

Private & Confidential

DEED OF IRREVOCABLE UNDERTAKING

To: **Groupe Fnac S.A. ("Fnac")**
9, rue des Bâteaux-Lavoirs
94200 Ivry-sur-Seine France

From: **Knight Vinke Asset Management LLC**
c/o Knight Vinke Asset Management (UK) Limited
25 Hanover Square
London W1S 1JF
United Kingdom

06 November, 2015

Dear Sirs,

Darty plc (the "Company")

We refer to the proposed acquisition by Fnac of the entire issued, and to be issued, share capital of the Company (the "Company's Share Capital"), as disclosed by Fnac in its announcement dated 30 September 2015 (the "2.4 Announcement"), made pursuant to Rule 2.4 of the City Code on Takeovers and Mergers (the "Takeover Code"), (the "Transaction"). We understand the Transaction is expected to be implemented substantially on the pre-conditions and conditions set out in the Rule 2.7 announcement, a draft of which is annexed to this undertaking (the "Announcement"), subject (other than in respect of the pre-conditions and conditions except insofar as may be necessary to reflect the implementation of the Transaction by way of a scheme of arrangement under Part 26 of the Companies Act 2006 (as amended) (the "Scheme") to any revision(s) or variation(s) thereto as Fnac may determine or as may otherwise be required to comply with any applicable law or regulation. The terms of this letter are conditional on Fnac releasing the Announcement by no later than 5:00 p.m. on 11 November 2015, or by such later time and date as the Company and Fnac may otherwise agree, or as may be permitted under Rule 2.6 of the Takeover Code that entitles each of the Company's shareholders:

- i. to receive not less than 1 new Fnac share for every 37 of the Company's shares held (each such Fnac share, a "New Fnac Share"); and
- ii. to elect to receive an amount of cash in lieu of a number of the New Fnac Shares that they would otherwise have been entitled to receive under limb i above (the "Partial Cash Alternative").

The confirmations, irrevocable undertakings, covenants, consents, waivers and acknowledgements given by us on the terms of this letter are given on behalf of Knight Vinke Asset Management LLC for itself and on behalf of the other Knight Vinke companies and partnerships, and a reference in this letter to "we" or "us" shall be construed accordingly.

1. We confirm that, subject to paragraph 9:
 - a. we are the beneficial owner of (or are otherwise able to control the exercise of all rights attaching to and the ability to procure the transfer of) and/or are the registered holder of the ordinary shares of €0.30 each in the Company's Share Capital, as set out in the Appendix to this letter (the "Shares", which expression shall include any other Shares in the Company issued after the date hereof and attributable or derived from such Shares);

- b. we do not hold any relevant securities of the Company or any interest therein other than as set out in the Appendix to this letter;
 - c. we are able to transfer the Shares free of all liens, equities, charges, encumbrances, options, rights of pre-emption and any third party rights or interests of any kind whatsoever;
 - d. none of the Shares are subject to any contract, assignment, charge, option or other disposition or restriction whatsoever; and
 - e. we have full power, authority and right (free from any legal or other restrictions) and will at all times during which this undertaking remains in force continue to have all relevant power and authority and the right to enter into this letter and to perform all of the obligations under it in accordance with its terms.
2. We irrevocably undertake, in the event the Transaction is implemented by way of Scheme, subject to paragraph 9:
- a. to validly cast (and not to revoke or withdraw), or procure that there be validly cast (and not revoked or withdrawn), in person or by proxy (in accordance with the instructions set out in the scheme document to be published by the Company in connection with the Transaction (the "Scheme Document")), all votes attaching to the Shares and to any other relevant securities of the Company or any interest therein that from time to time we hold or are otherwise able to control the exercise of the rights attaching thereto (the "Further Interests") at (i) any general meeting of the Company's shareholders to be held in connection with the Scheme (the "General Meeting") (or any adjournment thereof); and (ii) at the court meeting convened to approve the Scheme (the "Court Meeting") (or any adjournment thereof):
 - i. in favour of the resolutions proposed in connection with or required to approve and give effect to the Scheme; and
 - ii. to give any such other consents in our capacity as holder of the Shares and the Further Interests as may be necessary or desirable to approve and give effect to the Scheme;
 - b. unless and until the Transaction has lapsed or been withdrawn, to validly cast, or procure that there be validly cast, any vote attaching to the Shares and the Further Interests:
 - i. against any resolution of the Company's shareholders proposed in connection with or to approve or implement:
 - A. an offer or possible offer, scheme of arrangement, merger, acquisition or business combination, recapitalisation or other transaction (in each case whether or not subject to pre-conditions or conditions) relating to the Company which, if accepted, implemented or otherwise carried out in full, would result in a party that is not acting in concert with Fnac acquiring (together with the parties acting in concert with it) or otherwise being able (together with the parties acting in concert with it) to direct the

exercise of voting rights in respect of 50% or more of the Company's Share Capital; and

- B. any other arrangement or transaction with a party that is not acting in concert with Fnac which would be materially inconsistent with the full implementation of the Transaction or would otherwise be an alternative to the Transaction,

in each case howsoever it is proposed that such offer, proposal or transaction be implemented whether, without limitation, by way of scheme of arrangement, merger, business combination, dual listed company structure or otherwise (a "Competing Transaction").

3. We irrevocably undertake, in the event that the Transaction is implemented by way of a contractual offer (the "Offer"), subject to paragraph 9, to complete, execute and deliver (or to procure that this be done) a fully executed form (or forms) of acceptance in respect of the Offer in the case of certificated shares, or to accept electronically in the case of uncertificated shares, (in either case, in accordance with the terms of the Offer) not less than seven days prior to the first closing date of the Offer (and not to withdraw any such acceptance(s) of the Offer) in respect of the Shares and the Further Interests.
4. If the Announcement (or any subsequent announcement, if made) includes a Partial Cash Alternative, we irrevocably undertake, regardless of whether the Transaction is to be implemented by way of Scheme or Offer, subject to paragraph 9, to elect to receive New Fnac Shares, and not cash, to the fullest extent possible in consideration for the Shares in the Company held by us.
5. We irrevocably undertake, subject to paragraph 9, not to (or incur any obligation to or indicate any intent to):
 - a. cast, or procure that there be cast, any vote attaching to the Shares or the Further Interests in any manner likely to be prejudicial to the Transaction;
 - b. unless this letter has been terminated in accordance with paragraph 8, accept an offer by a third party, if a Competing Transaction is to be so implemented, unless and until such offer becomes or is declared wholly unconditional;
 - c. carry out any dealing, encumber or otherwise dispose (whether conditionally or unconditionally) of any of the Shares, the Further Interests or any interest therein other than in connection with the Transaction; or
 - d. carry out any dealing or otherwise acquire (whether conditionally or unconditionally) any share(s) or other interest(s) in the Company's Share Capital unless the Panel on Takeovers and Mergers (the "Panel") has determined and confirmed to us that we are not acting in concert with Fnac.
6. We shall promptly provide you with all information relating to us or any parties acting in concert with us that may reasonably be required and provide you with details of any dealings by us or any parties acting in concert with us in any relevant securities of the Company immediately following the relevant dealing as you may require, in each case, in order to comply with the rules and regulations of the UK Listing Authority (the "UKLA"), the French *Autorité des marchés*

financiers (the “AMF”), the London Stock Exchange, Euronext Paris S.A. (“Euronext Paris”), the Panel (including with respect to Rule 17 of the Takeover Code) and any other legal or regulatory requirements for inclusion in the Scheme Document (or the formal document containing the Offer).

7. We consent to the issue of an announcement (or announcements) incorporating references to us and to this undertaking, including in the Announcement, and to the inclusion of the particulars of this letter in the Scheme Document (or the formal document containing the Offer), together with any information provided in accordance with paragraph 6. We also acknowledge that a copy of this letter will be available for inspection (including on a website) until the effective date of the Scheme (or the Offer becoming or being declared wholly unconditional, if applicable).
8. Except for paragraphs 12 to 16 that shall survive any termination of this letter, the terms of this letter will automatically terminate and be of no further force or effect if:
 - a. the Announcement is not released by 5:00 p.m. on 11 November 2015 or such later time and date as the Company and Fnac may agree, or as may otherwise be permitted under Rule 2.6 of the Takeover Code, on the pre-conditions and conditions set out or referred to in the Announcement and/or such other terms and conditions as may be required by the Takeover Code and/or the requirements of the UKLA, the AMF, the London Stock Exchange, Euronext Paris, or any other relevant exchange;
 - b. the Scheme does not become effective, or lapses in accordance with its terms (or, in the case of an Offer, the Offer does not become or is not declared wholly unconditional, or lapses in accordance with its terms);
 - c. Fnac announces, with the consent of the Panel, that it does not intend to proceed with the Transaction; or
 - d. a third party announcement is made, in accordance with Rule 2.7 of the Takeover Code, of a Competing Transaction (or thereafter a revision to a Competing Transaction is announced) on terms which represent an improvement of greater than 30 per cent. of the value of the Transaction described or contained in the 2.4 Announcement (or the Announcement or any subsequent announcement, if made), determined as of the date on which the Competing Transaction is announced (a “Qualifying Third Party Offer”) and at any time following such announcement we notify you of our decision to terminate this letter, provided that this letter shall not terminate if Fnac has announced an improvement to the terms of the Transaction as set out in the 2.4 Announcement or the Announcement or any subsequent announcement, if made, within ten Business Days of the relevant Qualifying Third Party Offer being made (an “Improved Offer”), such that the terms of the Improved Offer, as of the date of its announcement, are at least as favourable with regard to the value of consideration offered as under the relevant Qualifying Third Party Offer (whose value shall also be determined as of the date of Fnac’s Improved Offer for the purpose of this comparison).

For the purpose of determining the relative values of a Qualifying Third Party Offer or an Improved Offer to the extent that any of them includes any non-cash consideration, the value of such non-cash consideration shall, to the extent practicable, be determined by reference to the middle market closing price of such consideration as of the last trading day prior to the date on which the Qualifying Third Party Offer or the Improved Offer, respectively, is announced, or, if such non-cash consideration is not in the form of traded

securities, the market value of such consideration as of the date on which the Qualifying Third Party Offer or the Improved Offer, respectively, is announced.

9. As you are aware, we hold the Shares as an investment manager on behalf of underlying investors. If at any time we notify you that we are no longer able to comply with the terms of this letter because the investors whose funds we manage have withdrawn their mandates to us or have adjusted their investment instructions to us, the number of Shares subject to the terms of this letter will be reduced accordingly. If all Shares are affected in this way, the terms of this letter, except for paragraphs 12 to 16 that shall survive any termination of this letter, will automatically terminate and be of no further force or effect.
10. For the avoidance of doubt, we acknowledge that the release of the Announcement is at Fnac's absolute discretion and nothing in this letter shall oblige Fnac to announce or proceed with the Scheme (or the Offer, if applicable) or the Transaction.
11. Without prejudice to any other rights or remedies that Fnac may have, we acknowledge and agree that damages alone would not be an adequate remedy for any breach of the terms of this letter by us. Accordingly, Fnac shall be entitled to the remedies of injunction, specific performance or other equitable relief for any threatened or actual breach of the terms of this letter.
12. We do not intend that any of the terms of this letter will be enforceable by any person other than Fnac and us by virtue of the Contracts (Rights of Third Parties) Act 1999.
13. This letter and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the law of England and Wales. We irrevocably agree that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim arising out of or in connection with this letter or its subject matter or formation (including non-contractual disputes or claims), and irrevocably submit to such jurisdiction. We irrevocably waive any objection which we might at any time have to the courts of England being nominated as the forum to hear and decide any proceedings and to settle any disputes and agree not to claim that the courts of England are not a convenient or appropriate forum.
14. Notwithstanding paragraph 13, nothing in this letter shall prevent Fnac from applying to any court of competent jurisdiction for provisional or interim measures to protect or enforce its rights under this letter, including but not limited to any claim for preliminary injunctive relief.
15. Without prejudice to any other mode of service allowed under any relevant law:
 - a. we irrevocably appoint Knight Vinke Asset Management (UK) Limited of 25 Hanover Square, London W1S 1JF as our agent for service of process in relation to any proceedings before the English courts in connection with any of the rights and obligations (including any non-contractual obligations) arising under or in connection with or related to this letter; and
 - b. we agree that failure by the process agent to notify us of any such process will not invalidate the proceedings concerned.
16. This deed of irrevocable undertaking supersedes and replaces in its entirety the deed of irrevocable undertaking executed and delivered by us on 25 October 2015 (the "Current Undertaking") which shall unconditionally and irrevocably terminate with immediate effect. Save

as otherwise expressly set out therein, our further obligations under the Current Undertaking shall cease immediately, but such termination shall not affect your accrued rights and our accrued obligations at the date hereof.

17. For the purposes of this letter, references to "interest", "relevant securities", "dealing" and "acting in concert" shall have the meaning ascribed to each such term in the Takeover Code.
18. In this letter, "Business Day" means a day, other than an English or French public holiday, Saturday or Sunday, when banks are open in London and Paris for general banking business.

IN WITNESS of which this document has been duly executed and delivered as a deed on the day and year first stated above.

Executed and delivered as a **DEED** by:)
KNIGHT VINKE ASSET MANAGEMENT LLC)

Acting by:)

____Eric Knight____)
Title: CEO)


.....

in the presence of:)


.....

Name: Trevor Hedden

Address: 25 Hanover Square

 London, W1S 1JF

Occupation: CFO

We acknowledge and agree to the terms of this deed of irrevocable undertaking.

Executed and delivered as a DEED by:
GROUPE FNAC S.A.

Acting by:

Title:

in the presence of:

Name:

Address:

Occupation:

MALIGE gauthier

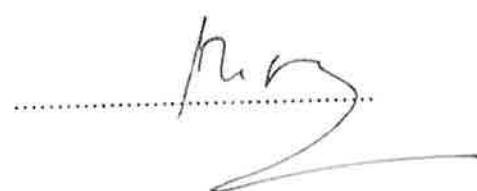
9 rue des BATEAUX-

LAVOIR

94200 EVRY sur SEINE

GROUP CFO

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Appendix**Shares**

Holder	Number of Shares
Knight Vinke Asset Management LLC (together with the other Knight Vinke companies and partnerships)	75,974,709 ordinary shares, representing 14.34% of the voting rights attaching to shares of the Company.

**Annexure
Announcement**

STB draft: 1 November 2015

**Project Green
Draft Joint 2.7 Announcement**

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN OR INTO ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

THIS ANNOUNCEMENT IS NOT INTENDED TO, AND DOES NOT, CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO PURCHASE, OTHERWISE ACQUIRE, SUBSCRIBE FOR, SELL OR OTHERWISE DISPOSE OF, ANY SECURITIES OR THE SOLICITATION OF ANY VOTE OR APPROVAL IN ANY JURISDICTION PURSUANT TO THE PROPOSALS OR OTHERWISE. THE PROPOSALS WILL BE MADE SOLELY THROUGH THE SCHEME DOCUMENT, WHICH WILL CONTAIN THE FULL TERMS AND CONDITIONS OF THE PROPOSALS, INCLUDING DETAILS OF HOW TO VOTE IN RESPECT OF THE PROPOSALS. ANY ACCEPTANCE OR OTHER RESPONSE TO THE PROPOSALS SHOULD BE MADE ONLY ON THE BASIS OF THE INFORMATION IN THE SCHEME DOCUMENT.

FOR IMMEDIATE RELEASE

[•] November 2015

**RECOMMENDED ALL-SHARE OFFER
FOR
DARTY PLC
BY
GROUPE FNAC S.A.**

Summary

The Boards of Fnac and Darty are pleased to announce that they have reached agreement on the terms of a recommended pre-conditional share offer to be made by Fnac for the entire issued and to be issued share capital of Darty.

- Under the terms of the Proposed Acquisition, which will be subject to the Pre-Conditions and Conditions and further terms to be set out in the Scheme Document, Darty Shareholders will be entitled to receive:

For every: [39] Darty Shares held

1 Fnac Share

- Based on the Closing Price of €[•] per Fnac Share on [•] November 2015 (being the last Business Day before the date of this Announcement), the terms of the Proposed Acquisition represent:
 - a value of approximately [•] pence per Darty Share;
 - a premium of approximately [•] per cent. to the Closing Price of [•] pence per Darty Share on [•] 2015; and
 - a value of approximately £[•] million for Darty's entire issued and to be issued share capital.

- Based on the Closing Price of €53.0 per Fnac Share on 29 September 2015 (being the last Business Day before the date of Fnac’s Possible Offer Announcement), the terms of the Proposed Acquisition represent:
 - a value of approximately [101] pence per Darty Share;
 - a premium of approximately [27.4] per cent. to the Closing Price of [81] pence per Darty Share on 29 September 2015; and
 - a value of approximately [£533] million for Darty’s entire issued and to be issued share capital.
- The Proposed Acquisition will result in Darty Shareholders owning approximately [45] per cent. of the Combined Group.
- The terms of the Scheme shall exclude the Darty final dividend for the financial year ended 30 April 2015 of €2.625 cents per Darty Share which was recommended by the Darty Directors on 18 June 2015 and approved by the Darty Shareholders on 10 September 2015, to be paid on 13 November 2015 which Darty Shareholders will be able to receive and retain.
- Based on Fnac and Darty’s most recent annual accounts, the Combined Group would have annual sales of over €7 billion and an EBITDA of approximately €270 million (on a *pro forma* basis), and would:
 - be a [true leader] in France, generating French sales of €5.6 billion;
 - have approximately 380 stores across France, combining two complementary store networks;
 - have a sizeable international presence, with over 200 stores outside France, across Belgium, the Netherlands, Spain, Portugal, Brazil, Switzerland, Morocco, Qatar, and soon, the Ivory Coast;
 - present an enhanced online offering, with attractive growth prospects. Fnac’s website receives approximately 11 million unique visitors per month, with 3.5 million for Darty; and
 - be a leading omni-channel player in its categories of products.
- The Fnac Board believes that the Proposed Acquisition will result in compelling financial benefits to the Combined Group, including total annual pre-tax cost savings of at least €85 million per annum (excluding the impact of any remedies imposed by the French Competition Authority and/or the Belgian Competition Authority).
- In addition, Fnac has received support from Darty Shareholders holding 23.63 per cent. of the issued share capital of Darty.
- As set out more fully in paragraph [3] of “Background to and reason for the Proposed Acquisition” below, the Fnac Board believes that Darty and Fnac represent an [extremely] logical and complementary fit. Accordingly, Fnac believes that the Proposed Acquisition is a compelling strategic transaction in this segment of retail.

