HALF-YEAR FINANCIAL REPORT 2023

INTRODUCTION

In this semi-annual report, the terms "Cnova," "we," "us," "our" and "the Company" refer to Cnova N.V. and, where appropriate, its subsidiaries. Any reference to "our brands" or "our domain names" in this semi-annual report includes the brands "Cdiscount" and related domain names, which are either registered in the names of our Parent Companies or in the name of Cdiscount as more fully described herein. Additionally, unless the context indicates otherwise, the following definitions apply throughout this semi-annual report:

Name	Definition
AFM	Dutch Authority for the Financial Markets
AMF	French Autorité des Marchés Financiers
Casino	Casino, Guichard Perrachon S.A.
Casino Group	Casino, Guichard Perrachon S.A. and its subsidiaries and, where appropriate, the controlling holding companies of Casino, including Rallye S.A. and Euris S.A.S. which are ultimately controlled by Mr. Jean Charles Naouri
CBD or GPA	Companhia Brasileira de Distribuição and, where appropriate, its subsidiaries (together, commonly known as Grupo Pão de Açúcar)
Cdiscount	Cdiscount S.A. and, where appropriate, its subsidiaries
Cdiscount Group	Cdiscount Group S.A.S. (formerly Casino Entreprise S.A.S.) and, where appropriate, its subsidiaries
Euris	Euris S.A.S.
Éxito	Almacenes Éxito S.A. and, where appropriate, its subsidiaries
Founding Shareholders	Casino, CBD, Via Varejo, Éxito and certain former managers of Nova Pontocom.
Parent Companies	Casino, CBD, Éxito and, until the completion of the 2016 Reorganization (as defined in "2.3.4 The 2016 Reorganization"), Via Varejo, each of which is an affiliate of Cnova
SEC	United States Securities and Exchange Commission
Via Varejo	Via Varejo S.A. and, where appropriate, its subsidiaries
Voting Depository	Stichting Cnova Special Voting Shares

We also have a number of other registered trademarks, service marks and pending applications relating to our brands. Solely for convenience, trademarks and trade names referred to in this annual report may appear without the "®" or "™" symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent possible under applicable law, our rights or the rights of the applicable licensor to these trademarks and trade names. We do not intend our use or display other companies' trade names, trademarks or service marks to imply a relationship with, or endorsement or sponsorship of us by, any other companies. Each trademark, trade name or service mark of any other company appearing in this annual report is the property of its respective holder.

This semi-annual report includes other statistical, market and industry data and forecasts which we obtained from publicly available information and independent industry publications and reports that we believe to be reliable sources. These publicly available industry publications and reports generally state that they obtain their information from sources that they believe to be reliable, but they do not guarantee the accuracy or completeness of the information. Although we believe that these sources are reliable, we have not independently verified the information contained in such publications. Certain estimates and forecasts involve uncertainties and risks and are subject to change based on various factors, including those discussed under "2. Risk Factors" in this semi-annual report.

This semi-annual report contains forward looking statements that are based on our management's beliefs and assumptions and on information currently available to our management. Forward looking statements include information concerning our possible or assumed future results of operations, business strategies, financing plans, competitive position, industry environment, potential growth opportunities, potential market opportunities and the effects of competition. Forward looking statements include all statements that are not historical facts and can be identified by terms such as "anticipates," "believes," "could," "seeks," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "projects," "should," "will," "would" or similar expressions that convey uncertainty of future events or outcomes and the negatives of those terms. These statements include, but are not limited to, statements regarding:

- our ability to deliver the savings expected from our Efficiency Plan in the 2nd half of 2023 and full year 2024
- our ability to compete successfully in our highly competitive market;
- our ability to attract and retain talented personnel.
- our ability to maintain and enhance our brands, as well as our customer reputation;
- our ability to develop state-of-the-art technology, to make continuous improvement to our mobile platform successfully and to monetize traffic from mobile activity;
- our ability to achieve growth in the higher-margin areas of our business, including our marketplace and home furnishings product category;
- our ability to maintain and grow our existing customers base, to increase repeat orders from our customers and to grow our CDAV (« Cdiscount à Volonté », our client loyalty program) customer base;
- our ability to maintain good relations with our vendors and the ability of our vendors to maintain their commercial position;
- our ability to increase direct sales product assortment and marketplace offering successfully and continuously;
- our ability to successfully optimize, operate and manage our fulfillment centers;
- our ability to protect our sites, networks and systems against security breaches;
- the extent to which we can benefit from the relationships with our Parent Companies;
- the extent to which our sites are affected by significant interruptions or delays in service;
- our ability to develop new sources of revenues or enhance the existing

ones, including the development of new B2B services;

- our ability to continue the use of our domain names and prevent third parties from acquiring and using domain names that infringe on our domain names;
- our ability to comply with European, French and other laws and regulations relating to privacy and data protection;
- our ability to comply with additional or unexpected laws and regulations applying to our business, including consumer protection laws and tax laws; and
- the final financial impact of the 2016 Reorganization, including the indemnification obligation of Cnova to Via Varejo.
- The outcomes and consequences of the negotiations and the related conciliation procedure both at Casino and Cnova level
- The risks in relation to the outcome, implementation and consequences of the offer and the restructuring of debt of Casino group
- Our cash forecasts supporting our going concern assessment inherently involve uncertainty
- No assurance can be given the Company is able to realize its assets and discharge its liabilities in the normal course of business.

The forward-looking statements contained in this semi-annual report reflect our views as of the date of this semi-annual report about future events and are subject to risks, uncertainties, assumptions, and changes in circumstances that may cause events or our actual activities or results to differ significantly from those expressed in any forward-looking statement.

Cnova operates in highly volatile market environments, subject to rapid technological or competition-driven changes and difficult macro-environment. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future events, results, actions, levels of activity, performance or achievements. Readers are cautioned not to place undue reliance on these forward-looking statements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements, including, but not limited to, those factors described in “2. Risk Factors.”

All of the forward-looking statements included in this semi-annual report are based on information available to us as of the date of this semi-annual report. Unless we are required to do so under applicable laws, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

I. DIRECTORS' REPORT

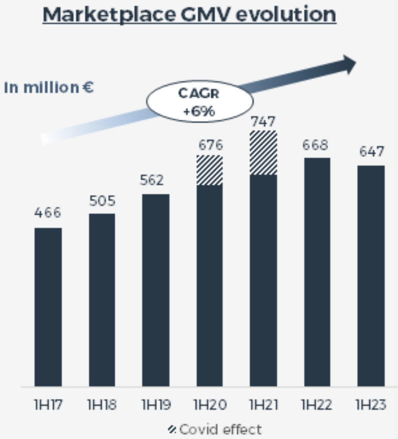
We refer to the Annual Report of Cnova N.V. for the Fiscal Year Ended December 31, 2022 prepared in accordance with IFRS as adopted by the European Union, as well as with Book 2 Title 9 of the Dutch Civil Code as filed with the AFM on March 31, 2023 and adopted by the General Meeting of Shareholders of the Company on May 26, 2023 (the "2022 annual report"). In the 2022 annual report, an extensive Business Overview and Business Model report was given, setting forth the main characteristics of the Company's business. We refer to such Business Overview and Business Model report, which report should be read in conjunction with this semi-annual report.

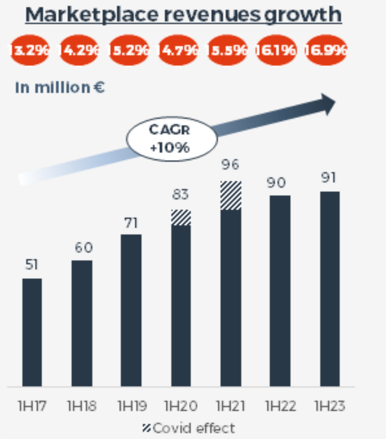
In addition, no changes within the composition of the group are relevant in the six-month period ended 30 June 2023 compared to 31 December 2022.

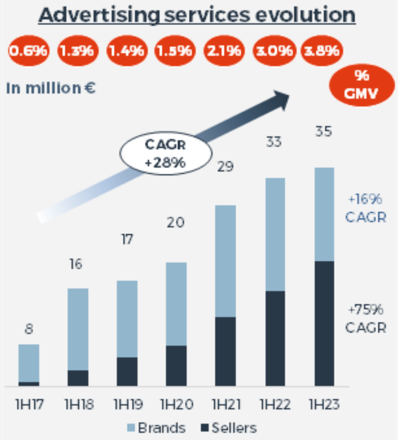
1.1 KEY FIGURES

Marketplace and Advertising services at the heart of our ecommerce platform success

Expanding Marketplace	Growing Marketplace revenues	Advertising services acceleration







Growing B2B revenues (+44%) with the commercial ramp-up of C-Logistics and Octopia

C-Logistics — x8 in B2B revenues vs. 22

Full service of supply e-commerce operations

- +2 new clients in 1H23
- x6 parcels shipped for external clients vs. 22

Key success drivers

- Differentiating ESG approach notably with actions related to packaging and cardboard
- Personalized services
- Closely monitoring of warehouses capacity to adapt to business levels

octopia — +43% in B2B revenues vs. 22

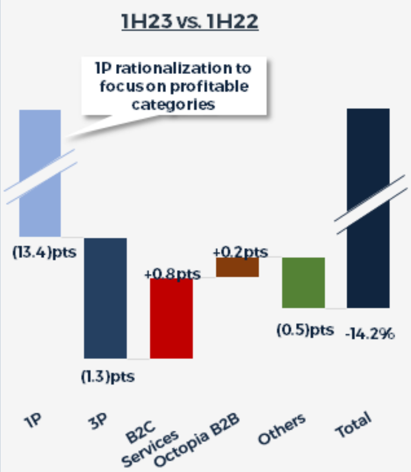
Access to a turnkey marketplace platform

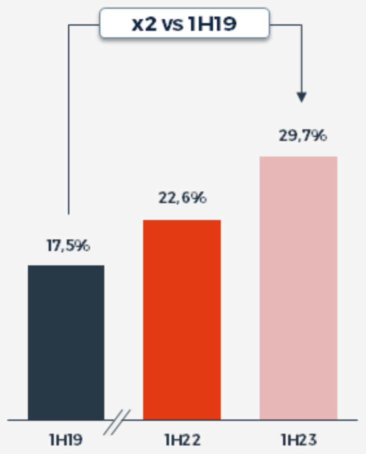
- 6 new clients launched for Marketplace-as-a-Service and Merchant-as-a-Service
- Number of sellers x2 vs. 4Q22
- **Highly differentiating offer:** platform functionalities, merchants pool and logistics know-how

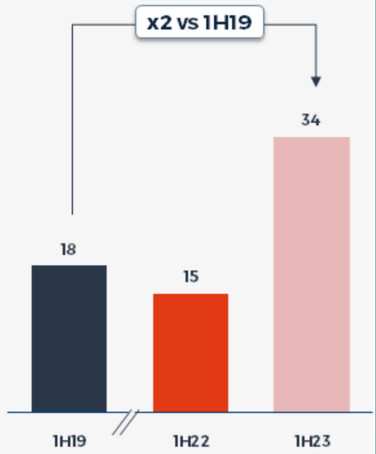
Access to fulfilment solutions

- Parcels shipped: +30% in 1H23 vs. 22
- **Highly differentiating offer:** leveraging on Cdiscount's logistic capacities, marketplace fulfilment leader and international expansion

Like-for-like GMV growth Y-o-Y (in contribution points to growth)	Increasing Gross margin by +7pts (% of Net sales)	Doubling EBITDA in a challenging context (€ million)







1.2 FINANCIAL HIGHLIGHTS

The following tables set forth our selected consolidated financial data. The consolidated financial data for the 6-month periods ended June 30, 2023 and 2022 are derived from our unaudited interim condensed consolidated financial statements for such periods, included elsewhere in this semi-annual report.

The selected consolidated historical financial information should be read in conjunction with our financial statements and the accompanying notes included elsewhere in this semi-annual report as well as our 2022 annual report. Our financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and International Accounting Standard 34 (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”) and also as approved by the European Union (“EU”) and have not been audited by a Dutch statutory auditor, as defined in art 5:25a of the Dutch Finance Supervision Act (Wet Financieel Toezicht). KPMG Accountants N.V has performed review procedures on the semi-annual financial statements, their review report is included in section 4 of this semi-annual report.

