareholders (the "EGM") on Cnova's website at [www.cnova.com](http://www.cnova.com). The EGM is to be held on Thursday, October 27, 2016, at 14:00 CEST, at the Hilton Amsterdam Airport Schiphol Hotel, located at Schiphol Boulevard 701, 1118BN, in Schiphol, the Netherlands. As discussed further in the notice and the shareholders' circular relating to the EGM, the EGM is being called to submit to a vote of Cnova's shareholders, in addition to other agenda items, certain resolutions related to the reorganization (the "Reorganization") of Company's Brazilian subsidiary, Cnova Comércio Eletrônico S.A. ("Cnova Brazil"), within Via Varejo S.A. ("Via Varejo"). Via Varejo's minority shareholders approved the Reorganization on September 12, 2016. As previously disclosed, pursuant to the proposed Reorganization as subject to Cnova shareholder approval, Via Varejo will become the owner of substantially all the assets and liabilities of Cnova Brazil and cease to hold any Company ordinary shares. In exchange for all of its ownership interest in Cnova Brazil, Cnova will receive approximately 97 million of its own ordinary shares currently held by Via Varejo (representing approximately 22% of its share capital) and cash consideration of USD 5 million, subject to customary adjustment at closing. In addition, if the Reorganization is duly approved, Cnova will receive the repayment of a shareholder loan granted by Cnova to Cnova Brazil, valued at USD 157 million as of end of July 2016.

The notice of the EGM, the shareholders' circular and the forms of proxy cards for the EGM are available at Cnova's website at [www.cnova.com](http://www.cnova.com) and will also be furnished to the U.S. Securities and Exchange Commission (the "SEC") on a report of foreign private issuer on Form 6-K (the "Form 6-K"). The Form 6-K will be available for viewing on the SEC's website at [www.sec.gov](http://www.sec.gov).

Cnova also today filed a revised Transaction Statement on Schedule 13E-3 with the SEC in connection with the Reorganization.

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**Cnova Investor Relations Contact:**

Cnova N.V.  
Head of Investor Relations  
+31 20 795 06 71  
[investor@cnova.com](mailto:investor@cnova.com)

**Media Contact:**

Cnova N.V.  
Head of Communications  
+ 31 20 795 06 76  
[directiondelacommunication@cnovagroup.com](mailto:directiondelacommunication@cnovagroup.com)

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**About Cnova N.V.**

*Cnova N.V., one of the world's largest e-Commerce companies, serves 14 million active customers via state-of-the-art e-tail websites: Cdiscount in France, Brazil and the Ivory Coast; Extra.com.br, Pontofrio.com and Casasbahia.com.br in Brazil. Cnova N.V.'s product offering of close to 37 million items provides its clients with a wide variety of very competitively priced goods, several fast and customer-convenient delivery options as well as practical payment solutions. Cnova N.V. is part of Groupe Casino, a global diversified retailer. Cnova N.V.'s news releases are available at [www.cnova.com](http://www.cnova.com). Information available on, or accessible through, the sites referenced above is not part of this press release.*

*This press release contains regulated information (gereguleerde informatie) within the meaning of the Dutch Financial Supervision Act (Wet op het financieel toezicht) which must be made publicly available pursuant to Dutch and French law. This press release is intended for information purposes only.*

## **Forward-Looking Statements**

*This press release 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, as amended, and Section 21E of the U.S. Securities Exchange Act of 1934, as amended. Such forward-looking statements may generally 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. Examples of forward-looking statements include, but are not limited to, statements made herein regarding the possibility, timing and other terms and conditions of the proposed transaction described herein and the related offer by the Company’s controlling shareholder Casino, Guichard-Perrachon (“Casino”) for the outstanding shares of Cnova. The forward-looking statements contained in this press release 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 obtain required shareholder approvals for closing of the Reorganization described herein; the ability to complete the Reorganization and other transactions discussed herein and the timing of completion of the Reorganization and such other transactions; the effect of the announcement of the Reorganization on the ability of the Company to retain and hire key personnel, maintain relationships with its customers and suppliers, and maintain its operating results and business generally; the outcome of any legal proceedings that may be instituted against the Company and others relating to the Reorganization Agreement, dated as of August 8, 2016, between Cnova Brazil, Via Varejo and Cnova (the “Reorganization Agreement”); the occurrence of any other event, change or other circumstance that could give rise to the termination of the Reorganization Agreement; 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, 2015 filed with the SEC on July 22, 2016 and other documents filed with or furnished to the SEC. Any forward-looking statements made in this press release speak 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.*

