

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE CNOVA N.V. SECURITIES  
LITIGATION

MASTER FILE  
16 CV 444-LTS

This Document Relates To: All Actions

**LEAD PLAINTIFFS' NOTICE OF MOTION AND MOTION FOR FINAL  
CERTIFICATION OF THE CLASS, FINAL APPROVAL OF CLASS NOTICE, FINAL  
APPROVAL OF THE PROPOSED SETTLEMENT, FINAL APPROVAL OF THE  
PROPOSED PLAN OF ALLOCATION, AND LEAD COUNSEL'S MOTION FOR AN  
AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF LITIGATION  
EXPENSES**

**PLEASE TAKE NOTICE** that Court-appointed Lead Plaintiffs Michael Schwabe and Jaideep Khanna ("Lead Plaintiffs") and Class Counsel, Brower Piven, A Professional Corporation ("Lead Counsel") respectfully move this Court for entry of the Final Judgment and Order of Dismissal:

1. Granting final certification of the above-captioned action as a class action, pursuant to FED. R. CIV. P. 23(a) and (b)(3), for the purposes of effecting the proposed settlement (the "Settlement") on behalf of:

all persons and entities that purchased Cnova N.V. ordinary shares from November 19, 2014 through February 23, 2016, inclusive (the "Class Period"), issued pursuant and/or traceable to Cnova's Registration Statement, which incorporated the Prospectus that was filed pursuant to Rule 424(b)(4) on November 21, 2014, in connection with Cnova N.V.'s initial public offering on or about November 19, 2014 (the "Class"). Excluded from the Class are (i) Defendants; (ii) the officers and directors of Defendants; (iii) Casino Guichard Perrachon SA; (iv) the officers and directors of any excluded person or entity; (v) members of the immediate family of any excluded person; the legal representatives, agents, heirs, successors, subsidiaries, affiliates or assigns of any excluded person or entity; and (vi) any other person or entity in which any excluded person or entity has a beneficial ownership interest and had contractual control over the operations and/or management of such other

person or entity during the Class Period to the extent of the excluded person or entity's beneficial ownership interest in such person or entity.

2. finding that the forms and methods for providing notice to the Class (the "Notice"), issued pursuant to this Court's October 11, 2017 Order Granting Preliminary Approval of Proposed Settlement, Granting Conditional Class Certification, and Providing for Notice to the Class ("Preliminary Approval Order"; Dkt. No. 131), met the requirements of FED. R. CIV. P. 23(c) and (e), the Private Securities Litigation Reform Act of 1995, 15 U.S.C. § 78u-4 *et seq.*, and due process;

3. granting final approval, pursuant to FED. R. CIV. P. 23(e), of the Settlement on the terms set forth in the Stipulation and Agreement of Settlement dated September 20, 2017 ("Stipulation") attached as Exhibit 1 to the Declaration of David A.P. Brower In Support of Motion for: (1) Preliminary Approval of Settlement; (2) Certification of the Class for Purposes of Settlement; (3) Approval of Notice to the Class; and (4) Scheduling of a Final Approval Hearing, dated September 22, 2017. Dkt. No. 127;

4. granting approval of the plan of allocation of the proceeds of the Settlement;

5. granting Lead Counsel's request, pursuant to FED. R. CIV. P. 23(h) and FED. R. CIV. P. 54(d)(2), for an award of attorneys' fees equal to one-third of the Settlement Fund, or \$9,500,000, and reimbursement of litigation expenses of \$163,778.44, for their efforts in prosecuting the Action and obtaining the Settlement; and

6. granting such other and further relief as the Court may deem just and proper.

In support of the above requested relief, Lead Plaintiffs respectfully refer the Court to the accompanying: (1) Lead Plaintiffs' Memorandum of Law in Support of Motion for Final Approval of the Proposed Settlement; (2) Lead Plaintiffs' Memorandum of Law in Support of Motion for Final Approval of Class Notice, Final Certification of the Class for Purposes of

Settlement, and Final Approval of the Proposed Plan Of Allocation; (2) the Memorandum of Law in Support of Lead Counsel’s Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses; (3) the Declaration of David A.P. Brower In Support of Lead Plaintiffs’ Motion for Final Certification of the Class, Final Approval of Class Notice, Final Approval of the Proposed Settlement, Final Approval of the Proposed Plan of Allocation, and Lead Counsel’s Motion for an Award of Attorneys’ Fees and Reimbursement of Litigation Expenses (“Brower Declaration”); (4) the Appendix of Exhibits to the Brower Declaration, and (5) other such matters and arguments as the Court may consider with respect to this Motion.

The [Proposed] Final Judgment and Order of Dismissal (“Proposed Final Judgment”) was submitted to the Court on September 22, 2017 as Exhibit B to the Stipulation. *See* Dkt. No. 127-6. Certain information necessary to finalize the Proposed Final Judgment, such as the number of requests for exclusion from the Class, if any, and disposition of any objections received, if any, is not yet available, and will only be available following the January 24, 2018 deadline for requests for exclusion or objections. Accordingly, Lead Plaintiffs will provide the Proposed Final Judgment in final form with their supplemental papers that will be filed, pursuant to the Court’s Preliminary Approval Order, twenty-one (21) days prior to the final fairness hearing scheduled for March 15, 2018.

Dated: December 22, 2017

**BROWER PIVEN  
A PROFESSIONAL CORPORATION**

*/s/ David A.P. Brower*

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***Lead Counsel for Plaintiffs and the Class***

**CERTIFICATE OF SERVICE**

I hereby certify that on December 22, 2017, I served true and correct copies of (1) Lead Plaintiffs' Notice of Motion and Motion for Final Certification of the Class, Final Approval of Class Notice, Final Approval of the Proposed Settlement, Final Approval of the Proposed Plan of Allocation, and Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses; (2) the Declaration of David A.P. Brower In Support of Lead Plaintiffs' Motion for Final Certification of the Class, Final Approval of Class Notice, Final Approval of the Proposed Settlement, Final Approval of the Proposed Plan of Allocation, and Lead Counsel's Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses ("Brower Declaration"); and (3) the Appendix of Exhibits to the Brower Declaration on Defendants' counsel by causing copies to be sent by the ECF system.

/s/ David A.P. Brower  
David A.P. Brower