
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 December 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 December 2, 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 January 13, 2017 and issued a press release announcing the publication of such notice (the “EGM Press Release”). The Extraordinary General Meeting is being convened, in accordance with the requirements of Dutch law, for the following purposes: (i) to provide information to the Company’s shareholders about the tender offers by controlling shareholder Casino, Guichard-Perrachon S.A. (“Casino”) for all issued and outstanding ordinary shares in the capital of the Company, which the Company’s board of directors has concluded are in the best interest of the Company’s shareholders; and (ii) to submit to a shareholder vote the appointment of Christophe José Hildago as Non-Executive Director.

Copies of the EGM Press Release, the Notice of an Extraordinary General Meeting of Shareholders and the Explanatory Notes to the Agenda 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 Special Voting Shares 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 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.

Forward-Looking Statements

This report of foreign private issuer on Form 6-K and the materials furnished herewith contain forward-looking statements. 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 Cnova’s controlling shareholder Casino for the outstanding shares of Cnova. The forward-looking statements contained in this Current Report on Form 6-K and the materials furnished herewith 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 effect of the announcement of the Reorganization on the ability of Cnova 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 Cnova and others relating to the reorganization agreement, dated as of August 8, 2016, between Cnova Brazil, Via Varejo and Cnova; 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 report of foreign private on Form 6-K, including the Exhibits hereto, 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 report of foreign private issuer on Form 6-K and the materials furnished herewith are neither an offer to purchase nor a solicitation of an offer to sell securities. Investors are advised to read Casino’s tender offer

documents and Cnova's position statement in relation to the tender offers when they become available as they will contain important information with respect to the tender offers.

The potential tender offers by Casino for Cnova's outstanding ordinary shares, par value €0.05 per share, referenced in the materials furnished herewith have not commenced. When the tender offers are commenced, Casino will file a tender offer statement on Schedule TO with the U.S. Securities and Exchange Commission (the "SEC") and Cnova will timely file a solicitation/recommendation statement on Schedule 14D-9, with respect to the offer in the United States, and Casino will file a draft tender offer memorandum (projet de note d'information) with the French Autorité des marchés financiers (the "AMF") and Cnova will timely file a draft memorandum in response (projet de note d'information en réponse) including the recommendation of Cnova's board of directors, with respect to the offer in France. 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. 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 and 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 and on the AMF's website: 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: December 2, 2016

By: /s/ STEVEN GEERS

Name: Steven Geers

Title: General Counsel

EXHIBIT INDEX

Exhibit	Description
99.1	Press release dated December 2, 2016 titled “ CNOVA N.V. Publishes Notice of Extraordinary General Meeting of Shareholders”
99.2	Notice of an Extraordinary General Meeting of Shareholders
99.3	Explanatory Notes to the Agenda
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 Notice of Extraordinary General Meeting of Shareholders

AMSTERDAM, December 2, 2016, 22:15 CET - 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. The EGM is to be held on Friday, January 13, 2017, at 14:00 CET, at the Hilton Amsterdam Airport Schiphol Hotel, located at Schiphol Boulevard 701, 1118BN, in Schiphol, the Netherlands. As explained further in the notice and the explanatory notes relating to the EGM, the EGM is being convened to (i) provide information to Cnova’s shareholders about the tender offers by Casino, Guichard-Perrachon S.A. (“Casino”) for all issued and outstanding ordinary shares in the capital of Cnova, which Cnova’s board of directors has concluded are in the best interest of Cnova and its stakeholders, including its shareholders, and (ii) submit to a shareholder vote the appointment of Christophe José Hidalgo as Non-Executive Director.

Following the recent completion of the reorganization (the “Reorganization”) of Cnova’s former Brazilian subsidiary Cnova Comércio Eletrônico S.A. (“Cnova Brazil”) within Via Varejo S.A. (“Via Varejo”), which was announced on October 31, 2016, Casino has confirmed the launch of tender offers in the United States and France. Casino has confirmed to Cnova that it anticipates filing tender offer documents with the French *Autorité des marchés financiers* (the “AMF”) on or around December 5, 2016 and with the U.S. Securities and Exchange Commission (the “SEC”) on or around December 22, 2016. Cnova will publish the tender offer documents, as well as a position statement that addresses the background of the tender offers and their merits on its corporate website. The tender offers are not being put forth to a vote of Cnova’s shareholders at the EGM.

