
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 October 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): ☐

EXPLANATORY NOTE

On October 13, 2016, Cnova N.V. (the “**Company**”) published a notice on its website at www.cnova.com announcing that it will hold an extraordinary general meeting of shareholders (the “**Extraordinary General Meeting**”) on November 24, 2016 and issued a press release announcing the publication of such notice (the “**EGM Press Release**”). In accordance with the requirements of Dutch law, the Extraordinary General Meeting is being convened for the following purposes: (i) to discuss with the Company’s shareholders the annual board report for the financial year 2015, which is subject to Dutch law and the Dutch Corporate Governance Code (the “**2015 Board Report**”); and (ii) to submit to a shareholder vote the adoption of the annual accounts for the financial year 2015 (the “**2015 Annual Accounts**”) and various other items relating to Dutch corporate law. As communicated by the Company through various press releases and as discussed during the annual general meeting of shareholders of the Company held on June 29, 2016 (the “**AGM 2016**”), the 2015 Board Report and the 2015 Annual Accounts were both finalized after the AGM 2016, prompting the Company to hold this Extraordinary General Meeting.

Copies of the EGM Press Release, the Notice of an Extraordinary General Meeting of Shareholders and the Explanatory Notes to the Agenda 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 furnished herewith as Exhibits 99.4, 99.5 and 99.6, respectively. The 2015 Board Report and the 2015 Annual Accounts, including audited annual statutory financial statements as of and for the year ended December 31, 2015, were published on the Company’s website at www.cnova.com, filed with the Dutch Authority for the Financial Markets (Autoriteit Financiële Markten) and furnished to U.S. Securities and Exchange Commission on a report of foreign private issuer on Form 6-K on September 27, 2016. The 2015 Board Report, 2015 Annual Accounts, the Notice of an Extraordinary General Meeting of Shareholders, the Explanatory Notes to the Agenda for the Extraordinary General Meeting and the forms of proxy cards are available on the Company’s website at 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). Any information contained on, or that can be accessed through, the Company’s website does not constitute a part of this report of foreign private issuer on Form 6-K and is not incorporated by reference herein.

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: October 13, 2016

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

EXHIBIT INDEX

Exhibit	Description
99.1	Press release dated October 13, 2016 titled “CNOVA N.V. Publishes Shareholders’ General Meeting Notice Relating to 2015 Board Report and 2015 Annual Accounts”
99.2	Notice of an Extraordinary General Meeting of Shareholders
99.3	Explanatory Notes to the Agenda for the Extraordinary General Meeting
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



CNOVA N.V.
Publishes Shareholders' General Meeting Notice
Relating to 2015 Board Report and 2015 Annual Accounts

AMSTERDAM, October 13, 2016, 22:01 CEST - Cnova N.V. (NASDAQ and Euronext Paris: CNV; ISIN: NL0010949392) ("Cnova" or the "Company") today published on its website (www.cnova.com) the notice of an Extraordinary General Meeting of Shareholders (the "Meeting") to be held on Thursday, November 24, 2016, at 14:00 CET at the Hilton Amsterdam Airport Schiphol hotel, located at Schiphol Boulevard 701, 1118BN, Schiphol Airport, the Netherlands. As discussed further in the notice and the explanatory notes to the Meeting agenda, the Meeting, in accordance with the requirements of Dutch law, is being convened to: (i) review with the Company's shareholders the annual board report for the financial year 2015, which is subject to Dutch law and the Dutch Corporate Governance Code (the "2015 Board Report"), and (ii) submit to a shareholder vote the adoption of the annual accounts for the financial year 2015 (the "2015 Annual Accounts") as well as various other items relating to Dutch corporate law. As communicated by the Company through various press releases and as discussed during the annual general meeting of shareholders of the Company held on June 29, 2016 (the "AGM 2016"), the 2015 Board Report and the 2015 Annual Accounts were both finalized after the AGM 2016, prompting the Company to hold this Extraordinary General Meeting.

The Meeting notice, the explanatory notes to the Meeting agenda and the forms of the Meeting proxy cards (collectively, the "Meeting Materials") are available at Cnova's website 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"). Additionally, the 2015 Board Report and the 2015 Annual Accounts, including audited annual statutory financial statements as of and for the year ended December 31, 2015, also available on Cnova's website, were filed with the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*) and were furnished to the SEC on a report of foreign private issuer on Form 6-K on September 27, 2016. The Form 6-K with the Meeting Materials and the Form 6-K with the 2015 Board Report and 2015 Annual Accounts may also be viewed on the SEC's website (www.sec.gov).

Any information contained on, or that can be accessed through, Cnova's website does not constitute a part of this press release and is not incorporated by reference herein.

