

CNOVA N.V.
NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Notice for the EGM

Notice is hereby given of the extraordinary general meeting of shareholders of **Cnova N.V.** (the "**Company**") to be held on November 15, 2024, at 11:30 a.m. CET, at Beethovenstraat 400, 1082 PR Amsterdam, 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. Amendment to the Company's articles of association (*voting item*)
3. Cancellation of special voting shares in the Company's capital (*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 for the EGM, (iii) the verbatim text of the proposed amendment to the Company's articles of association and (iv) the applicable forms of proxy and forms of proxy cards (the "**EGM Materials**") are made available to the Company's shareholders (the "**Shareholders**") and others with meeting rights under Dutch law in respect of the Company ("**Others with Meeting Rights**") and other interested parties on the Company's website (www.cnova.com) (the "**Website**") and are also available for inspection at the Company's office address (Strawinskylaan 3051, 1077 ZX Amsterdam, the Netherlands) (the "**Office Address**"). Shareholders and Others with Meeting Rights may obtain copies of these documents free of charge.

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**"). 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 ABN AMRO, who will centralize the distribution process.

Record date

Those who are the Shareholders and Others with Meeting Rights on October 18, 2024 (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 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, without 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 ABN AMRO) who wish to vote their shares through the use of a proxy form will direct (where appropriate, through the relevant bank, broker or other nominee) American Stock Transfer & Trust Company to vote on their behalf.

Proxy cards and proxy forms must be completed U.S. Shareholders and French Shareholders and registered holders holding shares through American Stock Transfer & Trust Company in accordance with the instructions set forth in the templates thereof and must be returned no later than November 12, 2024 (the "**Cut-off Date**"). 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
October 1, 2024

EXPLANATORY NOTES TO THE AGENDA

Except as otherwise defined in the convening notice to which these explanatory notes pertain, the following definitions shall apply in these explanatory notes:

Articles of Association	The Company's articles of association.
Board	The Company's board of directors.
Company	Cnova N.V.
Casino	Casino Guichard-Perrachon S.A.
DRs	Depository receipts issued by the Foundation for Special Voting Shares
Foundation	Stichting Cnova Special Voting Shares
Special Voting Shares	Special voting shares in Cnova's capital

2. Amendment to the Articles of Association (*voting item*)

On October 1, 2024 the Company received a request from Casino to terminate the Company's founders high voting plan which allows founding shareholders of the Company (including Casino) and their permitted transferees to receive twice as many voting rights in the Company's general meeting as the number of ordinary shares held by them and which are registered in the Company's special founders' share register for that purpose. As a consequence of Casino's request, all DRs for Special Voting Shares held by the Foundation shall promptly be cancelled for no consideration. Subsequently, all Special Voting Shares held by the Foundation shall be transferred to the Company for no consideration and the Foundation shall be dissolved. In connection with the foregoing, it is proposed that the Articles of Association be amended to remove all references to the Special Voting Shares. If this resolution passes, each civil law notary, candidate civil law notary and lawyer working with NautaDutilh N.V., the Company's legal counsel, shall be authorised to have the deed of amendment to the Articles of Association executed. A full text of the proposed amendments (in Dutch, with an unofficial English translation) has been made available on the Company's website and at the Company's office address. The deed of amendment will be executed once the relevant legal procedure for capital reduction under Dutch law relating to the cancellation of the Special Voting Shares referred to in the explanatory notes to agenda item 3 has been completed, and such cancellation shall take effect concurrently with the execution of the deed of amendment.

Any special capital reserve or special dividend reserve will be added to the Company's general dividend reserve upon the execution of the deed of amendment.

3. Cancellation of special voting shares in the Company's capital (*voting item*)

It is proposed that all Special Voting Shares held by the Company as at close of business on the date of the EGM be cancelled and that the Board and each member of the Board be authorised, with powers of substitution, to implement this cancellation, in one or more tranches, including the authorisation to establish the exact number of Special Voting Shares to be cancelled and the precise moment of such cancellation. This resolution shall only take effect after the relevant legal procedure for capital reduction under Dutch law has been completed and such cancellation shall take effect concurrently with the execution of the deed of amendment referred to in the explanatory notes to agenda item 2.

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