The notice of the EGM, the explanatory notes and the forms of proxy cards for the EGM are available at Cnova’s website at www.cnova.com and will also be furnished to the SEC on a report of foreign private issuer on Form 6-K (the “Form 6-K”). The Form 6-K and all exhibits will be available for viewing on the SEC’s website at www.sec.gov.

Cnova Investor Relations Contact:

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About Cnova N.V.

Cnova N.V., one of the leading e-Commerce companies in France, serves 7.9 million active customers via its state-of-the-art website, Cdiscount. Cnova N.V.'s product offering of more than 19 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. 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. 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 Cnova's controlling shareholder 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 effect of the announcement of the Reorganization on the ability of Cnova 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 Cnova and others relating to the reorganization agreement, dated as of August 8, 2016, between Cnova Brazil, Via Varejo and Cnova; 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.

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 documents and Cnova's position statement in relation to the tender offers when they become available as they will contain important information with respect to the tender offers.

The potential tender offers by Casino for Cnova's outstanding ordinary shares, par value €0.05 per share, referenced in the materials furnished herewith have not commenced. When the tender offers are commenced, Casino will file a tender offer statement on Schedule TO with the SEC and Cnova will timely file a solicitation/recommendation statement on Schedule 14D-9, with respect to the offer in the United States, and Casino will file a draft tender offer memorandum (projet de note d'information) with the AMF and Cnova will timely file a draft memorandum in response (projet de note d'information en réponse) including the recommendation of Cnova's board of directors, with respect to the offer in France. 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. 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 and 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 and on the AMF's website: 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.**, a Dutch public limited liability company (*naamloze vennootschap*), having its corporate seat at Amsterdam (trade register number: 60776676) (the "**Company**") to be held on Friday, January 13, 2017, 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. Explanation of the recommended tender offers by Casino, Guichard-Perrachon S.A., for all issued and outstanding ordinary shares in the capital of the Company (*discussion item*)
3. Appointment of Christophe José Hidalgo as Non-Executive Director (*voting item*)
4. Questions
5. Closing of the EGM

Availability of EGM Materials

Copies of (i) this notice, (ii) the explanatory notes to the agenda and (iii) templates of the applicable proxy forms and proxy cards (the "**EGM Materials**") are available on the Company's website (www.cnova.com) (the "**Website**"). This notice, the explanatory notes thereto and the templates of the applicable proxy forms and proxy cards will be furnished to the U.S. Securities and Exchange Commission (the "**SEC**") under cover of Form 6-K, to be made available on the SEC's website at www.sec.gov.

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 Company's shareholders (the "**Shareholders**") and others with meeting rights under Dutch law in respect of the Company ("**Others with Meeting Rights**") on December 16, 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 Company's office address (WTC Schiphol Airport Tower D, 7th Floor, Schiphol Boulevard 273, 1118 BH Schiphol, the Netherlands) (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 January 10, 2017 (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
December 2, 2016



CNOVA N.V.
EXPLANATORY NOTES TO THE AGENDA

Explanatory notes to the agenda for the extraordinary general meeting of shareholders of **Cnova N.V.** (the “**EGM**”), a Dutch public limited liability company (*naamloze vennootschap*), having its corporate seat at Amsterdam (trade register number: 60776676) (the “**Company**” or “**Cnova**”) to be held on Friday, January 13, at 14:00 CET, at Hilton Amsterdam Airport Schiphol Hotel located at Schiphol Boulevard 701, 1118 BN, Schiphol Airport, the Netherlands.

Agenda item 2: Explanation of the recommended tender offers by Casino, Guichard-Perrachon S.A. for all issued and outstanding ordinary shares in the capital of the Company (*discussion item*)

On August 8, 2016, the Company announced that it entered into a binding reorganization agreement (the “**Reorganization Agreement**”) with Via Varejo S.A. (“**Via Varejo**”), regarding the reorganization of the Company’s Brazilian subsidiary, Cnova Comércio Eletrônico S.A. (“**Cnova Brazil**”), within Via Varejo (the “**Reorganization**”). The Company furthermore announced that its shareholder Casino, Guichard-Perrachon S.A. (“**Casino**”), had agreed to launch tender offers (the “**Offers**”) to purchase any and all outstanding ordinary shares of the Company at a price of US\$ 5.50 per share with respect to holders of Cnova ordinary shares who are located in the United States or, with respect to holders of Cnova ordinary shares who are located in France and to holders of Cnova ordinary shares located anywhere outside of the United States and France, the equivalent in euros, subject only to completion of the Reorganization. The Company’s (indirect) shareholder Companhia Brasileira de Distribuição (“**CBD**”) has agreed not to participate in the Offers or otherwise transfer the shares in the capital of the Company indirectly held by it prior to the completion of the Offers.