Cnova Investor Relations Contact:

Cnova N.V.
Head of Investor Relations
+31 20 795 06 71
investor@cnova.com

Media Contact:

Cnova N.V.
Head of Communications
+ 31 20 795 06 76
directiondelacommunication@cnovagroup.com

About Cnova N.V.

Cnova N.V., one of the leading e-Commerce companies in France, serves 7.9 million active customers via state-of-the-art e-tail Cdiscount websites in France and the Ivory Coast. Cnova N.V.'s product offering of more than 19 million references 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. 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 regarding the possibility, timing and other terms and conditions of the proposed transaction 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 corporate reorganization in Brazil (the “Reorganization”); the ability to complete the Reorganization and other transactions 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 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.



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, November 24, 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. Board report for the financial year 2015 (*discussion item*)
3. Disclosure of remuneration in the Board report and the annual accounts for the financial year 2015 (*discussion item*)
4. Allocation of losses and dividend policy (*discussion item*)
5. Adoption of the annual accounts for the financial year 2015 (*voting item*)
6. Release from liability of the members of the Board with respect to the performance of their duties during the financial year 2015 (*voting item*)
7. Questions
8. Closing of the EGM

Availability of EGM Materials

Copies of (i) this notice, (ii) the explanatory notes to the agenda, (iii) the annual accounts for the financial year 2015 (the “**Annual Accounts**”), (iv) the board report for the financial year 2015 (the “**Board Report**”), (v) the relevant information to be added to the Annual Accounts and the Board Report, as prescribed by Dutch law and (vi) 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 Annual Accounts and the Board Report were published on the Website, filed with the Dutch Authority for the Financial Markets (*Autoriteit Financiële Markten*), as required by Dutch law, and furnished to the U.S. Securities and Exchange Commission (the “**SEC**”) under cover of a report of foreign private issuer on Form 6-K and are currently available on the SEC’s website at www.sec.gov. Additionally, this notice, the explanatory notes thereto and the templates of the applicable proxy forms and proxy cards will be furnished to the SEC under cover of Form 6-K, to be made available on the SEC’s aforementioned website.

Copies of the Annual Accounts, the Board Report and the relevant information to be added to the Annual Accounts and the Board Report, as prescribed by Dutch law, 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 (“**U.S. 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 the French Shareholders to obtain the relevant EGM Materials from BNP Paribas, who will centralize the distribution process.

Record Date

Those who are the Shareholders and Others with Meeting Rights on October 27, 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.

U.S. 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.

U.S. 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 November 21, 2016 (the “**Cut-off Date**”). Pursuant to the Company’s articles of association, 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 U.S. Shareholders and French Shareholders wishing to attend the EGM in person, provided that such U.S. 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
October 13, 2016



CNOVA N.V.
EXPLANATORY NOTES TO THE AGENDA

Explanatory notes to the agenda for the annual general meeting of shareholders of **Cnova N.V.** (the “**Company**”) to be held on Thursday, November 24, 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 item 2: Board report for the financial year 2015 (*discussion item*)

Dutch law requires the board of directors of the Company (the “**Board**”) to annually prepare a board report, which must give a true and fair view of the position on the balance sheet date of the annual accounts, the developments during the financial year and the results of the Company and its group companies of which the financial information has been included in the annual accounts. Under Dutch law, the board report must also be discussed at the annual general meeting of shareholders. The contents of such board report are subject to Dutch law and the Dutch Corporate Governance Code. The Company’s annual report filed with the U.S. Securities and Exchange Commission on Form 20-F for the financial year 2015 (the “**Form 20-F**”) as prepared by the Board has served as the basis for preparing the Dutch law board report for the financial year 2015 (the “**Board Report**”).

As communicated by the Company through various press releases and as discussed during the annual general meeting of shareholders of the Company held on June 29, 2016 (the “**AGM 2016**”), the Company was unable to prepare its Form 20-F, its Board Report and its annual accounts for the financial year 2015 (the “**Annual Accounts**”) within the prescribed time period before the AGM 2016. Consequently, neither the discussion of the Board Report, nor the agenda items 3 through 6 for this EGM, were on the agenda for the AGM 2016. The Company has now finalized the Annual Accounts and the Board Report and for that reason, the Board has convened the EGM. The Board Report shall be discussed during the EGM.

In its meeting held on October 30, 2014, the general meeting of shareholders of the Company approved the use of the English language for the annual board report, in accordance with section 2:391(1) of the Dutch Civil Code (the “**DCC**”), and for the balance sheet items in the annual accounts, in accordance with section 2:362(7) of the DCC. As such, and due to the international nature of the Company’s business, the Board Report and the balance sheet items in the Annual Accounts have been prepared in the English language

Agenda item 3: Disclosure of remuneration in the Board report and the annual accounts for the financial year 2015 (*discussion item*)

Dutch law requires a discussion of the Company’s disclosure pursuant to sections 2:383c through 2:383e DCC regarding the remuneration of the current and former Board members and employees of the Company. This discussion must constitute a separate item on the agenda prior to the proposal to adopt the

Annual Accounts. For purposes of such discussion, reference is made to the relevant paragraphs of the Board Report and of the Annual Accounts.