## **Important Information for Investors and Security Holders**

***This press release is neither an offer to purchase nor a solicitation of an offer to sell securities. Investors are advised to read Casino’s tender offer statement if and when it becomes available because it will contain important information.***

*The potential tender offer for Cnova’s outstanding ordinary shares, par value €0.05 per share, has not commenced and may never commence. If and when the offer is commenced, Casino will file a tender offer statement on Schedule TO with the SEC, Cnova will timely file a solicitation/recommendation statement on Schedule 14D-9, with respect to the offer, Casino will file a draft tender offer memorandum (projet de note d’information) with the French Autorité des marchés financiers (“AMF”) and Cnova will timely file a draft memorandum in response (projet de note d’information en réponse) including the recommendation of its board of directors, with respect to the offer. Casino and Cnova intend to mail these documents to the shareholders of Cnova. Any tender offer document and any document containing a recommendation with respect to the offer statement (including any offer to purchase, any related letter of transmittal and other offer documents) and the solicitation/recommendation statement will contain important information that should be read carefully before any decision is made with respect to any tender offer. Those materials, as amended from time to time, will be made available to Cnova’s shareholders at no expense to them at [www.cnova.com](http://www.cnova.com). In addition, any tender offer materials and other documents that Casino and/or Cnova may file with the SEC and the AMF will be made available to all investors and shareholders of Cnova free of charge at [www.groupe-casino.fr](http://www.groupe-casino.fr) and [www.cnova.com](http://www.cnova.com). Unless otherwise required by law, all of those materials (and all other offer documents filed with the SEC and the AMF) will be available at no charge on the SEC’s website: [www.sec.gov](http://www.sec.gov) and on the AMF’s website: [www.amf-france.org](http://www.amf-france.org). Documents may also be obtained from Cnova upon written request to the Investor Relations Department, WTC Schiphol Airport, Tower D, 7th Floor, Schiphol Boulevard 273, 1118 BH Schiphol, The Netherlands, telephone number +31 20 795 06 71.*



**CNOVA N.V.**  
**NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**Notice for the EGM**

Notice is hereby given of an extraordinary general meeting of shareholders of **Cnova N.V.** (the “**Company**”) to be held on Thursday, October 27, 2016, at 14:00 CET, at Hilton Amsterdam Airport Schiphol Hotel located at Schiphol Boulevard 701, 1118 BN, Schiphol Airport, the Netherlands (the “**EGM**”).

**Agenda for the EGM**

The agenda for the EGM, as proposed by the Company’s Board of Directors (the “**Board**”), is as follows:

1. Opening of the EGM
2. Reduction of the Company’s issued share capital through cancellation of special voting shares in the capital of the Company (*voting item*)
3. Approval pursuant to section 2:107a of the Dutch Civil Code and article 15.11 of the Company’s articles of association in relation to the proposed reorganization (*voting item*)
4. Subject to Mr. Estermann’s resignation becoming effective, release from liability of Mr. Estermann with respect to the performance of his duties (*voting item*)
5. First amendment to the Company’s articles of association (*voting item*)
6. Designation of each member of the Board and each (candidate) civil law notary and lawyer at NautaDutilh N.V. to implement the first amendment to the Company’s articles of association (*voting item*)
7. Reallocation of reserves (*voting item*)
8. Distribution from the Company’s special distribution reserve (*voting item*)
9. Reduction of the Company’s issued share capital through cancellation of all special distribution shares in the capital of the Company (*voting item*)
10. Second amendment to the Company’s articles of association (*voting item*)
11. Designation of each member of the Board and each (candidate) civil law notary and lawyer at NautaDutilh N.V. to implement the second amendment to the Company’s articles of association (*voting item*)
12. Questions
13. Closing

