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21 December 2015

Groupe Fnac S.A.

**Clean Team Agreement between Darty plc ("Darty") and
Groupe Fnac SA ("Fnac")**

In connection with Fnac's recommended pre-conditional offer for the entire issued and to be issued share capital of Darty, and in accordance with Note 5 to Rule 26 of the City Code on Takeovers and Mergers (the "**Code**"), Fnac announces that it has entered into an agreement with Darty providing for the establishment of certain "clean team" arrangements which are supplemental to the Confidentiality Agreement entered into between Fnac and Darty dated 16 November 2015. In accordance with Rule 26.2 of the Code, a copy of this agreement has been made available on Fnac's website at www.groupe-fnac.com and on Darty's website at www.dartygroup.com.

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Important Notice

This announcement is for information purposes only and does not constitute an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any securities.

The distribution of this announcement in jurisdictions outside France and the United Kingdom may be restricted by law and therefore persons into whose possession this announcement comes should inform themselves about, and observe, such restrictions. Any failure to comply with the restrictions may constitute a violation of the securities law of any such jurisdiction.

In accordance with Rule 26.1 of the Code, a copy of this announcement will be available at www.groupe-fnac.com and www.dartygroup.com. The content of the websites referred to in this announcement is not incorporated into and does not form part of this announcement.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% 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 the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% 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, save to the extent that these details have previously been disclosed under Rule 8. 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).

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. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.

About Fnac - www.groupe-fnac.com

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.

At 30 September 2015, Fnac's multi-format network included a total of 191 stores (116 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 (c. 11 million unique visitors per month). An established multi-channel player, Fnac's consolidated revenues totalled €3.9 billion in 2014 and it had more than 14,500 employees.

About Darty - www.dartygroup.com

Darty group is a leading multi-channel service led electrical retailer operating from over 400 stores in three European countries. It generated an annual turnover of over €3.5 billion in

2014/15 through the operations of Darty and Mistergooddeal.com in France, Vanden Borre in Belgium and BCC in the Netherlands.

Darty's 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 NYSE Euronext Paris.

This information is provided by RNS
The company news service from the London Stock Exchange

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