Commenting on today's Announcement, Alexandre Bompard, Chairman and CEO of Fnac said:

“The combination of Fnac and Darty constitutes a compelling strategic and financial opportunity for both groups by creating a true leader in the French electronics, editorial and home appliances retail markets, as well as a key player in the wider European consumer electronics landscape. We believe that the Proposed Acquisition will benefit both groups, in particular their respective employees and customers, and represents a unique value creation opportunity for both Darty and Fnac shareholders.”

Commenting on the Proposed Acquisition, [Alan Parker], [Non-Executive Chairman] of Darty said:

[•]

- It is intended that the Proposed Acquisition will be implemented by way of a court-sanctioned scheme of arrangement under Part 26 of the Act, further details of which are contained in the full text of this Announcement. However, Fnac reserves the right to elect, with the consent of the Panel (where necessary) to implement the Proposed Acquisition by way of a takeover offer (as defined in Part 28 of the Act).
- The Darty Directors, who have been so advised by Morgan Stanley & Co. International plc, UBS Limited and Lazard & Co., Limited consider the financial terms of the Proposed Acquisition to be fair and reasonable. In providing advice to the Darty Directors, Morgan Stanley & Co. International plc, UBS Limited and Lazard & Co., Limited have taken into account the commercial assessments of the Darty Directors.
- Accordingly, the Darty Directors intend to recommend unanimously that Darty Shareholders vote in favour of the Scheme at the Court Meeting and the resolutions relating to the Proposed Acquisition at the Darty General Meeting, as they have irrevocably undertaken to do in respect of their own beneficial holdings of [•] Darty Shares representing, in aggregate, approximately [•] per cent. of Darty's issued share capital on [•] November 2015, being the last Business Day before the date of this Announcement. Further details of these irrevocable undertakings are set out in [Appendix 5](#) to this Announcement.
- The Proposed Acquisition will be put to the vote of Fnac Shareholders. The Fnac Directors consider the Proposed Acquisition to be in the best interests of Fnac and the Fnac Shareholders as a whole and intend to recommend unanimously that Fnac Shareholders vote in favour of the Fnac Resolutions to be proposed at the Fnac Extraordinary General Meeting which will be convened in connection with the Proposed Acquisition.
- The Proposed Acquisition will be subject to the satisfaction (or waiver) of the Pre-Conditions set out in [Appendix 1](#), the satisfaction (or waiver) of the Conditions set out in [Appendix 2](#), to certain further terms set out in [Appendix 2](#) and to the full terms and conditions which will be set out in the Scheme Document including the sanction of the Scheme by the Court and the approval of the Proposed Acquisition by the Darty Shareholders. The Pre-Conditions relate to the receipt of anti-trust clearance from the French Competition Authority and the Belgian Competition Authority, and the Conditions include the receipt of approval of the Proposed Acquisition by the Fnac Shareholders and the admission of the New Fnac Shares to trading on Euronext Paris, as further described in paragraph 6 of this Announcement.
- The Scheme Document will include full details of the Scheme, together with notices of the Court Meeting and the Darty General Meeting and the expected timetable, and will specify the action to be taken by Scheme Shareholders. Should a Phase I clearance be obtained, it is expected that the

Scheme Document will be sent to Darty Shareholders in Q2 2016, and within 28 days following the date on which the Pre-Conditions are satisfied and/or waived, as applicable (or save as the Panel may otherwise permit). In such circumstances, it is anticipated that completion of the Proposed Acquisition would occur towards the end of Q2 2016. In the event that Phase II proceedings are opened, it is expected that the Scheme Document would be sent to Darty Shareholders in Q3 2016 and that completion of the Proposed Acquisition would occur in Q4 2016.

- It is expected that the Fnac Notice convening the Fnac Extraordinary Meeting will be posted to Fnac Shareholders on or around the date on which the claim form relating to the Scheme is filed at the Court, with the Fnac Extraordinary General Meeting being held on or around the date of the Darty Meetings.
- It is expected that the Fnac Prospectus, containing information about the New Fnac Shares and the Combined Group, will be sent to Darty Shareholders with the Scheme Document.

This summary should be read in conjunction with, and is subject to, the full text of this Announcement (including the Appendices). The Proposed Acquisition will be subject to the Pre-Conditions set out in Appendix 1, the Conditions and certain further terms set out in Appendix 2 and to the full terms and conditions which will be set out in the Scheme Document. Appendix 3 contains sources and bases of certain information contained in this Announcement. Appendix 4 contains certain information relating to Fnac and Darty. Details of Darty Directors' and Darty Shareholders' irrevocable undertakings and letters of intent received by Fnac are set out in Appendix 5. Appendix 6 contains information relating to the Quantified Financial Benefits Statement made in this Announcement and the reports of Fnac's reporting accountant and financial adviser. Appendix 7 contains the definitions of certain terms used in this Announcement.

For the purposes of Rule 28 of the City Code, the Quantified Financial Benefits Statement contained in this Announcement is the responsibility of Fnac and the Fnac Directors. [Any statement of intention, belief or expectation for the Combined Group following the Effective Date is an intention, belief or expectation of the Fnac Directors and not of the Darty Directors.]¹

Analyst and investor presentations

Fnac will be making a presentation [(together with the Chairman of Darty)] to investors and analysts at [●] [a.m./p.m.] CET today.

There will also be a live webcast of the presentation. Information on how to access the live audio webcast can be found at www.groupe-fnac.com and www.dartygroup.com.

Subject to certain restrictions, the recorded presentation and the accompanying slides will be available to all interested parties at www.groupe-fnac.com and www.dartygroup.com. Your attention is also drawn to the important information at the back of this Announcement.

¹ Darty to confirm.

Enquiries:

Fnac:

Rothschild [+44 207 280 5000] and [+33(0)1 4074 4074]
Majid Ishaq
Cyril de Mont-Marin

Ondra LLP [+44 207 082 8750]
Benoît d'Angelin
Robert Hingley

Darty:

Darty plc
Simon Ward +44 207 269 1411

Morgan Stanley & Co. International plc +44 207 425 8000
Ian Hart

UBS Limited +44 207 567 8000
Craig Calvert

Lazard & Co., Limited +[*]
Alexandra Soto

Finsbury
Rollo Head +44 207 251 3801
Jenny Davey +44 207 251 3801

Important notices relating to financial advisers

N. M. Rothschild & Sons Limited, which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the UK, is acting exclusively for Fnac and no one else in connection with the Proposed Acquisition and will not be responsible to anyone other than Fnac for providing the protections afforded to its clients or for providing advice in relation to the Proposed Acquisition or any other matters referred to in this Announcement.

Ondra LLP, which is authorised and regulated by the FCA in the UK, is acting exclusively for Fnac and no one else in connection with the Proposed Acquisition and will not be responsible to anyone other than Fnac for providing the protections afforded to its clients or for providing advice in relation to the Proposed Acquisition or any other matters referred to in this Announcement.

Morgan Stanley & Co. International plc, which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the UK, is acting exclusively for Darty and no one else in connection with the Proposed Acquisition. In connection with such matters, Morgan Stanley & Co. International plc, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for

providing the protections afforded to their clients or for providing advice in relation to the Proposed Acquisition or any other matters referred to in this Announcement.

UBS Limited, which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the UK, is acting exclusively for Darty and no one else in connection with the Proposed Acquisition. In connection with such matters, UBS Limited, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the Proposed Acquisition or any other matters referred to in this Announcement.

Lazard & Co., Limited, which is authorised and regulated by the FCA in the UK, is acting exclusively for Darty and no one else in connection with the Proposed Acquisition. In connection with such matters, Lazard & Co., Limited, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the Proposed Acquisition or any other matters referred to in this Announcement.

Further information

This Announcement is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Proposed Acquisition or otherwise nor shall there be any sale, issuance or transfer of securities of Fnac or Darty pursuant to the Proposed Acquisition in any jurisdiction in contravention of applicable laws. The Proposed Acquisition will be implemented solely pursuant to the terms of the Scheme Document which will contain the full terms and conditions of the Proposed Acquisition, including details of how to vote in respect of the Proposed Acquisition. Any decision in respect of, or other response to, the Proposed Acquisition should be made only on the basis of the information contained in the Scheme Document.

Fnac reserves the right to elect, with the consent of the Panel, to implement the Proposed Acquisition by way of a takeover offer in accordance with Part 28 of the Act. In such an event, the Proposed Acquisition will be implemented on substantially the same terms, subject to appropriate amendments, as to those which would only apply in respect of the Scheme.

This Announcement does not constitute a prospectus or prospectus equivalent document.

Information relating to Darty Shareholders

Please be aware that addresses, electronic addresses and certain other information provided by Darty Shareholders, persons with information rights and other relevant persons for the receipt of communications from Darty may be provided to Fnac during the Offer Period as required under Section 4 of Appendix 4 of the City Code.

Overseas jurisdictions

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom and France may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom and France should inform themselves about, and observe any applicable requirements. In particular, the ability of persons who are not resident in the United Kingdom or France to vote their Darty Shares with respect to the Scheme at the Court Meeting, or to

execute and deliver forms of proxy appointing another to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located.

This Announcement has been prepared for the purpose of complying with English law, French law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom and/or France.

Unless otherwise determined by Fnac or required by the City Code, and permitted by applicable law and regulation, the Proposed Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Proposed Acquisition by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and any formal documentation relating to the Proposed Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

If the Proposed Acquisition is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of the United States, Canada, Japan, Australia, South Africa or any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

The availability of New Fnac Shares under the Proposed Acquisition to Darty Shareholders who are not resident in the United Kingdom or France may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom or France should inform themselves of, and observe, any applicable legal or regulatory requirements.

Further details in relation to Darty Shareholders in overseas jurisdictions will be contained in the Scheme Document.

Additional US information

The Proposed Acquisition relates to the shares of a UK company and a French company and is subject to UK and French procedural and disclosure requirements that are different from those of the US. Any financial statements or other financial information included in this Announcement may have been prepared in accordance with non-US accounting standards that may not be comparable to the financial statements of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US. It may be difficult for US holders of shares to enforce their rights and any claims they may have arising under the US federal securities laws in connection with the Proposed Acquisition, since Fnac and Darty are located in countries other than the US, and some or all of their officers and directors may be residents of countries other than the United States. US holders of shares in Fnac or Darty may not be able to sue Fnac, Darty or their respective officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel Fnac, Darty and their respective affiliates to subject themselves to the jurisdiction or judgment of a US court.

Investors should be aware that Fnac may purchase or arrange to purchase Darty Shares otherwise than under any takeover offer or scheme of arrangement related to the Proposed Acquisition, such as in open market or privately negotiated purchases.

It is intended that the Proposed Acquisition will be implemented by way of a scheme of arrangement under English law which is not subject to the tender offer rules under the US Exchange Act. Accordingly, the Proposed Acquisition will be subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement which differ from the disclosure requirements of the US tender offer rules. If the Proposed Acquisition is implemented by way of a scheme of arrangement, the New Fnac Shares are expected to be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) of the US Securities Act.

Alternatively, if the Proposed Acquisition is implemented by way of a takeover offer under English law, the Offer will be made in the US pursuant to Section 14(e) and Regulation 14E under the US Exchange Act as a "Tier II" tender offer, and otherwise in accordance with the requirements of the City Code. Accordingly, the Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law.

This announcement does not constitute an offer of securities for sale in the US or an offer to acquire or exchange securities in the US. Securities may not be offered or sold in the US absent registration or an exemption from registration, and any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the issuer or the selling security holder and that will contain detailed information about the company and management, as well as financial statements. No offer to acquire securities or to exchange securities for other securities has been made, or will be made, directly or indirectly, in or into, or by use of the mails, any means or instrumentality of interstate or foreign commerce or any facilities of a national securities exchange of, the US or any other country in which such offer may not be made other than (i) in accordance with the US Securities Act, as amended, or the securities laws of such other country, as the case may be, or (ii) pursuant to an available exemption from such requirements.

Nothing in this Announcement shall be deemed an acknowledgement that any SEC filing is required or that an offer requiring registration under the US Securities Act may ever occur in connection with the Proposed Acquisition.

The financial information included in this announcement has been prepared in accordance with international financial reporting standards and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US.

Cautionary note regarding forward looking statements

This Announcement contains certain forward looking statements with respect to the financial condition, results of operations and businesses of Fnac and Darty and their respective Groups, and certain plans and objectives of Fnac with respect to the Combined Group. All statements other than statements of historical fact are, or may be deemed to be, forward looking statements. Forward looking statements are statements of future expectations that are based on management's current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Forward looking statements include, among other things, statements concerning the potential exposure of Fnac, Darty and the Combined Group to market risks and statements expressing management's expectations, beliefs,

estimates, forecasts, projections and assumptions, including as to future potential cost savings, synergies, earnings, cash flow, return on average capital employed, production and prospects. These forward looking statements are identified by their use of terms and phrases such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “goals”, “intend”, “may”, “objectives”, “outlook”, “plan”, “probably”, “project”, “risks”, “seek”, “should”, “target”, “will” and similar terms and phrases.

There are a number of factors that could affect the future operations of Fnac, Darty and the Combined Group and that could cause results to differ materially from those expressed in the forward looking statements included in this Announcement, including (without limitation): (a) changes in demand for Fnac's products; (b) currency fluctuations; (c) loss of market share and industry competition; (d) risks associated with the identification of suitable potential acquisition properties and targets, and successful negotiation and completion of such transactions; and (e) changes in trading conditions.

All forward looking statements contained in this Announcement are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Readers should not place undue reliance on forward looking statements. Additional risk factors that may affect future results are contained in Fnac's Registration Document (available at <http://www.groupe-fnac.com/en/index.php/finance-shareholders/>). These risk factors expressly qualify all forward looking statements contained in this Announcement and should also be considered by the reader.

Darty's Annual Report and Accounts for the financial year ended 30 April 2015 lists the principal risks and uncertainties to the delivering of Darty's strategy.

Each forward looking statement speaks only as of the date of this Announcement. None of Fnac, the Fnac Group, Darty or the Darty Group undertakes any obligation to publicly update or revise any forward looking statement as a result of new information, future events or otherwise, except to the extent legally required. In light of these risks, results could differ materially from those stated, implied or inferred from the forward looking statements contained in this Announcement.

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

No forecasts or estimates

No statement in this Announcement (including any statement of estimated synergies) is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that cash flow from operations, free cash flow, earnings or earnings per share for Fnac, Darty or the Combined Group, as appropriate, for the current or future financial years would necessarily match or exceed the historical published cash flow from operations, free cash flow, earnings or earnings per share for Fnac or Darty as appropriate.

Quantified financial benefits

The statements in the Quantified Financial Benefits Statement set out in Appendix 6 of this Announcement relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. The synergies and cost savings referred to may not be achieved, or may be achieved later or sooner than estimated, or those achieved could be materially different from those

estimated. For the purposes of Rule 28 of the City Code, the Quantified Financial Benefits Statement contained in this Announcement is the responsibility of Fnac and the Fnac Directors.

Disclosure requirements of the City Code

Under Rule 8.3(a) of the City Code, any person who is interested (directly or indirectly) in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to midnight on the day before the deadline for making an Opening Position Disclosure must instead make a dealing disclosure.

Under Rule 8.3(b) of the City Code, any person who is, or becomes, interested (directly or indirectly) in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a dealing disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A dealing disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8 and have not changed. A dealing disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and dealing disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the City Code).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and dealing disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a dealing disclosure.

Publication on website and availability of hard copies

A copy of this Announcement is and will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on Fnac's website www.groupe-fnac.com and on Darty's website www.dartygroup.com by no later than 12 noon (London time) on the Business Day

following the date of this Announcement. For the avoidance of doubt, the contents of the websites referred to in this Announcement are not incorporated into and do not form part of this Announcement.

Fnac and Darty Shareholders may request a hard copy of this Announcement by contacting [Nadine Coulm] during business hours on [●] (for Fnac Shareholders) or [Simon Enoch] during business hours on [●] (for Darty Shareholders) or by submitting a request in writing to [Nadine Coulm] at Groupe Fnac S.A., 9, rue des Bâteaux-Lavois, 94200 Ivry-sur-Seine, France (for Fnac Shareholders) or to [Simon Enoch] at [Darty plc, 22-24 Ely Place, London EC1N 6TE United Kingdom (for Darty Shareholders)].