**Availability of EGM Materials**

Copies of (i) this notice, (ii) the shareholder’s circular (including a preliminary copy of the transaction statement under Section 13 (e) of the U.S. Securities Exchange Act of 1934) prepared by the Board in connection with the agenda for the EGM, (iii) the draft first amendment to the Company’s

articles of association (including unofficial English translation) and the explanatory tryptic prepared in relation thereto, (iv) the draft second amendment to the Company’s articles of association (including unofficial English translation) and (v) templates of the applicable proxy forms and proxy cards (the “**EGM Materials**”) are available on the Company’s website (www.cnova.com) (the “**Website**”). The relevant EGM Materials will also be furnished to the U.S. Securities and Exchange Commission (the “**SEC**”) under cover of a Form 6-K and will, together with the preliminary copy of transaction statement under Section 13(e) of the U.S. Securities Exchange Act of 1934, be available on the SEC’s website (www.sec.gov).

Copies of the draft first amendment to the Company’s articles of association (including unofficial English translation) and the draft second amendment to the Company’s articles of association (including unofficial English translation) are available for inspection by the Company’s shareholders (the “**Shareholders**”) and others with meeting rights under Dutch law in respect of the Company (“**Others with Meeting Rights**”) at the Company’s office address (WTC Schiphol Airport Tower D, 7th Floor, Schiphol Boulevard 273, 1118 BH Schiphol, the Netherlands) (the “**Office Address**”). Shareholders and Others with Meeting Rights may obtain copies of these documents free of charge.

The Company will ensure that the relevant EGM Materials are also disseminated, as appropriate, to the U.S. beneficial owners holding ordinary shares in the capital of the Company through a bank, broker or other nominee (“**US Shareholders**”) and French beneficial owners holding ordinary shares in the capital of the Company through a bank, broker or other nominee through Euroclear France (“**French Shareholders**”) (in each case through Cede & Co., as nominee for the Depository Trust Company). For French Shareholders, Euroclear France will contact the financial intermediary keeping their share account in order for them to obtain the relevant EGM Materials from BNP Paribas, who will centralize the process for the French Shareholders.

**Record date**

Those who are the Shareholders and Others with Meeting Rights on September 29, 2016 (the “**Record Date**”) and who are registered as such in the Company’s shareholders register (or any part thereof held on the Company’s behalf) (the “**Register**”) will have the right to attend and, if they have voting rights, vote at the EGM.

**Record Date Registration**

Shareholders and Others with Meeting Rights who are not yet registered in the Register may request their registration in the Register up to and including the Record Date by means of a written request sent either to the Office Address, to the attention of the Board, or by e-mail to investor@cnova.com.



**Participation in the EGM**

Those who are Shareholders and Others with Meeting Rights on the Record Date and who are registered as such in the Register may either attend the EGM and, if relevant, vote at the EGM in person, or authorize a third party to attend and, if relevant, vote at the EGM on their behalf through the use of a proxy form, of which a template has been made available on the Website as part of the EGM Materials.

US Shareholders and French Shareholders may not vote the ordinary shares beneficially owned by them in person at the EGM, unless first having obtained (where appropriate, through the relevant bank, broker or other nominee) a signed proxy from the relevant Shareholder who is registered as the holder of such ordinary shares in the Register on the Record Date, giving the beneficial owner concerned the right to vote the relevant ordinary shares.

US Shareholders and French Shareholders (through BNP Paribas) who wish to vote their shares through the use of a proxy form will direct the designated proxy holders to vote on their behalf.

Proxy cards and proxy forms must be completed in accordance with the instructions set forth in the templates thereof and must be returned no later than October 24, 2016 (the “**Cut-off Date**”). Proxy cards and proxy forms received after the Cut-off Date may be disregarded.

Shareholders and Others with Meeting Rights who wish to exercise their meeting rights and, if relevant, voting rights at the EGM in person must notify the Company thereof no later than on the Cut-off Date, either in writing (such notice to be sent to the Office Address, to the attention of the Board), or by sending an e-mail to investor@cnova.com. The aforesaid is applicable to US Shareholders and French Shareholders wishing to attend the EGM in person, provided that such US Shareholders and French Shareholders must obtain and provide a current brokerage statement or other proof of ownership in order to attend and vote at the EGM.