Financial performance (€ million)	2022 Half year[1] Revised	2023 Half year	Change vs. 2022	
			Reported	L-f-L[2]
Total GMV	**1,785**	**1,380**	**(23)%**	**(14)%**
Ecommerce platform	**1,734**	**1,337**	**(23)%**	**(14)%**
o/w Direct sales	679	464	(32)%	
o/w Marketplace	668	647	(3)%	
Marketplace share	*49.6%*	*58.3%*	*+8.7pts*	
o/w Services	150	80	(46)%	+21%
o/w Other Revenues	237	146	(39)%	+1%
B2B activities	**50**	**43**	**(14)%**	
o/w Octopia B2B revenues	8	11	+43%	
o/w Octopia Retail & Others	41	25	(39)%	
o/w C-Logistics	1	7	x8	
Total Net sales	**874.3**	**612.5**	**(29.9)%**	**(23.1)%**
EBITDA[3]	**14.6**	**33.9**	**+€19.3m**	
% of Net sales	*1.7%*	*5.5%*	*+3.9pts*	
Operating EBIT	-33.5	-14.3	+€19.2m	
% of Net sales	*-3.8%*	*-2.3%*	*+1.5pts*	
Net Financial Result	-42.5	-26.8	+€15.6m	
Net profit from cont. oper.	**-69.4**	**-65.4**	**+€4.0m**	

[1]a

[1] 2022 figures have been restated to consider CChezVous disposal (discontinued operations)
[2] Like-for-like figures exclude Géant and Cdiscount Energy for 1H22
[3] EBITDA: operating profit/(loss) from ordinary activities (EBIT) adjusted for operating depreciation & amortization

1.3 SIGNIFICANT EVENTS OF THE FIRST SEMESTER

Context

Casino Group and Cnova suffered during H1 2023 of net financial debt deterioration accelerated by degradation of rating agencies.
Therefore, Risk reevaluation was done by Cnova stakeholders.

Namely, since the start of Q2, a contraction of credit insurers risk exposures was observed. Those impacts were closely monitored by top management to mitigate.

Conciliation : information on Casino group and Cnova liquidity

On May 23, 2023, the French Company's subsidiaries: Cdiscount, Maas, C-Shield, C-Technology, C-Logistics, Carya and CLR, requested from the President of the Paris Commercial Court the opening of conciliation proceedings to their benefit, under the aegis of SELARL BCM (Me Eric Bauland) and of SCP BTSG[2] (Me Marc Sénéchal), for an initial period of four months, possibly extendable for one additional month.

These conciliation proceedings are part of the more global context of the conciliation proceedings opened to the benefit of Groupe Casino, for the purpose of engaging in discussions with its creditors within a protective legal framework and without impact on its relations with its operational partners (in particular its suppliers) and its employees. In any case, these proceedings are intended to strengthen the financial situation of CDiscount, Maas, C-Shield, C-Technology, C-Logistics, Carya and CLR. On May 25, 2023, the President of the Paris Commercial Court therefore decided to open conciliation.

As part of the conciliation proceeding, Casino group received on July 15, 2023 a revised offer from EP Global Commerce a.s., Fimalac and Attestor (the "Consortium") to strengthen the Casino group's equity capital. Cnova is part of the perimeter of the transaction.

On July 28, 2023, Casino Group announces that it has, under the aegis of the conciliators and of the Comité Interministériel de restructuration industrielle (CIRI), entered into an agreement in principle on 27 July 2023 with the Consortium and some of its main creditors, especially the ones holding more than two-thirds of the Term Loan B, aiming at strengthening the Group's equity structure and restructuring its financial debt (the "Agreement in Principle"). The Agreement in Principle confirmed Cnova being part of the perimeter of the transaction.

In view of the legal steps still to be taken to implement the Agreement in Principle (as specified on page 11 in the Casino group presentation of the Agreement in Principle on restructuring plan[2]), the situation as of today is still uncertain as to the Casino group and/or Cnova ability to continue as a going concern and, therefore, Cnova may be unable to realize its assets and discharge its liabilities in the normal course of business.

In addition, as part of the going concern assessment, management of Cnova assumes no significant deterioration in performance compared to the business plan and cash forecast (as published on June 26, 2023) for the coming twelve months and no significant deterioration compared to current terms of payment for the key suppliers of Cnova.

It should be noted that these cash flow forecasts inherently involve significant assumptions and uncertainties at Cnova level, as they depend among other factors, on the level of business activity, the expected payment terms with suppliers in the coming months, the successful implementation of the Agreement in Principle agreed upon on July 27, 2023 between Casino group, the Consortium and some of the main creditors aiming at strengthening the Group's equity structure and restructuring its financial debt.

[2] https://www.groupe-casino.fr/wp-content/uploads/2023/07/20230727_Presentation_cleansing_vENG.pdf

The aforementioned events and conditions indicate a material uncertainty exist that may cast notable doubt on Cnova's ability to continue as a going concern and, therefore, Cnova may be unable to realize its assets and discharge its liabilities in the normal course of business.

Main business events

Cnova accelerated its shift towards a more profitable model, as illustrated by the sharp increase in gross margin rate which stands at 29.7% in 1H23 (+7pts vs. 22) and the doubling of its EBITDA:

- Overall GMV decreased by -14% like-for-like[3] in a still challenging market environment marked by a decreasing trend in High Tech and Domestic Appliances categories
- Growing Marketplace revenues at € 91 million in 1H23 (+2% vs. 22, +28% vs. 19) with a slightly decreasing GMV by -3.1% compared to last year, along with a record high GMV share in 1H23 at 58% (+9pts vs. 22, +20pts vs. 19)
- Growing Advertising revenues at € 35 million in 1H23 with a regular growth (+5% vs. 22, x2.1 vs. 19) and an increase in GMV take rate standing at 3.8% for 1H23 (+0.8pt vs. 22, +2.4pts vs. 19)
- B2C Services GMV[4] at € 80 million (+21% vs. 22) mostly driven by Travel activities (+16% vs. 22)
- Octopia B2B revenues at € 9 million (+43% vs. 22) with 6 clients launched for Marketplace solutions and increasing number of parcels shipped for Fulfilment clients such as Adeo and Too Good to Go
- C-Logistics B2B revenues at € 6 million in 1H23 (x8 vs. 22), with the launch of one new client and an increase in the number of shipped parcels for external clients (x6 vs. 22)

Doubling EBITDA in 1H23 amounting to € 34 million (+€ 19 million vs. 22) thanks to our focus on profitable sales for the direct sales business, growing Advertising and Marketplace revenues along with the cost-saving plan.

Efficiency plan to recalibrate SG&A and CAPEX by the end of 2023 is on track to reach the July 2022 guidance (€ 75 million savings target vs. 21) reinforced by a € 15 million ad-on savings plan announced in April 2023:

- SG&A (excluding D&A) amounted to € 148 million (improving by € 35 million vs. 22 and by € 38 million vs. 21)
- Capital expenditures stood at € 31 million (improving by € 16 million vs. 22 and € 22 million vs. 21)

[3] Like-for-like figures exclude Géant and Cdiscount Energy for 1H22
[4] Excluding Cdiscount Energy

1.4 BUSINESS REVIEW

Key performance indicators	First Half 2022 Revised	First Half 2023
GMV [(1)] (€ millions)	1,785	1380
Reported year-on-year GMV growth	*n.a.*	*(23)%*
Marketplace share [(2)]	49.6%	58.3%
Net sales *(€ millions)*	874	612
Reported year-on-year net sales growth	*n.a.*	*(30)%*
Traffic *(visits in millions)*	494.2	433.1
o/w Mobile	*383.9*	*354.5*
Number of orders [(4)] *(millions)*	11.3	9.6
o/w Marketplace orders	*8.0*	*7.6*
Active customers [(3)] *(millions)*	9.1	8.0

(1) Gross merchandise volume (GMV) is defined as product sales + other revenues + marketplace business volumes + services GMV + taxes and is calculated based on approved and sent orders.

(2) Marketplace share of GMV of Cdiscount.com in France, calculated on total GMV less businesses not eligible for marketplace (B2B, Travel, Energy, etc.). Marketplace GMV shares have been adjusted to consider coupons and warranties and exclude CDAV subscription fees.

(3) Active customers at the end of the period, having purchased at least once through Cdiscount websites and application during the 12 previous months.

(4) Total number of placed orders before cancellation due to fraud detection and/or customer non-payment.

A record high marketplace GMV share with positive trends compared to pre-pandemic level:

- Marketplace recorded its all-time highest marketplace GMV share in 1H23 at 58.3% (+8.7pts vs. 22, +20.0pts vs. 19), confirming the mix evolution towards more marketplace revenues
- During the 1st semester 2023, marketplace GMV has decreased (-3.1% vs. 22), in a challenging market environment
- Marketplace revenues amounted to € 91 million in the 1st semester 2023, increasing by +1.8% vs. 22 (+27.8% vs. 19)
- Many new strategic partnerships with Marketplace sellers were formed, including companies specialized in childcare, consumer goods, automobile spare parts, electronic household appliances, connected home solutions, cycling and scooters and numerous others
- A specific strategic partnership has been established with a company dedicated to offering a second life to electronic devices such as scooters
- Expansion of express delivery eligible marketplace SKUs is a key driver of growth and customer satisfaction:
    - Fulfilment by Cdiscount marketplace GMV share stands at 35.2% for the 1st semester 2023
    - Cdiscount Express Seller, launched in 2019 for sellers able to offer express delivery to CDAV customers, covered 15.6% of marketplace GMV in the 1st semester 2023, increasing by +2.8pts compared to the 1st semester 2022

Cnova continues the **rationalization of its direct sales assortment** along with **actions**

towards inventories optimization, including an additional destocking initiative focused on SKUs with the most unfavorable inventory turnover. Inventories have been closely monitored and adjusted to business levels over the last twelve months following the implementation of the Transformation plan focusing on shifting towards a profitable model with the voluntary evolution from direct sales to marketplace.

B2C services showed a record performance:
B2C Services GMV[5], excluding Energy, amounted to € 80 million in the 1st semester 2023, growing by +21% vs. 22. Cdiscount Voyages (travel) GMV has increased by 16% vs. 22:

- In a context of strong inflation, travel business has significantly grown particularly on recreation parks (+58% vs. 22), foreign packages (+10% vs. 22) and transport (+21% vs. 22)
- Cdiscount Voyages launched a pioneering commercial initiative named "*Travel Days*" which occurred from April 26th to May 9th
- Cdiscount Voyages also proposed multiple commercial offers during this semester with airline companies illustrating the reinforcement of airline companies' trust in Cdiscount Voyages

Steady NPS above +50, amongst the best satisfaction rates on the market and rewarding our focus on customers despite the financial constraints.

Artificial intelligence-powered algorithms were implemented all along the customer journey over the past months, significantly enhancing the relevance of the Cdiscount.com search engine (+4.5pts in the search engine click rate in June 2023 compared to June 2022) with a continuous ramp-up of SKUs crawled since the beginning of 2022 from c. 1 million in January 2022 to c. 2 million as of today.

Cnova is developing Generative Artificial Intelligence to improve customer and partner experience and **enhance process efficiency**, leveraging on its +10 years Artificial Intelligence expertise and +30 data scientists. Over the 1st semester 2023:

- 2 use cases combining in-house algorithms with generative Artificial Intelligence models were successfully launched for product classification and customer chatbot
- A new dedicated steering team was assembled to accelerate Generative Artificial Intelligence deployment
- +30 use cases were already identified across all our business lines

Advertising services driven by Retail Media dynamics:

- Advertising services revenues reached € 35 million in 1H23 (+5% vs. 22), with growing GMV take rate standing at 3.8% (+0.8pts vs. 22)
- Advertising services growth is mainly supported by Retail Media
  - Marketplace sellers generated a € 20 million margin in 1H23 (+30% vs. 22)
  - Retail Media share on total Advertising revenues increased from 71% in the 1st semester 2022 to 79% in the 1st semester 2023
- Sponsored products performed well in the 1st semester 2023, growing by +14% vs. 22, with a strong increase in revenues generated for 1000 pages viewed
- Actions have been implemented to boost Advertising services such specific "*Discover*" offers to recruit sellers and new algorithms to maximize sellers' GMV

[5] Like-for-like figures exclude Cdiscount Energy for 1H22

Octopia B2B activities recorded a strong commercial expansion, with its turnkey marketplace solution for EMEA retailers and e-merchants:

- On the 14th and 15th of June 2023, Octopia Days were organized in Paris aiming to promote Octopia brand, generate business and federate Marketplace ecosystem, with 350 participants representing 24 distribution channels, 200 sellers and over 30 partners and sponsors
- Merchants-as-a-Service and Marketplace-as-a-Service B2B revenues stood at € 1 million in 1H23 (x2 vs. 22)
  - 6 clients were launched for Marketplace-as-Service and Merchants-as-a-Service solutions
  - The number of sellers onboarded on Octopia's platforms increased by x2 since end of December 2022
- Fulfilment-as-a-Service B2B revenues accounted for € 8 million in 1H23 (+36% vs. 22)
  - The number of parcels shipped increased by +30% in 1H23 vs. 22
  - Octopia has accelerated its recruitment of sellers which aim to outsource their fulfilment solutions
  - Octopia has also launched partnerships with marketplaces such as Adeo (in France and in Spain) and Too Good to Go in early 2023 for them to provide an improved service quality and end-to-end solutions to final clients

C-Logistics pursues the development of its B2B activities. C-Logistics B2B revenues amounted to € 6 million in 1H23 (x8 vs. 22) with an increase in the number of shipped parcels for external clients (x6 vs. 22)

- Since the successful launch of its third-party logistic solution for a European sportswear company in February 2023, C-Logistics has fulfilled approximatively 314k parcels for its new client
- C-Logistics has also pursued the implementation of another new client, specialized in luxury goods, aiming to start providing its services in early 2024

C-Logistics is also optimizing its costs and adapting its structure with the resizing of its transportation offers. Regarding warehouses, C-Logistics has improved its warehouses productivity by +6% between 1H22 and 1H23, has simplified its warehouses network and is closely monitoring its warehouses capacity to adapt to business levels.