If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or from an independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are located in the UK or, if you are located in France, from a financial intermediary, or, if you are located outside the UK and France, from an appropriately authorised independent financial adviser.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN OR INTO ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

THIS ANNOUNCEMENT IS NOT INTENDED TO, AND DOES NOT, CONSTITUTE OR FORM PART OF ANY OFFER OR INVITATION TO PURCHASE, OTHERWISE ACQUIRE, SUBSCRIBE FOR, SELL OR OTHERWISE DISPOSE OF, ANY SECURITIES OR THE SOLICITATION OF ANY VOTE OR APPROVAL IN ANY JURISDICTION PURSUANT TO THE PROPOSALS OR OTHERWISE. THE PROPOSALS WILL BE MADE SOLELY THROUGH THE SCHEME DOCUMENT, WHICH WILL CONTAIN THE FULL TERMS AND CONDITIONS OF THE PROPOSALS, INCLUDING DETAILS OF HOW TO VOTE IN RESPECT OF THE PROPOSALS. ANY ACCEPTANCE OR OTHER RESPONSE TO THE PROPOSALS SHOULD BE MADE ONLY ON THE BASIS OF THE INFORMATION IN THE SCHEME DOCUMENT.

FOR IMMEDIATE RELEASE

[•] November 2015

**RECOMMENDED ALL-SHARE OFFER
FOR
DARTY PLC
BY
GROUPE FNAC S.A.**

1. INTRODUCTION

The Boards of Fnac and Darty are pleased to announce that they have reached agreement on the terms of a recommended pre-conditional all-share offer to be made by Fnac for the entire issued and to be issued share capital of Darty.

The Proposed Acquisition is to be implemented by means of a court-sanctioned scheme of arrangement under Part 26 of the Act.

2. THE PROPOSED ACQUISITION

Under the terms of the Proposed Acquisition, which will be subject to the satisfaction (or waiver) of the Pre-Conditions set out in Appendix 1, the satisfaction (or waiver) of the Conditions set out in Appendix 2, to the certain further terms set out in Appendix 2 and to the full terms and conditions which will be set out in the Scheme Document, Darty Shareholders will be entitled to receive:

For every: [39] Darty Shares held

1 Fnac Share

- Based on the Closing Price of €[•] per Fnac Share on [•] November 2015 (being the last Business Day before the date of this Announcement), the terms of the Proposed Acquisition represent:
 - a value of approximately [•] pence per Darty Share; and

- a premium of approximately [●] per cent. to the Closing Price of [●] pence per Darty Share on [●] 2015; and
 - a value of approximately £[●] million for Darty's entire issued and to be issued share capital.
- Based on the Closing Price of €53.0 per Fnac Share on 29 September 2015 (being the last Business Day before the date of Fnac's Possible Offer Announcement), the terms of the Proposed Acquisition represent:
 - a value of approximately [101] pence per Darty Share;
 - a premium of approximately [27.4] per cent. to the Closing Price of [81] pence per Darty Share on 29 September 2015; and
 - a value of approximately [£533] million for Darty's entire issued and to be issued share capital.

The Proposed Acquisition will result in Darty Shareholders owning approximately [45] per cent. of the Combined Group.

The Boards of Fnac and Darty have agreed that the terms of the Proposed Acquisition shall exclude the final dividend for the financial year ended 30 April 2015 of €2.625 cents per Darty Share which was recommended by the Darty Directors on 18 June 2015 and approved by the Darty Shareholders on 10 September 2015, to be paid on 13 November 2015 which Darty Shareholders will be able to receive and retain.

The Fnac Board believes that the Proposed Acquisition will result in compelling financial benefits to the Combined Group, including total annual pre-tax cost savings of at least €85 million per annum (excluding the impact of any remedies imposed by the French Competition Authority and/or the Belgian Competition Authority).

In addition, Fnac has received support for the Proposed Acquisition from Darty Shareholders holding 23.63 per cent. of the issued share capital of Darty.

The New Fnac Shares will be issued credited as fully paid and will rank *pari passu* in all respects with Fnac Shares in issue at the time the New Fnac Shares are issued pursuant to the Proposed Acquisition, including the right to receive and retain dividends and other distributions declared, made or paid by reference to a record date falling after the Effective Date. Application will be made to Euronext Paris for the New Fnac Shares to be admitted to trading on Euronext Paris.

The Darty Shares will be acquired pursuant to the Proposed Acquisition fully paid and free from all liens, charges, equitable interests, encumbrances and rights of pre-emption and any other interests of any nature whatsoever and together with all rights attaching thereto save for the right to receive and retain the final dividend.

3. RECOMMENDATIONS

The Darty Directors, who have been so advised by Morgan Stanley & Co. International plc, UBS Limited and Lazard & Co., Limited as to the financial terms of the transaction, consider the Proposed Acquisition to be fair and reasonable. In providing advice to the Darty Directors, Morgan Stanley & Co. International

plc, UBS Limited and Lazard & Co., Limited have taken into account the commercial assessments of the Darty Directors.

Accordingly, the Darty Directors intend to recommend unanimously that Darty Shareholders vote in favour of the Scheme at the Court Meeting and the resolutions relating to the Proposed Acquisition at the Darty General Meeting, as they have irrevocably undertaken to do in respect of their own beneficial holdings of [●] Darty Shares representing, in aggregate, approximately [●] per cent. of Darty's issued share capital on [●] 2015, being the last Business Day before the date of this Announcement. Further details of these irrevocable undertakings are set out in Appendix 5 to this Announcement.

The Proposed Acquisition will be put to the vote of Fnac Shareholders. The Fnac Directors consider the Proposed Acquisition to be in the best interests of Fnac and the Fnac Shareholders as a whole and intend to recommend unanimously that Fnac Shareholders vote in favour of the Fnac Resolutions to be proposed at the Fnac Extraordinary General Meeting which will be convened in connection with the Proposed Acquisition.

4. **BACKGROUND TO AND REASONS FOR THE PROPOSED ACQUISITION**

The consumer electronics retail landscape has evolved significantly over recent years. Since the early 2000s, it has been materially reshaped by the rise of e-commerce resulting in an increased competitive environment. In particular, the market has witnessed the arrival of new online competitors who display a high level of commercial aggressiveness (and the disappearance of some leading retail operators, such as, RadioShack, Circuit City, Comet and Surcouf, to name a few). Recent consolidation initiated by the traditional retailers to achieve scale has been a natural move for players in the sector (e.g. Dixons/Carphone, Darty/Mistergooddeal, Carrefour/Rue du Commerce), and the Fnac Board expects this trend to continue.

In addition to the key headline benefits of the Proposed Acquisition detailed below, the Fnac Board sees the Proposed Acquisition as a means by which Fnac and Darty can proactively address the impact of changing market environments on their respective businesses, positioning the Combined Group as a larger, diversified business with a reinforced capital structure. The Fnac Board considers that the combination of Fnac and Darty would create a compelling retail offering for its customers, and that the Combined Group would be particularly well-positioned to create value for shareholders.

The Proposed Acquisition would notably provide the following benefits to the Combined Group:

i. A [true] leader in its key product categories

The Proposed Acquisition would combine sales of approximately €2.8 billion for Fnac (for the financial year ended 31 December 2014) and €2.8 billion for Darty (for the financial year ended 30 April 2015) in France, creating a [true] leader in the distribution of electronic and editorial goods in France. With combined sales of €7.4 billion, the Combined Group would create a sizeable European player, positioning it well within the top 10 players in consumer electronics retailing and alongside players such as Metro, Dixons Carphone, Amazon and Expert.

ii. A combination of two iconic French brands benefiting customers

The Proposed Acquisition would bring together two highly recognised and well-respected brands which benefit from strong levels of customer awareness.

Together, and through the sharing of their respective know-how, the Combined Group would be expected to continue to deliver a high quality value proposition to their customers as well as an attractive distribution network for their suppliers. In particular, the Combined Group would benefit from Fnac's recognised positioning in terms of expertise, and particularly cultural expertise, knowledgeable and enthusiastic sales staff, independence (unbiased advice) and creativity (encouraging access to culture and innovation) and from Darty's value-added service and aftersales offering based on its "*Contrat de Confiance*".

iii. A more diversified and balanced product offering

The Proposed Acquisition would present a more balanced offering, with product categories offering complementary growth and margin profiles. In particular, the Combined Group will combine Fnac and Darty's presence in brown and grey goods; a sector where growth is underpinned by short innovation cycles. It will also benefit from Fnac's strength in editorial goods and from Darty's leadership in the French white goods market. Margin accretive sales of services and accessories will complete the Combined Group's offering.

The Combined Group would also be expected to serve as a platform for the further development of new product categories as already initiated by both Fnac and Darty. Fnac has expanded its offering to include Games & Toys, Home & Design, Stationery, Smartphones and Connected Devices, which represent 11 per cent. of its annual sales. Equally, Darty has rolled-out its "kitchen offer" in France, where 32 different kitchen models are offered across 71 stores. We similarly expect the Proposed Acquisition to drive the Combined Group's sales of services and accessories.

iv. An enhanced omni-channel proposal addressing evolving customer expectations

Customers are increasingly expecting omni-channel, innovative services (e.g., click & collect, same-day delivery).

The Proposed Acquisition would combine strong existing omni-channel capabilities at both Fnac and Darty, including their existing three-hour delivery capabilities and through dedicated services such as Click & Mag, Click&Collect, Connected Store and Darty Button (which puts customers in contact with after-sales services within a minute), ensuring a seamless shopping experience between offline and online. The Combined Group would also benefit from Fnac's high traffic website (the #3 e-commerce site in France with 11 million monthly unique visitors), 40 per cent. of which relates to mobile commerce, and the online presence of Darty's physical brands (Darty, Vanden Borre and BCC), as well as Darty's online pure-player, Mistergooddeal.

v. Improved scale and reach

The Combined Group would also benefit from an enhanced store presence, across multiple formats (including those based in prime downtown locations in a variety of cities, shopping malls and retail parks outside large cities, together with sites at railway stations and airports), adapted to the density and traffic of each catchment area. The Combined Group would also benefit from broader international exposure, with an enhanced European footprint and a presence spanning 10 countries. In particular, the Combined Group would benefit from Fnac and Darty's complementary presence in France and Belgium as well as from an attractive local presence of Fnac in Iberia and Brazil and Darty in the Netherlands.

vi. Further capital structure and liquidity benefits for Darty Shareholders

Following completion of the Proposed Acquisition, Darty Shareholders will benefit from a strengthened capital structure compared to the existing position today on a stand-alone basis. On a pro-forma basis, the Fnac Board believes that the Combined Group would present a healthier credit and financial profile than Darty today.

5. SYNERGY POTENTIAL OF THE PROPOSED ACQUISITION

The Fnac Board believes that the Proposed Acquisition will result in compelling financial benefits to the Combined Group, including total annual pre-tax cost savings of at least €85 million per annum. This amount is premised upon Fnac's intention to maintain the existing Fnac and Darty store networks following the completion of any Proposed Acquisition. It does not include any revenue synergies that may arise from any potential combination and does not take account of the impact of any remedies that may be imposed by the competition authorities in France or Belgium.

The actual completion date of the Proposed Acquisition will be dependent in part on the extent of the review procedures of the French and Belgian competition authorities. Assuming the Proposed Acquisition completes by no later than September 2016, approximately 10 per cent of these synergies would be realised in 2016, rising to 60 per cent. in 2017, 95 per cent. in 2018 and 100 per cent. thereafter.

The one-off costs to deliver these savings including additional capital expenditures – are expected to total approximately €65 million.

As set out in the Quantified Financial Benefits Statement in [Appendix 6](#) to this Announcement, the aggregate annual amount of synergies of €85 million is expected to be split as follows:

- approximately half of the identified savings are expected to arise from purchasing synergies, in the retail categories of brown goods, grey goods and small domestic appliances in which both Fnac and Darty operate; and
- the other half of the identified savings are expected to arise notably from optimisation of warehousing and transport activities, from the integration of certain headquarter and support functions within the UK, France and Belgium, and from savings in procured services.

The statements above of estimated cost synergies relate to future actions and circumstances which inherently involve risks, uncertainties and contingencies. Accordingly, the cost synergies referred to may not be achieved within the time periods specified or may be achieved in a different form to that which is currently envisaged by the Fnac Board. The statements above do not take account of the impact of any remedies that may be imposed by the French Competition Authority and/or Belgian Competition Authority. For the purposes of Rule 28 of the City Code, the statements above of estimated cost synergies are the responsibility of the Fnac Directors, in their capacity as directors of the offeror under the terms of the Proposed Acquisition. [Appendix 6](#) includes reports in connection with the Quantified Financial Benefits Statement from Ernst & Young and Rothschild, as pursuant to the requirements of the City Code. Ernst & Young and Rothschild have given and not withdrawn their consent to the publication of their respective reports in the form and context in which they are included. These statements are not intended as a profit forecast and should not be interpreted as such.

6. PRE-CONDITIONS AND CONDITIONS

The Proposed Acquisition is subject to the Pre-Conditions set out in [Appendix 1](#) (as well as to the Conditions set out in [Appendix 2](#)). This means that the posting of the Scheme Document and Fnac

Prospectus and the making of an Offer to Darty Shareholders will not take place until such time as the Pre-Conditions are satisfied or waived.

The Proposed Acquisition is subject to the satisfaction (or waiver) of anti-trust clearance in both France and Belgium. The turnovers of both Fnac and Darty in each of France and Belgium mean the Proposed Acquisition is notifiable in both jurisdictions. These mandatory notification proceedings are suspensory in effect.

Because of required lengthy pre-notification processes in both France and Belgium (which Fnac expects will take at least three months), it is anticipated that formal filings in respect of the Proposed Acquisition will only be able to be made with the French Competition Authority and the Belgian Competition Authority in Q1 2016. As a result, it is likely that a Phase I clearance would not be received until the beginning of Q2 2016. If a Phase I clearance is obtained, it is anticipated that completion of the Proposed Acquisition would occur towards the end of Q2 2016. If the respective competition authorities were to open Phase II proceedings, it is anticipated that clearances would only be achieved in Q3 2016 and that completion of the Proposed Acquisition would occur in Q4 2016.

Both regulatory clearances are suspensory and, given the material importance of the two jurisdictions to the businesses of both Fnac and Darty and the required regulatory timeframes summarised above, it is unlikely that the required clearances would be obtainable within the City Code timetable. Therefore, the Scheme is subject to the satisfaction (or waiver) of the Pre-Conditions, being anti-trust clearance in both France and Belgium. The terms of the Pre-Conditions are set out in [Appendix 1](#) to this Announcement. If the Pre-Conditions are waived, they would remain as Conditions to the Offer and would need to be satisfied (or waived) in accordance with the timetable prescribed by the City Code (or as otherwise permitted by the Panel). The terms of the Conditions are set out in [Appendix 2](#) to this Announcement.

The circumstances in which Fnac may invoke the Pre-Conditions and/or relevant Condition in respect of anti-trust clearance in France and/or Belgium include circumstances in which the French Competition Authority and/or the Belgian Competition Authority seek to impose remedies and/or injunctions, the effect of which would, in Fnac's view, be of material significance for Fnac and/or the Combined Group in the context of the Proposed Acquisition.

It is expected that the Scheme Document and the Fnac Prospectus will be despatched to Darty Shareholders no later than 28 days after the date on which the Pre-Conditions are satisfied (and/or waived) except as the Panel may otherwise permit.

In addition to the Pre-Conditions, the Proposed Acquisition is conditional, among other things, on: (i) the Darty Meetings being held no later than the 22nd day after the expected date of the Darty Meetings to be set out in the Scheme Document in due course (or such later date as may be agreed between Fnac and Darty); (ii) approval by the requisite majorities of Darty Shareholders at the Darty Meetings; (iii) the Scheme being sanctioned by the Court no later than the 22nd day after the expected date of the Scheme Hearing to be set out in the Scheme Document in due course (or such later date as may be agreed between Fnac and Darty); (iv) the Scheme becoming effective no later than the Long Stop Date; and (v) approval by Fnac Shareholders of the Fnac Resolutions to be proposed at the Fnac Extraordinary General Meeting.

The Proposed Acquisition will also be put to the vote of Fnac Shareholders. The Fnac Directors consider the Proposed Acquisition to be in the best interests of Fnac and the Fnac Shareholders as a whole and intend to recommend unanimously that Fnac Shareholders vote in favour of the Fnac Resolutions to be proposed at the Fnac Extraordinary General Meeting which will be convened in connection with the Proposed Acquisition.

The Proposed Acquisition is also conditional on the receipt of other regulatory conditions and third party consents relating to the operations of the Darty Group and its business and the notice of Euronext Paris to admit the New Fnac Shares to trading.

7. INFORMATION RELATING TO DARTY

[Darty is a leading omni-channel service-led electrical retailer operating from over 400 stores in three European countries, with a focus on white goods as well as brown and grey. Darty is also the number two electrical retailer in Belgium and the leading omni-channel retailer in the Netherlands via recognised local brands (Vanden Borre and BCC respectively).

Darty generated an annual turnover of over €3.5 billion in 2014/15 through operations in Darty and Mistergooddeal.com in France, Vanden Borre in Belgium and BCC in the Netherlands.

Its ordinary shares are listed with the UK Listing Authority and trade on the market for listed securities on the London Stock Exchange under the symbol DRTY.L. It is also listed on the Euronext Paris.]²

8. INFORMATION RELATING TO FNAC

Fnac is a leading French retail distributor of entertainment and leisure products (including consumer electronics) and a notable player in several other countries in which it operates (e.g. Spain and Portugal), and also has a number of stores in Brazil, Belgium, Switzerland and Morocco.

Fnac offers a wide range of cultural products and consumer electronics, as well as a broad service offering, and ticketing and box office services. Fnac benefits from a large customer base with a core platform of 5.6 million loyalty customers, accounting for more than 50 per cent. of its revenues.

At year-end 2014, Fnac's omni-format network included a total of 186 stores (114 of which were located in France). The Group's network also includes e-commerce websites, including Fnac.com, the third largest French e-commerce website based on average unique visitors (approximately 11 million unique visitors per month). An established omni-channel player, Fnac's consolidated revenues totaled €3.9 billion in 2014 and it had more than 14,500 employees.