The Board of Directors  
September 15, 2016

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF

Cnova N.V.

October 27, 2016

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of and Agenda for the Extraordinary General Meeting of Shareholders and the Shareholder's Circular prepared in connection with the Agenda for the Extraordinary General Meeting of Shareholders, the draft deeds of amendment to the articles of association, and other relevant materials are available at [www.cnova.com](http://www.cnova.com).

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE COMPANY RECOMMENDS A VOTE "FOR" PROPOSALS 2 THROUGH 11.  
IF NO VOTE IS RECORDED, YOUR VOTE SHALL BE CONSIDERED A VOTE FOR THE AGENDA ITEM(S) CONCERNED.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

		FOR	AGAINST	ABSTAIN
Agenda item 2.	Reduction of the Company's issued share capital through cancellation of special voting shares in the capital of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 3.	Approval pursuant to section 2:107a of the Dutch Civil Code and article 15.11 of the Company's articles of association in relation to the proposed reorganization	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 4.	Subject to Mr. Estermann's resignation becoming effective, release from liability of Mr. Estermann with respect to the performance of his duties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 5.	First amendment to the Company's articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 6.	Designation of each member of the Board of Directors and each (candidate) civil law notary and lawyer at NautaDutilh N.V. to implement the first amendment to the Company's articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 7.	Reallocation of reserves	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 8.	Distribution from the Company's special distribution reserve	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 9.	Reduction of the Company's issued share capital through cancellation of all special distribution shares in the capital of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 10.	Second amendment to the Company's articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Agenda item 11.	Designation of each member of the Board of Directors and each (candidate) civil law notary and lawyer at NautaDutilh N.V. to implement the second amendment to the Company's articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. ☐

Signature of Shareholder  Date:  Signature of Shareholder  Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee, guardian or other fiduciary, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

**CNOVA N.V.**

**Proxy For Extraordinary General Meeting of Shareholders**  
**(Must be presented at the meeting or received prior to 11:59 P.M.**  
**United States Eastern Daylight Time on October 24, 2016)**

The undersigned hereby appoints Vistra B.V., in its capacity as sole member of the proxy committee of Cnova N.V., acting singly, as proxy of the undersigned, with full power of substitution and revocation, to attend and address the Extraordinary General Meeting of Shareholders of Cnova N.V. to be held in Amsterdam, the Netherlands on Thursday, October 27, 2016, at 2.00 p.m. CET and, in general, to exercise all rights of the undersigned in respect of the ordinary shares in the capital of Cnova N.V., nominal value EUR 0.05 per share, to which the undersigned is entitled on September 29, 2016 (the "Shares") in its discretion upon all matters which may properly come before such meeting, and instructs such proxy to endeavor to vote or cause to be voted the Shares at such meeting in the manner specified on the reverse side hereof. If no direction is made, this proxy will be voted, as recommended by the board of directors of Cnova N.V., FOR each of the proposals (2) through (11). This proxy is governed by Dutch law. Any and all proxies given by the undersigned prior to this proxy are hereby revoked.

(Continued and to be signed on the reverse side.)



**PROXY**  
**STICHTING CNOVA SPECIAL VOTING SHARES**

**THE UNDERSIGNED**

**Stichting Cnova Special Voting Shares**, a foundation (*stichting*) under Dutch law, registered with the Dutch trade register under number 61668249 (the “**Voting Depository**”).

**RECITALS**

- A.** On September 15, 2016, the board of directors (the “**Board**”) of Cnova N.V., a public limited liability company (*naamloze vennootschap*) under Dutch law, registered with the Dutch trade register under number 60776676 (the “**Company**”) published notice of the an extraordinary general meeting of shareholders of the Company to be on October 27, 2016 (the “**EGM**”) on its website, which notice includes the agenda for the EGM (the “**Agenda**”).
- B.** The board of directors of the Voting Depository has established terms and conditions (the “**Terms**”) by notarial deed executed on October 17, 2014 before a deputy of M.D.P. Anker, civil law notary (*notaris*) at Amsterdam.
- C.** The Voting Depository holds, among others, 190,974,069 special voting shares (the “**Special Voting Shares**”) in the capital of the Company for which Casino, Guichard-Perrachon S.A. (the “**Shareholder**”) holds a corresponding number of special voting depository receipts issued by the Voting Depository.
- D.** In accordance with Article 5.1 sub a. of the Terms, the Shareholder has requested a Voting Proxy (as defined in the Terms) with respect to the EGM, enabling it to vote the Special Voting Shares on behalf of the Voting Depository, with the right of substitution.
- E.** The Voting Depository now wishes to grant the present proxy (the “**Proxy**”) to the Shareholder.