C-Logistics ESG approach has been pursued with specific actions related to packaging. C-Logistics has decreased its energy consumption by -26% vs. the same period last year (from January to April).

Cnova pursues its CSR strategy reinforcing its status of European digital leader sustainable and inclusive.

- Cnova is committed promoting a more sustainable way to consume and developing circular economy toward its BtoC and BtoB businesses:
  - Cnova launched the "more sustainable" label on Cdiscount.com, based on extended and challenging sustainability criteria such as energy class or repairability index (45k eligible products as far. +7K vs December 2022), to help its customers choosing more sustainable products.
  - Already a leading actor on 2nd-hand and refurbishment, Cdiscount.com sells on this segment are constantly growing (+7% on its marketplace vs 2H21)

Cnova long term investments to reduce the environmental impact of its logistics enable to achieve high performances:

- **Greener Delivery:**
- The GHG emissions related to the deliveries of Cdiscount.com and reported within the frame of the Fret 21 initiative (led ADEME and French Ministry of Sustainable Development), reduced by -5% per parcel compared to 2020. The company is still in line with the trajectory announced in 2021 (-7% in 2023).
- C-Logistics renewed its partnership with the Endowment Fund "*Plantons pour l'Avenir*" initiating reforestation actions in France to sequester 100% of their residual GHG emissions.

Reducing Packaging:

- C-Logistics investments, including a unique fleet in Europe of six cutting edge 3D packing machines, enable the company to deliver a major part (53.6%) of its light parcels without any void in the 1st half of 2023 (include non-packaging).
- C-Logistics reinforced its successful initiatives to delete cardboard waste and optimize its delivery efficiency. All the actions/investments in terms of reducing packaging (3D/2D machines, reusable packaging, non-packaging…) have made it possible to have a reduction of the parcel emptiness on more than 86% of our less than 30kg shipments in the first half of 2023.
- C-Logistics reinforces its successful initiatives to supress cardboard with its partnership with Hipli, a French start-up developing reusable packaging doubling the number of eligibles products to this delivery option since January 2022.

Cnova continues its societal commitment:

- Cnova initiated a 3-year partnership with Make.org (an independent platform promoting the engagement of the civil society to address social matters) to tackle the inequalities suffered by women. Within this frame, Cnova widely relayed Make.org’s citizen consultation across its communication channels, contributing to its success (over 250k French citizens participated). As the result of this consultation, Cnova will develop job mentoring for women in the tech sector.
- Cnova is a sponsor of the “Quartiers Numérique” program of Bordeaux Mécènes Solidaires (a territorial foundation supporting companies in their sponsorship policy in Gironde) which aims to develop training in computer tools and allow digital autonomy to people in difficulty, in priority suburbs but also in rural areas. Since 2020, 2000 people have been trained in this way in the Bordeaux region thanks to this program.

Application of Critical Accounting Policies and Estimates

Our significant accounting policies and quantitative measures are set forth the note titled "Description of the reporting entity" and in the Notes to our audited consolidated financial statements for the years ended December 31, 2022 and in section "1.6 Financial Overview", included in our 2022 annual report. We have identified those accounting policies and measures as the most critical to an understanding of our financial position and results of operations because the application of these policies requires significant and complex management estimates, assumptions and judgment, and the reporting of materially different amounts could result if different estimates or assumptions were used or different judgments were made.

The preparation of our consolidated financial statements in accordance with IFRS requires our management to make judgments, estimates and assumptions that affect the amount reported in consolidated financial statements. We draw attention to note 1.2 Going Concern in the notes to the interim condensed consolidated financial statements in which we disclose the significant judgments applied to prepare these financial statements on the basis of the going concern assumption whilst we have identified events or conditions that may cast significant doubt on Cnova's ability to continue as a going concern.

Estimates and assumptions are periodically re-evaluated by management and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Actual results may differ significantly from those estimates and assumptions.

No changes are relevant except as disclose.

Consolidated Income Statement June 30, 2022 Revised and June 30 , 2023 *€ million*	1st half 2022 revised	1st half 2023	*Change*
Net sales	**874.3**	**612.5**	**(29.9)%**
Cost of sales	(676.5)	(430.8)	(36.3)%
Gross margin	**197.7**	**181.7**	**(8.1)%**
% of net sales	*22.6%*	*29.7%*	*+7.0pts*
SG&A(1)	**(231.3)**	**(196.0)**	**(15.3)%**
% of net sales	*(26.5)%*	*(32.0)%*	*(5.5)pts*
Fulfilment costs	(77.5)	(61.2)	(21.1)%
Marketing costs	(50.3)	(34.7)	(31.1)%
Technology & Content costs	(78.4)	(74.1)	(5.5)%
General & Administrative costs	(25.0)	(26.0)	+3.9%
Operating EBIT(2)	**(33.5)**	**(14.3)**	**(57.4)%**
% of net sales	*(3.8)%*	*(2.3)%*	*+1.5pts*
Other expenses	10.1	(3.0)	(129.8)%
Operating (loss)	**(23.4)**	**(17.3)**	**(26.1)%**
Net financial (expenses)	(42.5)	(26.8)	(36.8)%
(loss) before tax	**(65.9)**	**(44.1)**	**(33.0)%**
Income tax (expenses)	(3.5)	(21.3)	n.m.
Net (loss) from continued operations	**(69.4)**	**(65.4)**	**(5.8%)**
Net (loss) from discontinued operations(3)	(0.4)	(0.2)	(59.4)%
Net (loss) for the period	**(69.8)**	**(65.6)**	**(6.1%)**
% of net sales	*(8.0)%*	*(10.7)%*	*(2.7)pts*
Attributable to Cnova equity holders	(70.3)	(64.0)	(9.1)%
Attributable to non-controlling interests	0.5	(1.6)	n.m.
Adjusted EPS (€)(4)	**(0.20)**	**(0.19)**	**(5.0)%**

1) *SG&A: selling, general and administrative expenses.*
2) *Operating EBIT: operating profit/(loss) before other expenses (strategic and restructuring expenses, litigation expenses and impairment and disposal of assets expenses).*
3) *In accordance with IFRS5 (Non-current Assets Held for Sale and Discontinued Operations), HALTAE (formerly Stootie)'s post-tax net profit for the half-year ended June 30, 2023 and 202 are reported under "Net profit/(loss) from discontinued operations."*
4) *Adjusted EPS: net profit/(loss) attributable to equity holders of Cnova before other expenses and the related tax impacts, divided by the weighted average number of outstanding ordinary shares of Cnova during the applicable period.*

For detailed information on the components of the income statement, please refer to "1.6 Financial review" of our 2022 annual report.

- **Net sales**

  Net sales amounted to € 612 million in the 1st half 2023, a -30% decrease compared to 2022 and a -23% like-for-like[6] decrease compared to 2022. Net sales evolution has been impacted by the product mix shift from direct sales towards commission-based activities, leading to an improvement of profitability: Marketplace revenues have increased by +1.8% vs. 22 and B2C services[7] revenues showed a record performance (+27.2% vs. 22), mostly driven by Travel activities. Octopia B2B revenues have grown by +43%, mainly with 6 clients launched for its Marketplace-as-Service solutions and an increase in the number of parcels shipped by +30% vs. 22 for Fulfilment-as-a-Service clients such as Adeo and Too Good to Go. C-Logistics B2B revenues have increased by x8 vs. 22, driven by the launch of one new client and the increase in the number of shipped parcels. Advertising services revenues have increased by +5% vs. 22, amounting to € 35 million in the 1st semester 2023.

- **Cost of sales and Gross margin**

  Cost of sales decreased by € 246 million or 36.3% from € 677 million in the 1st semester 2022 to € 431 million in the 1st semester 2023.

  Gross margin was € 182 million in the 1st half 2023, representing 29.7% of net sales, increasing by +7pts vs. 22 and by +12pts compared to the pre-pandemic level (1st half of 2019). This gross margin rate increase over the past years demonstrates the success of the implementation of the strategic plan, with Marketplace revenues growing by +2% compared to last year (+28% vs. 19) and Advertising revenues increasing by +5% compared to last year (x2 vs. 19). Compared to 2022, direct sales margin was negatively impacted by an additional destocking initiative focused on SKUs with the most unfavorable inventory turnover to adjust inventories to the current level of activity. Destocking initiatives on direct sales had a negative impact of -4.4pts on gross margin rate.

- **Operating expenses**

Operating expenses are classified into four categories: Fulfilment, Marketing, Technology & Content and General & Administrative costs.

SG&A (excluding D&A) costs amounted to € 148 million in the 1st semester 2023, representing 24.1% of net sales, decreasing by -3pts vs. 22. During the 2nd quarter 2022, an Efficiency plan to recalibrate SG&A structure to current level of activity was launched.

Fulfilment costs (excluding D&A) stood at 7.7% of net sales (-0.6pt vs. 22), improving by € 15 million compared to last year. Variable fulfilment costs (logistics, after sales and payment processing) were favourably impacted by lower volumes in the 1st semester 2023 compared to the 1st semester 2022. Fixed fulfilment costs benefited from the Efficiency Plan launched during the 2nd quarter 2022. Fulfilment costs are also positively impacted by initiatives aiming at optimizing costs associated to warehouses: improvement of warehouses productivity, simplification of warehouses network and close monitoring of warehouses capacity to adapt to business levels. Approximatively 50k sqm of warehouses were closed in June 2023, with further capacity optimization planned for the 2nd half 2023.

Marketing costs (excluding D&A) represented 5.6% of net sales (+0.1pt vs. 22), improving by € 16 million compared to last year, mostly due to lower volumes in the 1st semester 2023 driving down variable acquisition marketing costs along with benefits from the Efficiency Plan, notably savings on media campaigns and tools.

Technology & Content costs (excluding D&A) stood at 6.9% of net sales (-1.4pt vs. 22),

[6] Like-for-like figures exclude cross-canal sales and Cdiscount Energy GMV for 1H22
[7] Excluding Energy

improving by € 6 million compared to last year, mainly impacted by the Efficiency Plan launched in the 2nd quarter 2022 to slow down Octopia's commercial ramp-up and associated staff costs incurred, rationalize the Direct Sales dedicated FTEs while continuing to reinforce marketplace workforce, notably teams dedicated to sellers' care and support.

General & Administrative expenses (excluding D&A) represented 3.9% of net sales (-1.3pt vs. 22) and 2.2% of e-commerce GMV (-0.5pts vs. 22). The 1st semester 2022 was impacted by positive non-recurring items. Adjusted from these impacts, General & Administrative costs would amount to € 2 million vs. 22 (-8%) despite inflation

- **Net financial expenses**

Net financial expenses - mainly related to 4-installment payment solutions offered to customers - amounted to € (26.8) million, improving by € 15.6 million compared to last year, mostly due to:

- The decrease in 4X take rate from 47% in 1H22 to 44% in 1H23, with the optimization of customers' risk profiles which enabled a reduction in costs of risk
- Partly offset by higher financial interests

- **Income tax expenses**

Income tax expense increased from € 3.5 million in the 1st semester 2022 to € 21.3 million in the 1st semester 2023 related to:

- The good performance of our logistics entities (C-Logistics and CLR) that pay income tax in France for 3.3 million
- The loss related to the change of recognition of the deferred tax concerning C-Logistics for € 18 million

No deferred tax assets were recognized for Cdiscount loss and other companies.

- **Net loss**

Net loss amounted to € (65.6) million, improving by € 4.2 million compared to last year. The 1st semester 2022 was impacted by low demand and high inflation headwinds. In comparison, the 1st semester 2023 benefited from positive impacts from EBITDA and Net financial expenses, offset by negative impacts from non-recurring items and income taxes.

- **Cash-flows and working capital**

Our principal sources of liquidity consist of cash flows from operating activities, loans or cash received from related parties. Notes 22 and 24 to our consolidated financial statements, included in our 2022 annual report, provide additional financial information regarding our liquidity and capital resources.

The following table presents the major components of net cash flows for the periods presented

Consolidated Statements of Cash Flows - € millions	**Half Year 2022**	**Half Year 2023**
Net cash (used in) continuing operating activities	**(58.8)**	**(142.9)**
Of which Change in working capital	*(66.7)*	*(169.8)*
Net cash from/(used in) discontinued operating activities	**(2.3)**	**0.1**
Net cash from / (used in) continuing investing activities	**(35.9)**	**128.1**
Net cash (used in) discontinued investing activities	**(0.1)**	-
Net cash from continuing financing activities	**28.6**	**24.2**
Net cash from/(used in) discontinued financing activities	-	-
Change in cash and cash equivalents & restricted cash, net, at period end	**(68.5)**	**9.3**

- **Cash (Used in) Operating Activities**

Cash used in operating activities was €(142.9) million in H1 2023 compared to €(58.8) million in H1 2022, mostly due **to change in working capital**.

Our operating cash flows and working capital **fluctuate throughout the year**, primarily driven by the seasonality of our business. At December-end, we experience a low working capital requirement primarily related to high trade payables, following the peak sales volumes achieved in November and December associated with the holiday shopping period in France (Black Friday plus Christmas). In the first three quarters of each year, trade payables are lower than in December due to seasonality leading to a cash balance reduction compared to the end of the prior year.