9. INTENTIONS OF FNAC WITH REGARD TO DARTY'S BUSINESS AND EMPLOYEES

[The Fnac Board believes that the combination of Fnac and Darty will create a market leader in the French electronics, editorial and home appliances retail market and create a Combined Group with an enhanced European footprint.

The Fnac Board intends to combine the assets and the talents of both Fnac and Darty, recognising that the employees of both Fnac and Darty can add value to the Combined Group at all levels. The Fnac Board also recognises that there is value in keeping certain aspects of Fnac and Darty's businesses separate; it is intended that Darty's and Fnac's respective brands, [commercial concepts,] stores and e-commerce platforms will continue to be separate after completion of the Proposed Acquisition.

In order to optimise the potential benefits of the Proposed Acquisition, Fnac intends to conduct a detailed review following the completion of the Proposed Acquisition.]

² Darty to confirm.

10. DARTY SHARE PLANS

[Fnac will make an appropriate offer in due course to participants in the Darty Share Plans to ensure that their interests are safeguarded in the context of the Proposed Acquisition.]

11. FINANCING ARRANGEMENTS OF THE COMBINED GROUP FOLLOWING COMPLETION OF THE PROPOSED ACQUISITION

[To follow]

12. PROPOSED ACQUISITION-RELATED ARRANGEMENTS

Confidentiality Agreement

Fnac and Darty have entered into a Confidentiality Agreement pursuant to which each of Fnac and Darty has undertaken, among other things, to keep certain information relating to a possible combination of Fnac and Darty, and certain information pertaining to the other party confidential and not to disclose it to third parties (other than to permitted parties) unless required by applicable law or regulation. [These confidentiality obligations will remain in force until the earlier of (i) completion of the Proposed Acquisition; and (ii) 5 November 2016.]

Co-operation Agreement

[Fnac and Darty have entered into the Co-operation Agreement pursuant to which Fnac has agreed to use its reasonable endeavours to secure the regulatory clearance and authorisations necessary to satisfy the Pre-Conditions and certain regulatory conditions, including by offering any commercially reasonable undertakings, commitments or measures by or to the relevant authorities.

Fnac and Darty have agreed to co-operate and provide each other with reasonable information, assistance and access in relation to the filings, submissions and notifications to be made in relation to such regulatory clearances and authorisations. Fnac and Darty have also agreed to provide each other with reasonable information, assistance and access for the preparation of the key shareholder documentation.

Fnac has the right to terminate the Co-operation Agreement if the Darty Board withdraws or modifies its recommendation of the Scheme; if the Court Meeting and the Scheme Hearing are not held by the specified dates; or where a competing proposal is recommended or effected. The Co-operation Agreement will also terminate on Fnac notifying Darty of a Pre-Condition or Condition not having been satisfied or waived or having become incapable of satisfaction or waiver, as the case may be, (where its invocation has been permitted by the Panel); if the Scheme is withdrawn or lapses (other than pursuant to Fnac's right to switch to an Offer or where such withdrawal or lapse is followed within five Business Days by an announcement by Fnac or any person acting in concert with Fnac of a firm intention to make an offer on substantially the same or improved terms); or if the Scheme has not become effective by the [Long Stop Date].

The Co-operation Agreement records Fnac's and Darty's intention to implement the Proposed Acquisition by way of the Scheme, subject to the right of Fnac to proceed by way of an Offer as set out in paragraph 20 below.

The Co-operation Agreement also contains provisions that will apply in respect of the Darty Share Plans and certain other employee incentive arrangements.]

13. DIVIDENDS

Darty Shareholders will continue to be entitled to receive their final dividend for the financial year ended 30 April 2015 of €2.625 cents per Darty Share which was recommended by the Darty Directors on 18 June 2015 and approved by the Darty Shareholders on 10 September 2015, to be paid on 13 November 2015 which Darty Shareholders will be able to receive and retain.

If any Darty dividend, distribution or return of value is declared, announced, made or paid at any time in excess of that described above, Fnac reserves the right to reduce the value implied under the terms of the Proposed Acquisition at such date by an amount equal to the excess amount (based on the €/£ exchange rate at the time of such declaration, announcement, making or payment).

14. SCHEME

It is intended that, once the Pre-Conditions have been satisfied or waived, as applicable, the Proposed Acquisition will be effected by a Court-sanctioned scheme of arrangement between Darty and the Scheme Shareholders under Part 26 of the Act. The purpose of the Scheme is to provide for Fnac (or its nominee) to become the owner of the entire issued and to be issued share capital of Darty.

Subject to the Scheme becoming effective, the Scheme Shares will be transferred to Fnac in consideration for which Scheme Shareholders will receive the Consideration Shares.

Once the Pre-Conditions have been satisfied or waived, as applicable, the Proposed Acquisition will be subject to the satisfaction (or waiver) of the Conditions set out in Appendix 2, to certain further terms set out in Appendix 2 and to the full terms and conditions which will be set out in the Scheme Document.

To become effective, the Scheme requires the approval of Scheme Shareholders by the passing of a resolution at the Court Meeting. The resolution must be approved by a majority in number of the Scheme Shareholders present and voting (and entitled to vote), either in person or by proxy, representing not less than 75 per cent. of the Scheme Shares held by such Scheme Shareholders. In addition, a resolution must be passed at the Darty General Meeting which requires the approval of Darty Shareholders representing at least 75 per cent. of the votes cast at that Darty General Meeting (either in person or by proxy). The Darty General Meeting will be held immediately after the Court Meeting.

The Darty Meetings are to be held no later than the 22nd day after the expected date of the Darty Meetings to be set out in the Scheme Document in due course (or such later date as may be agreed between Fnac and Darty).

Following the Darty Meetings, the Scheme must be sanctioned by the Court no later than the 22nd day after the expected date of the Scheme Hearing to be set out in the Scheme Document in due course (or such later date as may be agreed between Fnac and Darty). The Scheme will only become effective once a copy of the Scheme Order is delivered to the Registrar of Companies.

Upon the Scheme becoming effective, it will be binding on all Darty Shareholders, irrespective of whether or not they attended or voted at the Darty Meetings in connection with the Scheme and it is expected that the Consideration Shares will be issued by Fnac to Scheme Shareholders immediately following delivery of a copy of the Scheme Order to the Registrar of Companies at Companies House.

The Scheme Document will include full details of the Scheme, together with notices of the Court Meeting and the Darty General Meeting and the expected timetable, and will specify the action to be taken by Scheme Shareholders. Should a Phase I clearance be obtained, it is expected that the Scheme Document

will be despatched to Darty Shareholders in Q2 2016, and no later than 28 days after the date on which the Pre-Conditions are satisfied and/or waived, as applicable (or save as the Panel may otherwise permit). In the event Phase II proceedings are opened, it is expected that the Scheme Document will be despatched to Darty Shareholders in Q3 2016.

The Fnac Prospectus containing further details on the Combined Group and the New Fnac Shares will be sent to Darty Shareholders with the Scheme Document.

Fractions of New Fnac Shares will not be allotted to Darty Shareholders but will be aggregated and sold as soon as practicable after the Scheme becomes effective. The net proceeds of such sale will then be paid in cash to the relevant Darty Shareholders in accordance with their fractional entitlements. Individual entitlements, however, to amounts of less than £5 will not be paid but will be retained for the benefit of Fnac.

The Scheme will be governed by English law and will be subject to the applicable requirements of the Court, the City Code, the Panel, the London Stock Exchange, Euronext Paris and the UK Listing Authority.

Fnac reserves the right, with the consent of the Panel, to elect to implement the Proposed Acquisition by way of a takeover offer under Part 28 of the Act. In such event, the Offer will be implemented on the same terms (subject to appropriate amendments), so far as applicable, as those which could apply to the Scheme. In particular, Condition (a) (Scheme approval), set out in Part A of Appendix 2 would not apply.

15. **FNAC SHAREHOLDER APPROVAL AND FNAC PROSPECTUS**

Fnac will seek the approval of Fnac Shareholders for the Proposed Acquisition at the Fnac Extraordinary General Meeting.

Fnac will prepare and send to Fnac Shareholders the Fnac Notice convening the Fnac Extraordinary General Meeting. The Proposed Acquisition is conditional on, among other things, the Fnac Resolutions being passed by the requisite majority of Fnac Shareholders at the Fnac Extraordinary General Meeting (but not, for the avoidance of doubt, any other resolutions to be proposed at the Fnac Extraordinary General Meeting which shall not be conditions to the Proposed Acquisition).

It is expected that the Fnac Notice convening the Fnac Extraordinary General Meeting will be posted to Fnac Shareholders on or around the date on which the claim form relating to the Scheme is filed at Court. It is expected that the Fnac Extraordinary General Meeting will be held on a day that is at least 35 days after the posting of the Fnac Notice and on or around the same date that the Court Meeting and the Darty General Meeting is held.

Fnac will also be required to produce the Fnac Prospectus in connection with the issue of the New Fnac Shares. The Fnac Prospectus will contain information relating to the Fnac Group, the Darty Group, the Combined Group and the New Fnac Shares and will summarise the background to and the reasons for the Proposed Acquisition. It is expected that the Fnac Prospectus will be posted to Darty Shareholders together with the Scheme Document.

16. **IRREVOCABLE UNDERTAKINGS AND LETTERS OF INTENT**

Fnac has received shareholder support for the Proposed Acquisition from Darty Shareholders holding 23.63 per cent. of the issued share capital of Darty.

Knight Vinke Asset Management LLC (“Knight Vinke”), the holder of 75,974,709 Darty Shares (equating to 14.34 per cent. of the issued share capital of Darty), has provided Fnac with an irrevocable undertaking to support the Proposed Acquisition (the “Knight Vinke Undertaking”). Knight Vinke holds such Darty Shares as an investment manager on behalf of certain underlying investors.

Pursuant to the terms of the Knight Vinke Undertaking, Knight Vinke has confirmed its intention to vote in favour of the Scheme, or, in the event the Proposed Acquisition is effected by way of the Offer, undertakes to deliver fully executed Forms of Acceptance in respect of the Offer. It has also undertaken, subject to the terms summarised below, not to support or accept an offer with respect to a competing transaction and that it will not deal in Darty Shares (unless the Panel has otherwise determined that Knight Vinke is not acting in concert with Fnac). The Knight Vinke Undertaking will automatically terminate if (i) the Scheme does not become effective, or lapses in accordance with its terms (or, if applicable, the Offer does not become or is not declared wholly unconditional, or lapses in accordance with its terms); (ii) Fnac announces, with consent of the Panel, that it does not intend to proceed with the Proposed Acquisition; or (iii) a third party announcement is made, in accordance with Rule 2.7 of the City Code, of a competing transaction (or thereafter a revision to a competing transaction is announced) on terms which represent an improvement of greater than 30 per cent. of the value of the Proposed Acquisition, determined as at the date on which the competing transaction is announced, provided that Fnac has not announced an improvement to the terms of the Proposed Acquisition, within 10 business days, such that the terms of the improved offer are at least as favourable with regard to the value of the consideration offered pursuant to the terms of the competing transaction. In addition, the Knight Vinke Undertaking may cease to be effective (wholly or in part) in the event that the underlying investors, whose funds Knight Vinke manage, withdraw their mandates or adjust their investment instructions. In such circumstances, the number of Darty Shares which are subject to the Knight Vinke Undertaking shall be amended accordingly.

Fnac has also received a letter of intent from DNCA Finance S.A. (“DNCA”), the holder of 35,283,000 Darty Shares (equating to 6.66 per cent. of the issued share capital of Darty) and 13,950,000 derivative instruments capable of physical settlement (equating to 2.63 per cent. of the issued share capital of Darty), to support the Proposed Acquisition (the “DNCA Letter of Intent”). Pursuant to the terms of the DNCA Letter of Intent, DNCA has confirmed its intention to vote in favour of the Scheme, or, in the event the Proposed Acquisition is to be effected by way of Offer, undertakes to deliver fully executed Forms of Acceptance in respect of the Offer. DNCA has also confirmed its intention to not sell or otherwise dispose of any of the Darty Shares it holds (including any interest therein).

Therefore, in aggregate, Fnac has received support from Darty Shareholders holding 23.63 per cent. of the issued share capital of Darty.

Copies of the Knight Vinke Undertaking and the DNCA Letter of Intent will be made available on the Fnac website at www.groupe-fnac.com.

17. CANCELLATION OF ADMISSION AND RE-REGISTRATION OF DARTY SHARES

If the Scheme is passed by the requisite majority, it is intended that dealings in Darty Shares should be suspended shortly prior to the Effective Date at a time to be set out in the Scheme Document. It is further intended that an application will be made to the London Stock Exchange for the cancellation of the trading of Darty Shares on its main market for listed securities and the UK Listing Authority will be requested to cancel the listing of Darty Shares on the premium listing segment of the Official List to take effect on or shortly after the Effective Date.

Share certificates in respect of the Darty Shares will cease to be valid and should be destroyed on the first Business Day following the Effective Date.

In addition, entitlements held within the CREST system ("CREST") to the Darty Shares will be cancelled on the first Business Day following the Effective Date.

As soon as possible after the Effective Date, it is intended that Darty will be re-registered as a private limited company.

18. OVERSEAS SHAREHOLDERS

The availability of the Proposed Acquisition, and the distribution of this Announcement to persons who are not resident in the United Kingdom or France, may be affected by the laws of the relevant jurisdiction in which they are located. Such persons should inform themselves of and observe any applicable legal or regulatory requirements of their jurisdiction. Darty Shareholders who are in doubt about such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay.

This Announcement does not constitute an offer for sale of any securities or an offer or an invitation to purchase any securities. Darty Shareholders are advised to read carefully the Scheme Document, the Fnac Prospectus, and the forms of proxy once these have been despatched.

19. DOCUMENTS ON WEBSITE

Copies of the following documents will, by no later than 12 noon on [●] November 2015, be published on www.groupe-fnac.com and www.dartygroup.com:

- (a) this Announcement;
- (b) the Knight Vinke Undertaking and the DNCA Letter of Intent listed in [Appendix 5](#);
- (c) the Confidentiality Agreement referred to in paragraph 12 above;
- (d) the Co-operation Agreement referred to in paragraph 12 above; and
- (e) the various financing documentation entered into in connection with the financing of the Combined Group following completion of the Proposed Acquisition as referred to in paragraph 11 above.

20. GENERAL

Fnac reserves the right (with the consent of the Panel) to implement the Proposed Acquisition by way of an Offer.

In such an event, the Offer will be implemented on the same terms (subject to appropriate amendments), so far as applicable, as those which would apply to the Scheme and subject to the amendment referred to in Part C of [Appendix 2](#) of this Announcement.

The full terms of the Offer would be set out in the Offer Document and the Form of Acceptance. Relevant documentation (including the Fnac Prospectus) will be sent to Darty Shareholders (other than to certain Overseas Shareholders) and, for information purposes, to persons with information rights and to participants in the Darty Share Plans, following the satisfaction (or waiver) of the Pre-Conditions. In

deciding whether or not to accept the Offer in respect of their Darty Shares, Darty Shareholders should consider the information contained in, and the procedures described in, such documentation.

If the Proposed Acquisition is effected by way of an Offer and such Offer becomes or is declared unconditional in all respects and sufficient Forms of Acceptance are received Fnac intends to: (i) procure that applications are made to the London Stock Exchange and to the UK Listing Authority to cancel trading in Darty Shares on the London Stock Exchange's main market for listed securities and the listing of the Darty Shares from the premium listing segment of the Official List; and (ii) exercise its rights to apply the provisions of Chapter 3 of Part 28 of the Act to acquire compulsorily the remaining Darty Shares in respect of which the Offer has not been accepted.

Important notices relating to financial advisers

N. M. Rothschild & Sons Limited, which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the UK, is acting exclusively for Fnac and no one else in connection with the Proposed Acquisition and will not be responsible to anyone other than Fnac for providing the protections afforded to its clients or for providing advice in relation to the Proposed Acquisition or any other matters referred to in this Announcement.

Ondra LLP, which is authorised and regulated by the FCA in the UK, is acting exclusively for Fnac and no one else in connection with the Proposed Acquisition and will not be responsible to anyone other than Fnac for providing the protections afforded to its clients or for providing advice in relation to the Proposed Acquisition or any other matters referred to in this Announcement.

Morgan Stanley & Co. International plc, which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the UK, is acting exclusively for Darty and no one else in connection with the Proposed Acquisition. In connection with such matters, Morgan Stanley & Co. International plc, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the Proposed Acquisition or any other matters referred to in this Announcement.

UBS Limited, which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the UK, is acting exclusively for Darty and no one else in connection with the Proposed Acquisition. In connection with such matters, UBS Limited, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the Proposed Acquisition or any other matters referred to in this Announcement.

Lazard & Co., Limited, which is authorised and regulated by the FCA in the UK, is acting exclusively for Darty and no one else in connection with the Proposed Acquisition. In connection with such matters, Lazard & Co., Limited, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the Proposed Acquisition or any other matters referred to in this Announcement.

Further information

This Announcement is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or

approval in any jurisdiction pursuant to the Proposed Acquisition or otherwise nor shall there be any sale, issuance or transfer of securities of Fnac or Darty pursuant to the Proposed Acquisition in any jurisdiction in contravention of applicable laws. The Proposed Acquisition will be implemented solely pursuant to the terms of the Scheme Document, which will contain the full terms and conditions of the Proposed Acquisition, including details of how to vote in respect of the Proposed Acquisition. Any decision in respect of, or other response to, the Proposed Acquisition should be made only on the basis of the information contained in the Scheme Document.