**HEREBY DECLARES**

- 1.** The Voting Depository hereby irrevocably grants the Proxy to the Shareholder in order to perform the following acts for and on behalf of the Voting Depository:
  - a.** to attend, in the name and on behalf of the Voting Depository, the EGM, and at the EGM to sign the attendance list, take the floor and exercise the voting rights attached to the Special Voting Shares, in respect of all matters set out on the Agenda, at the Shareholders’ absolute discretion; and

**b.** to sign any other deed, agreement, form, notice or other document, and to perform any other act which is conducive or ancillary to the foregoing.

- 2.** This Proxy is granted with full power of substitution.
- 3.** The Shareholder is authorised to act also as an attorney-in-fact of one or more counterparties of the Voting Depository.
- 4.** The relationship between the Voting Depository and the Shareholder under this Proxy is governed exclusively by the laws of the Netherlands.

*(signature page follows)*

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Stichting Cnova Special Voting Shares

\_\_\_\_\_  
Vistra Executives B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_  
Vistra Executives B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_  
Vistra B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_  
Vistra B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_

**PROXY**  
**STICHTING CNOVA SPECIAL VOTING SHARES**

**THE UNDERSIGNED**

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- B.** The board of directors of the Voting Depository has established terms and conditions (the “**Terms**”) by notarial deed executed on October 17, 2014 before a deputy of M.D.P. Anker, civil law notary (*notaris*) at Amsterdam.
- C.** The Voting Depository holds, among others, 659,383 special voting shares (the “**Special Voting Shares**”) in the capital of the Company for which Almacenes Éxito S.A. (the “**Shareholder**”) holds a corresponding number of special voting depository receipts issued by the Voting Depository.
- D.** In accordance with Article 5.1 sub a. of the Terms, the Shareholder has requested a Voting Proxy (as defined in the Terms) with respect to the EGM, enabling it to vote the Special Voting Shares on behalf of the Voting Depository, with the right of substitution.
- E.** The Voting Depository now wishes to grant the present proxy (the “**Proxy**”) to the Shareholder.

**HEREBY DECLARES**

- 1.** The Voting Depository hereby irrevocably grants the Proxy to the Shareholder in order to perform the following acts for and on behalf of the Voting Depository:
  - a.** to attend, in the name and on behalf of the Voting Depository, the EGM, and at the EGM to sign the attendance list, take the floor and exercise the voting rights attached to the Special Voting Shares, in respect of all matters set out on the Agenda, at the Shareholders’ absolute discretion; and

**b.** to sign any other deed, agreement, form, notice or other document, and to perform any other act which is conducive or ancillary to the foregoing.

- 2.** This Proxy is granted with full power of substitution.
- 3.** The Shareholder is authorised to act also as an attorney-in-fact of one or more counterparties of the Voting Depository.
- 4.** The relationship between the Voting Depository and the Shareholder under this Proxy is governed exclusively by the laws of the Netherlands.

*(signature page follows)*

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Stichting Cnova Special Voting Shares

\_\_\_\_\_  
Vistra Executives B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_  
Vistra Executives B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_  
Vistra B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_  
Vistra B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_

**PROXY**  
**STICHTING CNOVA SPECIAL VOTING SHARES**

**THE UNDERSIGNED**

**Stichting Cnova Special Voting Shares**, a foundation (*stichting*) under Dutch law, registered with the Dutch trade register under number 61668249 (the “**Voting Depository**”).