Change in working capital in H1 2023 primarily consisted of a €(202.7) million deterioration in **trade payables** that include accounts payable to suppliers associated with our direct sales business. As mentioned above, this decrease in trade payables relates to business seasonality but, in H1 2023, also resulted from guarantees reductions by credit insurers. Indeed, trade payables were impacted by guarantees reductions by credit insurers (contraction of their risk exposure towards Cnova) implying earlier payments to suppliers and, consequently, a deterioration of H1 2023 net cash flows.

Change in working capital was also positively impacted by €34.5 million **decrease in inventories** of products driven by destocking, assortment rationalization initiatives and product mix evolution towards recurring products with higher rotation. Our inventory balances should gradually decrease over time thanks to the increasing GMV share of the marketplace. To be noted that H1 2022 was marked by the one-off sale of inventories to Casino Group (DCF) for €42m (plus €10m VAT paid in H2 2022).

Change in working capital was also impacted by a €24.5 million decrease in **trade receivables** despite the suspension of La Banque Postale factoring line in June 2023 for c.€13 million.

- **Cash From/(Used in) Investing Activities**

Cash used in continuing investing activities was an outflow of +€128.1 million in H1 2023 and was related to:

  - €155.6 million from **changes in loans** granted linked to Casino Finances agreement
  - €(32.2) million used for **net acquisitions** of property, equipment and intangible assets – decreasing vs. H1 2022 mostly on capital expenditures benefitting from key rationalized investments on a fully integrated platform model towards Cdiscount

marketplace and advertising services, and Octopia B2B solutions
- €4.8 million related to the **remaining proceeds from the sale of CChezVous** from 2022 year-end

Cash used in continuing investing activities was an outflow of €35.9 million in H1 2022 and was related to:

- €(8.8) million in changes in loan granted
- €(47.6) million used for net acquisitions of property, equipment and intangible assets
- €20.5m mostly related the FLOA transaction.

Cash From Financing Activities

Cash from financing activities was €24.2 million in H1 2023 and was primarily attributable to:

- €79.4 million of additional financial debt
- €(27.3) million of interest paid – decreasing vs. H1 2022 thanks to a lower rate on 4-installment payment despite higher interests on financing lines
- €(17.7) million of repayments and interests paid on lease liabilities
- €(10.2) million of repayments of financial debt.

Cash from financing activities was €28.6 million in H1 2022 and was primarily attributable to:

- €90.6 million of additional financial debt
- €(40.5) million of interest paid
- €(17.8) million of repayments and interests paid on lease liabilities
- €(3.7) million of repayments of financial debt.

Financial position

€ millions	**June 30, 2022**	**June 30 2023**
Free cash (last 6 months) before financial expenses (1)	**(101.3)**	**(183.0)**

€ millions	**December 31, 2022**	**June 30 2023**
Net financial debt (2)	**(372.5)**	**(582.4)**
Group equity	**(448.0)**	**(512.0)**

(1) Free cash before financial expenses = Net Financial Debt variation – interests paid - Net cash from/(used in) discontinued operating activities - Net cash from/(used in) discontinued investing activities – Other non-cash items

(2) Net Financial Debt = cash and cash equivalents + other current assets included in net financial debt (see Note 14 of this half year report) – current financial debt excluding commitment to buy back non-controlling interests – non-current financial debt.

- **Free cash before financial expenses**

Free cash before financial expenses was €(183.0) million in H1 2023 compared to €(101.3) million in H1 2022.

This year-on-year negative change primarily stems from one-off positive impacts in H1 2022 and the negative impact of trade payables in H1 2023. H1 2022 benefitted from c.+€100m from the sale of inventories to Groupe Casino, the Floa transaction and deferred payment of tax and social liabilities. H1 2023 was impacted by c.€(40)m from both trade payables reduction induced by credit insurers guarantees reduction and La Banque Postale receivables factoring punctual suspension, partly offset by remaining proceeds from the sale of CChezVous. Net of these effects, free cash before financial expenses increased by c.+€60m, benefiting from a better EBITDA despite a decreasing GMV and limited capital expenditures.

- **Net financial debt**

Net financial debt went from €(372.5) million at December 31, 2022 to € (582.4) million at June 30, 2023. This change of €(209.9) million is explained above and mostly results from the change in working capital requirement for €(170) million, primarily impacted by trade payables decrease,

- **Group equity**

Group equity went from € (448.0) million at December 31, 2022 to € (512.0) million at June 30, 2023. This change of € (64.0) million is due to the consolidated loss for the 1st semester 2023 attributable to Cnova equity holders including discontinued.

Research and Development

Our research and development strategy is focused on building an open platform model for Cdiscount monetizing our client, suppliers, IT and logistics assets through B2C products and services as well as B2B revenues, primarily dedicated to our new turnkey marketplace solution Octopia. In addition, we remain committed to enhancing our eCommerce platforms, mobile platforms and applications, and fulfillment management systems, as well as other aspects of our IT infrastructure, such as customer facing and back-office features for our sites.

We incurred approximately €47.6 million and € 33.6 million of research and development expenses in 1st semester 2022 and 1st semester 2023, respectively.

II. RISK FACTORS

Section 2 “Risk Management and Risk Factors” of the 2022 annual report describes the risk factors that might be or become applicable to the Company. We refer to this Section 2 of the 2022 annual report, which report should be read in conjunction with this semi-annual report.

In addition to the risks aforementioned that we identified in 2022 annual report, we believe that our ability to compete depends upon reinforced and new risk factors both within and beyond our control, including, but not limited to:

- Uncertain macro-economic conditions and inflation headwinds
- Our ability to pursue on the strategic Transformation Plan
- Our ability to pursue the recalibration of the cost structure to preserve cash and profitability (Efficiency Plan)
- The result of the conciliation procedure at Casino as well as at the Company’s subsidiaries
- The outcome of the conciliation procedure of Cdiscount and its subsidiaries: we draw attention to note 1.2 Going Concern in the notes to the interim condensed consolidated financial statements in which we disclose the significant judgments applied to prepare these financial statements on the basis of the going concern assumption whilst we have identified events or conditions that may cast significant doubt on Cnova’s ability to continue as a going concern.

III. CORPORATE GOVERNANCE

3.1 BOARD OF DIRECTORS

In the Company's General Meeting of Shareholders held on May 26, 2023, the shareholders (re)appointed several directors. Our board of directors consists of ten directors. The individuals listed below are our current directors.

Name	Date of initial appointment	Current term	Nationality	Year of birth
Non-executive directors				
Mr. Jean-Yves Haagen, Chairman (2)	November 7, 2017	2021-2024	French	1964
Mrs. Josseline de Clausade	June 26, 2020	2023-2026	French	1954
Mr. Silvio J. Genesini (1)(2)(3)	December 8, 2014	2021-2024	Brazilian	1952
Mr. Eleazar de Carvalho Filho, Vice-Chairman (2)(3)	October 31, 2014	2022-2025	Brazilian	1957
Mr. Emmanuel Grenier (3)	March 1, 2023	2023-2026	French	1971
Mr. Bernard Oppetit (1) (3)	November 19, 2014	2022-2025	French	1956
Mr. Christophe José Hidalgo	January 13, 2017	2023-2026	French	1967
Mr. Guillaume Michaloux	January 12, 2023	2023-2026	French	1984
Executive directors				
Mr. Thomas Métivier (3)	January 16, 2023	2023-2026	French	1987
Mr. Steven Geers (3)	December 21, 2021	2022-2025	Netherlands	1981

(1) Member of the Audit Committee.

(2) Member of the Nomination and Remuneration Committee.

(3) Member of the Strategy Committee

The individuals listed below were our executive officers at 30-06-2023

Name	Age	Title
Thomas Métivier	36	CEO and Executive Director
Yves Trézières	59	CFO
Pascal Rivet	63	Chief Compliance Officer
Steven Geers	41	Executive Board member and General Counsel

3.2 RELATED PARTY TRANSACTIONS

In the 2022 annual report, an extensive overview of the Company's policy governing Related Party Transactions is given in section 7 and note 27 to the consolidated financial statements: setting forth the main characteristics of the Company's material Related Party Transactions. We refer to such Related Party Transaction Overview, which review should be read in conjunction with this semi-annual report.

As of June 30, 2023, the related party transactions completed after (and consequently not disclosed in) our 2022 annual report are summarized (if any) in Note 16 to the Unaudited Interim Consolidated Financial Statements as included in this report.

IV. AUDITOR'S REPORT

Independent auditor's review report

To: the Board of Directors of Cnova N.V.

Our conclusion
We have reviewed the accompanying financial statements of Cnova N.V. (or hereafter: the "Company") based in Amsterdam. Based on our review, nothing has come to our attention that causes us to believe that the financial statements are not prepared, in all material respects, in accordance with IAS 34 'Interim Financial Reporting' as adopted by the European Union.

The condensed consolidated interim financial statements comprise:

1 the consolidated balance sheets as at 30 June 2023;
2 the following consolidated statements for the six-month period ended 30 June 2023: the income statement and statement of comprehensive income, the consolidated statement of changes in consolidated equity and the consolidated statement of cash flow; and
3 the notes comprising of a summary of the accounting policies and selected explanatory information.

Basis for our conclusion
We conducted our review in accordance with Dutch law, including the Dutch Standard 2410, 'Het beoordelen van tussentijdse financiële informatie door de accountant van de entiteit' (Review of interim financial information performed by the independent auditor of the entity). A review of interim financial information in accordance with the Dutch Standard 2410 is a limited assurance engagement. Our responsibilities under this standard are further described in the 'Our responsibilities for the review of the interim financial information' section of our report.

We are independent of Cnova N.V. in accordance with the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

We believe the assurance evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Emphasis of an uncertainty with respect to the going concern assumption
We draw attention to note 1.2 to the financial statements, which disclose that the Company's cash flow forecasts inherently involve significant assumptions and uncertainties at Cnova level, as they depend among other factors, on the level of business activity, the expected payment terms with suppliers in the coming months, the successful implementation of the Agreement in Principle agreed upon on July 27, 2023 between Casino group, the Consortium and some of the main creditors aiming at strengthening the Casino group's equity structure and restructuring its financial debt. The aforementioned events and conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. Our conclusion is not qualified in respect of this

matter.

Responsibilities of the Board of Directors for the financial statements
The Board of Directors is responsible for the preparation and presentation of the financial statements in accordance with IAS 34 'Interim Financial Reporting' as adopted by the European Union. Furthermore, the Board of Directors is responsible for such internal control as it determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

The Audit Committee of the Board of Directors is responsible for overseeing the Company's financial reporting process.

Our responsibilities for the review of the financial statements
Our responsibility is to plan and perform the review in a manner that allows us to obtain sufficient and appropriate assurance evidence for our conclusion.

The level of assurance obtained in a limited assurance engagement is substantially less than the level of assurance obtained in an audit conducted in accordance with the Dutch Standards on Auditing. Accordingly, we do not express an audit opinion.

We have exercised professional judgement and have maintained professional scepticism throughout the review, in accordance with Dutch Standard 2410.

Our review included among others:
- Obtaining an understanding of the entity and its environment, including its internal control, and the applicable financial reporting framework, in order to identify areas in the financial statements where material misstatements are likely to arise due to fraud or error, designing and performing procedures to address those areas, and obtaining assurance evidence that is sufficient and appropriate to provide a basis for our conclusion;
- Obtaining an understanding in the internal control, as it relates to the preparation of the financial statements;
- Making inquiries of management and others within the entity;
- Applying analytical procedures with respect to information included in the financial statements;
- Obtaining assurance evidence that the financial statements agree with, or reconcile to the entity's underlying accounting records;
- Evaluating the assurance evidence obtained;
- Considering whether there have been any changes in accounting principles or in the methods of applying them and whether any new transactions have necessitated the application of a new accounting principle;
- Considering whether management has identified all events that may require adjustment to or disclosure in the financial statements; and
- Considering whether the financial statements and the related disclosures represent the underlying transactions and events in a manner that gives a true and fair view.

Amstelveen, 28 July 2023
KPMG Accountants N.V.

