

**MINUTES**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS – MARCH 1, 2023**

**AGENDA ITEM 1 - OPENING OF THE EGM**

Mr. Jean-Yves Haagen (the "**Chairman**"), Chairman of the board of directors (the "**Board**") of Cnova N.V. (the "**Company**"), welcomed the attendees to the Company's extraordinary general meeting of shareholders (the "**EGM**") and indicated that he would chair the EGM in accordance with the Company's articles of association (the "**Articles**").

The Chairman indicated that Mr. Steven Geers, General Counsel of the Company, would act as secretary of this meeting (the "**Secretary**").

The Secretary indicated that the members of the Board were present at the EGM, except for Silvio Genesini, Guillaume Michaloux, Bernard Oppetit, Eleazar de Carvalho, Josseline de Clausade, Christophe Hidalgo and Thomas Métivier, who were unable to join. The Secretary indicated furthermore that the EGM was attended by Yvonne Theuns as a representative from Vistra B.V., which serves as the Company's independent proxy committee, and by the Company's Dutch legal counsel, Marloes van der Laan of NautaDutilh N.V.

The Secretary discussed certain formalities relating to the EGM and noted that the EGM had been convened with due observance of all applicable provisions of Dutch law and the Articles and that approximately 618,000,000 shares and voting rights were represented at the EGM, constituting approximately 94,5% of the Company's issued share capital.

The Chairman determined certain points of order with respect to the EGM.

**AGENDA ITEM 2 - APPOINTMENT OF THOMAS METIVIER**

The Secretary discussed the second item on the agenda, being the appointment of Mr. Thomas Metivier as Executive Director of the Company, as outlined in the explanatory notes to the agenda for the EGM.

Since there were no questions, the Secretary put the proposal up for voting and noted that the vote had passed.

**AGENDA ITEM 3 - APPOINTMENT OF EMMANUEL OLIVIER GRENIER**

The Secretary discussed the third item on the agenda, being the appointment of Mr. Emmanuel Olivier Grenier as Non-Executive Director of the Company, as outlined in the explanatory notes to the agenda for the EGM.

Since there were no questions, the Secretary put the proposal up for voting and noted that the vote had passed.

**AGENDA ITEM 4 - APPOINTMENT OF GUILLAUME MICHALOUX**

The Secretary discussed the fourth item on the agenda, being the appointment of Mr. Guillaume Michaloux as Non-Executive Director of the Company, as outlined in the explanatory notes to the agenda for the EGM.

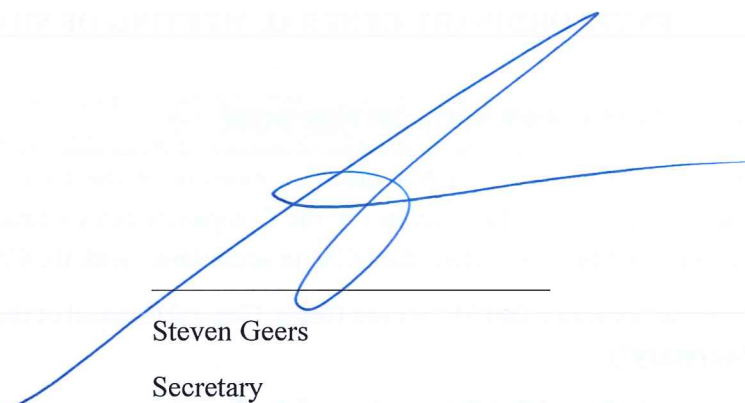
Since there were no questions, the Secretary put the proposal up for voting and noted that the vote had passed.

**QUESTIONS AND CLOSING**

There being no questions or comments from attendees, the Chairman closed the EGM.

*(signature page follows)*

*Signature page to minutes of the EGM*

  
\_\_\_\_\_  
Jean-Yves Haagen  
Chairman  
\_\_\_\_\_  
Steven Geers  
Secretary