**RECITALS**

- A.** On September 15, 2016, the board of directors (the “**Board**”) of Cnova N.V., a public limited liability company (*naamloze vennootschap*) under Dutch law, registered with the Dutch trade register under number 60776676 (the “**Company**”) published notice of the an extraordinary general meeting of shareholders of the Company to be on October 27, 2016 (the “**EGM**”) on its website, which notice includes the agenda for the EGM (the “**Agenda**”).
- B.** The board of directors of the Voting Depository has established terms and conditions (the “**Terms**”) by notarial deed executed on October 17, 2014 before a deputy of M.D.P. Anker, civil law notary (*notaris*) at Amsterdam.
- C.** The Voting Depository holds, among others, 117,303,664 special voting shares (the “**Special Voting Shares**”) in the capital of the Company for which Companhia Brasileira de Distribuição Netherlands Holding B.V. (the “**Shareholder**”) holds a corresponding number of special voting depository receipts issued by the Voting Depository.
- D.** In accordance with Article 5.1 sub a. of the Terms, the Shareholder has requested a Voting Proxy (as defined in the Terms) with respect to the EGM, enabling it to vote the Special Voting Shares on behalf of the Voting Depository, with the right of substitution.
- E.** The Voting Depository now wishes to grant the present proxy (the “**Proxy**”) to the Shareholder.

**HEREBY DECLARES**

- 1.** The Voting Depository hereby irrevocably grants the Proxy to the Shareholder in order to perform the following acts for and on behalf of the Voting Depository:
  - a.** to attend, in the name and on behalf of the Voting Depository, the EGM, and at the EGM to sign the attendance list, take the floor and exercise the voting rights attached to the Special Voting Shares, in respect of all matters set out on the Agenda, at the Shareholders’ absolute discretion;

and

- b.** to sign any other deed, agreement, form, notice or other document, and to perform any other act which is conducive or ancillary to the foregoing.
- 2.** This Proxy is granted with full power of substitution.
- 3.** The Shareholder is authorised to act also as an attorney-in-fact of one or more counterparties of the Voting Depository.
- 4.** The relationship between the Voting Depository and the Shareholder under this Proxy is governed exclusively by the laws of the Netherlands.

*(signature page follows)*

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Stichting Cnova Special Voting Shares

\_\_\_\_\_  
Vistra Executives B.V., as managing director  
Name :  
Title :  
Date :

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Vistra Executives B.V., as managing director  
Name :  
Title :  
Date :

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Vistra B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_  
Vistra B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_

**PROXY**  
**STICHTING CNOVA SPECIAL VOTING SHARES**

**THE UNDERSIGNED**

**Stichting Cnova Special Voting Shares**, a foundation (*stichting*) under Dutch law, registered with the Dutch trade register under number 61668249 (the “**Voting Depository**”).

**RECITALS**

- A.** On September 15, 2016, the board of directors (the “**Board**”) of Cnova N.V., a public limited liability company (*naamloze vennootschap*) under Dutch law, registered with the Dutch trade register under number 60776676 (the “**Company**”) published notice of the an extraordinary general meeting of shareholders of the Company to be on October 27, 2016 (the “**EGM**”) on its website, which notice includes the agenda for the EGM (the “**Agenda**”).
- B.** The board of directors of the Voting Depository has established terms and conditions (the “**Terms**”) by notarial deed executed on October 17, 2014 before a deputy of M.D.P. Anker, civil law notary (*notaris*) at Amsterdam.
- C.** The Voting Depository holds, among others, 96,790,798 special voting shares (the “**Special Voting Shares**”) in the capital of the Company for which Via Varejo Netherlands Holding B.V. (the “**Shareholder**”) holds a corresponding number of special voting depository receipts issued by the Voting Depository.
- D.** In accordance with Article 5.1 sub a. of the Terms, the Shareholder has requested a Voting Proxy (as defined in the Terms) with respect to the EGM, enabling it to vote the Special Voting Shares on behalf of the Voting Depository, with the right of substitution.
- E.** The Voting Depository now wishes to grant the present proxy (the “**Proxy**”) to the Shareholder.