L. Albers RA

V. CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Condensed Consolidated interim Income Statement June 30, 2022 Revised and June 30, 2023 € Thousands	*Notes*	*2022 1st half revised*	*2023 1st half*
Net sales	8	874 265	612 482
Cost of sales	8	(676 544)	(430 794)
Gross Margin		**197 721**	**181 688**
Operating expenses			
Fulfillment	9	(77 518)	(61 177)
Marketing	9	(50 280)	(34 653)
Technology and content	9	(78 426)	(74 132)
General and administrative	9	(25 041)	(26 022)
Operating (loss) before strategic and restructuring, litigation, impairment and disposal of assets costs		**(33 544)**	**(14 296)**
Strategic and restructuring cost	10	(3 331)	(771)
Litigation costs	10	266	(900)
Impairment and disposal of assets	10	13 290	(1 284)
Change in scope of consolidation	10	(101)	(58)
Other non-recurring costs		-	-
Operating (loss)		**(23 420)**	**(17 309)**
Financial income	11	496	485
Financial expense	11	(42 978)	(27 301)
(loss) before tax		**(65 902)**	**(44 125)**
Income tax (expense)	12	(3 506)	(21254)
Share of profit of associates			
Net (loss) from continuing activities		**(69 408)**	**(65 379)**
Net (loss) from discontinuing activities		(438)	(178)
Net (loss) for the period		**(69 846)**	**(65 557)**
Attributable to Cnova equity owners		(70 324)	(63 916)
Attributable to non-controlling interests		478	(1 641)
Attributable to the owners continuing		(68 197)	(63 522)
Attributable to non-controlling interests continuing		179	(1 641)
Attributable to the owners discontinuing		(2 127)	(394)
Attributable to non-controlling interests discontinuing		299	-

Losses per share *€ Thousands*	*Notes*	*2022* *1st half revised*	*2023* *1st half*
Basic losses per share		(0,20)	(0,19)
Basic losses per share - continuing operations		(0,20)	(0,18)
Diluted losses per share		(0,20)	(0,19)
Diluted losses per share - continuing operations		(0,20)	(0,18)

Condensed Consolidated Interim statements of comprehensive Income *€ Thousands*	*Notes*	*2022* *1st half revised*	*2023* *1st half*
Net (loss) for the year		**(69 846)**	**(65 557)**
Items that may subsequently be recycled to profit or loss			
Foreign currency translation		*(17)*	*(2)*
Items that may not be recycled to profit or loss			
Actuarial gains and losses		*1 496*	*21*
Non-controlling interests		**1**	**1**
Other comprehensive (loss) for the year, net of tax		**1 480**	**20**
Total comprehensive (loss) for the year, net of tax		**(68 367)**	**(65 537)**
Attributable to Cnova equity owners		*(68 846)*	*(63 897)*
Attributable to non-controlling interests		*479*	*1 641*

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Condensed Consolidated Interim Balance Sheets € Thousands	*Notes*	*2022 Decembre 31 Revised*	*2023 June 30*
ASSETS			
Cash and cash equivalents	14	13 654	9 737
Trade receivables, net	14	83 003	60 798
Inventories, net		145 902	111 404
Current income tax assets		2 883	2 030
Other current assets, net	14	319 160	162 071
Total current assets		**564 602**	**346 040**
Deferred tax assets		42 171	22 692
Right of use assets, net		115 820	103 799
Property and equipment, net		19 116	18 284
Other Intangible assets, net		233 240	228 273
Goodwill	13	60 736	60 736
Other non-current assets, net	14	12 614	12 295
Total non-current assets		**483 697**	**446 079**
Assets held for sale		**1**	**1**
TOTAL ASSETS		**1 048 300**	**792 120**
EQUITY AND LIABILITIES			
Current provisions		9 149	6 148
Trade payables	14	428 920	227 086
Current financial debt	14	127 929	100 197
Current lease liabilities		35 796	35 813
Current taxes and social liabilities		66 983	76 592
Other current liabilities	14	210 452	179 893
Total current liabilities		**879 229**	**625 729**
Non-current provisions		6 020	5 630
Non-current financial debt	14	414 506	493 879
Non-current lease liabilities		105 328	91 536
Other non-current liabilities	14	18 068	15 808
Deferred tax liabilities		1 262	1 247
Total non-current liabilities		**545 184**	**608 100**
Share capital		17 261	17 261
Reserves, retained earnings and additional paid-in capital		(465 222)	(529 221)
Equity attributable to equity holders of Cnova		**(447 961)**	**(511 960)**
Non-controlling interests		**71 848**	**70 251**
Total equity		**(376 113)**	**(441 709)**
TOTAL EQUITY AND LIABILITIES		**1 048 300**	**792 120**

Condensed Consolidated Interim Statements of cash Flows *€ Thousands*	*Notes*	*2022 June 30 revised*	*2023 June 30*
Net (loss) attrib. to equity holders of the Parent		**(68 197)**	**(63 741)**
Net (loss) attributable to non-controlling interests		**481**	**1 641**
Net (loss) continuing for the year		**(67 716)**	**(65 382)**
Depreciation and amortization expenses		48 200	48 498
(Gains) losses on disposal of non-current assets and impairment of assets		(18 435)	837
Other non-cash items		1 893	(3 309)
Financial expense, net		42 416	26 817
Current and deferred tax expenses		3 300	21 254
Income tax paid		(1 786)	(1 709)
Change in operating working capital		**(66 671)**	**(169 776)**
Inventories of products		*86 124*	*34 512*
Trade payables		*(205 832)*	*(202 666)*
Trade receivables		*68 671*	*24 592*
Other		*(15 634)*	*(26 214)*
Net cash (used in) continuing operating activities		**(58 799)**	**(142 770)**
Net cash (used in) discontinued operating activities		**(2 344)**	**160**
Purchase of property, equipment & intangible assets		(47 580)	(32 172)
Purchase of non-current financial assets		(62)	(81)
Proceeds from disposal of property, equipment, intangible assets & non-current financial assets		20 533	4 793
Changes in loans granted (including to related parties)		(8 766)	155 578
Net cash from continuing investing activities		**(35 875)**	**128 118**
Net cash from discontinued investing activities		**(128)**	**(50)**
Dividends paid to the non controlling interests		(5)	-
Additions to financial debt		90 576	79 373
Repayments of financial debt		(3 715)	(10 214)
Repayments of lease liability		(13 849)	(13 913)
Interest paid on lease liability		(3 933)	(3 801)
Interest paid, net		(40 471)	(27 226)
Net cash from continuing financing activities		**28 603**	**24 219**
Net cash from discontinued financing activities		**-**	**(377)**
Effect of changes in foreign currency translation adjustments		10	5
Effect of discontinued changes in foreign currency translation adjustments		7	-
Change in cash and cash equivalents from continuing activities		**(66 061)**	**9 572**
Change in cash and cash equivalents from discontinued activities		**(2 465)**	**(267)**
Cash and cash equivalents, net, at beginning of period		**17 130**	**(54 341)**
Cash and cash equivalents, net, at end of period		**(51 396)**	**(45 036)**

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN CONSOLIDATED EQUITY FOR THE SIX MONTHS ENDED JUNE 30, 2022 REVISES AND JUNE 2023

Consolidated Statements of changes in Equity (Before appropriation of profit or loss) € Thousands	Number of shares	Share capital	Additional paid in capital	Retained earnings	Foreign currency translation	Actuarial gains and losses	Equity holders of the Parent	Non-controlling interests	Total consolidated equity
As of December 31, 2021	**345 210 398**	**17 261**	**448 649**	**(787 006)**	**(63)**	**(3 027)**	**(324 187)**	**71 257**	**(252 929)**
Other comprehensive income/(loss) for the period					(17)	1 496	1 479	1	1 480
Net profit/(loss) for the period				(70 324)			(70 324)	478	(69 846)
Consolidated comprehensive income/(loss) for the period		**-**	**-**	**(70 324)**	**(17)**	**1 496**	**(68 846)**	**479**	**(68 367)**
Other movements						(26)	(26)	12	(15)
As of June 30,2022	**345 210 398**	**17 261**	**448 649**	**(857 330)**	**(80)**	**(1 558)**	**(393 058)**	**71 748**	**(321 310)**
Other comprehensive income/(loss) for the period					1	683	684	19	703
Net profit (loss) for the period				(55 248)			(55 248)	(199)	(55 447)
Consolidated comprehensive income/(loss) for the period		**-**	**-**	**(55 248)**	**1**	**683**	**(54 564)**	**(180)**	**(54 744)**
Other movements				(367)		26	(341)	281	(60)
As of December 31, 2022	**345 210 398**	**17 261**	**448 649**	**(912 945)**	**(79)**	**(849)**	**(447 964)**	**71 848**	**(376 114)**
Other comprehensive income/(loss) for the period					(2)	21	19	(6)	13
Net profit (loss) for the period				(63916)			(63916)	(1641)	(65557)
Consolidated comprehensive income/(loss) for the period		**-**	**-**	**(63916)**	**(2)**	**21**	**(63897)**	**(1647)**	**(65544)**
Dissolution Cdiscount Ecuador and Uruguay		-		122			120	52	174
Other movements				(219)		(3)	(222)	(2)	(225)
As of June 30, 2023	**345 210 398**	**17 261**	**448 649**	**(976 958)**	**(81)**	**(831)**	**(511960)**	**70251**	**(441 709)**

IV. NOTES TO THE FINANCIAL STATEMENTS

Description of reporting entity

Cnova N.V. (hereafter "Cnova" or the "Company) is a Dutch public limited liability company (naamloze vennootschap) incorporated (CCI Number 60776676) and domiciled in the Netherlands at Strawinskylaan 3051, 1077ZX Amsterdam. It has been listed on Euronext Paris since January 23, 2015.

At June 30, 2023 the Company's main shareholders are Casino Guichard Perrachon SA (64,8%) and Companhia Brasileira de Distribuição Netherlands Holding B.V. (34,0%).

Cnova's ultimate parent is Euris.

The Group comprises e-commerce operations in France and Western Europe and is headquartered in the Netherlands.

Note 1 Basis of preparation and changes to Cnova accounting policies

Note 1.1 : IAS34

The condensed consolidated interim financial statements for the six months ended June 30, 2023 have been prepared in accordance with IAS 34 Interim Financial Reporting. They do not include all the information and disclosures required in the annual consolidated financial statements and should be read in conjunction with Cnova's consolidated financial statements as of and for the years ended December 31, 2021 and 2022 available on www.cnova.com website.

Note 1.2 : Going concern

Overview

Cnova's capital management objectives are to ensure the Cnova's ability to continue as a going concern and to provide an adequate value creation and return to its shareholders.
Cnova monitors capital on the basis of the carrying amount of equity plus its loans (including loans due to Casino group net of the current account related to the cash-pool due from Casino group), less cash and cash equivalents as presented on the face of the balance sheet.
Management assesses the Cnova's capital requirements in order to maintain an efficient overall financing structure. Cnova manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, Cnova may issue new shares or sell assets to reduce debt.

As of June 30, 2023, net financial debt reached €582 million and net current liabilities are €189 million (excluding cash and cash equivalents and current financial debt). As per 30 June 2023 Cnova has a negative equity of €442 million. The negative equity is mainly caused by the accumulated losses for € 605 million, the decrease of capital and share exchange between Cnova NV / Cnova Brazil in 2016. For the first six months of 2023, the net loss amounts to €70 million and the negative free cash flow before financial expenses to €183 million.

As per 30 June 2023, Cnova had a credit line of €700 million with its parent, Casino Guichard-Perrachon set in order to cover the needs of Cnova. As part of the cash pool agreement with Cnova and its subsidiaries, unused credit lines amounted to €253 million as of June, 30, 2023.
The term of the cash pool agreement is July, 31, 2026 and can be terminated by mutual consent.
In addition, Casino Guichard-Perrachon confirmed through a letter dated March 28, 2023 that it will provide financial support to Cnova N.V. to assist Cnova in meeting its liabilities as and when they fall due up to a maximum of € 100 million in addition to the abovementioned amount of € 700 million

and only to the extent that funds are not otherwise available to Cnova N.V. to meet such liabilities for a period of at least 18 months from the date of Cnova's 2022 consolidated financial statement approval, March 30, 2023.

The cash pool arrangement (Current Account Agreement) immediately terminates if Casino no longer controls, directly or indirectly, Casino Finance or Cnova or its European subsidiaries, as the case may be, or in case of bankruptcy of a party.

The sequential degradation of the rating of Casino group by rating agencies implied net financial debt deterioration at Cnova level since April 2023. Working capital of Cnova is significantly impacted due to reductions by credit insurers, implying earlier payments to suppliers and consequently deterioration of net cash flows.

On 25 May 2023 a conciliation proceeding for the benefit of the French subsidiaries of Cnova (Cdiscount, Maas, C-Shield, C-Technology, C-Logistics, Carya and CLR) was opened. These conciliation proceedings are part of the more global context of the conciliation proceedings opened for the benefit of the Casino Group.

As part of the conciliation proceeding, Casino group received on July 15, 2023 a revised offer from EP Global Commerce a.s., Fimalac and Attestor (the "Consortium") to strengthen the Casino group's equity capital. Cnova is part of the perimeter of the transaction.

On July 28, 2023, Casino Group announces that it has, under the aegis of the conciliators and of the Comité Interministériel de restructuration industrielle (CIRI), entered into an agreement in principle on 27 July 2023 with the Consortium and some of its main creditors, especially the ones holding more than two-thirds of the Term Loan B, aiming at strengthening the Group's equity structure and restructuring its financial debt (the "Agreement in Principle"). The Agreement in Principle confirmed Cnova being part of the perimeter of the transaction.

In view of the legal steps still to be taken to implement the Agreement in Principle (as specified on page 11 in the Casino group presentation of the Agreement in Principle on restructuring plan[8]), the situation as of today is still uncertain as to the Casino group and/or Cnova ability to continue as a going concern and, therefore, Cnova may be unable to realize its assets and discharge its liabilities in the normal course of business.

Also, it should be noted that on June 26, 2023, the Casino group communicated on the implementation of various measures to ensure its liquidity throughout the entire conciliation period (lasting until 25 September, and extended, if necessary, until 25 October at the latest), including:

- conclusion of an agreement in principle with the French government to defer payment of the Group's tax and social security liabilities due between May and September 2023, representing an amount of circa €300 million; and
- a standstill request, for the duration of the conciliation proceedings (i.e. until the 25th of October at the latest, or any payment of interests and other fees (i.e. circa €130 million), and instalments of principal (i.e. circa €70 million). The conciliators sent to the relevant creditors the standstill requests and asked them to waive their right to claim any accelerated payment on the basis of any event of default under the financial covenants as of June 30 2023 and 30 September 2023, and more generally, any event of default or cross-default event that may arise as a result of the suspension of the above-mentioned payments.

