

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF

Cnova N.V.

May 23, 2017

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of and Agenda for the Annual General Meeting of Shareholders and the Explanatory Notes to the Agenda for the Annual General Meeting of Shareholders 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" PROPOSALS 5 THROUGH 12. 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]

- 5. Adoption of the annual accounts for the financial year 2016
6. Release from liability of the members of the Board with respect to the performance of their duties during the financial year 2016
7. Instruction to Ernst & Young Audit for the external audit of the Company's annual accounts for the financial year 2017
8. Reappointment of Mr. Ronaldo labrudi dos Santos Pereira as Non-Executive Director
9. Reappointment of Mr. Arnaud Strasser as Non-Executive Director
10. Authorization of the Board of Directors to acquire ordinary shares in the capital of the Company
11. Delegation of the authority to issue ordinary shares and special voting shares and to grant rights to subscribe for such shares
12. Delegation of the authority to limit and exclude pre-emption rights in respect of any issue of ordinary shares or any granting of rights to subscribe for such shares

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.

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## **CNOVA N.V.**

### **Proxy For Annual General Meeting of Shareholders**

**(Must be presented at the meeting or received prior to 11:59 P.M.**

**United States Eastern Daylight Time on May 18, 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 Annual General Meeting of Shareholders of Cnova N.V. to be held on Tuesday, May 23, 2017, at 4.30 p.m. CEST, at Hilton Amsterdam Airport Schiphol Hotel located at Schiphol Boulevard 701, 1118 BN, Schiphol Airport, the Netherlands 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 April 25, 2017 (the “**Shares**”) in its discretion upon all matters which may properly come before such meeting, and instructs such proxy to endeavor to vote or cause to be voted the Shares at such meeting in the manner specified on the reverse side hereof. If no direction is made, this proxy will be voted, as recommended by the board of directors of Cnova N.V., FOR each of the proposals (5) through (12). 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.)**