

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF

Cnova N.V.

March 1, 2023

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 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 2, 3 AND 4.
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 ☒

	FOR	AGAINST	ABSTAIN
2. Appointment of Mr. Thomas Metivier as Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Mr. Emmanuel Olivier Grenier as Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of Mr. Guillaume Michaloux as Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 Extraordinary General Meeting of Shareholders

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

Central European Time on February 24, 2023)

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 on Wednesday March 1, 2023, at 2:00 p.m. CET, at Hilton Amsterdam Airport Schiphol Hotel located at Schiphol Boulevard 701, 1118 BN, Schiphol Airport, the Netherlands (the "EGM"). 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 February 1, 2023 (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 or if multiple directions are made, this proxy will be voted, as recommended by the board of directors of Cnova N.V., FOR each of the proposals. 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)