Based on the items mentioned above and the sale by Casino of its residual stake in Assaí, which was completed on 23 June 2023 for net proceeds after costs and taxes estimated at EUR 326 million (cf. press release of 23 June 2023), Casino group does not anticipate any liquidity issue until the end of the conciliation period (i.e. until 25 October 2023). Assuming the continuation of the standstill in respect of financial charges and debt repayments after the conciliation period, and based on the sale by Casino to Groupement Les Mousquetaires of the first group of sales outlet representing a turnover of 549 million euros excluding VAT (cf. press release dated 26 May), Casino group anticipates that there should be no liquidity issue until the end of the 2023 financial year assuming the level of activity of the brands remain

[8] https://www.groupe-casino.fr/wp-content/uploads/2023/07/20230727_Presentation_cleansing_vENG.pdf

the same in the coming months (notably the recovery of hypermarkets/supermarkets) and on the continuation of suppliers terms of payment (as is currently the case).

In the context of the conciliation, Cnova has undertaken various measures to mitigate the cash consumption: (i) the acceleration of its transformation towards a marketplace oriented business model, (ii) the reinforcement of the efficiency plan launched in 2022 with additional measures in 2023, (iii) an inventory reduction plan to adapt as per new direct sales volumes, and (iv) the request of the standstill of the state guaranteed loan ("PGE") which was accepted by the bank syndicate as of July 27, 2023 for the conciliation period.

Up to the date of the authorization by the Board of Directors of these interim financial statements, Cnova has had unrestricted access to the defined financing facilities of the Casino group. In relation to the going concern assessment the continued unrestricted access to these defined financing facilities for the coming year including, if and when required, additional funding under the comfort letter provided by the Casino group, is a significant judgement and will depend on the successful implementation of the Agreement in Principle, as part of the conciliation proceedings.

In addition, as part of the going concern assessment, management of Cnova assumes no significant deterioration in performance compared to the business plan and cash forecast (as published on June 26, 2023) for the coming twelve months and no significant deterioration compared to current terms of payment for the key suppliers of Cnova.

It should be noted that these cash flow forecasts inherently involve significant assumptions and uncertainties at Cnova level, as they depend among other factors, on the level of business activity, the expected payment terms with suppliers in the coming months, the successful implementation of the Agreement in Principle agreed upon on July 27, 2023 between Casino group, the Consortium and some of the main creditors aiming at strengthening the Group's equity structure and restructuring its financial debt.

The aforementioned events and conditions indicate a material uncertainty exist that may cast notable doubt on Cnova's ability to continue as a going concern and, therefore, Cnova may be unable to realize its assets and discharge its liabilities in the normal course of business.

Despite the identified material uncertainty towards Cnova's going concern assumption, taking into account the assumptions in the cash forecast of Cnova and the positive expected outcome of the conciliation process at the level of Casino Group and Cnova[9], the Board of Directors considers it appropriate to prepare the interim financial statements on the going concern assumption and do not include any adjustments to the carrying amounts and classification of assets, liabilities and reported expenses that may otherwise be required if the going concern basis was not appropriate.

Note 1.3: estimates and judgements

Estimates and judgments are similar to those described in the audited consolidated financial statements as of December 31, 2022, except the abovementioned judgments applied with regards to going concern.

Main judgments are linked to the following topics:
- Going concern
- Revenue recognition from marketplace transactions
- Capitalized development costs
- Leases
- Discontinued operations

Main estimates are linked to the following topics:
- Impairment of goodwill, tangible and intangible assets
- Deferred tax assets
- Provisions

[9] https://www.groupe-casino.fr/wp-content/uploads/2023/07/20230727_Presentation_cleansing_vENG.pdf

- Contingencies

Income tax expense is recognized in each interim period based on the best estimate of the weighted average annual income tax rate expected for the full financial year.

Concerning IAS 19 on employee benefits, service and interest costs are recognized as determined by latest available valuation. An updated valuation was performed at June 30, 2023 given the increase in discount rate from 3,75% on December 31, 2022 to 3,80% on June 30, 2023.

There was no significant market fluctuations and no one-offs events such as plan amendments, curtailments and settlements during the interim period.

Note 1.4: new standards, interpretations and amendments adopted by Cnova

Concerning 2023

The New IFRS Accounting Standards or amendments Expected applicable on the 1 of January 2023 are the followings :

- IFRS 17 Insurance Contracts, including amendments to Initial Application of IFRS 17 and IFRS 9 – Comparative Information
- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)
- Definition of Accounting Estimate (Amendments to IAS 8)
- Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction (Amendments to IAS 12 Income Taxes)

These rules have been analyzed for application in 2023.

There was no need to apply them because the group was not affected by the rules or the amounts was not significant at all.

Concerning 2024

The New IFRS Accounting Standards or amendments Expected applicable on the 1 of January 2024 are the followings :

- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)
- Classification of Liabilities as Current or Non-Current and Non-current Liabilities with Covenants (Amendments to IAS 1 Presentation of Financial Statements)

These rules will be analyzed for application in Q3 2023 for application.

The Group has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

June 30, Revised - New presentation of CChezVous activity as discontinued operations

The consolidated financial statements as of June 30, 2022 have been impacted by the presentation of CChezVous activity as discontinued operations : a new presentation June 30, 2022 was revised .
The impacts on the consolidated financial statements (Income Statements, Balance Sheets and Statements of Cash Flows) June 30, 2022 are the following:

Consolidated Income Statements € thousands	June 30, 2022	C Chez Vous result presented in discontinuing activities	June 30, 2022 Revised
Net sales	881 219	(6 954)	874 265
Cost of sales	(680 257)	3 713	(676 544)
Gross Margin	**200 962**	**(3 241)**	**197 721**
Operating expenses			
Fulfillment	(78 235)	717	(77 518)
Marketing	(52 111)	1 831	(50 280)
Technology and content	(75 527)	(2 899)	(78 426)
General and administrative	(26 786)	1 745	(25 041)
Operating (loss) before strategic and restructuring, litigation, impairment and disposal of assets costs	**(31 697)**	**(1 847)**	**(33 544)**
Strategic and restructuring cost	(3 374)	43	(3 331)
Litigation costs	260	6	266
Impairment and disposal of assets	(101)	13 391	13 290
Change in scope of consolidation	13 290	(13 391)	(101)
Operating (loss)	**(21 622)**	**(1 797)**	**(23 420)**
Financial income	570	(74)	496
Financial expense	(42 982)	4	(42 978)
(loss) before tax	**(64 034)**	**(1 868)**	**(65 902)**
Income tax (expense)	(3 510)	4	(3 506)
Net (loss) from continuing activities	**(67 544)**	**(1 864)**	**(69 408)**
Net (loss) from discontinuing activities	(2 299)	1 861	(438)
Net (loss) for the period	**(69 843)**	**(3)**	**(69 846)**
Attributable to Cnova equity owners	(70 321)	(3)	(70 324)
Attributable to non-controlling interests	478	(0)	478
Attributable to the owners continuing	(68 197)	-	(68 197)
Attributable to non-controlling interests continuing	481	(302)	179
Attributable to the owners discontinuing	(2 124)	(3)	(2 127)
Attributable to non-controlling interests discontinuing	(3)	302	299

Losses per share

In €	June 30, 2022	C Chez Vous result presented in discontinuing activities	June 30, 2022 Revised
Basic losses per share	(0,20)		(0,20)
Basic losses per share - continuing operations	(0,20)		(0,20)
Diluted losses per share	(0,20)		(0,20)
Diluted losses per share - continuing operations	(0,20)		(0,20)

Statements of Comprehensive Income € thousands	**June 30, 2022**	**C Chez Vous result presented in discontinuing activities**	**June 30, 2022 Revised**
Net (loss) for the year	**(69 843)**		**(69 846)**
Items that may subsequently be recycled to profit or loss			
Foreign currency translation	*(17)*		*(17)*
Items that may not be recycled to profit or loss			
Actuarial gains and losses	*1 496*		*1 496*
Non-controlling interests			**1**
Other comprehensive (loss) for the year, net of tax	**1 480**		**1 480**
Total comprehensive (loss) for the year, net of tax	**(68 364)**		**(68 367)**
Attributable to Cnova equity owners	*(68 843)*		*(68 846)*
Attributable to non-controlling interests	*479*		*479*

Statements of Cash Flows € thousands	June 30, 2022	CCV Discounting	June 30, 2022 Revised
Net (loss) attributable to equity holders of the Parent	(68 197)	-	(68 197)
Net (loss) attributable to non-controlling interests	481	-	481
Net profit continuing for the year	**(67 716)**	-	**(67 716)**
Depreciation and amortization expenses	48 200	-	48 200
losses on disposal of non-current assets and impairment of assets	(18 435)	-	(18 435)
Other non-cash items	1 893	-	1 893
Financial expense, net	42 416	-	42 416
Current and deferred tax expenses	3 300	-	3 300
Income tax paid	(1 786)	-	(1 786)
Change in operating working capital	**(66 671)**	-	**(66 671)**
Inventories of products	*86 124*	-	*86 124*
Trade payables	*(205 832)*	-	*(205 832)*
Trade receivables	*68 671*	-	*68 671*
Other	*(15 634)*	-	*(15 634)*
Net cash (used in) continuing operating activities	**(58 799)**	-	**(58 799)**
Net cash (used in) discontinued operating activities	**(2 344)**	-	**(2 344)**
Purchase of property, equipment & intangible assets	(47 580)	-	(47 580)
Purchase of non-current financial assets	(62)	-	(62)
Proceeds from disposal of property, equipment, intangible assets & non-current financial assets	20 533	-	20 533
Changes in loans granted	(8 766)	-	(8 766)
Net cash (used in) continuing investing activities	**(35 875)**	-	**(35 875)**
Net cash (used in) discontinued investing activities	**(128)**	-	**(128)**
Dividends paid to the non controlling interests	(5)	-	(5)
Additions to financial debt	90 576	-	90 576
Repayments of financial debt	(3 715)	-	(3 715)
Repayments of lease liability	(13 849)	-	(13 849)
Interest paid on lease liability	(3 933)	-	(3 933)
Interest paid, net	(40 471)	-	(40 471)
Net cash (used in) continuing financing activities	**28 603**	-	**28 603**
Net cash (used in) discontinued financing activities	-	-	-
Effect of changes in foreign currency translation adjustments	10	-	10
Effect of discontinued changes in foreign currency translation adjustments	7	-	7
Change in cash and cash equivalents from continuing activities	**(66 061)**	-	**(66 061)**
Change in cash and cash equivalents from discontinued activities	**(2 465)**	-	**(2 465)**
Cash and cash equivalents, net, at beginning of period	**17 130**	-	**17 130**
Cash and cash equivalents, net, at end of period	**(51 396)**	-	**(51 396)**

Note 2 Significant events of the period

FLOA Transaction

On July 27, 2021, BNP Paribas (« BNPP »), Casino Group and Crédit Mutuel Alliance Fédérale have signed an exclusivity agreement providing for:
- the acquisition by BNP Paribas of all outstanding shares in FLOA
- a long-term strategic and commercial partnership between BNP Paribas and Casino Group and certain of its subsidiaries

As part of this agreement, BNP Paribas will become the exclusive provider and distributor of consumer credit solutions including split payment solutions for Casino Group customers through a commercial partnership to be set up with the Casino Supermarchés, Géant and Cdiscount banners. Cdiscount will continue to operate its bank card payments business with FLOA's support.

This agreement also includes the disposal of assets related to CB4X Payment Agreement to third-parties' customers to FLOA (refer to Note 27) and the liquidation of the related joint venture.

The final agreement was signed on February 21, 2022 and BNPP completed the acquisition of FLOA with the following impacts for Cnova:

- FLOA acquired the assets, know-how and competencies necessary to independently operate and develop the FLOA Pay business for a €25m compensation (€17m paid at transaction date, €3m to be paid 12 months later and €5m on the IT migration date). A capital gain of €15m was recognized and €2.5m has been recognized as contract liability related to the IT migration performance obligation which is expected to be delivered in FY 2023. The allocation of the transaction price was done using the expected cost-plus margin approach as no standalone selling prices were available

- The Eureka partnership's operations have been terminated and the SEP will be wound-up

- Cdiscount committed to provide transition services to FLOA for which revenue will be recorded when related services will be rendered, and transaction costs will be incurred

- FLOA and Cdiscount concluded a commercial partnership to renew the « CB4X/Coup de pouce » and « Card&Credit/Insurance » agreement for a period of 10 years with the payment of €17m for a 5-year exclusivity and an optional 5 years additional exclusivity period. This €17m premium is recognized a reduction of the fulfilment costs over a 10-year period

Total cash-in for the transaction in H1 is €37m, €17m for exclusivity premiums and €17m for transferred asset. An additional €3m was cashed-in February 2023.

