

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.

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.

00030303330333330000 9

102716

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 [X]

Table with 3 columns: Agenda item, Description, and Voting options (FOR, AGAINST, ABSTAIN). Rows include items 2 through 11 regarding share capital, reorganization, and board appointments.

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.)**