**HEREBY DECLARES**

- 1.** The Voting Depository hereby irrevocably grants the Proxy to the Shareholder in order to perform the following acts for and on behalf of the Voting Depository:
  - a.** to attend, in the name and on behalf of the Voting Depository, the EGM, and at the EGM to sign the attendance list, take the floor and exercise the voting rights attached to the Special Voting Shares, in respect of all matters set out on the Agenda, at the Shareholders’ absolute discretion;

and

- b.** to sign any other deed, agreement, form, notice or other document, and to perform any other act which is conducive or ancillary to the foregoing.
- 2.** This Proxy is granted with full power of substitution.
- 3.** The Shareholder is authorised to act also as an attorney-in-fact of one or more counterparties of the Voting Depository.
- 4.** The relationship between the Voting Depository and the Shareholder under this Proxy is governed exclusively by the laws of the Netherlands.

*(signature page follows)*

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Stichting Cnova Special Voting Shares

\_\_\_\_\_  
Vistra Executives B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_  
Vistra Executives B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_  
Vistra B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_  
Vistra B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_

**PROXY**  
**STICHTING CNOVA SPECIAL VOTING SHARES**

**THE UNDERSIGNED**

**Stichting Cnova Special Voting Shares**, a foundation (*stichting*) under Dutch law, registered with the Dutch trade register under number 61668249 (the “**Voting Depository**”).

**RECITALS**

- A.** On September 15, 2016, the board of directors (the “**Board**”) of Cnova N.V., a public limited liability company (*naamloze vennootschap*) under Dutch law, registered with the Dutch trade register under number 60776676 (the “**Company**”) published notice of the an extraordinary general meeting of shareholders of the Company to be on October 27, 2016 (the “**EGM**”) on its website, which notice includes the agenda for the EGM (the “**Agenda**”).
- B.** The board of directors of the Voting Depository has established terms and conditions (the “**Terms**”) by notarial deed executed on October 17, 2014 before a deputy of M.D.P. Anker, civil law notary (*notaris*) at Amsterdam.
- C.** The Voting Depository holds, among others, 6,002,981 special voting shares (the “**Special Voting Shares**”) in the capital of the Company for which QE Participações Netherlands Holding B.V. (the “**Shareholder**”) holds a corresponding number of special voting depository receipts issued by the Voting Depository.
- D.** In accordance with Article 5.1 sub a. of the Terms, the Shareholder has requested a Voting Proxy (as defined in the Terms) with respect to the EGM, enabling it to vote the Special Voting Shares on behalf of the Voting Depository, with the right of substitution.
- E.** The Voting Depository now wishes to grant the present proxy (the “**Proxy**”) to the Shareholder.

**HEREBY DECLARES**

- 1.** The Voting Depository hereby irrevocably grants the Proxy to the Shareholder in order to perform the following acts for and on behalf of the Voting Depository:
  - a.** to attend, in the name and on behalf of the Voting Depository, the EGM, and at the EGM to sign the attendance list, take the floor and exercise the voting rights attached to the Special Voting



Shares, in respect of all matters set out on the Agenda, at the Shareholders' absolute discretion; and

b. to sign any other deed, agreement, form, notice or other document, and to perform any other act which is conducive or ancillary to the foregoing.

- 2. This Proxy is granted with full power of substitution.
- 3. The Shareholder is authorised to act also as an attorney-in-fact of one or more counterparties of the Voting Depository.
- 4. The relationship between the Voting Depository and the Shareholder under this Proxy is governed exclusively by the laws of the Netherlands.

*(signature page follows)*

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Stichting Cnova Special Voting Shares

\_\_\_\_\_  
Vistra Executives B.V., as managing director  
Name :  
Title :  
Date :

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Vistra Executives B.V., as managing director  
Name :  
Title :  
Date :

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Vistra B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_  
Vistra B.V., as managing director  
Name :  
Title :  
Date :

\_\_\_\_\_



*Proxy for shareholders registered in the Company’s shareholders’ register; the parts highlighted in green are only relevant to those registered shareholders holding special voting depositary receipts. Please complete / remove as appropriate.*

PROXY

THE UNDERSIGNED

[corporate / personal details registered shareholder to be included] (the “Principal”).