Termination of the purchase agreement with DCF

On April 5, 2022, DCF and Cdiscount agreed to terminate the purchase agreement by the end of the third quarter 2023. On June 20, 2022, the agreement was terminated and Cdiscount finalized the sale to DCF of the inventory for €39m and a margin of 0.5m.

The additional agreement signed in 2018 related to Cdiscount Corners opened in Géant hypermarket is terminated since June 30, 2022.

Inventory Special Purpose Vehicule (« SPV »)

A Special Purpose Vehicle (C-Shield legal entity) has been established to carry the inventory of specific categories. Cdiscount owns 9999 shares of the SPV and 1 preferred share is held by Sienna AM France. This preferred share enables the appointment and removal of president of the SPV.

This SPV purchased € 30 million inventory from Cdiscount on June 30, 2023. This SPV now owns and financially hold current and future inventories of this category.

Products from this category are still purchased from Cdiscount but sold at delivery and purchased back when the product is sold by Cdiscount to an end customer.

This SPV has issued a € 20 million bond bearing interest at 6.5% on June 28, 2023. Duration of the financing is 7 years.

Cdiscount controls the SPV as per IFRS 10 and therefore consolidates this entity.

At June 30, 2023, the SPV balance sheet consists in:
- € 30 million of inventories
- € 0,1 million of VAT Credit
- € 20 million of Bonds
- € 28m of current account debt with Cdiscount

Transfer pricing with Cdiscount is made at arm's length conditions

Increase in financing arrangement with Casino

On March 28, 2023, Casino Guichard-Perrachon has signed a support letter in which the Group has confirmed that it will provide financial support to assist the company in meeting its liabilities as and when they fall due to a maximum of € 100 million in addition to the abovementioned amount of € 700 million and only to the extent that money is not otherwise available to the Company to meet such liabilities for a period of at least 18 months from date of consolidated accounts approval.

Conciliation and Group Casino ongoing buyout

On H1 2023, successive events leading to conciliation at Casino and Cnova level and ongoing buyout process at Casino level:

- H1 2023: successive downgrades by rating agencies implying risk reevaluation from Cnova stakeholders, including credit insurers
- 05.25.23: opening conciliation at Cnova and Casino Level
- 06.26.23: conciliation update by Casino Group, €826m cash expected (fiscal debt delay, Assai buyout, rescheduling debt)
- 06.28.23: discussions with Casino Group creditors
- 06.07.23: offers publication by EP Global & Fimalac and 3F
- 07.12.23: Q2 activity update from Casino and Cnova
- 07.15.23: revised offer by EP Global Commerce, Fimalac & Attestor, approved by Casino Board, withdrawal of 3F from negotiations
- 07.27.23: expected agreement in principles

Note 3 Losses per share

Losses per share for the half-year ended June 30, 2023 is € (0,19), which splits in € (0,19) for continuing operations and €(0,01) for discontinued operations.

€ thousands	June 30, 2022	June 30, 2023
(losses) attributable to ordinary equity holders of the parent for basic earnings and adjusted for the effect of dilution (1)	**(70,321)**	**(63,916)**
Weighted average number of ordinary shares for basic EPS including DSU (1)	**345,210,398**	**345,210,398**
Dilutive instruments	—	—
Weighted average number of ordinary shares adjusted for the effect of dilution	**345,210,398**	**345,210,398**

(1) On November 19, 2014, Cnova granted to certain executives of Cnova deferred stock units (DSU). The DSU are nonforfeitable. As they are non-forfeitable, the expense related to the fair value of services rendered has been recorded in 2014.

The total number of shares after the cancellation of shares received as part of the 2016 reorganization is 345,210,398.

Note 4 Business combinations and equity transactions

From January 1, 2023 to June 30, 2023, Cnova did not enter into any business combination or equity transactions.

Note 5 Seasonality of interim operations

Cnova does not earn revenues and incur expenses evenly throughout the year, experiencing a traditional peak demand around the end of the year. Additionally, Cnova historically experiences higher sales volumes during January and July, the two seasonal sales periods in France, as well as in November and December (Black Friday and Christmas periods).

Percentages of annual/interim net sales per quarter

2021				2022				2023	
Q1	**Q2**	**Q3**	**Q4**	**Q1**	**Q2**	**Q3**	**Q4**	**Q1**	**Q2**
24%	23%	24%	29%	26%	25%	22%	27%	53%	47%

Note 6 Assets held for sale and discontinued operations

Breakdown

2023 first semester result from discontinued operations is the following :

June 30, 2023 - € thousands	**International segment abandoned**	**Cnova NV**	**Haltae**	**Total**
Net sales	-	-		
Cost of sales	-	-		
Operating expenses	-	-		
Operating loss before other costs	-	-		
Other operating costs	(177)-		(1)	(178)
Operating loss	**(177)-**		**(1)**	**(178)**
Financial net expense	-	-		
Loss before tax	**(177)-**		**(1)**	**(178)**
Income tax /(expense)	-	-		
Net (loss) for the year	**(177)-**		**(1)**	**(178)**
Net (loss) from discontinuing operations	**(177)-**		**(1)**	**(178)**

2022 first semester revised result from discontinued operations is the following :

June 30, 2022 Revised - € thousands	**International segment abd**	**Cnova NV**	**Haltae**	**CCV**	**Total**
Net sales	-	-	1	6 954	6 955
Cost of sales	-	-	-	(3 713)	(3 713)
Operating expenses	-	-	(668)	(1 394)	(2 062)
Operating loss before other costs	-	-	**(667)**	**1 847**	**1 180**
Other operating costs	-	(1 600)	(32)	(53)	(1 685)
Operating loss	**-**	**(1 600)**	**(699)**	**1 794**	**(505)**
Financial net expense	-	-	-	70	70
Loss before tax	-	**(1 600)**	**(698)**	**1 864**	**(434)**
Income tax (expenses)	-	-	-	(4)	(4)
Net (loss) for the year	-	**(1 600)**	**(698)**	**1 860**	**(438)**
Net (loss) from discountinuing operations	-	**(1 600)**	**(698)**	**1 860**	**(438)**

Cash flows of discontinued operations.

The net cash flows incurred are as follows:

€ thousands	**June 30, 2022 Revised**	**June 30, 2023**
Operating	(2,344)	**160**
Investing	(128)	**(50)**
Financing	7	**(377)**
Net cash (outflow) / inflow	**(2,465)**	**(267)**

Note 7 Operating segments

In accordance with IFRS 8 – Operating Segments, segment information is disclosed on the same basis as the Group's internal reporting system used by the chief operating decision maker (the Chief Executive Officer) in deciding how to allocate resources and in assessing performance.

The Group only has one reportable segment "E-commerce". This segment is comprising Cdiscount, C-Logistics, Cnova N.V. holding company and other subsidiaries of Cnova and corresponds to the consolidated financial statements of Cnova.

Management assesses the performance of this segment on the basis of GMV, Operating profit/(loss) before strategic and restructuring, litigation, impairment and disposal of assets costs and EBITDA. EBITDA (earnings before interest, taxes, depreciation and amortisation) is defined as Operating profit/(loss) before strategic and restructuring, litigation, impairment and disposal of assets costs plus recurring depreciation and amortisation expense.

Segment assets and liabilities are not specifically reported internally for management purposes, however as they correspond to consolidated balance sheet they are disclosed elsewhere in the financial statements.
Segment information is determined on the same basis as the consolidated financial statements.

€ million	**June 30, 2022 Revised**	**June 30, 2023**
GMV	1,785	1,380
Of which GMV Octopia (net sales incl. VAT)	*49*	*37*
Net Sales	874	612
Of which Net Sales Octopia	*41*	*30*
Operating profit/(loss) before other costs	(34)	(14)
Operating EBIT	(34)	(14)
Depreciation & Amortization	*48*	*48*
EBITDA	*15*	*34*

While the Group only has one operating segment, to increase transparency, the Group has included additional voluntary disclosure on Octopia GMV and revenue.

Note 8 Breakdown of sales and cost of sales

Net Sales

€ thousands	**June 30, 2022 Revised**	**June 30, 2023**
Product sales	709,759	448,920
Marketplace sales	88,766	91,355
Other revenues	75,740	72,207
Net sales	**874,265**	**612,482**

The detail of other revenues of € 72 million concerns mainly:

- Cdiscount for a total of € 32 million: the revenues for 4-installment payment of € 11 million, revenues from Advertising services to direct sales suppliers for € 14 million (excluding Advertising services to sellers which are included in Marketplace sales), the remaining € 7 million concern invoicing of insurance, phone support, etc.
- Octopia business unit for a total of € 30 million mainly revenues come from fulfilment solutions to marketplace sellers
- C-Logistics for a total of € 6 million for other services

Contract assets and liabilities

€ thousands	June 30, 2022 Revised	June 30, 2023
Contract assets		
Amounts received in advance of delivery	(11,116)	(6,640)
Amounts arising from customer loyalty programs	(2,286)	(1,391)
Refund liability	(470)	(269)
Deferred revenue	(44,848)	(44,970)
Total Contract liabilities	**(58,720)**	**(53,270)**

<u>Contract liabilities:</u>
For internet sales, revenue is recognized when control of the goods or services has transferred to the customer, being at the point the goods are delivered to the customer. When the customer initially purchases the goods online the transaction price received at that point by the Group is recognized as contract liability until the goods have been delivered to the customer.

A contract liability arises in respect of vouchers applicable on future orders given to clients at the time they entered a purchase contract as these vouchers provide a benefit to customers that they would not receive without entering into such purchase contract. The promise to provide vouchers to the customer is therefore considered a separate performance obligation. A contract liability is recognized for revenue relating to the vouchers at the time of the initial sales transaction.

The refund liability relates to the customers' right to return products within 14 days of purchase. At the point of sale, a refund liability and a corresponding adjustment to revenue is recognized for those products expected to be returned. The Group uses its accumulated historical experience to estimate the amount of returns. A corresponding right to return goods asset is recognized in inventory with associated impact on cost of sales

Deferred revenue relates mainly to:
- € 20 680 thousands for our CDAV loyalty program for which revenue is recognized over time although the customer pays up-front in full for the service. A contract liability is recognized for revenue relating to the CDAV service at the time of the initial sales transaction and is released over the service period.
- € 14 698 thousands for deferred revenue linked to FLOA transaction and mainly for the € 17 million on 10-years exclusivity period.

The following table shows how much of the revenue recognized in the current reporting period relates to brought – forward contract liabilities. There was no revenue recognized in the current reporting period that related to performance obligations that were satisfied in a prior year.

Cost of Sales

€ thousands	June 30, 2022 Revised	June 30, 2023
Purchases and shipping costs	(589,156)	(395,964)
Change in inventories	(87,388)	(34,830)
Cost of sales	**(676,544)**	**(430,794)**

Note 9 Expenses by nature and function

Expenses Revised € thousands	Fulfillment	Marketing	Technology and content	General and administrative	June 30, 2022 Revised
Employee benefits expense	(22 462)	(5 654)	(28 729)	(10 570)	(67 416)
Other expenses	(39 591)	(44 388)	(19 523)	(12 179)	(115 681)
Depreciation and amortization expense	(15 465)	(238)	(30 173)	(2 292)	(48 168)
Total as of June 30, 2022 Revised	**(77 518)**	**(50 280)**	**(78 426)**	**(25 041)**	**(231 265)**

Expenses € thousands	Fulfillment	Marketing	Technology and content	General and administrative	June 30, 2023
Employee benefits expense	(17 397)	(8 268)	(19 989)	(12 537)	(58 191)
Other expenses	(29 508)	(26 252)	(22 480)	(11 358)	(89 598)
Depreciation and amortization expense	(14 270)	(133)	(31 663)	(2 125)	(48 191)
Total as of June 30, 2023	**(61 175)**	**(34 653)**	**(74 132)**	**(26 020)**	**(195 980)**

The following table presents the breakdown of other fulfillment costs, other marketing costs and other tech and content costs except Depreciation and amortization expenses.

€ thousands	June 30, 2022 Revised	June 30, 2023
Operation of fulfillment centers	(29 046)	(23 116)
Payment processing	(6 287)	(5 963)
Customer service centers	(6 627)	(5 349)
Other fulfillment costs	2 369	4 920
Fulfillment costs	**(39 591)**	**(29 508)**
Online and offline marketing costs	(43 016)	(25 716)
Other marketing costs	(1 372)	(536)
Marketing costs	**(44 388)**	**(26 252)**
Technology infrastructure	(15 502)	(16 167)
Other technology and content costs	(4 021)	(6 313)
Technology and content costs	**(19 523)**	**(22 480)**

Note 10 Other operating expenses and income

1. Strategic and restructuring costs

Strategic and restructuring costs

As of June 30, 2022, we had € 3.4 million on restructuring and strategic costs of which € 3.3 million of head office restructuring.

As of June 30, 2023, we had € 0.8 million on restructuring and strategic costs of which € 0.8 million of head office restructuring.

2. Litigation costs and income

Litigation costs

As of June 30, 2022, benefit of € 0.3 million mainly consists in reversal of provisions for tax risks for €0.5 million.

As of June 30, 2023, we had € 0.9 million mainly consisting of provisions for tax risks for € 0.9 million.

3. Change in scope of consolidation

As of June 30, 2022 and June 30, 2023, change in scope of consolidation includes amortization of fair value adjustments recognized in purchase price allocation for € 0.1 million.