This Announcement does not constitute a prospectus or prospectus equivalent document.

Information relating to Darty Shareholders

Please be aware that addresses, electronic addresses and certain other information provided by Darty Shareholders, persons with information rights and other relevant persons for the receipt of communications from Darty may be provided to Fnac during the Offer Period as required under Section 4 of Appendix 4 of the City Code.

Overseas jurisdictions

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom and France may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom and France should inform themselves about and observe any applicable requirements. In particular, the ability of persons who are not resident in the United Kingdom or France to vote their Darty Shares with respect to the Scheme at the Court Meeting, or to execute and deliver forms of proxy appointing another to vote at the Court Meeting on their behalf, may be affected by the laws of the relevant jurisdictions in which they are located. This Announcement has been prepared for the purpose of complying with English law, French law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom and/or France.

Unless otherwise determined by Fnac or required by the City Code, and permitted by applicable law and regulation, the Proposed Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction and no person may vote in favour of the Proposed Acquisition by any such use, means, instrumentality or form within a Restricted Jurisdiction or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and any formal documentation relating to the Scheme are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

If the Proposed Acquisition is implemented by way of an Offer (unless otherwise permitted by applicable law and regulation), the Offer may not be made directly or indirectly, in or into, or by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of the United States, Canada, Japan, Australia, South Africa or any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

The availability of New Fnac Shares under the Proposed Acquisition to Darty Shareholders who are not resident in the United Kingdom or France may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom or France should inform themselves of, and observe, any applicable legal or regulatory requirements.

Further details in relation to Darty Shareholders in overseas jurisdictions will be contained in the Scheme Document and the Fnac Prospectus.

Additional US information

The Proposed Acquisition relates to the shares of a UK company and a French company and is subject to UK and French procedural and disclosure requirements that are different from those of the US. Any financial statements or other financial information included in this Announcement may have been prepared in accordance with non-US accounting standards that may not be comparable to the financial statements of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US. It may be difficult for US holders of shares to enforce their rights and any claims they may have arising under the US federal securities laws in connection with the Proposed Acquisition, since Fnac and Darty are located in countries other than the US, and some or all of their officers and directors may be residents of countries other than the United States. US holders of shares in Fnac or Darty may not be able to sue Fnac, Darty or their respective officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel Fnac, Darty and their respective affiliates to subject themselves to the jurisdiction or judgment of a US court.

Investors should be aware that Fnac may purchase or arrange to purchase Darty Shares otherwise than under any takeover offer or scheme of arrangement related to the Proposed Acquisition, such as in open market or privately negotiated purchases.

It is intended that the Proposed Acquisition will be implemented by way of a scheme of arrangement under English law which is not subject to the tender offer rules under the US Exchange Act. Accordingly, the Proposed Acquisition will be subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement which differ from the disclosure requirements of the US tender offer rules. If the Proposed Acquisition is implemented by way of a scheme of arrangement, the New Fnac Shares are expected to be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) of the US Securities Act.

Alternatively, if the Proposed Acquisition is implemented by way of a takeover offer under English law, the Offer will be made in the US pursuant to Section 14(e) and Regulation 14E under the US Exchange Act as a "Tier II" tender offer, and otherwise in accordance with the requirements of the City Code. Accordingly, the Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law.

This announcement does not constitute an offer of securities for sale in the US or an offer to acquire or exchange securities in the US. Securities may not be offered or sold in the US absent registration or an exemption from registration, and any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the issuer or the selling security holder and that will contain detailed information about the company and management, as well as financial statements. No offer to acquire securities or to exchange securities for other securities has been made, or will be made, directly or indirectly, in or into, or by use of the mails, any means or instrumentality of interstate or foreign commerce or any facilities of a national securities exchange of, the US or any other country in which such offer may not be made other than (i) in accordance with the US Securities Act, as amended, or

the securities laws of such other country, as the case may be, or (ii) pursuant to an available exemption from such requirements.

Nothing in this Announcement shall be deemed an acknowledgement that any SEC filing is required or that an offer requiring registration under the US Securities Act may ever occur in connection with the Proposed Acquisition.

The financial information included in this announcement has been prepared in accordance with international financial reporting standards and thus may not be comparable to financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US.

Cautionary note regarding forward looking statements

This Announcement contains certain forward looking statements with respect to the financial condition, results of operations and businesses of Fnac and Darty and their respective Groups, and certain plans and objectives of Fnac with respect to the Combined Group. All statements other than statements of historical fact are, or may be deemed to be, forward looking statements. Forward looking statements are statements of future expectations that are based on management's current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Forward looking statements include, among other things, statements concerning the potential exposure of Fnac, Darty and the Combined Group to market risks and statements expressing management's expectations, beliefs, estimates, forecasts, projections and assumptions, including as to future potential cost savings, synergies, earnings, cash flow, return on average capital employed, production and prospects. These forward looking statements are identified by their use of terms and phrases such as "anticipate", "believe", "could", "estimate", "expect", "goals", "intend", "may", "objectives", "outlook", "plan", "probably", "project", "risks", "seek", "should", "target", "will" and similar terms and phrases.

There are a number of factors that could affect the future operations of Fnac, Darty and the Combined Group and that could cause results to differ materially from those expressed in the forward looking statements included in this Announcement, including (without limitation): (a) changes in demand for Fnac's products; (b) currency fluctuations; (c) loss of market share and industry competition; (d) risks associated with the identification of suitable potential acquisition properties and targets, and successful negotiation and completion of such transactions; and (e) changes in trading conditions.

All forward looking statements contained in this Announcement are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Readers should not place undue reliance on forward looking statements. Additional risk factors that may affect future results are contained in Fnac's Registration Document (available at <http://www.groupe-fnac.com/en/index.php/finance-shareholders/>). These risk factors expressly qualify all forward looking statements contained in this Announcement and should also be considered by the reader.

Darty's Annual Report and Accounts for the financial year ended 30 April 2015 lists the principal risks and uncertainties in respect of the delivery of Darty's current strategy.

Each forward looking statement speaks only as of the date of this Announcement. None of Fnac, the Fnac Group, Darty or the Darty Group undertakes any obligation to publicly update or revise any forward looking statement as a result of new information, future events or otherwise, except to the extent legally required. In light of these risks, results could differ materially from those stated, implied or inferred from the forward looking statements contained in this Announcement.

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

No forecasts or estimates

No statement in this Announcement (including any statement of estimated synergies) is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that cash flow from operations, free cash flow, earnings or earnings per share for Fnac, Darty or the Combined Group, as appropriate, for the current or future financial years would necessarily match or exceed the historical published cash flow from operations, free cash flow, earnings or earnings per share for Fnac or Darty as appropriate.

Quantified financial benefits

The statements in the Quantified Financial Benefits Statement set out in Appendix 6 of this Announcement relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. The synergies and cost savings referred to may not be achieved, or may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. For the purposes of Rule 28 of the City Code, the Quantified Financial Benefits Statement contained in this Announcement is the responsibility of Fnac and the Fnac Directors.

Disclosure requirements of the City Code

Under Rule 8.3(a) of the City Code, any person who is interested (directly or indirectly) in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to midnight on the day before the deadline for making an Opening Position Disclosure must instead make a dealing disclosure.

Under Rule 8.3(b) of the City Code, any person who is, or becomes, interested (directly or indirectly) in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a dealing disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A dealing disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8 and have not changed. A dealing disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and dealing disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the City Code).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and dealing disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a dealing disclosure.

Publication on website and availability of hard copies

A copy of this Announcement is and will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on Fnac's website www.groupe-fnac.com and on Darty's website www.dartygroup.com by no later than 12 noon (London time) on the Business Day following this Announcement. For the avoidance of doubt, the contents of the websites referred to in this Announcement are not incorporated into and do not form part of this Announcement.

Fnac and Darty Shareholders may request a hard copy of this Announcement by contacting [Nadine Coulm] during business hours on [●] (for Fnac Shareholders) or [Simon Enoch] during business hours on [●] (for Darty Shareholders) or by submitting a request in writing to [Nadine Coulm] at Groupe Fnac S.A., 9, rue des Bâteaux-Lavois, 94200 Ivry-sur-Seine, France (for Fnac Shareholders) or to [Simon Enoch] at [Darty plc, 22-24 Ely Place, London EC1N 6TE United Kingdom (for Darty Shareholders)].

If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or from an independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are located in the UK or, if you are located in France, from a financial intermediary, or, if you are located outside the UK and France, from an appropriately authorised independent financial adviser.

APPENDIX 1

PRE-CONDITIONS TO THE PROPOSED ACQUISITION

The posting of the Scheme Document and the Fnac Prospectus or making of an Offer will take place following the satisfaction or waiver of the Pre-Conditions below.

Fnac shall be entitled to waive the following Pre-Conditions in whole or in part:

(a) French anti-trust clearance

Insofar as the Proposed Acquisition constitutes, or is deemed to constitute, a concentration triggering a mandatory filing with the French Competition Authority, one of the following having occurred:

- i. the French Competition Authority having issued a decision, on terms reasonably satisfactory to Fnac, allowing the Proposed Acquisition to proceed under the second or the third sub-paragraph of (III) of Article L. 430-5 of the French Commercial Code or under the third sub-paragraph of (III) of Article L. 430-7 of the French Commercial Code or under (IV) of Article L. 430-7 of the French Commercial Code (or being deemed to have done so under (IV) of Article L. 430-5 or under (V) of Article L. 430-7 of the French Commercial Code), without the Minister for the Economy having made use of the power to call the case granted under (II) of Article L. 430-7-1 of the French Commercial Code; or
- ii. the Minister for the Economy having issued a decision, on terms reasonably satisfactory to Fnac, under the third sub-paragraph of (II) of Article L. 430-7-1 of the French Commercial Code.

(b) Belgian anti-trust clearance

In addition, insofar as the Proposed Acquisition constitutes, or is deemed to constitute, a concentration within the scope of Articles IV.6 §1 and IV.7, §1 of the Belgian Economic Code, the Belgian Competition Authority having issued a decision, on terms reasonably satisfactory to Fnac, allowing the Proposed Acquisition to proceed, or being deemed to have done so, under Article IV.61, §2 or under Article IV.62, §6 of the Belgian Economic Code.

APPENDIX 2

CONDITIONS TO AND CERTAIN FURTHER TERMS OF THE PROPOSED ACQUISITION

Part A

Conditions to the Proposed Acquisition

The Proposed Acquisition, which will be made by Fnac, will comply with the City Code and all applicable rules and regulations of the London Stock Exchange, the FCA, Euronext Paris and the AMF, will be governed by and construed in accordance with English law and will be subject to the jurisdiction of the Courts of England and Wales. The Proposed Acquisition will be conditional upon the Scheme becoming unconditional and becoming effective by no later than the Long Stop Date, or such later date (if any) as Fnac and Darty may agree and the Court may allow.

Scheme approval

- (a) The Scheme will be conditional upon:
 - (i) its approval by a majority in number representing not less than three-fourths in value of the Scheme Shareholders (or the relevant class or classes thereof, if applicable) present and voting, either in person or by proxy, at the Court Meeting and at any separate class meeting which may be required by the Court or at any adjournment of any such meeting on or before the 22nd day after the expected date of the Court Meeting to be set out in the Scheme Document in due course (or such later date, if any, as Fnac and Darty may agree and the Court may allow);
 - (ii) all resolutions necessary to approve and implement the Scheme being duly passed by the requisite majority or majorities at the Darty General Meeting or at any adjournment of that meeting on or before the 22nd day after the expected date of the Darty General Meeting to be set out in the Scheme Document in due course (or such later date, if any, as Fnac and Darty may agree and the Court may allow); and
 - (iii) the sanction of the Scheme by the Court with or without modification (but subject to any such modification being acceptable to Fnac and Darty) on or before the 22nd day after the expected date of the Scheme Hearing to be set out in the Scheme Document in due course (or such later date, if any, as Fnac and Darty may agree and the Court may allow) and the delivery of a copy of the Scheme Order within three Business Days thereafter to the Registrar of Companies in England and Wales.

In addition, the Proposed Acquisition will be conditional upon the following Conditions and, accordingly, the necessary actions to make the Scheme effective will not be taken unless the following Conditions (as amended if appropriate) have been satisfied or, where relevant, waived:

French anti-trust clearance

- (b) In the event the Pre-Condition set out in paragraph (a) of Appendix 1 is waived by Fnac, insofar as the Proposed Acquisition constitutes, or is deemed to constitute, a concentration triggering a mandatory filing with the French Competition Authority, one of the following having occurred:
 - (i) the French Competition Authority having issued a decision, on terms reasonably satisfactory to Fnac, allowing the Proposed Acquisition to proceed under the second or the third sub-paragraph of (III) of Article L. 430-5 of the French Commercial Code or under the third sub-paragraph of (III) of Article L. 430-7 of the French Commercial Code or under (IV) of Article L. 430-7 of the French Commercial Code (or being deemed to have done so under (IV) of Article L. 430-5 or under (V) of Article L. 430-7 of the French Commercial Code), without the Minister for the Economy having made use of the power to call the case granted under (II) of Article L. 430-7-1 of the French Commercial Code; or
 - (ii) the Minister for the Economy having issued a decision, on terms reasonably satisfactory to Fnac, under the third sub-paragraph of (II) of Article L. 430-7-1 of the French Commercial Code.

Belgian anti-trust clearance

- (c) In the event the Pre-Condition set out in paragraph (b) of Appendix 1 is waived by Fnac, insofar as the Proposed Acquisition constitutes, or is deemed to constitute, a concentration within the scope of Articles IV.6 §1 and IV.7, §1 of the Belgian Economic Code, the Belgian Competition Authority having issued a decision, on terms reasonably satisfactory to Fnac, allowing the Proposed Acquisition to proceed, or being deemed to have done so, under Article IV.61, §2 or under Article IV.62, §6 of the Belgian Economic Code.

General Third Party clearances

- (d) the waiver (or non-exercise within any applicable time limits) by any relevant government or governmental, quasi-governmental, supranational, statutory, regulatory, environmental or investigative body, court, trade agency, association, institution, any entity owned or controlled by any relevant government or state, or any other body or person whatsoever in any jurisdiction (each a “Third Party”) of any termination right, right of pre-emption, first refusal or similar right (which is material in the context of the Wider Darty Group taken as a whole) arising as a result of or in connection with the Proposed Acquisition including, without limitation, its implementation and financing or the proposed direct or indirect acquisition of any shares or other securities in, or control of, Darty by Fnac or any member of the Fnac Group;
- (e) all necessary filings or applications having been made in connection with the Proposed Acquisition and all statutory or regulatory obligations in any jurisdiction having been complied with in connection with the Proposed Acquisition or the acquisition by any member of the Wider Fnac Group of any shares or other securities in, or control of, Darty and all Authorisations reasonably deemed necessary or appropriate by Fnac or any member of the Wider Fnac Group for or in respect of the Proposed Acquisition including without limitation, its implementation and financing or the proposed direct or indirect

acquisition of any shares or other securities in, or control of, Darty or any member of the Wider Darty Group by any member of the Wider Fnac Group having been obtained in terms and in a form reasonably satisfactory to Fnac from all appropriate Third Parties or persons with whom any member of the Wider Darty Group has entered into contractual arrangements and all such Authorisations together with all material authorisations orders, recognitions, grants, licences, confirmations, clearances, permissions and approvals necessary or appropriate to carry on the business of any member of the Wider Darty Group which is material in the context of the Fnac Group or the Darty Group as a whole or of the financing of the Proposed Acquisition remaining in full force and effect and all filings necessary for such purpose having been made and there being no notice or intimation of any intention to revoke or not to renew any of the same at the time at which the Proposed Acquisition becomes otherwise unconditional and all necessary statutory or regulatory obligations in any jurisdiction having been complied with;

- (f) no Third Party having decided to take, institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference, or enacted, made or proposed any statute, regulation, decision or order, or having taken any other steps which would or might reasonably be expected to:
- (i) require, prevent or delay the divestiture, or materially alter the terms envisaged for any proposed divestiture by any member of the Wider Fnac Group or any member of the Wider Darty Group of all or any portion of their respective businesses, assets or property or impose any limitation on the ability of any of them to conduct their respective businesses (or any of them) or to own any of their respective assets or properties or any part thereof which, in any such case, is material in the context of the Wider Fnac Group or the Wider Darty Group in either case taken as a whole;
 - (ii) require, prevent or delay the divestiture by any member of the Wider Fnac Group of any shares or other securities in Darty;
 - (iii) impose any material limitation on, or result in a delay in, the ability of any member of the Wider Fnac Group directly or indirectly to acquire or to hold or to exercise effectively any rights of ownership in respect of shares or loans or securities convertible into shares or any other securities (or the equivalent) in any member of the Wider Darty Group or the Wider Fnac Group or to exercise management control over any such member;
 - (iv) otherwise adversely affect the business, assets, profits or prospects of any member of the Wider Fnac Group or of any member of the Wider Darty Group to an extent which is material in the context of the Fnac Group or the Darty Group in either case taken as a whole;
 - (v) make the Proposed Acquisition or its implementation or the acquisition or proposed acquisition by Fnac or any member of the Wider Fnac Group of any shares or other securities in, or control of Darty void, illegal, and/or unenforceable under the laws of any jurisdiction, or otherwise, directly or indirectly, restrain, restrict, prohibit, delay or otherwise materially interfere with the same, or impose additional conditions or obligations with respect thereto, or otherwise challenge or interfere therewith;

- (vi) require any member of the Wider Fnac Group or the Wider Darty Group to offer to acquire any shares or other securities (or the equivalent) or interest in any member of the Wider Darty Group or the Wider Fnac Group owned by any third party;
- (vii) impose any limitation on the ability of any member of the Wider Darty Group to co-ordinate its business, or any part of it, with the businesses of any other members which is adverse to and material in the context of the Wider Darty Group taken as a whole or in the context of the Proposed Acquisition; or
- (viii) result in any member of the Wider Darty Group ceasing to be able to carry on business under any name under which it presently does so,

and all applicable waiting and other time periods during which any such Third Party could institute, implement or threaten any action, proceeding, suit, investigation, enquiry or reference or any other step under the laws of any jurisdiction in respect of the Proposed Acquisition or the acquisition or proposed acquisition of any Darty Shares having expired, lapsed or been terminated;

Approval of the Fnac Prospectus

- (g) receipt of the approval certificate (visa) given by the AMF in respect of the Fnac Prospectus filed by Fnac with the AMF in the context of the request for admission of the New Fnac Shares to trading on Euronext Paris and issue to the UK Listing Authority of an approval certificate declaring that the Fnac Prospectus has been drawn up in accordance with Directive 2003/71/EC of November 2003;

Fnac Shareholder approval

- (h) the passing at the Fnac Extraordinary General Meeting (or any adjournment thereof) of the Fnac Resolutions (as such resolutions may be set out in the Fnac Notice in due course);

Admission to trading of New Fnac Shares

- (i) receipt of a notice from Euronext Paris providing for the admission of the New Fnac Shares to be issued in connection with the Proposed Acquisition to trading on Euronext Paris.

