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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.

Central European Summer Time on June 23, 2020)

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 Friday, June 26, 2020, 2:30 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 May 29, 2020 (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 (3) and (5) through (16). 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.)

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF

Cnova N.V.

June 26, 2020

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 3 AND 5 THROUGH 16. 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]

- 3. Remuneration report for the fiscal year 2019
5. Adoption of the annual accounts for the financial year 2019
6. Release from liability of the members of the Board with respect to the performance of their duties during the financial year 2019
7. Instruction to Ernst & Young Accountants LLP for the external audit of the Company's annual accounts for the financial year 2020
8. Amendment to the Company's articles of association
9. Reappointment of Mr. Ronaldo labrudi dos Santos Pereira as Non-Executive Director
10. Reappointment of Mr. Arnaud Strasser as Non-Executive Director
11. Reappointment of Mr. Christophe José Hidalgo as Non-Executive Director
12. Appointment of Mrs. Josseline de Clausade as Non-Executive Director
13. Adoption of the remuneration policy for the members of the Board
14. Authorization of the Board to acquire ordinary shares in the capital of the Company
15. Delegation of the authority to issue ordinary shares and special voting shares and to grant rights to subscribe for such shares
16. 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.