On September 12, 2016, the Company convened an extraordinary general meeting of shareholders, among other things, to approve the Reorganization and take certain resolutions related to the Reorganization (the “**Reorganization EGM**”). On October 27, 2016, the Company’s shareholders at the Reorganization EGM approved the Reorganization and adopted all other resolutions put forward on the agenda of the Reorganization EGM. On October 31, 2016, the Company announced that the Reorganization was completed,

Pursuant to the Reorganization Agreement, in exchange for all of its ownership interest in Cnova Brazil, the Company received (i) 96,790,798 of its own shares (immediately prior to the Reorganization representing approximately 22% of its issued and outstanding ordinary shares), previously (indirectly) held by Via Varejo and (ii) cash consideration of approximately US\$ 5 million, subject to customary closing adjustments. In addition, the Company received the repayment of shareholder loans granted by the Company to Cnova Brazil, valued at R\$ 527 million as at November 8, 2016. As a result of the completion of the Reorganization, the Company focuses exclusively on Cdiscount. Via Varejo became the sole shareholder of Cnova Brazil, which operates Extra.com.br, Pontofrio.com and Casasbahia.com.br websites, and is no longer a shareholder of the Company.

Following the completion of the Reorganization, Casino has confirmed to the Company that the Offers are expected to be launched on or around December 27, 2016.

At its meeting on November 23, 2016, the Cnova Transaction Committee, representing the Cnova Board of Directors, after numerous discussions and consultations with its legal and financial advisers, unanimously concluded that it has thoroughly considered the merits, advantages and potential disadvantages of the Offers and unanimously (i) concluded that the price to be offered by Casino in the Offers reflects at least full and fair value for the ordinary shares, (ii) determined that the Offers are in the best interest of Cnova and its stakeholders, including its shareholders, (iii) determined that the Offers are fair, advisable and in the best interest of the unaffiliated shareholders and (iv) resolved to fully support the Offers and recommend that shareholders accept the Offers and tender their ordinary shares.

The EGM has been convened by the Cnova Board of Directors with the purpose to inform the Company's shareholders about the Offers. The Offers are not being put forth to a vote of the Company's shareholders at the EGM.

The Company anticipates that on or around December 22, 2016, Casino will file tender offer documents with the French *Autorité des marchés financiers* (the "AMF") and the U.S. Securities and Exchange Commission (the "SEC"), which the Company will publish on its corporate website.

The Company will simultaneously publish on its corporate website a position statement in accordance with section 18 paragraph 2 and Annex G of the Dutch Decree on public offers *Wft (Besluit openbare biedingen Wft)*. In its position statement, the Cnova Board of Directors will further address the background of the Offers and their merits. These explanatory notes to the agenda for the EGM are neither an offer to purchase nor a solicitation of an offer to sell securities. Shareholders are advised to read Casino's tender offer documents and the Company's position statement in relation to the Offers when they become available as they will contain important information with respect to the Offers.

Agenda item 3: Appointment of Christophe José Hidalgo as Non-Executive Director (voting item)

Mr. Didier Lévêque has indicated that he intends to resign from his position as Non-Executive member and Vice-Chairman of the Cnova Board of Directors prior to the EGM. In view of his intended resignation, it is being proposed that Mr. Christophe José Hidalgo will be appointed as Non-Executive Director for a period ending at the end of the annual general meeting of shareholders of the Company to be held in 2020.

Mr. Christophe José Hidalgo, 49, has been the chief financial officer and corporate services officer at Grupo Pão de Açúcar since 2012. He joined the Casino Group in 2000, where he has held several positions in finance and controllership, including chief financial officer of Almacenes Éxito S.A. from 2010 to 2012. From 1996 to 2000, Mr. Hidalgo was the chief financial officer of Castorama.

Mr. Hidalgo holds a bachelor's degree in law and a master's degree in finance and accounting from Université de Bordeaux. There are no arrangements or understandings with major shareholders, customers, suppliers or others of the Company pursuant to which Mr. Hidalgo was selected as a director nominee.

Proposed resolution

In accordance with and further to the explanatory notes to the agenda for the extraordinary general meeting of shareholders, to appoint Mr. Christophe José Hidalgo as Non-Executive Director for a period ending at the end of the annual general meeting of shareholders to be held in 2020.