Certain matters arising as a result of any arrangement, agreement etc.

- (j) save as Disclosed, there being no provision of any agreement, arrangement, licence, permit or other instrument to which any member of the Wider Darty Group is a party or by or to which any such member or any of its assets may be bound, entitled or subject, which in consequence of the Proposed Acquisition or the proposed acquisition of any shares or other securities in Darty or because of a change in the control or management of Darty or otherwise, could or might reasonably be expected to result in to an extent which is material in the context of the Wider Darty Group, or the Wider Fnac Group, in either case taken as a whole, or in the context of the Proposed Acquisition:

- (i) any moneys borrowed by or any other indebtedness (actual or contingent) of, or grant available to any such member, being or becoming repayable or capable of being declared repayable immediately or earlier than their or its stated maturity date or repayment date or the ability of any such member to borrow moneys or incur any indebtedness being withdrawn or inhibited or being capable of becoming or being withdrawn or inhibited;
- (ii) any such agreement, arrangement, licence, permit or instrument or the rights, liabilities, obligations or interests of any such member thereunder being terminated or modified or affected or any obligation or liability arising or any action being taken or arising thereunder;
- (iii) any assets or interests of any such member being or falling to be disposed of or charged or any right arising under which any such asset or interest could be required to be disposed of or charged;
- (iv) other than in the ordinary course of business, the creation or enforcement of any mortgage, charge or other security interest over the whole or any part of the business, property or assets of any such member;
- (v) the rights, liabilities, obligations or interests of any such member in, or the business of any such member with, any person, firm or body (or any arrangement or arrangements relating to any such interest or business) being terminated, adversely modified or affected;
- (vi) the value of any such member or its financial or trading position or prospects being prejudiced or adversely affected;
- (vii) any such member ceasing to be able to carry on business under any name under which it presently does so; or
- (viii) other than in the ordinary course of business, the creation of any liability, actual or contingent, by any such member,

and no event having occurred which, under any provision of any agreement, arrangement, licence, permit or other instrument to which any member of the Wider Darty Group is a party or by or to which any such member or any of its assets may be bound, entitled or subject, would or might reasonably be expected to result in any of the events or circumstances as are referred to in sub-paragraphs (i) to (viii) of this condition;

Certain events occurring since 30 April 2015

- (k) save as Disclosed, no member of the Wider Darty Group having, since 30 April 2015:
 - (i) save as between Darty and wholly-owned subsidiaries of Darty or for Darty Shares issued under or pursuant to the exercise of options and vesting of awards granted under the Darty Share Plans, issued, authorised or proposed the issue of additional shares of any class;
 - (ii) save as between Darty and wholly-owned subsidiaries of Darty or for the grant of options and awards and other rights under the Darty Share Plans, issued or agreed

to issue, authorised or proposed the issue of securities convertible into shares of any class or rights, warrants or options to subscribe for, or acquire, any such shares or convertible securities;

- (iii) other than to another member of the Darty Group, recommended, declared, paid or made any dividend or other distribution whether payable in cash or otherwise except for the final dividend for the financial year ended 30 April 2015 of €2.625 cents per Darty Share which was recommended by the Darty Directors on 18 June 2015 and approved by the Darty Shareholders on 10 September 2015, to be paid on 13 November 2015;
- (iv) save for intra-Darty Group transactions, merged or demerged with any body corporate or acquired or disposed of or transferred, mortgaged or charged or created any security interest over any assets or any right, title or interest in any asset (including shares and trade investments) or authorised or proposed or announced any intention to propose any merger, demerger, acquisition or disposal, transfer, mortgage, charge or security interest, in each case, other than in the ordinary course of business and, in each case, to the extent which is material in the context of the Wider Darty Group taken as a whole;
- (v) save for intra-Darty Group transactions, made or authorised or proposed or announced an intention to propose any change in its loan capital in each case, to the extent which is material in the context of the Wider Darty Group taken as a whole;
- (vi) issued, authorised or proposed the issue of any debentures or (save for intra-Darty Group transactions), save in the ordinary course of business, incurred or increased any indebtedness or become subject to any contingent liability;
- (vii) purchased, redeemed or repaid or announced any proposal to purchase, redeem or repay any of its own shares or other securities or reduced or, save in respect to the matters mentioned in sub-paragraph (i) above, made any other change to any part of its share capital in each case, to the extent which is material in the context of the Wider Darty Group taken as a whole;
- (viii) implemented, or authorised, proposed or announced its intention to implement, any reconstruction, amalgamation, scheme, commitment or other transaction or arrangement otherwise than in the ordinary course of business or entered into or changed the terms of any contract with any director or senior executive;
- (ix) entered into or varied or authorised, proposed or announced its intention to enter into or vary any contract, transaction or commitment (whether in respect of capital expenditure or otherwise) which is of a long term, onerous or unusual nature or magnitude or which is or could be materially restrictive on the businesses of any member of the Wider Darty Group or the Wider Fnac Group or which involves or is reasonably likely to involve an obligation of such a nature or magnitude or which is other than in the ordinary course of business, in each case, to the extent which is material in the context of the Wider Darty Group taken as a whole;

- (x) (other than in respect of a member which is dormant and was solvent at the relevant time) taken any corporate action or had any legal proceedings started or threatened against it for its winding-up, dissolution or reorganisation or for the appointment of a receiver, administrative receiver, administrator, trustee or similar officer of all or any part of its assets or revenues or any analogous proceedings in any jurisdiction or had any such person appointed, in each case, to the extent which is material in the context of the Wider Darty Group taken as a whole;
- (xi) entered into any contract, transaction or arrangement which would be restrictive on the business of any member of the Wider Darty Group or the Wider Fnac Group other than of a nature and extent which is normal in the context of the business concerned;
- (xii) waived or compromised any claim otherwise than in the ordinary course of business which is material in the context of the Darty Group taken as a whole;
- (xiii) entered into any contract, commitment, arrangement or agreement otherwise than in the ordinary course of business or passed any resolution or made any Proposed Acquisition (which remains open for acceptance) with respect to or announced any intention to, or to propose to, effect any of the transactions, matters or events referred to in this condition;
- (xiv) having made or agreed or consented to any change to:
 - (A) the terms of the trust deeds constituting the pension scheme(s) established by any member of the Wider Darty Group for its directors, employees or their dependents;
 - (B) the contributions payable to any such scheme(s) or to the benefits which accrue or to the pensions which are payable thereunder;
 - (C) the basis on which qualification for, or accrual or entitlement to, such benefits or pensions are calculated or determined; or
 - (D) the basis upon which the liabilities (including pensions) of such pension schemes are funded, valued or made,

in each case, to the extent which is material in the context of the Wider Darty Group taken as a whole;
- (xv) proposed, agreed to provide or modified the terms of any of the Darty Share Plans or other benefit constituting a material change relating to the employment or termination of employment of a material category of persons employed by the Wider Darty Group or which constitutes a material change to the terms or conditions of employment of any senior employee of the Wider Darty Group, save as agreed by the Panel or by Fnac; or
- (xvi) taken (or agreed or proposed to take) any action which requires, or would require, the consent of the Panel or the approval of Darty Shareholders in general meeting in accordance with, or as contemplated by, Rule 21.1 of the City Code,

and, for the purposes of paragraphs (iii), (iv), (v) and (vi) of this condition, the term “**Darty Group**” shall mean Darty and its wholly-owned subsidiaries;

No adverse change, litigation or regulatory enquiry

- (l) save as Disclosed, since 30 April 2015:
 - (i) no adverse change or deterioration having occurred in the business, assets, financial or trading position or profits or prospects of any member of the Wider Darty Group which is material in the context of the Wider Darty Group taken as a whole;
 - (ii) no litigation, arbitration proceedings, prosecution or other legal proceedings to which any member of the Wider Darty Group is or may become a party (whether as a plaintiff, defendant or otherwise) and no investigation by any Third Party against or in respect of any member of the Wider Darty Group having been instituted announced or threatened by or against or remaining outstanding in respect of any member of the Wider Darty Group which in any such case has had or might reasonably be expected to have an adverse effect on the Wider Darty Group taken as a whole;
 - (iii) no contingent or other liability having arisen or become apparent to Fnac which would be likely to adversely affect the Wider Darty Group taken as a whole; and
 - (iv) no steps having been taken which are likely to result in the withdrawal, cancellation, termination or modification of any licence held by any member of the Wider Darty Group which is necessary for the proper carrying on of its business and the withdrawal, cancellation, termination or modification of which has had, or would reasonably be expected to have, a material adverse effect on the Wider Darty Group taken as a whole;

No discovery of certain matters

- (m) save as Disclosed, Fnac not having discovered:
 - (i) that any financial, business or other information concerning the Wider Darty Group as contained in the information publicly disclosed at any time by or on behalf of any member of the Wider Darty Group is materially misleading, contains a material misrepresentation of fact or omits to state a fact necessary to make that information not misleading, in each case, to the extent which is material in the context of the Wider Darty Group taken as a whole;
 - (ii) that any member of the Wider Darty Group, partnership, company or other entity in which any member of the Wider Darty Group has a significant economic interest and which is not a subsidiary undertaking of Darty is subject to any liability (contingent or otherwise) which is not disclosed in the Annual Report and Accounts of Darty for the financial year ended 30 April 2015 in each case, to the extent which is material in the context of the Wider Darty Group taken as a whole; or

- (iii) any information which affects the import of any information disclosed at any time by or on behalf of any member of the Wider Darty Group and which is material in the context of the Wider Darty Group taken as a whole;
- (n) save as Disclosed, Fnac not having discovered that:
- (i) any past or present member of the Wider Darty Group has failed to comply with any and/or all applicable legislation or regulation, of any jurisdiction with regard to the storage, carriage, disposal, spillage, release, discharge, leak or emission of any waste or hazardous substance or any substance likely to impair the environment or harm human health or animal health or otherwise relating to environmental matters or the health and safety of humans, or that there has otherwise been any such storage, carriage, disposal, spillage, release, discharge, leak or emission (whether or not the same constituted a non-compliance by any person with any such legislation or regulations, and wherever the same may have taken place) any of which storage, carriage, disposal, spillage, release, discharge, leak or emission would be likely to give rise to any liability (actual or contingent) on the part of any member of the Wider Darty Group and which is material in the context of the Wider Darty Group taken as a whole;
 - (ii) there is, or is likely to be, for that or any other reason whatsoever, any liability (actual or contingent) of any past or present member of the Wider Darty Group to make good, repair, reinstate or clean up any property or any controlled waters now or previously owned, occupied, operated or made use of or controlled by any such past or present member of the Wider Darty Group, under any environmental legislation, regulation, notice, circular or order of any government, governmental, quasi-governmental, state or local government, supranational, statutory or other regulatory body, agency, court, association or any other person or body in any jurisdiction and which is material in the context of the Wider Darty Group taken as a whole or the Proposed Acquisition;
 - (iii) circumstances exist (whether as a result of the Proposed Acquisition or otherwise) which would be reasonably likely to lead to any Third Party instituting, or whereby any member of the Wider Fnac Group or any present or past member of the Wider Darty Group would be likely to be required to institute, an environmental audit or take any other steps which would in any such case be reasonably likely to result in any liability (whether actual or contingent) to improve, modify existing or install new plant, machinery or equipment or carry out changes in the processes currently carried out or make good, remediate, repair, re-instate or clean up any land or other asset currently or previously owned, occupied or made use of by any past or present member of the Wider Darty Group (or on its behalf) or by any person for which a member of the Wider Darty Group is or has been responsible, or in which any such member may have or previously have had or be deemed to have had an interest which is material in the context of the Wider Darty Group taken as a whole or the Proposed Acquisition; or
 - (iv) circumstances exist whereby a person or class of persons would be likely to have any claim or claims in respect of any product or process of manufacture or materials used therein currently or previously manufactured, sold or carried out by any past or present member of the Wider Darty Group which claim or claims

would be likely, materially and adversely, to affect any member of the Wider Darty Group and which is material in the context of the Darty Group taken as a whole or the Proposed Acquisition; and

Anti-corruption, sanctions and criminal property

- (o) save as Disclosed, Fnac not having discovered that:
 - (i) (a) any past or present member, director, officer or employee of the Wider Darty Group is or has at any time engaged in any activity, practice or conduct which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977 or any other applicable anti-corruption legislation or (b) any person that performs or has performed services for or on behalf of the Wider Darty Group is or has at any time engaged in any activity, practice or conduct in connection with the performance of such services which would constitute an offence under the Bribery Act 2010, the US Foreign Corrupt Practices Act of 1977 or any other applicable anti-corruption legislation and regulation; or
 - (ii) any asset of any member of the Wider Darty Group constitutes criminal property as defined by section 340(3) of the Proceeds of Crime Act 2002 (but disregarding paragraph (b) of that definition); or
 - (iii) any past or present member, director, officer or employee of the Darty Group, or any other person for whom any such person may be liable or responsible, has engaged in any business with, made any investments in, made any funds or assets available to or received any funds or assets from: (a) any government, entity or individual in respect of which US or European Union persons, or persons operating in those territories, are prohibited from engaging in activities or doing business, or from receiving or making available funds or economic resources, by US or European Union laws or regulations, including the economic sanctions administered by the United States Office of Foreign Assets Control, or HM Treasury & Customs; or (b) any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States, the European Union or any of its member states; or
 - (iv) no member of the Darty Group being engaged in any transaction which would cause Fnac to be in breach of any law or regulation upon its acquisition of Darty, including the economic sanctions of the United States Office of Foreign Assets Control, or HM Treasury & Customs, or any government, entity or individual targeted by any of the economic sanctions of the United Nations, the United States, the European Union or any of its member states.

For the purposes of these Conditions the “**Wider Darty Group**” means Darty and its subsidiary undertakings, associated undertakings and any other undertaking in which Darty and/or such undertakings (aggregating their interests) have a significant interest and the “**Wider Fnac Group**” means Fnac and its subsidiary undertakings, associated undertakings and any other undertaking in which Fnac and/or such undertakings (aggregating their interests) have a significant interest and for these purposes “subsidiary undertaking” and “undertaking” have the meanings given by the Act, “associated undertaking” has the meaning given by paragraph 19 of Schedule 6 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, other than paragraph 19(1)(b) of Schedule 6 to those

Regulations which shall be excluded for this purpose, and “significant interest” means a direct or indirect interest in 20 per cent. or more of the equity share capital (as defined in the Act).

Part B

Waiver and Invocation of the Pre-Conditions and Conditions

Fnac reserves the right to waive, in whole or in part, all or any of the Pre-Conditions set out in Appendix 1 of this Announcement and/or all or any of the Conditions set out in Part A of Appendix 2 above, except for Conditions (a) (*Scheme approval*), (g) (*Approval of the Fnac Prospectus*), (h) (*Fnac Shareholder approval*), and (i) (*Admission to trading of New Fnac Shares*), which cannot be waived.

Conditions (g) (*Approval of the Fnac Prospectus*), (h) (*Fnac Shareholder approval*), and (i) (*Admission to trading of New Fnac Shares*), must be fulfilled by, and the Pre-Conditions and Conditions (b) to (f) (inclusive) and (j) to (o) (inclusive) fulfilled or waived, by no later than 11.59 p.m. on the date immediately preceding the date of the Scheme Hearing, failing which the Scheme will lapse. Fnac shall be under no obligation to waive (if capable of waiver), to determine to be or remain satisfied or to treat as satisfied any of the Pre-Conditions or any of the Conditions [(•) to (•) inclusive] which are capable of waiver by a date earlier than the latest date specified above for the fulfilment of that Pre-Condition or Condition, notwithstanding that the other Pre-Conditions or any of the other Conditions to the Proposed Acquisition may at such earlier date have been waived or fulfilled and that there are at such earlier date no circumstances indicating that any such Pre-Conditions or any such Conditions may not be capable of fulfilment.

The Scheme shall lapse if, insofar as (i) the Scheme or any matter arising from or relating to the Scheme is deemed to constitute a concentration with a Community dimension within the scope of the Regulation or (ii) the French Competition Authority or the Belgian Competition Authority make a referral to the European Commission, under Article 22 of the Regulation.

If Fnac is required by the Panel to make an offer for Darty Shares under the provisions of Rule 9 of the City Code, Fnac may make such alterations to any of the above Pre-Conditions and/or Conditions as are necessary to comply with the provisions of that Rule.