Agenda item 4: Allocation of losses and dividend policy (*discussion item*)

The Dutch Corporate Governance Code recommends that the Company's dividend policy (the level and purpose of the addition to the reserves, the amount of the dividend and the type of dividend) be discussed at this EGM.

For the financial year 2015, the Company did not realize any profits. The Board has resolved to charge the losses shown in the Annual Accounts against the Company's profit reserves.

Agenda item 5: Adoption of the annual accounts for the financial year 2015 (*voting item*)

Dutch law requires the Board to annually prepare annual accounts, consisting of a balance sheet and a profit and loss account with respect to the preceding financial year, as well as consolidated accounts and explanatory notes thereto. The Board has drawn up the Annual Accounts, which were signed by all members of the Board. Dutch law provides that the general meeting of shareholders is the corporate body authorized to formally adopt the Annual Accounts.

As indicated above, the Company has finalized the Annual Accounts, and therefore it is now proposed to the Company's general meeting of shareholders to adopt the Annual Accounts.

Proposed resolution

In accordance with and further to the explanatory notes to the agenda for the EGM, to adopt the Annual Accounts drawn up by the Board and signed by all members of the Board.

Agenda item 6: Release from liability of the members of the Board with respect to the performance of their duties during the financial year 2015 (*voting item*)

In accordance with Dutch law, if the general meeting of shareholders of the Company adopts the Annual Accounts, such adoption does not automatically release the members of the Board from liability with respect to the performance of their duties during the financial year 2015. Instead, such proposal should be made separate from the proposal to adopt the Annual Accounts. Consequently, it is now proposed to the general meeting of shareholders to release the members of the Board from liability with respect to the performance of their duties during the financial year 2015.

In principle, this proposed release from liability only extends to matters that are disclosed in the Annual Accounts or have otherwise been disclosed to the general meeting of shareholders (whether or not in Form 20-F).

Proposed resolution

In accordance with and further to the explanatory notes to the agenda for the EGM, to release the members of the Board from liability with respect to the performance of their duties during the financial year 2015.

The Board of Directors
October 13, 2016

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF

Cnova N.V.

November 24, 2016

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of and Agenda for the Extraordinary General Meeting of Shareholders and the Explanatory Notes to the Agenda for the Extraordinary General Meeting of Shareholders, 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. ↓

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THE COMPANY RECOMMENDS A VOTE "FOR" AGENDA ITEMS 5 AND 6.
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 ☒

Agenda Item 5. Adoption of the annual accounts for the financial year 2015.

FOR AGAINST ABSTAIN
☐ ☐ ☐

Agenda Item 6. Release from liability of the members of the Board with respect to the performance of their duties during the financial year 2015.

☐ ☐ ☐

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 November 21, 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, November 24, 2016, at 14.00 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 October 27, 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 agenda items (5) and (6). 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 October 13, 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 held on November 24, 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)

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

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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

- 5.** 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.

6. This Proxy is granted with full power of substitution.

7. The Shareholder is authorised to act also as an attorney-in-fact of one or more counterparties of the Voting Depository.

8. The relationship between the Voting Depository and the Shareholder under this Proxy is governed exclusively by the laws of the Netherlands.

(signature page follows)

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

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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, 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

- 9.** 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.

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

(signature page follows)

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 October 13, 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 held on November 24, 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

- 13.** 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.

14. This Proxy is granted with full power of substitution.

15. The Shareholder is authorised to act also as an attorney-in-fact of one or more counterparties of the Voting Depository.

16. The relationship between the Voting Depository and the Shareholder under this Proxy is governed exclusively by the laws of the Netherlands.

(signature page follows)

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 October 13, 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 held on November 24, 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

- 17.** 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.

18. This Proxy is granted with full power of substitution.

19. The Shareholder is authorised to act also as an attorney-in-fact of one or more counterparties of the Voting Depository.

20. The relationship between the Voting Depository and the Shareholder under this Proxy is governed exclusively by the laws of the Netherlands.

(signature page follows)

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 for shareholders registered in the Company's shareholders' register; the parts in brackets shall be completed and the highlighted parts 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 October 13, 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 November 24, 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)

[*registered shareholder*]

Name :
Title :
Date :

No.	Agenda item (voting items)	for	against	abstain*
5.	Adoption of the annual accounts for the financial year 2015			
6.	Release from liability of the members of the Board with respect to the performance of their duties during the financial year 2015			

** 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).*