4. Impairment and disposal of assets

As of June 30, 2022, € 19.8 million of gain on asset sale and € 5.2 million of impairment of assets have been accounted for the FLOA transaction (see Note 2), € 0.7 million of impairment of IT development costs was recognized related to assets for which impairment indicators were identified and the carrying amount were higher than the recoverable amount.

As of June 30, 2023, € 1.3 Million of impairment of IT development costs was recognized for € 0.8 million and impairment of tangible assets for Achard for € 0.5 million.

Note 11 Financial income and expense

€ thousands	June 30, 2022 Revised	June 30, 2023
Foreign exchange gain	323	46
Proceeds from sale of investments	102	33
Other financial income	71	406
Total finance income	**496**	**485**
Interest expense on borrowings (including cash pool balance with Casino)	(8,584)	(11,278)
Interest expense on lease liability	(3,934)	(3,802)
Foreign exchange loss	(587)	(116)
Costs related to sales of receivables	(29,832)	(11,995)
Book value of investments	-	
Other financial expense	(41)	(110)
Total finance expense	**(42,978)**	**(27,301)**
Financial results	**(42,482)**	**(26,816)**

Under IFRS 16, the lease liability is measured at amortised cost using the effective interest method. Accordingly, finance expense is negatively impacted by interest expense on lease liability €3,934 thousands in the first semester of 2022 and € 3,802 thousands in the first semester of 2023).

Note 12 Income Taxes

Breakdown

Income tax expenses

Analysis of income tax expense:

€ thousands	**June 30, 2022**	**June 30, 2023**
Current taxes	(1,302)	(1,401)
Other taxes on income (i)	(1,090)	(389)
Deferred taxes and Reverse deferred tax assets non recognized	(1,114)	(19,464)
Total income tax (loss) recognized in the income statement	**(3,506)**	**(21,254)**

(I) CVAE is a French tax which is based on the value added reported in French entities. CVAE is considered to meet the definition of a tax on income as defined in IAS 12 and is therefore reported as income tax.

Income tax expense increased from € 3.5 million in the 1st semester 2022 to € 21.3 million in the 1st semester 2023 related to:

- The good performance of our logistics entities (C-logistics and Clr) that pays income tax in France for 3.3 million
- The loss related to the change of recognition of the defered tax concerning C-logistics for 18.0 million

No deferred tax assets were recognized for Cdiscount loss and other compagnies.

Reconciliation of theoretical and actual tax expense

€ thousands	**June 30, 2022 Revised**	**June 30, 2023**
(loss) before tax and share of profits of associates	**(65,902)**	**(44,125)**
(Loss) before tax and share of profits of associates in tax integration discontinued activities	**1,866**	
Nominal income tax rate (i)	**25.00%**	**25.00%**
Income tax benefit (expense)	**16,009**	**11,031**
Effect of tax rates in foreign entities (i)	489	305
Unrecognized deferred taxed assets arising from tax loss of the period	(18,909)	(14,116)
Non-deductible expenses	(117)	
CVAE net of income tax	(848)	(288)
Tax credits	—	
Share based payments	—	
Deferred tax assets reverse from tax loss non recognized	—	(18,000)
Deferred tax assets arising from temporary differences of previous period	—	
Other	(130)	(186)
Actual income tax credit / (expense)	**(3,506)**	**(21,254)**

The tax rate corresponds to the rate applicable to Cnova NV. The effect of tax rates in foreign entities is mainly related to the difference with the French income tax rate of 25 % plus special tax for a total of 25.83%

Note 13 Goodwill

As of June 30, 2023, no indicators of potential impairment for goodwill and intangible assets with indefinite lives have been identified.

Note 14 Fair value of financial instruments

1. Financial assets

	December 31, 2022		December 31, 2022		Carrying amount		Total
December 31, 2022	**Carrying amount**	**Non financial assets**	**Total Financial assets**	**Assets held for**	**Financial Asset at amortized**	**Financial Asset at fair**	
Financial assets	**(A)**	**(B)**	**(A – B)**	**trading**	**cost**	**Value**	**Fair value**
Other non-current assets	12,614	2,247	**10,367**	–	10,357	10	10,367
Trade receivables	83,003	–	**83,003**	–	83,003	–	83,003
Other current assets*	319,160	61,125	**258,035**	–	258,035	–	258,035
Cash and cash equivalents	13,654	–	**13,654**	–	13,654	–	13,654

	June 30, 2023		June 30, 2023		Carrying amount		Total
December 31, 2022	**Carrying amount**	**Non financial assets**	**Total Financial assets**	**Assets held for**	**Financial Asset at amortized**	**Financial Asset at fair**	
Financial assets	**(A)**	**(B)**	**(A – B)**	**trading**	**cost**	**Value**	**Fair value**
Other non-current assets	12,294	1,723	**10,572**	–	10,572	10	10,572
Trade receivables	60,798	–	**60,798**	–	60,798	–	60,798
Other current assets*	162,070	68,606	**93,464**	–	93,464	–	93,464
Cash and cash equivalents	9,737	–	**9,737**	–	9,737	–	9,737

*including:
- social and tax receivables for 65,4 million in June 2022 and € 59.7 million in June 30, 2023.
- other current assets included in net financial debt for € 27,3 million in June 2022 and € 0 million in June 30, 2023.

32 . FINANCIAL LIABILITES

Financial liabilities *€ thousands*	June 30, 2023 Carrying amount (A)	June 30, 2023 Non-financial liabilities (B)	June 30, 2023 Total financial liabilities (A-B)	Carrying amount Liabilities at amortized cost	Carrying amount Liabilities for trading or designated at fair value / Hedging instruments	Total Fair value
Financial debt	594,076	-	**594,076**	594,076	-	594,076
Trade payables	227,086	-	**227,086**	227,086	-	227,086
Other current liabilities	179,893	3,656	**176,237**	176,237	-	176,237
Other non-current liabilities	15,808	(1,837)	**17,645**	17,645	-	17,645

Financial liabilities *€ thousands*	December 31, 2022 Carrying amount (A)	December 31, 2022 Non-financial liabilities (B)	December 31, 2022 Total financial liabilities (A-B)	Carrying amount Liabilities at amortized cost	Carrying amount Liabilities for trading or designated at fair value / Hedging instruments	Total Fair value
Financial debt	542,435	-	**542,435**	542,435	-	542,435
Trade payables	428,921	-	**428,921**	428,921	-	428,921
Other current liabilities	210,452	37,116	**173,335**	173,335	-	173,335
Other non-current liabilities	18,068	17,453	**615**	615	-	615

Assets and liabilities are classified at Level 2

€ thousands	Decembre 31, 2022 **Non-Current Portion**	Decembre 31, 2022 **Current Portion**	Decembre 31, 2022 **Total**	June 30, 2023 **Non-current Portion**	June 30, 2023 **Current Portion**	June 30, 2023 **Total**
Current account agreement with Casino Finance	371,506	12,530	384,036	443,952	7,556	451,508
Bank overdrafts	—	67,995	67,995	-	54,773	54,773
State Guaranteed loan	30,000	31,678	61,678	30,000	32,283	62,283
Commitment to buy back NCI	—	720	720	-	720	720
SPV borrowing for inventory financing	13,000	—	13,000	20,000	-	20,000
Other financial liabilities	—	15,005	8,629	-	3,667	3,667
Financial debt	**414,506**	**127,929**	**542,435**	**493,952**	**98,999**	**592,951**

The Group has € 70 million of bank overdraft available out of which € 55 million were used at June 30, 2023. In June 2021, Cnova extended the State Guaranteed Loan to 5 years. As per this extension, €60m is due in August 2022, €30m in August 2023, €18m in August 2024, €6m in August 2025 and €6m in August 2026.

Net cash, cash equivalents and restricted cash Breakdown

€ thousands	June 30, 2022	December 31, 2022	June 30, 2023
Cash	14,744	13,654	9,737
Cash and cash equivalents (1)	**14,744**	**13,654**	**9,737**
Bank overdrafts (2)	(66,140)	67,995	(54,744)
Net cash and cash equivalents	**(51,396)**	**(54,341)**	**(45,007)**
Restricted cash (3)	53,214	63,087	51,768
Net cash and cash equivalents and restricted cash	**1,818**	**8,746**	**6,761**

(1) Cash equivalents are mainly composed of financial investments referred to as highly liquid Bank Certificate of Deposits. Bank overdrafts arise from settlement of promissory notes that are due to suppliers and are repayable on demand to banks when such promissory notes are presented by suppliers for settlement.

(2) Bank overdrafts involve four financial institutions with maturity from first demand repayment to three months. No financial covenants are attached to these bank overdrafts.

(3) We are required to pledge or otherwise restrict a portion of our cash, cash equivalents as collateral for amounts due to third party sellers in certain jurisdictions. For France this restricted cash is held by Cnova Pay, an entity under the supervision of ACPR, the French prudential supervision and resolution authority which monitors bank and insurance companies in France. We classify cash, cash equivalents with use restrictions of less than twelve month as Other current assets, net.

Note 15 Contingencies

In the normal course of its business, Cnova is involved in several legal proceedings with third parties or with the tax authorities in certain countries. Provisions are set aside to cover these proceedings when Cnova has a legal, contractual or constructive obligation towards a third party at year-end, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated.

On August 8, 2016, Via Varejo S.A ("Via Varejo"), Cnova Comércio Eletrônico S.A. ("Cnova BR") (Via Varejo and Cnova BR jointly referred to as "Via Varejo") and Cnova N.V ("Cnova") entered into the Reorganization Agreement, aiming to combine the e-commerce business operated by Cnova BR with Via Varejo's brick and mortar activities. The Reorganization Agreement contained, inter alia, the customary indemnification clauses. In September 2019, Via Varejo notified Cnova that it was of the opinion that an indemnification obligation pursuant to the Reorganization Agreement had been triggered for an undocumented amount of circa 65 million BR$, concerning labour and consumer claims that allegedly were of Cnova's responsibility and generated indemnifiable losses. Following this notification, Cnova and Via Varejo corresponded and exchanged information with the purpose to analyse the existence and, if present, extent of the alleged indemnification obligation. On July 20, 2020 Cnova received notice that Via Varejo initiated the arbitration procedure. On January 22, 2021 Via Varejo submitted its statement of claim as part of the arbitration procedure, this statement of claim did not produce any new evidence. Early March 2022 Cnova received a report for from the expert appointed by the tribunal; this report indicates that (i) a significant number of claims do not meet the criteria for eligibility as contained in the reorganization agreement; and (ii) the 65 million BR$, should be lowered with Via Varejo's own contribution of 22% and circa 25 million BR$ in deductibles. Via Varejo and Cnova reviewed the report of the external expert of the tribunal and provided comments to the tribunal after which in May 2022 a hearing took place. Following this hearing, the Tribunal issued a procedural order on July 26, 2022 in which the tribunal appointed expert was charged with performing additional reviews on 19,700 third party claims. A final tribunal decision is expected in the course of 2023. In addition, Management and their counsel are of the opinion that at least half of the gross amount claimed is not eligible for indemnification as per the terms and conditions of the contract. Management and their internal and external legal counsel have analysed the expert report and estimated Cnova's liability is not material after deduction of non-eligible claims, Via Varejo own contribution and deductibles.

Note 16 Related Party Transactions

The following transactions were carried out with related parties (consisting of Casino and its subsidiaries):

	December 31, 2022		June 30, 2023	
€ thousands	**Transactions**	**Balance**	**Transactions**	**Balance**
Loans due from Parent Companies	138 446	156 498	(152 198)	4 300
Receivables	(39 160)	13 159	(3 667)	9 492
Loan due to Parent Companies	154 547	385 051	67 449	452 500
Payables	(12 241)	28 668	(6 648)	22 020

	June 30, 2022 Revised		June 30, 2023	
	Transactions	**Balance**	**Transactions**	**Balance**
Expense	78 612		36 184	
Income	85 109		10 079	

Note 17 Subsequent events

None

VI. RESPONSIBILITY STATEMENT AND IN-CONTROL STATEMENT

In accordance with the EU Transparency Directive, as incorporated in chapter 5.1A of the Dutch Financial Supervision Act (Wet op het financieel toezicht), the Company's Chief Executive Officer and Chief Financial Officer declare that, to the best of their knowledge:

These Consolidated Financial Statements give a true and fair view of the assets, liabilities, financial position and results of the Company and its affiliated companies included in the Company's consolidation on June 30, 2023.

The semi-annual report gives a true and fair view of the position as per the balance sheet date, the principal events during the first six months of the 2023 financial year for the Company and its affiliated companies included in the Company's consolidation, as well as the effect of those events on these Consolidated Financial Statements.

The semi-annual report contains a true and fair view of the material Related Party Transactions entered into by the Company and its subsidiaries.

The semi-annual report describes the principal risks and uncertainties that the Company faced during the first six months of 2023 and is facing at June 30, 2023.
It should be noted that the foregoing does not imply that our systems and procedures provide any assurance as to the realization of operational and strategic business objectives, or that they can prevent all misstatements, inaccuracies, errors, fraud and non-compliance with legislation, rules and regulations.

July 28, 2023

Thomas Métivier (Executive director and CEO)

Yves Trézières (CFO)