Part C

Implementation by way of Offer

Fnac reserves the right (with the consent of the Panel) to elect to implement the Proposed Acquisition by way of an Offer. If the Proposed Acquisition is implemented by way of an Offer, such Offer will be implemented on the same terms, so far as applicable, as those which would apply to the Scheme, subject to appropriate amendments to reflect the change in method of effecting the Proposed Acquisition, including: (without limitation and subject to the consent of the Panel) an acceptance condition that is set at 75 per cent. (or such lesser percentage, as Fnac may determine) in nominal value of the Darty Shares to which such Offer relates; and of the voting rights attached to those shares, and that is subject to Fnac and/or any members of the Fnac Group having acquired or agreed to acquire (whether pursuant to the Offer or otherwise), Darty Shares which carry, in aggregate, more than 50 per cent. of the voting rights then, directly or indirectly, exercisable at a general meeting of Darty, including, for this purpose, (except to the extent otherwise agreed by the Panel) any such voting rights attaching to the shares that are unconditionally allotted or issued before the Proposed Acquisition becomes or is declared unconditional as to acceptances whether pursuant to the exercise of any outstanding subscription or conversion rights or otherwise.

In addition, if the Proposed Acquisition is implemented by way of the Offer, the Offer will be conditional upon the satisfaction (and/or waiver, if permitted) of the Pre-Conditions and Conditions (save in respect of Condition (a) (*Scheme Approval*) set out above).

Part D

Certain further terms of the Proposed Acquisition

The availability of the Proposed Acquisition to persons not resident in the United Kingdom and France may be affected by the laws of the relevant jurisdictions. Persons who are not resident in the United Kingdom or France should inform themselves about and observe any applicable requirements.

The Proposed Acquisition will be governed by English law and be subject to the jurisdiction of the English courts, to the Pre-Conditions and Conditions set out in this Announcement and in due course in the formal Scheme Document. The Proposed Acquisition will comply with the applicable rules and regulations of the FCA and the London Stock Exchange, Euronext Paris, the AMF and the City Code.

Each of the Pre-Conditions and Conditions shall be regarded as a separate Pre-Condition and Condition respectively and shall not be limited by reference to any other Pre-Condition or Condition.

Fractions of New Fnac Shares will not be allotted to Darty Shareholders but will be aggregated and sold. The net proceeds of such sale will then be paid in cash to the relevant Darty Shareholders in accordance with their fractional entitlements. Individual entitlements, however, to amounts of less than £5 will not be paid but will be retained for the benefit of Fnac.

The New Fnac Shares, which will be issued in connection with the Proposed Acquisition, have not been and will not be registered under any of the relevant securities laws of Canada, Japan, Australia, South Africa or the United States and no regulatory clearance in respect of the New Fnac Shares has been, or will be, applied for in any jurisdiction other than the United Kingdom and France. The New Fnac Shares may not be offered, sold or delivered, directly or indirectly, in Canada, Japan or Australia, South Africa or the United States except pursuant to exemptions from applicable requirements of any such jurisdiction.

The New Fnac Shares will be issued credited as fully paid, will be admitted to trading on Euronext Paris and will rank pari passu in all respects with Fnac Shares in issue at the time the New Fnac Shares are issued pursuant to the Proposed Acquisition, including the right to receive and retain dividends and other distributions declared, made or paid by reference to a record date falling after the Effective Date.

Darty Shares which will be acquired under the Proposed Acquisition will be acquired fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature and together with all rights now or hereafter attaching or accruing to them, including voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid on or after the date of this Announcement other than the final dividend for the financial year ended 30 April 2015 of €2.625 cents per Darty Share which was recommended by the Darty Directors on 18 June 2015 and approved by the Darty Shareholders on 10 September 2015, to be paid on 13 November 2015 which Darty Shareholders will be able to receive and retain.

If any Darty dividend, distribution or return of value is declared, announced, made or paid at any time in excess of those described above, Fnac reserves the right to reduce the value implied under the terms of the Proposed Acquisition at such date by an amount equal to the excess amount (based on the €/£ exchange

rate at the time of such declaration, announcement, making or payment). In such circumstances, to the extent possible, the Consideration would be reduced by the amount of such excess.

APPENDIX 3

SOURCES OF INFORMATION AND BASES OF CALCULATION

In this Announcement:

1. All references to Darty Shares are to Darty ordinary shares of €0.30 each, references to Fnac Shares are to Fnac shares of €1.00 each.
2. Unless otherwise stated, all prices quoted for Darty Shares have been derived from the Daily Official List of the London Stock Exchange and represent closing middle market prices on the relevant date.
3. Unless otherwise stated, all prices quoted for Fnac Shares have been derived from Euronext Paris and represent closing middle market prices on the relevant date.
4. The premium calculations to the price per Darty Share have been calculated by reference to both (a) the Closing Price on 29 September 2015 (being the last Business Day prior to the date of Fnac's Possible Offer Announcement) of: (i) €53.0 in respect of a Fnac Share; and (ii) 81 pence in respect of a Darty Share, less the final dividend for the financial year ended 30 April 2015 recommended by the Darty Directors on 18 June 2015 and approved by the Darty Shareholders on 10 September 2015, to be paid on 13 November 2015; or (b) the Closing Price on [●] [November] 2015 (being the last Business Day prior to the date of this Announcement) of (x) €[●] in respect of a Fnac Share; and (y) [●] pence in respect of a Darty Share, less the final dividend for the financial year ended 30 April 2015 recommended by the Darty Directors on 18 June 2015 and approved by the Darty Shareholders on 10 September 2015, to be paid on 13 November 2015.³
5. Unless otherwise stated:
 - (a) historic financial information relating to Fnac has been extracted or derived (without material adjustment) from the audited financial statements of Fnac contained in Fnac's Annual Report and Accounts for the financial year ended 31 December 2014 or from Fnac's management sources; and
 - (b) historic financial information relating to Darty has been extracted or derived (without material adjustment) from the audited financial statements of Darty contained in Darty's Annual Report and Accounts for the financial year ended 30 April 2015.
6. The synergy numbers are unaudited and are based on analysis by Fnac's management and on Fnac's internal records. Further information underlying the Quantified Financial Benefits Statement contained in paragraph 5 of this Announcement is provided in [Appendix 6](#).
7. [Where amounts are shown in both Euro and sterling in this Announcement, an exchange rate⁴ of £1.00/€[●] has been used, which was derived from data provided by Bloomberg as at 4.30 pm

³ Rothschild to confirm.

⁴ Rothschild to confirm whether this should be as at [●] November 2015 or as at 29 September 2015.

(London Time) on [●] November 2015 (being the last Business Day prior to the date of this Announcement).⁵]

8. Certain figures included in this Announcement have been subject to rounding adjustments.

⁵ Rothschild to provide information.

APPENDIX 4

CERTAIN INFORMATION RELATING TO FNAC AND DARTY

Key financials

	Fnac Key financials (€m)		Darty Key financials (€m)	
	Dec-13a	Dec-14a	Apr-14a PF	Apr-15a
Sales	3,905	3,895	3,404	3,512
<i>Growth (%)</i>		<i>(0.3)%</i>		<i>3.2%</i>
EBITDA	140	147	129	119
<i>Margin (%)</i>	<i>3.6%</i>	<i>3.8%</i>	<i>3.8%</i>	<i>3.4%</i>
EBIT⁶	72	77	77	68
<i>Margin (%)</i>	<i>1.8%</i>	<i>2.0%</i>	<i>2.3%</i>	<i>1.9%</i>
Operating Cash Flow⁷	87	116	(13)	17
Capex⁸	(49)	(49)	(49)	(40)
<i>As % of sales</i>	<i>(1.2)%</i>	<i>(1.3)%</i>	<i>(1.4)%</i>	<i>(1.1)%</i>
EBITDA - Capex - Change in WC	107	111	17	29
Net debt / (cash)⁹	(461)	(535)	185	224

Sales

By product	Fnac	Darty	Fnac and Darty
Services	5%	0%	9%
Editorial goods	39%	0%	20%
Brown goods	19%	19%	19%
Grey goods	37%	26%	32%
White goods	0%	42%	20%
Accessories	0%	13%	0%

⁶ EBIT equal to Current Operating Income definition for Fnac and equal to EBITDA – D&A for Darty (before exceptional items and profit/loss on disposal of PP&E and intangible assets)

⁷ Calculated as “Net cash flows from operating activities” - “interests and equivalent payments” as per Fnac reporting and reported as “Net cash from / (used in) operating activities” by Darty

⁸ Net capex excluding acquisitions

⁹ As per company definition.

By country	Fnac Sales breakdown	Darty Sales breakdown
France	71%	80%
Iberia	17%	-
Belgium and Switzerland	7%	-
Brazil	5%	-
Belgium + Netherlands	N/A	20%

Number of stores

	Fnac – Number of stores ¹⁰			Darty – Number of stores ¹¹			Fnac + Darty		
	Owned	Franch.	Total	Owned	Franch.	Total	Owned	Franch.	Total
France¹²	85	33	118	222	43	265	307	76	383
Intl.	76	-	76	135	-	135	211	-	211
Spain	25	-	25	-	-	-	25	-	25
Portugal	22	-	22	-	-	-	22	-	22
Belgium	9	-	9	60	-	60	69	-	69
Netherlands	-	-	-	75	-	75	75	-	75
Switzerland	5	-	5	-	-	-	5	-	5
Brazil	12	-	12	-	-	-	12	-	12
Total	161	33	194	357	43	400	518	76	594

Online presence

Attractive online presence (number of monthly unique visitors in millions)	
Amazon	17.5
CDiscount	10.7
Fnac	10.7
Ebay	7.9
Carrefour	7.6
Price Minister	7.5
Voyage-snef.com	6.9
La Redoute	6.8
Vente-privée.com	6.0
E. Leclerc	5.6
Darty	5.4
Leroy Merlin	5.0
Auchan	4.9
Rue du Commerce	4.7
Decathlon	4.4

¹⁰ As of August 2015

¹¹ As of April 2015

¹² Fnac France stores include 1 store in Morocco and 1 store in Qatar (as per Fnac half-year reporting).

Electronics

Number 1 electronic and editorial goods retailer in France (Revenues for the financial year ended 31 December 2014, €bn)	
Fnac and Darty	5.6
Darty	2.8 ¹³
Fnac	2.8
Conforama	2.8
Boulangier	1.9
BUT	1.9
C Discount	1.9
Amazon	1.8
Relay	1.0
Micromania	0.6
Electro Depot	0.5

Top 10 consumer electronics retailers in Europe (Revenues for the financial year ended 31 December 2014, €bn) ¹⁴	
Metro Group	21.0
Dixons Carphone	12.4
Amazon	11.8
Expert	8.8
Fnac Darty	7.4 ¹⁵
Apple	4.7
Fnac	3.9
Darty	3.5 ¹⁶

¹³ Financial year ended 30 April 2015.

¹⁴ Source: Metro Retail Compendium 2015/2016.

¹⁵ Financial year ended 30 April 2015.

¹⁶ Financial year ended 30 April 2015.

M. Video	3.5
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APPENDIX 5

IRREVOCABLE UNDERTAKINGS AND LETTERS OF INTENT

Part A

DETAILS OF DARTY DIRECTORS' IRREVOCABLE UNDERTAKINGS

Name of Darty Director	Number of Darty Shares	Percentage of Darty issued share capital
Alan Parker	[•]	[•]
Régis Schultz	[•]	[•]
Albin Jacquemont	[•]	[•]
Pascal Bazin	[•]	[•]
Carlo D'Asaro Biondo	[•]	[•]
Michel Léonard	[•]	[•]
Antoine Metzger	[•]	[•]
Alison Reed	[•]	[•]
Agnès Touraine	[•]	[•]
TOTAL	[•]	[•]

Part B

DETAILS OF DARTY SHAREHOLDERS' IRREVOCABLE UNDERTAKINGS

Name of Darty Shareholder	Number of Darty Shares	Percentage of Darty issued share capital
Knight Vinke Asset Management LLC	75,974,709	14.34%
TOTAL	75,974,709	14.34%

Part C

DETAILS OF DARTY SHAREHOLDERS' LETTERS OF INTENT

Name of Darty Shareholder	Number of Darty Shares / interests in Darty Shares	Percentage of Darty issued share capital
DNCA Finance S.A.	35,283,000 and 13,950,000 derivative instruments ¹⁷	9.29%
TOTAL	49,233,000	9.29%

¹⁷ The derivative instruments held may be physically settled and represent interests in 2.63 per cent. of the issued share capital of Darty.

APPENDIX 6

QUANTIFIED FINANCIAL BENEFITS STATEMENT

Part A

Paragraph 5 of this Announcement (Synergy potential of the Proposed Acquisition) contains statements of estimated cost savings and synergies arising from the Proposed Acquisition (together, the “**Quantified Financial Benefits Statement**”). The Reports referred to therein can be found at Parts B and C of this Appendix 6.

A copy of the Quantified Financial Benefits Statement is set out below:

“The Board of Groupe FNAC SA believes that the Combination will result in compelling financial benefits to the Combined Group, including total annual pre-tax cost savings of at least €85 million per annum. This excludes any revenue synergies that may arise from the merger.

Approximately 10% of the savings are expected to be realised in fiscal year 2016 assuming a transaction completion in September 2016 at the latest, rising to 60% in 2017, 95% in 2018 and 100% thereafter.

The one-off costs, including capex, to deliver these savings are expected to total approximately €65m.

The Board recognises that review of the Combination by the French and Belgian Competition Authorities may give rise to dis-synergies. The Board will not be in a position to quantify the financial impact of any such dis-synergies until the French and Belgian Competition Authorities have completed their work.”

Sources and phasing of synergies

The principal sources of quantified synergies are expected to be as follows:

- Approximately half of the identified savings are expected to arise from synergies in the cost of sales of goods for retail sale, in the retail categories of brown goods, grey goods and small domestic appliances in which both FNAC and Darty are represented.
- Approximately half of the identified savings are expected to arise from synergies, including rent and other infrastructure costs, from optimization of warehousing and distribution activities, from the integration of certain headquarters and back-office support functions within the UK, France and Belgium, from savings in procured services supporting the two store networks and from savings in advertising expenses.

FNAC has identified these synergies in the context of their intent to maintain independent market presence and store networks for the brands of FNAC and Darty.

The phasing of the cost savings described above assumes, for these purposes, that completion of the Combination occurs in September of 2016 at the latest. The actual completion date will be dependent in part on the extent of the procedures to be implemented by the French and Belgian Competition Authorities.

It is expected that the realisation of the identified synergies will require estimated one-off cash costs of approximately €65m, including capex, largely occurring in fiscal years 2017 and 2018.

Sources of information

In preparing the Quantified Financial Benefits Statement, FNAC has used an experienced team of senior management from across its business.

FNAC has based its assessment of the expected savings on its own organizational and cost structures, industry knowledge, on its previous restructuring programmes and on publically available information including the Darty website, press releases, annual report and accounts, public reporting and analysts' research.

Bases of belief

In identifying the costs savings, FNAC has formulated the following principal bases of belief supporting the statement:

- FNAC and Darty have overlap in their retail offerings and supplier bases in the brown and grey goods segments and in small domestic appliances. Synergies can therefore be realised through the consolidation of procurement activities in these segments.
- FNAC and Darty are both listed companies and have similar leadership and governance structures. Synergies can therefore be realised through consolidation of corporate leadership, corporate governance and the activities associated with public listing.
- FNAC and Darty both operate within the specialist retail sector and have similar organisational requirements for support to their operations. Synergies can therefore be realised through the integration of certain back-office support functions.
- Synergies can be realised through the combination of the warehousing and distribution networks of FNAC and Darty in France and Belgium.
- Synergies can be realised through the consolidation of procurement and management of third party support services to the FNAC and Darty store operations.

Procedures performed

FNAC carried out the following procedures to identify the potential quantum and phasing of the merger benefits within the areas above:

- Considered the organisation structures and future operating model of the combined business.
- Developed hypotheses in each merger benefit area, identified the addressable costs and the potential quantum of each synergy.
- Validated these hypotheses through internal discussion, through review of publically available information and through consideration of FNAC's own track record of identifying and delivering costs savings within each merger benefit area.

For the purpose of FNAC's synergy assessment, the pro forma baseline cost of the Combination was considered to be €7,140m, being the sum of the last full fiscal year operating costs, exclusive of depreciation and amortisation, of Groupe FNAC SA (for fiscal year to 31 December 2014) and of Darty plc (for fiscal year to 30 April 2015).

Dis-synergies

FNAC believes that dis-synergies may arise as result of review of the Combination by the French and Belgian Competition Authorities. The actual scope and financial impact of any such dis-synergies will be dependent on the outcome of their review.

Additional information

In arriving at the estimate of synergies, FNAC has made the following additional assumptions:

- There will be no significant impact on the underlying operations of either business or their ability to win business from customers; and
- There will be no material changes to macroeconomic, political or legal conditions in the markets or regions in which FNAC and Darty operate that materially impact on the implementation or costs to achieve of the proposed cost savings.

FNAC considers that the expected synergies will only accrue as a direct result of FNAC being combined with Darty and would not be achieved on a standalone basis.

Reports

As required by Rule 28.1(a) of the Takeover Code, Ernst & Young LLP (“EY”) and N M Rothschild & Sons Limited have each provided a report in respect of the Quantified Financial Benefits Statement.

Copies of these reports can be found in Appendices II and III.

Each of Ernst & Young LLP and N M Rothschild & Sons Limited has given and has not withdrawn its consent to the publication of its report in this announcement in the form and context in which it is included.