RECITALS

- A. On September 15, 2016, the board of directors (the “Board”) of Cnova N.V., a public limited liability company (*naamloze vennootschap*) under Dutch law, registered with the Dutch trade register under number 60776676 (the “Company”) published notice of an extraordinary general meeting of shareholders of the Company (the “EGM”) to be held on October 27, 2016, on its website, which notice includes the agenda for the EGM (the “Agenda”).
- B. The Company has appointed Vistra B.V., being the independent third party within the meaning of best practice provision IV.3.12 of the Dutch Corporate Governance Code, as the sole member of the Company’s proxy committee (hereinafter the “Proxy Committee”), with the power to vote the ordinary shares and special voting shares in the capital of the Company at the EGM, in accordance with the voting instructions given to it by the Company’s shareholders and other parties entitled to vote on the relevant shares in the capital of the Company.
- C. The Principal holds a total of [number] ordinary shares (the “Ordinary Shares”) [and an equal number of special voting depositary receipts (the “Special Voting Depositary Receipts”)] in the capital of the Company.
- D. The board of directors of Stichting Cnova Special Voting Shares, a foundation (*stichting*) under Dutch law, registered with the Dutch trade register under number 61668249 (the “Voting Depositary”), has established terms and conditions (the “Terms”) by notarial deed executed on October 17, 2014 before a deputy of M.D.P. Anker, civil law notary (*notaris*) at Amsterdam.]
- E. In accordance with Article 5.1 sub a. of the Terms, the Principal has requested or will request from the Voting Depositary a Voting Proxy (as defined in the Terms) with respect to the EGM, enabling the Principal to vote a total number of special voting shares in the capital of the Company as equals its Special Voting Depositary Receipts (the “Special Voting Shares”), corresponding with the Principal’s Special Voting Depositary Receipts, with the right of substitution.]
- F. The Principal now wishes to grant the present proxy (the “Proxy”) to the Proxy Committee.

**HEREBY DECLARES**

- 1. The Principal hereby grants the Proxy to the Proxy Committee in order to perform the following acts for and on behalf of the Principal:
  - a. to attend, in the name and on behalf of the Principal, the EGM, and at the EGM to sign the attendance list, take the floor and exercise the voting rights attached to the Ordinary Shares [and the Special Voting Shares,] in the manner set out in **Annex A** hereto [provided that the exercise of the voting rights attaching to the Special Voting Shares shall be subject to the Principal having submitted to the Proxy Committee a Voting Proxy as referred tot under E]; and
  - b. to sign any other deed, agreement, form, notice or other document, and to perform any other act which is conducive or ancillary to the foregoing.
- 2. This Voting Proxy is granted with full power of substitution.
- 3. The Proxy Committee is authorised to act also as an attorney-in-fact of one or more counterparties of the Principal.
- 4. The relationship between the Principal and the Proxy Committee under this Voting Proxy is governed exclusively by the laws of the Netherlands.
- 5. This Voting Proxy can be revoked by the Principal at any time.

*(signature page follows)*

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[*registered shareholder*]

Name :  
Title :  
Date :

No.	Agenda item (voting items)	for	against	abstain*
2.	Reduction of the Company’s issued share capital through cancellation of special voting shares in the capital of the Company			
3.	Approval pursuant to section 2:107a of the Dutch Civil Code and article 15.11 of the Company’s articles of association in relation to the proposed reorganization			
4.	Subject to Mr. Estermann’s resignation becoming effective, release from liability of Mr. Estermann with respect to the performance of his duties			
5.	First amendment to the Company’s articles of association			
6.	Designation of each member of the Board and each (candidate) civil law notary and lawyer at NautaDutilh N.V. to implement the first amendment to the Company’s articles of association			
7.	Reallocation of reserves			
8.	Distribution from the Company’s special distribution reserve			
9.	Reduction of the Company’s issued share capital through cancellation of all special distribution shares in the capital of the Company			
10.	Second amendment to the Company’s articles of association			
11.	Designation of each member of the Board and each (candidate) civil law notary and lawyer at NautaDutilh N.V. to implement the second amendment to the Company’s articles of association			

*\* Please note that if you do not record a vote one or more of the proposed agenda items listed above, your vote(s) will be considered to be a vote for the relevant agenda item(s).*