The Board of Directors
December 2, 2016

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF

Cnova N.V.

January 13, 2017

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of and Agenda for the Extraordinary General Meeting of Shareholders and the Explanatory Notes prepared in connection with 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" PROPOSAL 3. 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]

Agenda item 3. Appointment of Christophe José Hidalgo as Non-Executive Director FOR [] AGAINST [] ABSTAIN []

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 January 10, 2017)**

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 Friday, January 13, 2017, 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 December 16, 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 proposal (3). 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.)



VOTING 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 December 2, 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 January 13, 2017, 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 it has issued a corresponding number of special voting depository receipts to Casino, Guichard-Perrachon S.A. (the "**Shareholder**").
- 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 voting proxy (the "**Voting Proxy**") to the Shareholder.

HEREBY DECLARES

- 1.** The Voting Depository hereby grants the Voting 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 Voting 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.** This Voting Proxy shall be irrevocable unless otherwise provided in the Terms.
- 5.** The relationship between the Voting Depository and the Shareholder under this Voting Proxy is governed exclusively by the laws of the Netherlands.

(signature page follows)

Signature page to a power of attorney

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 :



VOTING 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 December 2, 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 January 13, 2017, 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 it has issued a corresponding number of special voting depository receipts to Companhia Brasileira de Distribuição Netherlands Holding B.V. (the “**Shareholder**”).
- 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 voting proxy (the “**Voting Proxy**”) to the Shareholder.

HEREBY DECLARES

- 6.** The Voting Depository hereby grants the Voting 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.
- 7.** This Voting Proxy is granted with full power of substitution.
- 8.** The Shareholder is authorised to act also as an attorney-in-fact of one or more counterparties of the Voting Depository.
- 9.** This Voting Proxy shall be irrevocable unless otherwise provided in the Terms.
- 10.** The relationship between the Voting Depository and the Shareholder under this Voting Proxy is governed exclusively by the laws of the Netherlands.

(signature page follows)

Signature page to a power of attorney

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 :



VOTING 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 December 2, 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 January 13, 2017, 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, 659,383 special voting shares (the "**Special Voting Shares**") in the capital of the Company for which it has issued a corresponding number of special voting depository receipts to Almacenes Éxito S.A. (the "**Shareholder**").
- 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 voting proxy (the "**Voting Proxy**") to the Shareholder.

HEREBY DECLARES

- 11.** The Voting Depository hereby grants the Voting 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.
- 12.** This Voting Proxy is granted with full power of substitution.
- 13.** The Shareholder is authorised to act also as an attorney-in-fact of one or more counterparties of the Voting Depository.
- 14.** This Voting Proxy shall be irrevocable unless otherwise provided in the Terms.
- 15.** The relationship between the Voting Depository and the Shareholder under this Voting Proxy is governed exclusively by the laws of the Netherlands.

(signature page follows)

Signature page to a power of attorney

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 December 2, 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 January 13, 2017, 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 it has issued a corresponding number of special voting depository receipts to QE Participações Netherlands Holding B.V. (the "**Shareholder**").
- 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 "**Voting Proxy**") to the Shareholder.

HEREBY DECLARES

- 1.** The Voting Depository hereby grants the Voting 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 Voting 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.** This Voting Proxy shall be irrevocable unless otherwise provided in the Terms.
- 5.** The relationship between the Voting Depository and the Shareholder under this Voting Proxy is governed exclusively by the laws of the Netherlands.

(signature page follows)

Signature page to a power of attorney

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 highlighted are only relevant to those registered shareholders holding special voting depository receipts. Please complete / remove as appropriate.

PROXY

THE UNDERSIGNED

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

RECITALS

- A. On December 2, 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 January 13, 2017, 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 depository receipts (the "**Special Voting Depository 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 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.]
- [E. In accordance with Article 5.1 sub a. of the Terms, the Principal has requested or will request from the Voting Depository 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 Depository Receipts (the "**Special Voting Shares**"), corresponding with the Principal's Special Voting Depository 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)

Signature page to a power of attorney

[*registered shareholder*]

Name :

Title :

Date :

No.	Agenda item (voting items)	for	against	abstain*
3.	Appointment of Christophe José Hidalgo as Non-Executive Director			

** Please note that if you do not record a vote for the proposed agenda item listed above, your vote will be considered to be a vote for the relevant agenda item.*