Important Notes

1. The statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, or may be achieved later or sooner than estimated or those achieved could be materially different from those estimated.
2. Due to the scale of the Combined Group, there may be additional changes to the Combined Group’s operations. As a result, and given the fact that the changes relate to the future, the resulting cost savings may be materially greater or less than those estimated.
3. No statement in the Quantified Financial Benefits Statement, or in this announcement generally, should be construed as a profit forecast or interpreted to mean that the Combined Group’s earnings in the first full year following a merger, or in any subsequent period, would necessarily match or be greater than or be less than those of Groupe FNAC SA. and/or Darty for the relevant preceding financial period or any other period.

Part B

Report From Ernst & Young LLP

Form of estimated merger benefit opinion report to be included in the 2.7 Announcement and/or the Offer Document

The Board of Directors
Groupe FNAC S.A.
9 rue des Bateaux-Lavoisirs
94200 Ivry-sur-Seine
France
Attention: M. Mattieu Malige, Secrétaire Général

[●] November 2015

N M Rothschild & Sons Limited
New Court
St Swithin's Lane
London
United Kingdom
EC4N 8AL
Attention: Majid Ishaq

Dear Sirs

[FIRM INTENTION TO MAKE AN OFFER FOR DARTY PLC BY GROUPE FNAC S.A./PROPOSED ACQUISITION OF DARTY PLC BY GROUPE FNAC S.A.]

We refer to the statement regarding the estimate of [cost savings and revenue synergies] (“the **Statement**”) made by Groupe FNAC S.A. (the “**Company**”). The Statement, including the relevant bases of belief (including sources of information) is set out on pages [●] to [●] of the [describe document] (the “**Document**”) issued by the Company dated [date].]. This report is required by Rule 28.1(a)(i) of The City Code on Takeovers and Mergers (the “**City Code**”) and is given for the purpose of complying with that rule and for no other purpose.

Responsibility

It is the responsibility of the directors of the Company (“the **Directors**”) to prepare the Statement in accordance with the requirements of the City Code.

It is our responsibility to form an opinion as required by the City Code as to the proper compilation of the Statement on the basis stated and to report that opinion to you.

It is the responsibility of [Financial Adviser] to form an opinion as required by the City Code as to whether the Statement has been prepared with due care and consideration.

Save for any responsibility that we may have to those persons to whom this report is expressly addressed, to the fullest extent permitted by law we do not assume and responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with, this report.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting 1000 (Investment Reporting Standards applicable to all engagements in connection with an investment circular) issued by the Auditing Practices Board in the United Kingdom. We have discussed the Statement together with the

relevant bases of belief (including sources of information) with the Directors and with [Financial Adviser]. We have also considered the letter dated [date] from [Financial Adviser] to the Directors on the same matter. Our work did not involve any independent examination of any of the financial or other information underlying the Statement.

We do not express any opinion as to the achievability of the [cost savings and revenue synergies] identified by the Directors.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion, the Statement has been properly compiled on the basis stated.

Yours faithfully

Ernst & Young LLP

Chartered Accountants

Ernst & Young LLP is a limited liability partnership registered in England and Wales with registered number OC300001 and its registered office at 1 More London Place, London SE1 2AF, United Kingdom.

Part C

Report from N. M. Rothschild & Sons Limited

The Directors
on behalf of Groupe Fnac S.A.
9, rue des Bateaux-Lavoirs
94868 Ivry-sur-Seine

[●] November 2015

Dear Sirs,

Firm intention to make an offer for Darty plc by Groupe Fnac S.A. (“Fnac”)

We refer to the Quantified Financial Benefits Statement, the bases of belief thereof and the notes thereto (together, the “**Statement**”) as set out in Part A of Appendix 5 of this Announcement, for which the Board of Directors of Fnac (the “**Directors**”) are solely responsible under Rule 28 of the City Code on Takeovers and Mergers (the “**Code**”).

We have discussed the Statement (including the assumptions and sources of information referred to therein), with the Directors and those officers and employees of Fnac who developed the underlying plans. The Statement is subject to uncertainty as described in this Announcement and our work did not involve an independent examination of any of the financial or other information underlying the Statement.

We have relied upon the accuracy and completeness of all the financial and other information provided to us by, or on behalf of, Fnac, or otherwise discussed with or reviewed by us, and we have assumed such accuracy and completeness for the purposes of providing this letter.

We do not express any opinion as to the achievability of the quantified financial benefits identified by the Directors.

We have also reviewed the work carried out by Ernst & Young LLP and have discussed with them the opinion set out in Part B of Appendix 5 of this Announcement addressed to yourselves and ourselves on this matter.

This letter is provided to you solely in connection with Rule 28.1(a)(ii) of the Code and for no other purpose. We accept no responsibility to Fnac or its shareholders or any person other than the Directors in respect of the contents of this letter; no person other than the Directors can rely on the contents of this letter, and to the fullest extent permitted by law, we exclude all liability (whether in contract, tort or otherwise) to any other person, in respect of this letter, its results, or the work undertaken in connection with this letter, or any of the results that can be derived from this letter or any written or oral information provided in connection with this letter, and any such liability is expressly disclaimed except to the extent that such liability cannot be excluded by law.

On the basis of the foregoing, we consider that the Statement, for which you as the Directors are solely responsible, has been prepared with due care and consideration.

Yours faithfully,

N. M. Rothschild & Sons Limited

APPENDIX 7

DEFINITIONS

“ACPR”	means the <i>Autorité de Contrôle Prudentiel et de Résolution</i> of France;
“Act”	means the Companies Act 2006, as amended from time to time;
“AMF”	means the <i>Autorité des Marchés Financiers</i> of France;
“Announcement”	means this Announcement made pursuant to Rule 2.7 of the City Code;
“Authorisations”	for the purpose of the relevant Conditions, means authorisations, orders, grants, recognitions, determinations, confirmations, consents, licences, clearances, permissions, exemptions and approvals;
“Belgian Competition Authority”	means the authority responsible for regulating competition issues in Belgium, known as the <i>Autorité belge de la concurrence</i> ;
“Business Day”	means a day, other than an English or French public holiday, Saturday or Sunday, when banks are open in London and Paris for general banking business;
“City Code”	means the City Code on Takeovers and Mergers as issued from time to time by or on behalf of the Panel;
“Closing Price”	means the closing middle market quotation of a share derived from (i) the Daily Official List of the London Stock Exchange in respect of Darty Shares; and (ii) from Euronext Paris in respect of Fnac Shares;
“Combined Group”	means the enlarged group following completion of the Proposed Acquisition, comprising the Fnac Group and the Darty Group;
“Conditions”	the conditions to the implementation of the Proposed Acquisition set out in Part A of <u>Appendix 2</u> to this Announcement and to be set out in the Scheme Document;
“Confidentiality Agreement”	means the mutual confidentiality agreement dated [5 November 2013] between Fnac and Darty;
“Consideration” or	means the consideration payable to Darty Shareholders in connection with the Proposed Acquisition comprising [39]
“Consideration Shares”	New Fnac Shares for every one Darty Share held at the

	Scheme Record Time;
“Co-operation Agreement”	means the agreement dated [●] November 2015 between Fnac and Darty and relating, among other things, to the implementation of certain matters in connection with the Proposed Acquisition;
“Court”	means the High Court of Justice in England and Wales;
“Court Meeting”	means the meeting of the Darty Shareholders to be convened by order of the Court pursuant to section 896 of the Act for the purpose of considering and, if thought fit, approving the Scheme (with or without amendment) and any adjournment, postponement or reconvention thereof;
“CREST”	means the relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI 2001/3755)) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the Regulations);
“Darty”	means Darty plc, incorporated in England and Wales with registered number 04232413;
“Darty Board”	the Darty Directors collectively;
“Darty Directors”	means the directors of Darty as at the date of this Announcement or, where the context so requires, the directors of Darty from time to time;
“Darty General Meeting”	means the general meeting of Darty Shareholders (and any adjournment thereof) to be convened for the purpose of considering and, if thought fit, approving the shareholder resolutions necessary to enable Darty to implement the Proposed Acquisition;
“Darty Group”	means Darty and its Subsidiaries and subsidiary undertakings from time to time and a “ <u>member of the Darty Group</u> ” shall be construed accordingly;
“Darty Meetings”	means the Court Meeting and the Darty General Meeting;
[“Darty Share Plans”	means all current and outstanding Darty employee share incentive arrangements and/or plans;]
“Darty Shareholders”	means the holders of Darty Shares;
“Darty Shares”	means the ordinary shares of €0.30 each in the capital of Darty from time to time;
“Disclosed”	means the information disclosed by, or on behalf of Darty in: (i) the Annual Report and Accounts of the Darty Group

for the financial year ended 30 April 2015; (ii) this Announcement; (iii) the announcement by Darty of its first quarter trading for the period 1 May 2015 to 31 July 2015 released by Darty on 10 September 2015; (iv) any other public announcement made by Darty in accordance with the City Code, the Listing Rules, the Disclosure Rules and Transparency Rules after 30 December 2015; or (v) as disclosed in writing prior to the date of this Announcement by or on behalf of Darty to Fnac (or its respective officers, employees, agents or advisers in their capacity as such);

“Disclosure and Transparency Rules”

means the rules and regulations made by the FCA under Part VI of the Financial Services and Markets Act 2000 (as amended from time to time), referred to in section 73A(2) of the same and contained in the FCA’s publication of the same name (as amended from time to time);

“Effective Date”

means the date on which:

- (a) the Scheme becomes effective in accordance with its terms; or
- (b) if Fnac elects to implement the Proposed Acquisition by way of an Offer, the date the Offer becomes or is declared unconditional in all respects;

“Ernst & Young”

means Ernst & Young LLP, a limited liability partnership registered in England and Wales with registered number OC300001 and its registered office at 1 More London Place, London SE1 2AF, United Kingdom;

“EU” or “European Union”

means an economic and political union of 28 member states which are located primarily in Europe;

“Euronext Paris”

means Euronext Paris S.A.;

“FCA”

means the UK Financial Conduct Authority;

“Fnac”

means Groupe Fnac S.A., a *société anonyme* registered with the Creteil Trade and Companies Registry under identification number 055 800 296;

“Fnac Board”

means the Fnac Directors collectively;

“Fnac Directors”

means the directors of Fnac as at the date of this Announcement or, where the context so requires, the directors of Fnac from time to time;

“Fnac Extraordinary General

means the meeting of the shareholders of Fnac (and any adjournment thereof) to be convened for the purpose of

Meeting	considering, and, if thought fit, approving the Fnac Resolutions;
“Fnac Group”	means Fnac and its Subsidiaries and subsidiary undertakings from time to time and <u>“member of the Fnac Group”</u> shall be construed accordingly;
“Fnac Notice”	means the notice to be despatched to the shareholders of Fnac in connection with the Potential Acquisition convening the Fnac Extraordinary General Meeting, including any supplementary notice;
“Fnac Prospectus”	means the prospectus to be published by Fnac at the same time as the Scheme Document in respect of the New Fnac Shares to be issued to Darty Shareholders in connection with the Proposed Acquisition and for the purpose of admission of the New Fnac Shares to trading on Euronext Paris (including any supplementary prospectus);
“Fnac Resolutions”	means the shareholder resolutions of Fnac recommended by the Fnac Board as necessary to implement the Proposed Acquisition, including to approve, effect and implement the Proposed Acquisition and to grant authority to the Fnac Directors to allot the New Fnac Shares;
“Fnac Shareholders”	means holders of Fnac Shares;
“Fnac Shares”	means the shares of €1.00 each in the capital of Fnac from time to time;
“Fnac’s Possible Offer Announcement”	the announcement made by Fnac on September 30, 2015, pursuant to Rule 2.4 of the City Code, confirming that Fnac had made a proposal to the Darty Directors regarding the Proposed Acquisition;
“Fnac’s Registration Document”	means the registration document of Fnac (including the financial annual report) registered with the AMF for the year ended 31 December 2014;
“Form of Acceptance”	should the Proposed Acquisition be implemented by way of the Offer, means the form of acceptance and authority or any other document for use in connection with accepting the Offer;
“French Competition Authority”	means the authority responsible for regulating competition issues in France, known as the <i>Autorité de la concurrence</i> ;
“Listing Rules”	means the rules and regulations made by the FCA pursuant to Part VI of the Financial Services and Markets Act 2000 (as amended from time to time), referred to in section 73A(2) of the same and contained in the FCA’s publication

	of the same name (as amended from time to time);
“London Stock Exchange”	means London Stock Exchange plc;
“Long Stop Date”	means [●] 2016; ¹⁸
“NCA”	means National Competition Authority;
“New Fnac Shares”	means the Fnac Shares proposed to be issued to Scheme Shareholders pursuant to the terms of the Scheme;
“Offer”	should the Proposed Acquisition be implemented by way of a takeover offer as defined in Chapter 3 of Part 28 of the Act in the circumstances described in this Announcement, the entire issued and to be issued share capital of Darty on the terms and subject to the conditions to be set out in the Offer Document and Form of Acceptance (and, where the context admits, any subsequent revision, variation, extension or renewal of such offer, including any election or alternative available in connection with it);
“Offer Document”	should the Proposed Acquisition be implemented by means of the Offer, means the document to be despatched to Darty Shareholders following the satisfaction (or the waiver) of the Pre-Conditions, containing, <i>inter alia</i> , the terms and conditions of the Offer;
“Offer Period”	means the period commencing on 30 September 2015 and ending on: (i) the earlier of the date on which the Scheme becomes effective and/or the date on which the Scheme lapses or is withdrawn (or such other date as the Panel and/or the Court may decide); or (ii) if applicable, the earlier of the date on which the Offer has become or has been declared unconditional as to acceptances and/or the date on which the Offer lapses or is withdrawn (or such other date as the Panel may decide), in each case other than where such lapsing or withdrawal is a result of Fnac exercising its right to implement the Proposed Acquisition by way of an Offer or a Scheme (as appropriate);
“Official List”	means the official list maintained by the UK Listing Authority;
“Opening Position Disclosure”	means an announcement required by Rule 8 of the City Code containing details of interests or short positions in, or rights to subscribe for, any relevant securities of a party to the offer if the person concerned has such a position;

¹⁸ To be discussed.

“Overseas Shareholders”	means the Scheme Shareholders who are resident in, ordinarily resident in, or citizens of, jurisdictions outside the United Kingdom and France;
“Panel”	means the Panel on Takeovers and Mergers;
“Pre-Conditions”	means the pre-conditions to which the Proposed Acquisition is subject, as set out in <u>Appendix 1</u> to this Announcement;
“Proposed Acquisition”	means the proposed acquisition of the entire issued and to be issued share capital of Darty by Fnac, to be implemented by way of the Scheme as described in this Announcement and to be described in the Scheme Document (or by way of the Offer under certain circumstances described in this Announcement);
“Quantified Financial Benefits Statement”	has the meaning given to it in Part A of <u>Appendix 6</u> to this Announcement;
“Regulation”	means Council Regulation (EC) 139/2004 (as amended);
“Restricted Jurisdiction”	means any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Proposed Acquisition is sent or made available to Darty Shareholders in that jurisdiction;
“Rothschild”	means N. M. Rothschild & Sons Limited;
“Scheme”	means the proposed scheme of arrangement under Part 26 of the Act between Darty and the Scheme Shareholders to implement the Proposed Acquisition with or subject to any modification, addition or condition approved or imposed by the Court;
“Scheme Document”	means the document to be despatched to Darty Shareholders following satisfaction (or waiver) of the Pre-Conditions, including the particulars required by section 897 of the Act, including any supplementary scheme document;
“Scheme Hearing”	means the hearing of the Court to sanction the Scheme under section 899 of the Act;
“Scheme Order”	means the order of the Court sanctioning the Scheme under section 899 of the Act;
“Scheme Record Time”	means the time and date specified as such in the Scheme Document or such later time as Darty and Fnac may agree;

“Scheme Shareholder”	means holders of Scheme Shares;
“Scheme Shares”	means: <ol style="list-style-type: none"> 1. the Darty Shares in issue at the date of the Scheme Document; 2. any Darty Shares issued after the date of the Scheme Document and prior to the Voting Record Time; and 3. any Darty Shares issued at or after the Voting Record Time and prior to the Scheme Record Time in respect of which the original or any subsequent holder thereof is bound by the Scheme, or shall by such time have agreed in writing to be bound by the Scheme, <p>in each case excluding any Darty Shares held in treasury (if any);</p>
“SEC”	means the US Securities and Exchange Commission;
“Subsidiary”	has the meaning given to it in section 1159 of the Act;
“subsidiary undertaking”	has the meaning given to it in section 1162 of the Act;
“UK” or “United Kingdom”	means the United Kingdom of Great Britain and Northern Ireland
“UK Listing Authority or “UKLA”	means the FCA acting in its capacity as the authority for listing in the UK;
“US” or “United States”	means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia;
“US Exchange Act”	means the US Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder;
“US Securities Act”	means the US Securities Act of 1933, as amended;
“Voting Record Time”	means 6.00 pm on the day which is two days prior to the date of the Court Meeting or any adjournment thereof (as the case may be);
“Wider Darty Group”	has the meaning given to it in Appendix 2 ; and
“Wider Fnac Group”	has the meaning given to it in Appendix 2 .

All times referred to are London time, unless otherwise stated.

All references to “**GBP**”, “**pence**”, “**sterling**” or “**£**” are to the lawful currency of the United Kingdom.
All references to “**Euro**”, “**€**” or “**cents**” are to the lawful currency of the European Union.

All references to “**US dollar**”, “**USD**”, or “**US\$**”, are to the lawful currency of the United States.

All references to statutory provision or law or to any order or regulation shall be construed as a reference to that provision, law, order or regulation as extended, modified, replaced or re-enacted from time to time and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom.