



FNAC DARTY

NOTIFICATION
& INFORMATION BROCHURE

2019

FNAC DARTY COMBINED ORDINARY
AND EXTRAORDINARY GENERAL MEETING

Thursday May 23, 2019 at 4:30 p.m.

LES DOCKS DE PARIS

Parc des Portes de Paris – Bâtiment 139

87, avenue des Magasins-Généraux

93300 Aubervilliers, France





All our publications can be found
on the website www.fnacdarty.com



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HOW TO PARTICIPATE IN THE GENERAL MEETING

WHAT CONDITIONS MUST BE FULFILLED IN ORDER TO PARTICIPATE IN GENERAL MEETINGS?

All shareholders, whatever the number of shares they hold, have the right to participate in General Meetings. To do so, they must demonstrate ownership of their shares, which must be registered in the securities account in their name, whether they are in registered or bearer form, as of the second business day before the General Meeting, namely by midnight Paris time on Tuesday, May 21, 2019 (hereinafter "D-2").

As a result:

- **for registered shareholders**, the registration of their shares in the Company Register (managed by CACEIS Corporate Trust, holder of the register of shareholders and central organizer of General Meetings, appointed by the Company) by D-2 is sufficient; **no other steps** are necessary; and
- **for bearer shareholders**, the institutions holding bearer shares ("Financial Intermediaries") shall provide evidence of their customers' shareholder status directly to CACEIS Corporate Trust (appointed by the Company) by producing a **shareholding certificate** which they attach to the individual voting form or to the request for an admission card.

SHOULD YOU WISH TO EXERCISE YOUR RIGHT TO VOTE

You have five options:

- 1 **personally attend** the General Meeting;
- 2 **vote by post**;
- 3 **give a proxy to the Chairman** of the General Meeting;
- 4 **give a proxy to a third party** (any person of your choice);
- 5 **exercise your rights online**: Whether you are a registered or bearer shareholder, Fnac Darty gives you the option to exercise your rights at the General Meeting in just a few clicks, wherever you are. From May 3, 2019, you will be able to use Votaccess, a secure third-party website, to:
 - request and print your admission card,
 - vote,
 - give a proxy to the Chairman, or
 - give a mandate to a third party.

In all cases, you must fill out, date and sign the attached individual voting form and send it to CACEIS Corporate Trust or, for shareholders with bearer shares, to your Financial Intermediary. Postal voting forms must be received no later than Monday, May 20, 2019.

- Shareholders with **registered** shares may use the prepaid envelope provided along with the individual voting form or, in its absence, send the form by mail (at the current postal rate) to CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14 rue Rouget-de-Lisle – 92862 Issy-les-Moulineaux Cedex 9, France.
- Shareholders with **bearer** shares must obtain the individual voting form from their Financial Intermediary and return it to this intermediary by mail (at the current postal rate). The Intermediary will forward the individual voting form, accompanied by the shareholding certificate which they will have previously prepared, to CACEIS Corporate Trust.
- Shareholders may also download the individual voting form by mail or by proxy which can be found at Company's website (<http://www.fnacdarty.com>).

Shareholders who have already voted by mail, sent a proxy or requested an admission card or a shareholding certificate may no longer choose another method of participation. They may however transfer all or part of their shares.

However, if the transfer of ownership takes place before the second business day prior to the meeting (before midnight, Paris time on Tuesday, May 21, 2019) the Company will consequently invalidate or modify, as applicable, the vote sent by mail, the proxy, the admission card or the shareholding certificate. To this end, the

Financial Intermediary shall give notice of the share transfer to the Company or to CACEIS and shall send CACEIS the necessary information.

No transfer of ownership, by whatever means, made after midnight, Paris time on the second business day preceding the meeting shall be reported by the Financial Intermediary or be taken into consideration by the Company, notwithstanding any agreement to the contrary.



SHOULD YOU WISH TO ATTEND THE GENERAL MEETING IN PERSON

If your shares are REGISTERED,

you may:

- request an admission card giving you faster access to the meeting room by checking box A and returning the individual voting form in the prepaid envelope that was sent to you; or
- present yourself directly at the counter specially provided for the purpose, with an identification document.

If you not have received your admission card by Monday, May 20, 2019 at the latest, you may contact CACEIS Corporate Trust Monday through Friday, from 8:30 a.m. to 6:00 p.m. (Paris time) at: 00 33 (0)1 57 78 34 44 or by e-mail (ct-contact@caceis.com).

If you hold BEARER shares,

you must **request an admission card**, which is essential for admission to the meeting:

- by checking box A in the upper part of the individual voting form; and
- by returning this form as soon as possible to the Financial Intermediary managing your securities account, who will forward your request accompanied by a shareholding certificate.

In any event, if you have not received your admission card by Monday, May 20, 2019 at the latest, you should request your Financial Intermediary to issue you a shareholding certificate that will enable you to demonstrate your shareholder status as of D-2 in order to be admitted to the General Meeting.

YOU ARE NOT ATTENDING THE GENERAL MEETING IN PERSON

If you are not able to attend the General Meeting in person, you may choose one of the following solutions:

- 1 vote by post:** check the box "vote by post" in the individual voting form and, where applicable, shade the boxes corresponding to the resolutions that you do not wish to approve;
- 2 give proxy to the Chairman of the General Meeting:** check the box "I hereby give proxy to the Chairman of the General Meeting" in the individual voting form. In this case, the Chairman will vote in favor of the draft resolutions and amendments presented or approved by the Board of Directors, or against them if the Board of Directors does not approve the draft resolutions and/or amendments;
- 3 give proxy to a third party (any person of your choice):** check the box "I hereby appoint" in the individual voting form and indicate the name and address of the person you authorize to attend the General Meeting and vote on your behalf (authorizations may be revoked in the same formal way as those used to grant them).

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, notice of the appointment and revocation of a proxy may likewise be given electronically as follows:

- > **for registered shareholders:** by sending an e-mail with an electronic signature, subject to a reliable identification process guaranteeing its link to the absentee voting form, to the following address: ct-mandataires-assemblees@caceis.com, specifying their surname and first name(s), their address and their CACEIS Corporate Trust ID for direct registered shareholders (information available on the upper left side of their securities account statements) or, for managed registered shareholders, their ID with their Financial Intermediary, along with the surname and first name of the proxy appointed or revoked; and
- > **for bearer shareholders:** by sending an e-mail with an electronic signature, subject to a reliable identification process guaranteeing its link to the absentee voting form, to the following address: ct-mandataires-assemblees@caceis.com, specifying their surname and first name(s), their address and complete bank details, as well as the surname and first name(s) of the proxy appointed or revoked, and then requesting their Financial Intermediary to send written confirmation (by post) to CACEIS Corporate Trust – Service Assemblées Générales Centralisées – 14, rue Rouget-de-Lisle – 92862 Issy-les-Moulineaux Cedex 9, France (or by fax to 00 33 (0)1 49 08 05 82).

For bearer shareholders, in whatever way they participate, a shareholding certificate should be sent to CACEIS Corporate Trust by D-2.

In accordance with the law, all the documents that must be presented to this General Meeting are available to shareholders at Fnac Darty's registered office and on the Company's website: www.fnacdarty.com. They can also be requested from CACEIS Corporate Trust (see attached form).



Should you use the Votaccess online voting site.

Fnac Darty provides its shareholders with a secure site for voting online in advance of the General Meeting.

1. Requesting an admission card online

Shareholders wishing to attend the General Meeting in person may also request an admission card online as follows:

- › for registered shareholders (direct or managed): the registered shareholder may access the Votaccess site for the General Meeting via the OLIS Shareholder site at <https://www.nomi.olisnet.com> by using the username given on the voting form and following the on-screen instructions.

If you do not have your personal username and/or password, you may request one from CACEIS Corporate Trust by letter, which must be received no later than **May 17, 2019**. The login details will be sent to you by post;

- › for bearer shareholders: it is the responsibility of bearer shareholders holding at least one share to find out whether or not their account-holding institution is registered with the Votaccess site and, if applicable, what the terms of use of the Votaccess site are. If the shareholder's account-holding institution is registered with the Votaccess site, the shareholder must log in to the web portal of the account-holding institution with their usual login details. The shareholder must then follow the on-screen instructions to access the Votaccess site and request an admission card online.

2. Voting online by proxy or by mail

Shareholders may submit their voting instructions and assign or revoke a proxy online in advance of the General Meeting on the Votaccess site for the General Meeting, subject to the following terms:

- › for registered shareholders (direct or managed): the registered shareholder may access the Votaccess site via the OLIS Shareholder site at <https://www.nomi.olisnet.com> by using the username given on the voting form and following the on-screen instructions.

If you do not have your personal username and/or password, you may request one from CACEIS Corporate Trust by letter, which must be received no later than **May 17, 2019**. The login details will be sent to you by post.

After logging in to the OLIS Shareholder site, the registered shareholder must follow the on-screen instructions to access the Votaccess website and vote or assign or revoke a proxy;

- › for bearer shareholders: it is the responsibility of bearer shareholders holding at least one share to find out whether or not their account-holding institution is registered with the Votaccess site and, if applicable, what the terms of use of the Votaccess site are. If the shareholder's account-holding institution is registered with the Votaccess site, the shareholder must log in to the web portal of the account-holding institution with their usual login details. The shareholder must then follow the on-screen instructions to access the Votaccess website and vote or assign or revoke a proxy. Note that only bearer shareholders holding at least one share whose account-holding institution has joined the Votaccess website may vote (or assign or revoke a proxy) online.

The Votaccess website for the General Meeting on **May 23, 2019** will be open from **May 3, 2019**. The option to vote, assign or revoke a proxy, or request an admission card online in advance of the General Meeting will end on **May 22, 2019 at 3:00 p.m.** Paris time.

To avoid overloading the Votaccess website, shareholders are advised not to wait until the day before the General Meeting to enter their instructions.

Any shareholder who has already cast an absentee vote, sent a proxy, requested an admission card or applied for a shareholding certificate may not select another form of participation at the General Meeting.



How to complete the form

STEP I STATE HOW YOU WANT TO PARTICIPATE

- **IF YOU WANT TO ATTEND THE MEETING:** check box **A** to receive your admission card; then date and sign the lower part of the form.
- **IF YOU WON'T BE ATTENDING THE MEETING:** choose absentee voting method **1**, **2** or **3** below.

1 TO VOTE BY POST:

Check here; then date and sign the lower part of the form

- Vote YES to a resolution by leaving the box of that resolution number empty.
- Vote NO to a resolution or abstain from voting by shading the box of that resolution number.

2 TO GIVE PROXY TO THE CHAIRMAN OF THE GENERAL MEETING:

Check here, then date and sign the lower part of the form.

3 TO GIVE PROXY TO A THIRD PARTY (ANY INDIVIDUAL OR LEGAL PERSON OF YOUR CHOICE) TO REPRESENT YOU AT THE MEETING:

Check here, write the address of that person, then date and sign the lower part of the form.

IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci [] la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this [], date and sign at the bottom of the form.

A Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.
 J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

FNAC DARTY
 Société anonyme au capital de 26 567 245 €
 Siège social : 9, rue des Bateaux-Lavois, ZAC Port d'Ivry
 94200 Ivry-sur-Seine
 055 800 296 R.C.S. CRETEIL

ASSEMBLEE GENERALE MIXTE
DU 23 MAI 2019 à 16H30

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account: _____

Nombre d'actions / Number of shares: _____

Nombre de voix - Number of voting rights: _____

Nominatif / Registered: Vote simple / Single vote

Porteur / Bearer: Vote double / Double vote

1 **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci [] la case correspondante et pour lesquels je vote NON ou je m'abstiens.
 I vote YES to all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this [], for which I vote NO or I abstain.

2 **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

3 **JE DONNE POUVOIR À :** Cf. au verso (4)
I HEREBY APPOINT: See reverse (4)

M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name

Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

									Oui / Non/No Yes Abst/Abst	Oui / Non/No Yes Abst/Abst
1	2	3	4	5	6	7	8	9	A	F
10	11	12	13	14	15	16	17	18	B	G
19	20	21	22	23	24	25	26	27	C	H
28	29	30	31	32	33	34	35	36	D	J
37	38	39	40	41	42	43	44	45	E	K

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting:
 - Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf. _____
 - Je m'abstiens (l'abstention équivaut à un vote blanc). / I abstain from voting (it is equivalent to vote NE). _____
 - Je donne procuration (cf. au verso revu (4) à M. Mme ou Mlle, Raison Sociale pour voter en mon nom. / I appoint (see reverse (4) Mr, Mrs or Miss, Corporate Name to vote on my behalf. _____

Pour être prise en considération, toute formule doit parvenir au plus tard :
 In order to be considered, this completed form must be returned at the latest:

sur 1^{ère} convocation / on 1st notification sur 2^{ème} convocation / on 2nd notification

à la banque / to the bank: _____ à la société / to the company: _____

20/05/2019

Date & Signature: _____

STEP II
ENTER HERE
 your surname and address or check that they are already shown.

STEP III
 Whatever you choose, date and sign here.



IF YOU WANT TO ASK A QUESTION

During the General Meeting, you will have the opportunity to ask questions during the Q&A session that precedes voting on the resolutions.

You may also send in your **written questions** prior to the meeting, addressed to the Chairman of the Board of Directors, **at the latest** on the fourth business day before the date of the General Meeting, namely **Friday, May 17, 2019**:

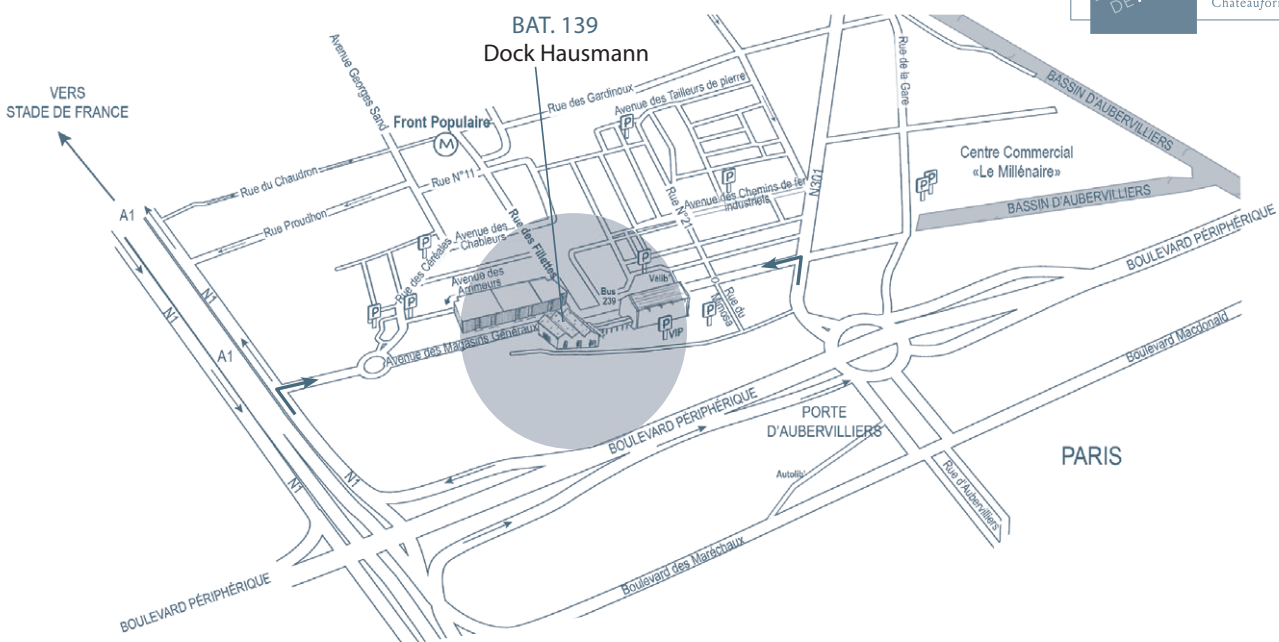
- by registered mail with confirmation of receipt, to:
Fnac Darty, 9, rue des Bateaux-Lavoirs, ZAC Port d'Ivry, 94200 Ivry-sur-Seine, France; or
- by e-mail to: actionnaires@fnacdarty.com.

Written questions must be accompanied by a shareholding certificate.

DIRECTIONS TO THE MEETING

<p>LES DOCKS DE PARIS Parc des Portes de Paris – Bâtiment 139 87, avenue des Magasins-Généraux 93300 Aubervilliers, France</p>	<p>By car: On the beltway (the <i>Périphérique</i>): take the exit for Porte de la Chapelle Parking facilities: on-site, 900 spaces</p> <p>Metro: Line 12 – Front Populaire station exit 1 (rue Léon Blum)</p>	<p>Regional express (RER): Line RER B – stop at La Plaine - Stade de France Line RER D – stop at Stade de France - Saint-Denis</p> <p>Bus: Bus 239 – stop at Netsquare</p>
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Les Docks de Paris
Château form' - Les Docks de Paris





BRIEF OVERVIEW OF GROUP ACTIVITIES

Commenting on the Fnac Darty annual results for 2018, Chief Executive Officer Enrique Martinez stated: "In a context marked by exceptional events that had a profound impact on the consumer environment, our Group delivers growth in sales and profits, thanks to the commitment of its teams, and demonstrates both the solidity of its strategic positioning and the quality of its execution. The Fnac Darty integration is a success and the Group has delivered the promised synergies one year ahead of its initial plan. The power of

the Fnac Darty model, based on the complementarity of its products and services, and our commitment to offer the most educated choice will continue to benefit our customers and enhance their preference for our brands. 2019 will be a year of acceleration in our search for excellence in digital, in customer experience and in our commitments to the sustainability of our products. We confirm our medium-term objectives of higher growth than our markets, and a current operating margin of 4.5% to 5%."

Key figures

(€ million)	2017	2018	Change
Revenues	7,448	7,475	+0.4%
Change on a like-for-like basis ^(a)			+0.3%
Current operating income (COI)	270	296	+10%
Operating margin	3.6%	4.0%	+0.4pt
Free cash flow from operations	199	153	
Reported net income from continuing operations	125	150	+20%
Consolidated net income	38	150	+€112m
Net cash reported at December 31 ^(b)	(86)	7	+€93m

(a) Like-for-like data excludes the effect of changes in foreign exchange rates, changes in scope, and openings and closures of stores.

(b) A plus sign indicates a net cash position; a minus sign indicates a net debt position.

2018 HIGHLIGHTS

Very solid results in 2018 in a complex market environment

Fnac Darty posted revenues of €7,475 million, up by +0.3% ⁽¹⁾ on a like-for-like basis. This solid performance was achieved despite a market environment marked by multiple exceptional events that repeatedly impacted commercial activity, mainly in France: unfavorable weather conditions in the first quarter of 2018, strikes in the second and "Yellow Vest" protests at the end of the year.

Gross margin rate reached 30.3%, up +20 basis points, excluding the dilutive effect of the franchise business (-30 basis points in 2018).

Current operating income was up +10%, reaching €296 million under the combined effect of the synergies and the quality of the operational execution.

The Group continued its strong generation of free operating free cash flow to reach a total of €173 million ⁽²⁾, including -€38 million in non-recurring costs related to the integration.

This solid performance reflects the agility of the Group and its ability to simultaneously drive the successful integration of the two banners, the roll-out of its new strategic plan, and a perfectly controlled commercial execution in a lackluster consumption environment.

(1) Like-for-like data excludes the effect of changes in foreign exchange rates, changes in scope, and openings and closures of stores.

(2) Excluding the €20 million fine paid to the French Competition Authority.



Success of the Fnac Darty integration

An ambitious project completed one year ahead of schedule

The year 2018 marked the success of the Fnac Darty integration, which had started in 2016 when the two banners merged. At that time, the Group had announced an objective of €130 million in synergies to be deployed before the end of 2019, an ambitious goal as regards the pro forma current operating income of €194 million recorded by Fnac Darty in 2016, excluding synergies.

The multiple actions conducted by Fnac Darty since 2016 allowed the roll-out of the announced plan one year ahead of schedule, and demonstrate the agility of the Group, which even exceeded its target by delivering €131 million in synergies at the end of 2018.

A successful commercial integration

Fnac Darty has implemented a number of commercial initiatives between its two banners.

The complementary features of the Group's e-commerce platforms were leveraged, with the opening of a Darty section on the Marketplace of fnac.com, and a ticketing section on darty.com.

The Group's customers can pick up their fnac.com purchases in 320 stores in the Darty network, and their darty.com purchases in 30 stores in the Fnac network, thus expanding the strength of the Group's geographical coverage. Darty's logistics expertise in delivering bulky products has also been leveraged by Fnac, as Darty now delivers televisions for the entire Group.

Fnac Darty also continued to expand its offering of cross-banner products and services. At the end of 2018 in France, 31 Fnac stores hosted a Darty shop-in-shop, while two Darty stores hosted Fnac shop-in-shops. A first point of sale combining both a Fnac and a Darty store was also opened in 2017. As regards services, the many exchanges of expertise between the banners drove the development of the services offering, particularly around insurance and IT security. Around forty corners dedicated to Photo Works were also opened within the Darty network, capitalizing on Fnac's experience in this area.

Internationally, the small household appliances offering is rolled out under the Fnac Home banner, with more than 30 stores equipped in the Iberian Peninsula.

Finally, the Group's loyalty programs continued to grow, with a total of nearly 8 million members at the end of 2018. Fnac+ and Darty+ together have 1.5 million subscribers and offer a joint approach to loyalty, as customers holding only one of these cards can benefit from premium and free delivery within both banners.

An operational integration creating value

The Group also took advantage of its new size in order to strengthen its relationship with its suppliers, in order to benefit from better purchasing terms and improve its gross margin. This stood at 30.3% of revenues at the end of 2018, up from 29.9% at the end of 2016, despite the dilutive effect of the franchise network expansion (-0.3 pt in 2017 and 2018). Leading its markets, Fnac Darty is now established as a key platform, which allows it to benefit from a number of exclusive offers and to support its partners in the promotion of innovation and product launches.

The Group has also taken advantage of the merger of the two banners to optimize its indirect purchasing, particularly by pooling or renegotiating its service contracts. This solid management of its cost base has generated substantial savings.

The specialization of inventories and logistics centers is now in place in France, which allowed the transfer of the Wissous 2 warehouse. The implementation of a new logistics structure generates significant savings through the redefinition of the transport plan across the whole of the French territory. In France, the optimization of the after-sales service network in 2018 reduced the number of repair shops by half, and created a central parts warehouse that supplies all the after-sales platforms. These platforms have been pooled in order to handle product flows from both banners, with the Bezons platform, for example, handling the TV and small household appliance after-sales services for both Fnac and Darty. In Belgium, the new logistics structure was finalized and Fnac.be can now deliver its orders using the Vanden Borre inventory.

As regards information systems, the Group continued to optimize the systems of both banners in 2018, with the launch of a shared inventory management system that allows each banner to offer the inventory of the entire Group.

Lastly, the new organizational structure for headquarters is in place, and the relocation of teams was finalized in 2018. Darty's London headquarters was closed in 2016, and the Belgian Fnac and Vanden Borre teams were combined on the same site in 2017.

This new structure has made a significant contribution to the development of a common culture among the teams, based on the initial vision: "One Group, two banners". The Group's employees are now mobilized around the roll-out of the Fnac Darty strategic plan: Confiance+.



Rapid roll-out of the Confiance+ plan

In 2018, the Confiance+ strategic plan was rolled out rapidly, in parallel to the successful Fnac Darty integration.

A reinforced omnichannel platform

First-class digital and logistics capabilities

The Group continued to roll out its initiatives intended to expand its omnichannel footprint, particularly by developing its digital and logistics capabilities.

E-commerce activities now represent nearly 19% of Group revenues, up from around 17% last year. The performance of the Group's e-commerce platforms was strong in the fourth quarter, with double-digit growth across all geographical regions. In 2018, the expansion of online sales was marked by strong international growth and the continued rapid growth of Marketplaces.

The Group strengthened its delivery offer by establishing D+1 delivery for its entire range of bulky products, including services (installation and removal of product), covering 80% of the French territory. Last year, the Group also rolled out test stores for the reservation of gaming products and books from in-store inventory, giving the Group's customers an option to pick up their purchases in one hour.

Finally, in-store omnichannel initiatives continued, with over 250 stores digitalized at the end of 2018. At the end of the year, the Group also launched its first tests for "Pay&Go", an innovative solution that allows customers to pay via their phones, without going through the cash register.

The share of omnichannel sales is now 49% of online orders, up from 47% in 2017.

Continued expansion of the store network

The expansion of the store network continued at a sustained pace in 2018, with a total of 66 openings, including two in a new country – Tunisia. Fnac opened 26 stores in 2018 (19 in France, 1 in Tunisia, 1 in Morocco, 2 in Switzerland and 3 in Spain), 22 of which were franchises. Darty opened 40 stores in 2018 (38 in France, 1 in Tunisia and 1 in Belgium), including 33 franchised stores.

In 2018, the Group also launched shop-in-shop tests, using a franchise format, in hypermarkets or supermarkets. Fnac Darty thus opened the first Fnac shop-in-shop within the retail space of an Intermarché store, in addition to the 13 Fnac shop-in-shops already present in Intermarché shopping malls, as well as two Darty shop-in-shops in the Carrefour hypermarkets in Limoges and La Ville-du-Bois, in Essonne.

An enhanced customer experience

A reinforced diversification of the product offering

Diversification of the product offering continued in 2018, with the opening of corners dedicated to small household appliances in Fnac stores in Spain, Portugal, Switzerland and France. At the end of 2018, more than sixty small household appliance spaces were opened within the network under the Darty or Fnac Home banners.

Kitchen continued to expand with the opening of 25 new points of sale during the year, including the first three stores dedicated exclusively to this offering. As a result, the Group had more than 130 Kitchen points of sale at the end of 2018.

Finally, the diversification categories continued their strong expansion, with double-digit growth over the year, and a very strong performance from the Games & Toys and Home & Design categories.

Services as a major vector of differentiation

Fnac Darty also continued to develop its services offering, a major vector of differentiation and value creation, which capitalizes particularly on Fnac's client advice expertise and Darty's after-sales service know-how. Services recorded double-digit growth in sales in 2018.

The services initiatives in 2018 were marked by the desire to anchor the Group firmly as a key player in the circular economy, which promotes the expansion of the life cycle of products. As a result, the Group launched the after-sales service barometer to allow the consumer to monitor changes in product reparability and lifespan. This barometer is completed by the establishment of a reparability index for products sold, and by the launch of website sav.darty.com at the end of 2018, which is a community platform that brings together years of Darty experience and advice. A joint service to lease electronic products, with after-sales service included for the entire term of the contract, was also introduced. Finally, the acquisition of WeFix, a leader in smartphone express repair in France, in October 2018, is intended to position Fnac Darty as a benchmark in smartphone repairs and related services and to offer an enriched ecosystem to customers.

Enriched content to serve subscribers

The Group's loyalty programs continued to grow in 2018. Fnac+ and Darty+ together have around 1.5 million subscribers and, since the launch of Darty+, provide a first joint approach to loyalty. Customers holding only one of these cards can benefit from premium, free delivery within both banners.



In 2018, the Group strengthened its strategic alliance with Deezer, a major international player in music streaming and the French leader. Thanks to an exclusive commercial partnership, Fnac is now able to offer its customers the best in music streaming in addition to the Group's physical offering. As part of subscription programs or simply when purchasing audio and music products, Fnac and Darty customers will benefit from advantageous offers for accessing Deezer services. Anyone purchasing a High Tech product from one of the two banners benefits from a free three-month subscription to Deezer Premium.

Finally, the Group expanded its loyalty program with the launch of the Pass Partenaires, which allows customers holding a Fnac, Fnac One, Fnac+ or Darty+ card and customers holding a Darty Visa or Fnac MasterCard to benefit from attractive discounts at more than 50 partner banners, which can be combined with current promotional offers.

Expansion of Fnac Darty's ecosystem of partnerships

The Group's omnichannel platform was also enhanced through new partnerships, in order to reinforce the value proposition both for customers and for partners.

The Group implemented a manufacturing agreement with Carrefour to conduct shared purchases for consumer electronics and household appliances in France, illustrating the Group's capabilities in building product lines and negotiating. In addition, this partnership was strengthened in 2018 with the testing of two Darty shop-in-shops, under a franchise format, offering household appliances and gray and brown goods (IT equipment, TV, etc.) in two Carrefour hypermarkets located in Limoges and La Ville-du-Bois in Essonne.

The Group also signed a partnership with Google. The Google offering is now available in dedicated spaces in all Group stores, including around fifty corners. At the same time, the "Darty Button" was integrated into the Google Home ecosystem, allowing customers to benefit directly from dedicated assistance with a simple voice command. The Group accelerated the integration of Google Assistant in its services strategy with the launch of the transactions functionality on Google Assistant, which gives Fnac Darty customers the benefit of voice-enabled purchasing on their compatible phones.

In 2018, Fnac Darty signed a partnership with Bouygues Telecom to sell its landline and mobile offers in Fnac Connect stores. Through this partnership, the goal of Fnac Darty is to create close to fifty new Fnac Connect stores where Bouygues Telecom services will be offered to customers.

The Group also reinforced its partnership with Orange to encourage the spread out of new modes of digital reading thanks to an innovative offering of audio books. Fnac Darty thus consolidated its leadership position in editorial products distribution.

Finally, the agreement with Wehkamp in the Netherlands was implemented late in 2018 and is making rapid progress. It allows the Dutch subsidiary BCC to provide Wehkamp with its entire line of products, and manage the purchasing (electronic products and household appliances) of both banners. In return, the Group benefits from its partner's digital expertise and logistics capabilities on small parcels.

ANALYSIS OF OPERATING PERFORMANCE

Full year 2018

Revenues were up +0.4% versus 2017, displaying solid sales resilience in a sluggish consumer climate, particularly in France.

The gross margin was 30.3% in 2018, up +0.2 points over 2017, excluding the dilutive effect of franchises (around -30 basis points), reflecting a well-controlled commercial policy.

The +10% increase in current operating income, to €296 million, reflects the Group's solid operational execution and the synergy gains related to the success of the Fnac Darty integration.

Current operating margin rose significantly to reach 4.0%, up from 3.6% one year earlier.



2018 by reporting segment

France-Switzerland

Revenues for the France-Switzerland segment were almost stable over the year, at -0.1% on a like-for-like basis, despite a year marked by a number of exceptional elements (weather conditions in the first quarter, strikes in the second quarter and social movements in the fourth quarter). The very strong sales performance achieved over the Black Friday period compensated for the negative impact of the “yellow vests” protests at the end of the year.

The year saw a decline in sales of consumer electronics, resulting primarily from a lower momentum in the IT and Imaging markets, impacted by a low point in the innovation cycle. This trend was partially offset by the dynamic performance of the Sound sector, driven by the very strong performance of headsets and connected speakers, and the continued growth of the Telephony segment. Editorial products benefited from the very strong performance of the Gaming segment. However, the “Yellow Vest” protests at the end of the year penalized traffic in stores and had a negative impact on the book segment. The increase in revenues from household appliances was driven equally by the growth in small household appliances, which benefited from innovation in the vacuum cleaner segment, and in large household appliances, which was driven by the sale of more premium products. Diversification categories, as well as services, continued their strong growth in 2018.

The increase in the number of franchises continued at a fast pace, with the opening of 54 new franchised stores during the year.

Current operating income rose +13%, despite the decrease in revenues. This performance includes the loss of December sales, which structurally have better margins, related to the “Yellow Vests” protests, and reflects the gains associated with the finalization of the Fnac Darty synergies plan. The operating margin was up significantly at 4.5% (versus 4.0% in 2017).

Strong cash generation

The Group maintained solid cash generation in 2018. Operating free cash flow amounted to €173 million versus €199 million in 2017, excluding the €20 million fine levied by the French Competition Authority, and including -€38 million in non-recurring cash costs related to the integration. Working capital stabilized at a more

Iberian Peninsula

Sales in the Iberian Peninsula rose +4.1% in 2018 and +1.4% on a like-for-like basis⁽¹⁾. Both Portugal and Spain contributed to the like-for-like growth over the year. Sales of consumer electronics and editorial products grew, and services posted double-digit growth over the year.

The area benefited from the continued expansion of the network, with the opening of three stores, including a new franchise store in Spain. The web channels also boasted double-digit growth in the area.

Current operating income was up +8% to €25 million, reflecting the increase in the gross margin, despite higher costs in a context of strong expansion. The operating margin rate rose +10 basis points, to 3.6%.

Benelux

Revenues for the Benelux area were up +2.1% in reported data and on a like-for-like basis⁽¹⁾.

The activity was driven mainly by the strong momentum of the Internet channel, and the first effects of the partnership with Wehkamp in the Netherlands. One Vanden Borre store opened in Belgium and seven BCC stores were closed during the year as part of the banner's transformation plan.

Benelux current operating income was €5 million, down from 2017. This decline is explained by technical elements (allocations of headquarters costs) and reflects the growing competitive pressure in the Netherlands, along with an increase in logistics costs in the country. Belgium recorded a solid performance over the year.

The Benelux current operating margin decreased by 70 basis points to 0.6%.

normative level in 2018, with an improvement of €1 million after two years of strong increases following the integration of the two banners. The Group continued a controlled investment policy. Investments net of asset disposals amounted to €118 million versus €112 million in 2017.

(1) Like-for-like data excludes the effect of changes in foreign exchange rates, changes in scope, and openings and closures of stores.



ANALYSIS OF FINANCIAL RESULTS

Results up strongly

Revenues were up +0.4% versus 2017, displaying solid sales resilience in a sluggish consumption climate, particularly in France.

The gross margin rate was 30.3% in 2018, up +0.2 points over 2017, excluding the dilutive effect of franchises (around -30 basis points), reflecting a well-controlled commercial policy.

The +10% increase in current operating income, to €296 million, reflects the Group's solid operational execution and the synergy gains related to the success of the Fnac Darty integration.

Current operating margin rose significantly to reach 4.0%, up from 3.6% one year earlier.

FINANCIAL STRUCTURE

The Group's net cash was €7 million at December 31, 2018, compared with -€86 million at December 31, 2017. Free cash flow generation remained high in 2018 despite a strong base effect. Operational excellence and financial discipline drove a rapid decline in the Group's net debt. Thus, the Group returned to a positive net cash position only two years after the Darty acquisition.

Cash and cash equivalents amounted to €919 million at the end of 2018.

At December 31, 2018, the Group's financing covenants were met. The €400 million revolving credit facility was undrawn.

In the first half of 2018, the Group renegotiated its bank debt, improving conditions and extending its debt maturity by two years. The success of this operation demonstrates the confidence expressed by banking partners in Fnac Darty's strategy. The Group's financial strength was also confirmed by Standard & Poor's, which raised Fnac Darty's rating outlook to positive in April 2018.

Attentive to opportunities for returns to its shareholders, Fnac Darty announced the implementation of a share buyback program up to a limit of 535,000 shares, i.e. around 2% of capital, for a duration of 24 months. The buyback operation is being implemented at a maximum price set by the General Meeting, which cannot exceed €130 per share.

Non-current operating expenses totaled -€39 million in 2018. They primarily represent the costs of implementation of synergies and the €20 million fine levied by the French Competition Authority.

Net financial income represented a net expense of -€43 million, an improvement from 2017 (-€44 million), and includes €6 million in non-recurring costs related to the renegotiation of the bank debt conducted early in 2018.

Taxes showed an expense of -€65 million over the year, representing an effective tax rate of 30%.

Net income from continuing operations was thus €150 million in 2018, an improvement of +20% over 2017.

These shares are intended to be canceled in order to reduce the dilutive effects of the performance share plans or past stock option plans.

These buybacks are made under the authorizations granted by the General Meeting of May 18, 2018, which authorized a share buyback program of up to 10% of share capital in accordance with the description published in the 2017 Registration Document filed on April 3, 2018.

As of December 31, 2018, 198,250 shares had been purchased and canceled.

The Group's financial soundness has also been emphasized by Standard & Poor's, who raised the Group's long term credit rating to BB+ in March 2019, after having upgraded the Fnac Darty rating outlook to "positive" in April 2018.

On February 18, 2019, Fnac Darty announced the signing of a loan agreement for €100 million with the European Investment Bank (EIB). Executed within the framework of the "Juncker Plan", this loan is intended to finance the Group's digital transformation investments to support the roll-out of Confiance+. This financing has a maximum maturity of nine years, under very attractive conditions. The Group has 18 months to down this line.

In addition, Fnac Darty also received a BBB- rating from Scope Ratings. This rating comes as an addition to the BB+ (stable outlook) and Ba2 (stable outlook) ratings received from Standard & Poor's and Moody's, respectively.



CONCLUSION AND OUTLOOK

In 2018, Fnac Darty recorded solid results, boasting strong growth. The Group was able to handle the turbulences in its markets throughout the year thanks to a controlled commercial policy and continuous operational agility. This strong performance was achieved in a context of successful Fnac Darty integration and the launch of the Group's new strategic plan, Confiance+.

The Fnac Darty integration is a success and the Group now intends to accelerate the roll-out of the Confiance+ plan in order to strengthen its omnichannel and multi-format specialized retail

model. In 2019, the Group will focus its efforts on improving the customer experience, accelerating digital development, strengthening its positioning in the circular economy and providing a distinctive, educated differentiated choice for its customers. These projects will be supported by continued best-in-class operational execution, carried by the commitment of the Group's teams.

The Group confirms its medium-term objectives for higher growth than its markets and a current operating margin of 4.5% to 5%.

Summary income statement

(€ million)	2017	2018	Change
Revenues	7,448	7,475	+0.4%
Gross margin	2,261	2,265	+0.2%
As a % of revenues	30.4%	30.3%	
Total costs	1,991	1,969	-1%
As a % of revenues	26.7%	26.3%	
Current operating income	270	296	+10%
As a % of revenues	3.6%	4.0%	
Other non-current operating income and expenses	(53)	(39)	
Operating income	217	257	+19%
Net financial expense	(44)	(43)	
Income tax	(48)	(65)	
Net income from continuing operations for the year	125	150	+20%
Net income from discontinued operations	(87) ^(a)	0	
Consolidated net income, Group share	37	150	+€113m
EBITDA	370	399	+8%
As a % of revenues	5.0%	5.3%	

(a) Including the cumulative historical operating losses and the amount of capitalization in connection with the sale of Fnac Brazil to Livraria Cultura in July 2017.

Conduct of corporate affairs

Pursuant to legal and regulatory provisions, we hereby inform you that during the 2018 financial year and to date, Fnac Darty has carried on its corporate affairs in accordance with the conditions explained in its financial reporting and the 2018 Registration Document registered with the AMF on March 18, 2019.

CURRENT COMPOSITION OF THE BOARD OF DIRECTORS

Name	Gender	Age ^(a)	Office	Principal position held	First term of office started
Jacques Veyrat <i>French</i>	M	56	Chairman Independent Director	Chairman of Impala	2013
Antoine Gosset-Grainville <i>French</i>	M	52	Vice-Chairman Independent Director	Founder, law firm BDGS Associés	2013
Daniela Weber-Rey <i>German</i>	F	61	Independent Director	Attorney	2017 ^(b)
Patricia Barbizet <i>French</i>	F	63	Independent Director	Chairwoman Temaris & Associés	2013
Sandra Lagumina <i>French</i>	F	51	Independent Director	Managing Director, Meridiam Asset Management	2017 ^(b)
Carole Ferrand <i>French</i>	F	48	Independent Director	Chief Financial Officer, Capgemini	2013
Compagnie Financière du 42 avenue de Friedland, represented by Simon Gillham <i>British</i>	M	62	Independent Director	Member of the Vivendi Management Board	2016
Delphine Mousseau <i>French</i>	F	47	Independent Director	Independent consultant	2017 ^(b)
Nonce Paolini <i>French</i>	M	69	Independent Director	Corporate director	2013
Vivendi, represented by Stéphane Roussel <i>French</i>	M	57	Independent Director	Chief Executive Officer, Vivendi	2016
Brigitte Taittinger-Jouyet <i>French</i>	F	59	Independent Director	Director of Strategy and Development, Institut d'études politique de Paris	2013
Caroline Grégoire Sainte Marie <i>French</i>	F	61	Independent Director	Corporate director	2018

(a) As of December 31, 2018.

(b) Provisional nominations to replace members who have resigned by the Board of Directors meeting of December 15, 2017, ratified by the General Meeting of May 18, 2018.



Personal information concerning the Board members whose term of office is submitted for renewal to the Combined Ordinary and Extraordinary General Meeting of May 23, 2019

Jacques Veyrat

age 56

Independent Director and Chairman

4, rue Euler
Paris (75008), France

Term expiration date: Ordinary General Meeting called in 2019 to approve the financial statements for the previous year

Number of shares held: 250

A graduate of the École Polytechnique (class of 1983) and the Collège des Ingénieurs (class of 1989), engineering degree from Ponts et Chaussées (class of 1988). Mr. Veyrat was appointed to the French Treasury Department, where he served as Secretary for the Inter-ministerial Committee on Industrial Reconstruction (*Comité Interministériel de Restructuration Industrielle*) for the period 1989–1991, then as Deputy General Secretary to the Paris Club from 1991–1993. From 1993 to 1995, he was technical advisor to the Minister of Equipment for Transport, Tourism and the Sea. In 1995, he joined the Louis Dreyfus Group as Chief Executive Officer of Louis Dreyfus Armateurs (1995–1998), then served as Chairman and Chief Executive Officer of Louis Dreyfus Communications, which became Neuf Cegetel (1998–2008) and then Chairman and Chief Executive Officer of the Louis Dreyfus Group (2008–2011). Since 2011, he has been Chairman of Impala.

Positions and offices held as of December 31, 2018

- Chairman, Impala SAS
- Director, HSBC France
- Non-voting Director, Louis Dreyfus Armateurs
- Director, Nexity^(a)
- Non-voting Director, Sucres et Denrées
- Non-voting Director, ID Logistics^(a)

Offices and positions held over the past five years that are no longer held

- Non-voting Director, Direct Énergie^(a)
- Member of the Supervisory Board, Eurazeo^(a)
- Director, Direct Énergie
- Director, ID Logistics Group
- Director, Imerys

(a) Listed French company.

**Daniela Weber-Rey**

age 61

Independent Director

Kronberger Strasse 49
60323 Frankfurt am Main, Germany

Term expiration date: Ordinary General Meeting called in 2019 to approve the financial statements for the previous year
Number of shares held: 250

Holding a Master's Degree in Law from Columbia University, New York, Daniela Weber-Rey was admitted to the Frankfurt, Germany Bar in 1984 and the New York Bar in 1986. For nearly 30 years, Daniela Weber-Rey was an attorney and partner with the legal firm of Pünder Volhard & Weber, then the Clifford Chance firm. She also served as Counsel to various European organizations, and served for five years on the Board of Directors of BNP Paribas. She is a member of the Governmental Commission of the German Corporate Governance Code, a member of the Board of the European Corporate Governance Institute, and a non-executive member of the Board of HSBC Trinkaus & Burkhardt AG. Between 2013 and 2016, Daniela Weber-Rey worked at Deutsche Bank AG as Chief Governance Officer and Deputy Global Head of Compliance. Daniela Weber-Rey is a member of the Economic Council of the French Embassy in Germany (Berlin). She was made a Knight of the French Legion of Honor in 2010 for her commitment to Franco-German relations.

Positions and offices held as of December 31, 2018

- Director and member of the Risk Committee and Audit Committee, HSBC Trinkhaus & Burckhardt AG, Düsseldorf
- Board Member, European Corporate Governance Institute, Brussels
- Trustee, European Corporate Governance Research Foundation, Brussels

Offices and positions held over the past five years that are no longer held

- Member of the Board of Directors, BNP Paribas

Antoine Gosset-Grainville

age 52

Independent Director and Vice-Chairman of the Board

51, rue François-I^{er}
Paris (75008), France

Term expiration date: Ordinary General Meeting called in 2019 to approve the financial statements for the previous year
Number of shares held: 250

Mr. Gosset-Grainville is a graduate of the Institut d'études politiques de Paris, holds a Master's Degree in Banking and Finance from the Université Paris-IX Dauphine and is a graduate of the École nationale de l'administration (Léon Gambetta class). After being appointed to the General Inspectorate of Finance in 1993, he became Deputy Secretary General of the Economic and Financial Committee of the European Union in 1997. From 1999 to 2002, he was an economic and industrial affairs advisor for Pascal Lamy at the European Commission. Mr. Gosset-Grainville is an attorney licensed in Paris and Brussels. In 2002, he became a partner at the law firm of Gide Loyrette Nouel. In 2007, he was appointed Deputy Director of the Office of Prime Minister François Fillon, where he was in charge of economic and financial matters. In March 2010, he became Chief Operating Officer of Caisse des Dépôts in charge of finance, strategy, investments and oversight of European and international activities, then interim Chief Executive Officer of the Caisse des Dépôts Group from February to July 2012. In April 2013, he founded the law firm BDGS Associés.

Positions and offices held as of December 31, 2018

- Member of the Supervisory Committee, Schneider Electric ^(a)
- Director, La Compagnie des Alpes ^(a)
- Founding partner, BDGS Associés

Offices and positions held over the past five years that are no longer held

- Chief Operating Officer, Caisse des Dépôts Group
- Director, CNP Assurances ^(a)
- Director, Icade ^(a)
- Director, Fonds Stratégique d'Investissement
- Director, Transdev
- Director, Dexia

(a) Listed French companies.



Personal information concerning the Board members whose appointment is submitted to the Combined Ordinary and Extraordinary General Meeting of May 23, 2019

Enrique Martinez

age 48

Chief Executive Officer since July 17, 2017

9, rue des Bateaux-Lavoirs
94200 Ivry-sur-Seine, France

Expiry date of office of CEO: unlimited

Number of shares held: 76,050

Mr. Martinez holds a degree in Economics from the IESE Business School in Madrid, and began his career with Toys'R Us. In 1998, he joined Fnac Darty with the duties of establishing and developing the banner in Portugal. He then held various positions within the Group between Spain and Portugal. In 2004, he became a member of the Executive Committee as Chief Executive Officer of the Iberian region. In 2012, he was called to France to head the France and Northern Europe region (France, Belgium, Switzerland). In 19 years, Enrique Martinez has made a significant contribution to the growth of Fnac Darty. In July 2016, he was given responsibility for integrating the Fnac and Darty banners in France, which in just a few months led to the generation of the first synergies between the two brands. He has served as Chief Executive Officer of Fnac Darty since July 2017.

Positions and offices held as of December 31, 2018

- Chairman and Chief Executive Officer, Fnac Darty Participations et Services SA
- Director, BCC Holding BV
- Director, Grandes Almacenes Fnac España
- Director, Fnac Luxembourg
- Director, Kesa International

Offices and positions held over the past five years that are no longer held

- Non-partner manager, Codirep
- Chairman, Relais Fnac
- Chairman, Fnac Périphérie
- Chairman, Fnac Acces
- Chairman and Chief Executive Officer, Fnac Paris
- Chairman, Fnac Direct
- Chairman, Fnac Jukebox
- Managing Director and Chairman, Fnac Belgium
- Director, Fnac Monaco
- Chairman and member of the Board of Directors, Fnac Suisse
- Director, SwissBillet
- Director, Kesa France SA
- Director, Kesa Sourcing Ltd
- Director, Kesa Holdings Ltd
- Director, Fnac Darty Asia Ltd
- Director, Kesa International

**Jean-Marc Janaillac**

age 48

Independent Director

15 rue de Poissy
Paris (75005), France

Number of shares held: 0

As a holder of a law degree (1976) and a graduate of the HEC (1975) and ENA (1980), Jean-Marc Janaillac ran the cabinets of the Finistère and Val-d'Oise prefectures in turn from 1980 to 1983, then became Chief of Staff of the Secretary of State for Tourism from 1983 to 1984. From 1984 to 1987, he managed the French tourism services for North America in New York, before becoming Chief Executive Officer of Maison de la France, in charge of promoting French tourism abroad from 1987 to 1997. In this capacity, he was a member of the Board of Directors of Air France from 1989 to 1994. After working for AOM, first as Executive Vice-President and then as Chief Operating Officer (1997-1999), Jean-Marc Janaillac joined the Maeva Group, where he held the position of Chairman and Chief Executive Officer before becoming Chairman of the Paris Conventions and Tourism Office from 2002 to 2004. From 2004 to 2012, he was Chief Executive Officer for Group Development at the RATP (Paris public transport system), and Chairman and Chief Executive Officer of RATP Développement. Jean-Marc Janaillac was Chairman and Chief Executive Officer of Transdev from December 2012 to June 2016, then held the office of Chairman of UTP (public and rail transport association) from 2013 to 2015. He was Chairman and CEO of Air France KLM from 2016 to 2018. Since October 2018 he has been senior advisor at the Roland Berger strategy consultancy firm, and was elected Chairman of the *Fondation Nationale pour l'Enseignement de la Gestion des entreprises* (French Foundation for Management Education - FNEGE) in December 2018.

Positions and offices held as of December 31, 2018

- Chairman, SAS Hermina
- Chairman, FNEGE
- Senior Advisor, Roland Berger

Offices and positions held over the past five years that are no longer held

- Director, Chairman of the Board of Directors and Chief Executive Officer, Transdev Group
- Director, Chairman of the Board of Directors and Chief Executive Officer, Transdev Île-de-France
- Director, Chairman of the Board of Directors and Chief Executive Officer, Transdev
- Director and Chairman of the Board of Directors, CFTI
- Director, RATP Dev Transdev Asia
- Director and Chairman of the Board of Directors, Thello
- Director and Chairman of the Board, Transdev Sverige, Sweden
- Director and Chairman of the Board, Transdev Northern Europe, Sweden
- Director, Transdev North America, United States
- Director, Transdev Australasia PTY Ltd, Australia
- Director Class A and Chairman of the Board, TBC Holding, Netherlands
- Chairman of the Board of Directors, Air France
- Chairman of the Board of Directors and Chief Executive Officer, Air France KLM



Javier Santiso

age 50

Independent Director

Calle Dalia 263
28109 Alcobendas
Madrid, Spain

Term expiration date: Ordinary General Meeting called in 2023 to approve the financial statements for the previous year
Number of shares held: 0

A graduate of Sciences Po Paris and HEC Paris, Javier Santiso holds a doctorate in International Political Economy from the University of Oxford. He started his professional career at the investment bank Crédit Agricole Indosuez in Paris. From 2000 to 2005 he was Managing Director and Chief Economist Emerging Markets at BBVA, based in Madrid, then Director General and Chief Economist of the OECD Development Centre in Paris. In 2010 he joined Telefónica as Managing Director New Ventures and, staying in Madrid, worked alongside the person who is now Chairman for the operator. Javier Santiso then moved to London taking on the role of Chairman of the Board of Khazanah Europe, the sovereign wealth fund of Malaysia, as well as Head of Global Tech Investments. He was a member of the Khazanah Executive Committee and Investments Committee, as well as a member of the Board of Directors of Axiata Digital, the Malaysian telecoms operator. He is now CEO & Managing Partner of Mundi Ventures, a venture capital fund that invests in new technologies and start-ups in Europe from bases in London and Madrid. Javier Santiso is Young Global Leader of the World Economic Forum in Davos. He has French and Spanish nationality.

Positions and offices held as of December 31, 2018

- CEO & Managing Partner, Mundi Ventures, Spain

Offices and positions held over the past five years that are no longer held

- Member of the Board of Directors, Axiata Digital, Malaysia
- Chairman of the Board of Directors, Khazanah Europe, UK
- Member of the Executive Committee and Investments Committee, Khazanah, Malaysia

AGENDA OF THE COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING OF MAY 23, 2019

For the Ordinary General Meeting

1. Approval of the annual financial statements for the year ended December 31, 2018.
2. Approval of the consolidated financial statements for the year ended December 31, 2018.
3. Approval of the expenses and charges referred to in Article 39-4 of the French General Tax Code.
4. Appropriation of earnings for the year.
5. Special Auditors' Report on related-party agreements and commitments and approval of a new agreement.
6. Reappointment of KPMG SA as appointed Statutory Auditor.
7. No reappointment or replacement of KPMG Audit IS as alternate Statutory Auditor.
8. Approval of fixed, variable and exceptional components of total compensation and benefits of any kind paid or allocated for the past year to Jacques VEYRAT, Chairman of the Board of Directors.
9. Approval of fixed, variable and exceptional components of total compensation and benefits of any kind paid or allocated for the past year to Enrique MARTINEZ, Chief Executive Officer.
10. Approval of the principles and criteria for determination, breakdown and allocation of the fixed, variable and exceptional components of the total compensation and benefits of any kind allocable to the Chairman of the Board of Directors.
11. Approval of the principles and criteria for determination, breakdown and allocation of the fixed, variable and exceptional components of total compensation and benefits of any kind allocable to the Chief Executive Officer and/or to any other executive corporate officer.
12. Authorization to the Board of Directors to instruct the Company to buy back its own shares under Article L. 225-209 of the French Commercial Code, duration of authorization, purposes, terms, ceiling, suspension during a public tender offer.

For the Extraordinary General Meeting

13. Authorization to the Board of Directors to cancel shares bought by the Company under Article L. 225-209 of the French Commercial Code, duration of authorization, ceiling.
14. Delegation of authority to the Board of Directors to increase the share capital by capitalizing reserves, profits and/or premiums, duration of delegation, maximum nominal amount of the share capital increase, outcome of share fractions, suspension during a public tender offer.
15. Delegation of authority to the Board of Directors to issue ordinary shares granting access to ordinary shares or the allotment of debt instruments of the Company, and/or investment securities granting access to ordinary shares in the Company, with preemptive subscription rights maintained, duration of delegation, maximum nominal amount of the share capital increase, ability to offer unsubscribed securities to the public, suspension during a public tender offer.



16. Delegation of authority to the Board of Directors to issue ordinary shares granting access to ordinary shares or the allotment of debt instruments of the Company, and/or investment securities granting access to ordinary shares in the Company, with preemptive subscription rights waived and an optional priority period in the form of a public tender offer and/or as payment in a public exchange offering, duration of delegation, maximum nominal amount of the share capital increase, issue price, ability to limit unsubscribed securities to the amount of subscriptions or to distribute the unsubscribed securities, suspension during a public tender offer.
17. Delegation of authority to the Board of Directors to issue ordinary shares granting access to ordinary shares or the allotment of debt instruments of the Company, and/or investment securities granting access to ordinary shares in the Company, with preemptive subscription rights waived in an offer as set out in Article L. 411-2-II of the French Monetary and Financial Code, duration of delegation, maximum nominal amount of the share capital increase, issue price, ability to limit unsubscribed securities to the amount of subscriptions or to distribute the unsubscribed securities, suspension during a public tender offer.
18. Authorization, in the event of an issue with preemptive subscription rights waived, to set the issue price up to a limit of 10% of share capital per year, subject to terms established by the General Meeting, suspension during a public tender offer.
19. Authorization to increase the amount of the issues, suspension during a public tender offer.
20. Delegation to the Board of Directors to increase share capital by issuing ordinary shares and/or investment securities granting access to the share capital, up to a maximum of 10% of the capital, as consideration for contributions in kind of capital securities or investment securities granting access to the share capital, duration of the delegation, suspension during a public tender offer.
21. Delegation of authority to the Board of Directors to increase the share capital by issuing ordinary shares and/or investment securities granting access to the share capital, with preemptive subscription rights waived for the benefit of members of a company savings plan under Articles L. 3332-18 et seq. of the French Labor Code, duration of delegation, maximum nominal amount of the share capital increase, issue price, option to allot bonus shares under Article L. 3332-21 of the French Labor Code.
22. Authorization to the Board of Directors to award share subscription and/or purchase options to employees and/or certain corporate officers of the Company or associated companies or economic interest groups, waiver by shareholders of their preemptive subscription rights, duration of the authorization, ceiling, exercise price, maximum duration of the option.
23. Authorization to the Board of Directors to allot existing bonus shares and/or bonus shares to be issued to employees and/or certain corporate officers of the Company or associated companies or economic interest groups, waiver by shareholders of their preemptive subscription rights, duration of the authorization, ceiling, duration of the vesting period, particularly in the event of disability.
24. Amendment of Article 12 of the bylaws to raise the duration of the terms of office of the directors from three to four years.
25. Amendment of Article 12 of the bylaws to allow the terms of office of the directors to be staggered.
26. Amendment of the bylaws setting out the procedure for appointing (a) director(s) to represent employees.

For the Ordinary General Meeting

27. Renewal of term of office of Jacques VEYRAT as Director.
28. Renewal of term of office of Daniela WEBER-REY as Director.
29. Renewal of term of office of Antoine GOSSET-GRAINVILLE as Director.
30. Appointment of Javier SANTISO to replace Patricia BARBIZET as Director.
31. Appointment of Enrique MARTINEZ to replace VIVENDI SA as Director.
32. Appointment of Jean-Marc JANAILLAC to replace Compagnie Financière du 42 avenue de Friedland as Director.
33. Powers for formalities.



DRAFT RESOLUTIONS TO BE SUBMITTED TO THE COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING OF MAY 23, 2019, AND OBJECTIVES

For the Ordinary General Meeting

APPROVAL OF THE FINANCIAL STATEMENTS AND APPROPRIATION OF EARNINGS

■ Purpose of Resolutions One to Four

The purpose of the **First Resolution** is to approve the annual financial statements of Fnac Darty for 2018, which report income of €17,422,921.68.

The purpose of the **Second Resolution** is to approve the consolidated financial statements of Fnac Darty for 2018.

The purpose of the **Third Resolution** is to approve the expenses connected with the non-tax-deductible long-term leasing of vehicles and the corresponding tax.

The purpose of the **Fourth Resolution** is the appropriation of earnings from 2018.

You are asked to allocate the whole of the loss for 2018, totaling €17,422,921.68, to retained earnings in full. The balance of the retained earnings account will therefore change from €328,855,425.54 to €311,432,503.86 in credit.

In accordance with Article 243 bis of the French General Tax Code, we note that there has been no dividend or income distribution for the past three years.

The Management Report for 2018 is available on the Company's website (www.fnacdarty.com, "Shareholders" page). The Statutory Auditors' reports on the annual financial statements and the consolidated financial statements are in Chapter 5 of the 2018 Registration Document.

FIRST RESOLUTION

Approval of the annual financial statements for the year ended December 31, 2018

The Annual General Meeting, having reviewed the Management Report of the Board of Directors and the Statutory Auditors' Report, approves the annual financial statements for the year ended December 31, 2018, as presented, showing a loss of €17,422,921.68.

SECOND RESOLUTION

Approval of the consolidated financial statements for the year ended December 31, 2018

The General Meeting, having reviewed the Management Report of the Board of Directors and the Statutory Auditors' Report, approves the consolidated financial statements for the year ended December 31, 2018, as presented, as well as the transactions reflected in these statements and summarized in these reports.

THIRD RESOLUTION

Approval of the expenses and charges referred to in Article 39-4 of the French General Tax Code

The General Meeting approves the expenses and charges referred to in Article 39-4 of the French General Tax Code, in this case totaling €35,973, and the corresponding tax.

FOURTH RESOLUTION

Appropriation of earnings for the year

The General Meeting, on the proposal of the Board of Directors, resolves to allocate the net income for the year ended December 31, 2018, namely a loss of €17,422,921.68, to the "Retained earnings" account which, given its previous balance of €328,855,425.54, will decrease to €311,432,503.86.

In accordance with Article 243 bis of the French General Tax Code, the General Meeting notes there has been no dividend distribution for the past three years.



APPROVAL OF A REGULATED AGREEMENT

■ Purpose of the Fifth Resolution

The purpose of the **Fifth Resolution** is the approval of a regulated agreement referred to in Article L. 225-38 of the French Commercial Code, previously authorized by the Board of Directors on February 20, 2019 and included in the Special Auditors' Report in section 3.7 of the Registration Document.

The agreement concerns an amendment to the non-compete agreement between the Company and its Chief Executive Officer Enrique MARTINEZ: once it has been revised, the CEO's non-compete commitment shall be limited to a period of two years starting from the end of his term of office as CEO and shall cover the retail sector specializing in cultural and/or electronic and leisure products for the mass market in countries where the Group operates.

As consideration for this commitment, the Chief Executive Officer shall receive, in installments during its duration, a gross indemnity representing 70% of his fixed monthly remuneration, for a period of two years from the effective end of his appointment. The Board of Directors shall be entitled to waive implementation of this clause.

The payment of an indemnity shall be precluded once the Chief Executive Officer claims his pension rights. In any event, no remuneration may be paid after the age of 65.

Because of the strategic responsibilities assumed by Enrique MARTINEZ, it is important for the Company to have the option of prohibiting Enrique MARTINEZ, at the end of his term as Chief Executive Officer, from competing with Fnac Darty's businesses for a period of two years in the specialty retail market for cultural and electronic products and household appliances for the general public in the countries where the Group operates.

FIFTH RESOLUTION

Special Auditors' Report on Related-Party Agreements and Commitments and approval a new agreement

The General Meeting, having reviewed the Statutory Auditors' Special Report on related-party agreements and commitments, approves the new agreement mentioned therein.

TERMS OF OFFICE OF THE STATUTORY AUDITORS

■ Purpose of the Sixth and Seventh Resolutions

The purpose of the **Sixth Resolution** is to approve the renewal of the term of office of the appointed Statutory Auditor, KPMG SA, whose term of office expires at the end of this General Meeting.

The Board proposes the renewal of its term of office for a period of six years, to expire at the end of the General Meeting held to approve the financial statements for the year ending December 31, 2024.

The purpose of the **Seventh Resolution** is to not renew or replace the alternate Statutory Auditor, KPMG Audit IS, whose term of office expires at the end of this General Meeting. By law, if the appointed Statutory Auditor is not an individual or a single-shareholder company, there is no need to appoint an alternate Statutory Auditor.

SIXTH RESOLUTION

Reappointment of KPMG SA as appointed Statutory Auditor

On the proposal of the Board of Directors, the General Meeting is reappointing KPMG SA, whose term expires at the end of this General Meeting, as appointed Statutory Auditor for a period of six years, i.e. until the end of the Annual Ordinary General Meeting to be held in 2025 to approve the financial statements for the year ending December 31, 2024.

SEVENTH RESOLUTION

No reappointment or replacement of KPMG Audit IS as alternate Statutory Auditor

On the proposal of the Board of Directors and having noted that the term of KPMG Audit IS as alternate Statutory Auditor expires at the end of this General Meeting, the General Meeting resolves, in accordance with the law, not to reappoint or replace it.

APPROVAL OF FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF TOTAL COMPENSATION AND BENEFITS OF ANY KIND PAID OR ALLOCATED FOR THE PAST YEAR TO THE CHAIRMAN OF THE BOARD OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

■ Purpose of the Eighth and Ninth Resolutions

By the vote on the Eighth Resolution, in accordance with the provisions of Article L. 225-100-II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or allocated for the past year to Chairman of the Board Jacques Veyrat for the performance of his duties, in accordance with the compensation principles and criteria voted by the General Meeting of May 18, 2018 in its Fifteenth Resolution, are submitted for the approval of the shareholders.

These components are presented below:

2018 fixed compensation

For 2018, the Chairman's gross annual fixed compensation was set at €200,000, the same as for 2017.

The gross amount due and paid to Jacques Veyrat for 2018 was €200,000 (amount submitted to vote).

Annual variable compensation, long-term compensation, stock options and performance shares

In accordance with AMF recommendations, the Board of Directors does not intend to grant variable compensation, long-term compensation, stock options or allot bonus performance shares to the Chairman of the Board.

Therefore, no amount is payable.

Attendance fees

At its meeting of July 17, 2017, the Board of Directors, on the recommendation of the Appointments and Compensation Committee, resolved that as Jacques Veyrat currently receives annual fixed compensation as Chairman of the Board, he would no longer be entitled to attendance fees after his appointment on July 17, 2017.

No amount is payable for his Chairman's duties in 2018.

Other benefits

Jacques Veyrat receives no other benefits.

By the vote on the Ninth Resolution, in accordance with the provisions of Article L. 225-100-II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or allocated for the past year to Chief Executive Officer Enrique Martinez for the performance of his duties, in accordance with the compensation principles and criteria voted by the General Meeting of May 18, 2018 in its Sixteenth Resolution, are submitted for the approval of the shareholders.

These components are as follows:

2018 fixed compensation

For 2018, the Chief Executive Officer's gross annual fixed compensation was set at €550,000. The gross amount due and paid to him for his duties as Chief Executive Officer in 2018 amounts to €550,000 (amount submitted to vote).

2018 annual variable compensation

For 2018, the annual variable compensation of the Chief Executive Officer may be from 0% if no target is reached, to 100% of annual fixed compensation in the event that targets and goals are achieved. This variable compensation may reach a maximum of 120% of annual fixed compensation if the targets and goals are exceeded.

Economic and financial criteria are the predominant considerations when structuring annual variable compensation. Economic and financial targets account for 80% of variable compensation, and qualitative goals account for 20%.



For 2018, the economic and financial targets set by the Board of Directors for the variable portion are as follows:

- Group current operating income (COI) corresponding to 35% of the total bonus for a level of achievement of 100% of the target, with a maximum of 120% in the event of outperformance;
- Group free cash flow (FCF) corresponding to 15% of the total bonus for a level of achievement of 100% of the target, with a maximum of 120% in the event of outperformance;
- Group revenues corresponding to 15% of the total bonus for a level of achievement of 100% of the target, with a maximum of 120% in the event of outperformance;
- the achievement of synergies related to the merger with the Darty Group corresponding to 10% of the total bonus for a level of achievement of 100% of the target, with a maximum of 120% in the event of outperformance;
- evolution of Group market shares corresponding to 5% of the total bonus for a level of achievement of 100% of the target, with a maximum of 120% in the event of outperformance.

The level of achievement of the criteria indicated above has been established precisely for each criterion. Each financial or economic objective is subject to:

- a trigger point below which no compensation is payable for the objective concerned; and
- a level of achievement above which compensation is capped at 120% in respect of the relevant objective.

For each economic or financial target when the result reported is between the trigger threshold and the target set, the variable percentage for the target concerned is determined on a straight-line basis between the two (0% and 100%). The same applies when the result reported falls between the target set and the cap (100% and 120%).

Each of the economic and financial criteria was measured by the Board of Directors when approving the annual financial statements, based on 2018 full-year performance. Qualitative criteria are assessed at the same Board meeting on the basis of the appraisal made by the Appointments and Compensation Committee.

The current operating income target in 2018 was partially reached. Very close to the target, the result lies between the trigger threshold and the target set. Thus the variable compensation on this criterion is 95.46%, i.e. a variable rate of 33.41% out of a potential target of 35% and maximum of 42%.

The free cash flow target in 2018 was exceeded. The result lies between the target set and the ceiling. Thus the variable compensation on this criterion is 119.41%, i.e. a variable rate of 17.91% out of a potential target of 15% and maximum of 18%.

The revenues target in 2018 was partially reached. Close to the target, the result lies between the trigger threshold and the target set. Thus the variable compensation on this criterion is 66.24%, i.e. a variable rate of 9.94% out of a potential target of 15% and maximum of 18%.

The synergies objective in 2018 was exceeded. The result lies between the target set and the ceiling. Thus the variable compensation on this criterion is 101.54%, i.e. a variable rate of 10.15% out of a potential target of 10% and maximum of 12%.

The objective of increasing market share was significantly exceeded in France, which represents Fnac Darty's largest area of business, but was not reached in other geographical regions. The result falls between the trigger threshold and the target set. Thus the variable compensation on this criterion is 96%, i.e. a variable rate of 4.80% out of a potential target of 5% and maximum of 6%.

The qualitative goals were assessed by the Board. The 2018 qualitative goals set for the variable portion were as follows:

- quality of management, social climate, quality of financial communication, quality of shareholder reporting, relations with directors;
- speed and quality of Confiance+ roll-out;
- speed of performance and quality of implementation of integration.

The Board acknowledges the very good results delivered by the Chief Executive Officer. Thus the variable compensation on these criteria is 110%, i.e. a variable rate of 22% out of a potential goal of 20% and maximum of 24%.



The Board particularly appreciated the quality of management, especially the stability of the management team in place, a balanced team from Fnac, Darty and externally-sourced members; the quality of the social climate, which was reflected by a smooth integration, or by the signing of numerous agreements both at Group level and within the various companies that belong to the Group, among them an agreement to harmonize bylaws; and the quality of relations with the directors, highlighted in the annual assessment of the Board's work.

The Board noted the very good start to the roll-out of the Confiance+ strategic plan, specifically with growth in the rate of current operating income compared to last year, in line with the expected trajectory, or the progress made in major partnerships for the Company, such as those implemented with Carrefour or Google.

Lastly, the Board highlighted the successful implementation of the integration, specifically with the achievement in 2018 of the ambitious level of synergies expected, one year ahead of schedule.

The total achievement rate of the 2018 variable is 98.21% of the annual fixed compensation, and the gross amount due to the Chief Executive Officer for 2018 is €540,177 (amount submitted to vote).

This amount will not be paid until after the General Meeting of May 23, 2019 provided it approves the Chief Executive Officer's compensation components in accordance with Article L. 225-100.

Long-term compensation, stock options and performance shares

At its meeting of May 18, 2018, on the recommendation of the Appointments and Compensation Committee, the Board of Directors decided to implement a long-term variable compensation plan that respects the cap set and approved by the General Meeting of May 18, 2018 in its Sixteenth Resolution.

This plan consists of:

1/ the allotment of 41,766 stock subscription options within the framework of a three-year plan (from May 18, 2018 through May 17, 2021), broken down into a first tranche of 20,883 stock subscription options with a maturity date of May 17, 2020, and a second tranche of 20,883 stock subscription options with a maturity date of May 17, 2021. The exercise price of these options was set at €89.43, which is the average closing price of Fnac Darty shares over the 20 trading days preceding May 18, 2018.

The vesting of these stock subscription options is subject to:

- the fulfillment of a market performance condition measured by the Company's Total Shareholder Return (TSR) compared to the SBF120. This will be measured annually during the vesting period: in 2019 for the year 2018, in 2020 for the period 2018-2019, and in 2021 for the period 2018-2020,
- the fulfillment of a performance condition relating to achievement of a level of current operating income assessed each year during the vesting period: in 2019 after closing the Group's annual accounts for 2018, in 2020 after closing the Group's annual accounts for 2019, and in 2021 after closing the Group's annual accounts for 2020,
- a condition of employment as of May 17, 2020 for the first tranche and May 17, 2021 for the second tranche.

Each performance condition is measured annually. For each year, each performance criterion has a trigger threshold below which no options linked to this criterion can be acquired. Options lost in one year do not come back into play the following year.

Furthermore, stock subscription options, by their nature, require an absolute increase in the share price to be exercised.

Performance options allotted in 2018 were valued at the allotment date in accordance with IFRS 2, before apportionment of expenses over the vesting period, at a gross amount of €300,089 for the May 18, 2020 maturity date, and a gross amount of €300,089 for the May 18, 2021 maturity date (amounts submitted to vote). This valuation, for market items, was calculated using the Black & Scholes method based on the following parameters: a reference share price equal to the exercise price of €93.30 (price on the first day of the acquisition period, May 18, 2018) per share, volatility of 25% and a Euribor Swap risk-free rate. For non-market items, the valuation was calculated based on the best estimate of future performance conditions;



2/ the allotment of 9,983 performance shares within the framework of a three-year plan (from May 18, 2018 through May 17, 2021), broken down into a first tranche of 6,655 performance shares with a maturity date of May 17, 2020, and a second tranche of 3,328 performance shares with a maturity date of May 17, 2021.

The vesting of these performance shares is subject to the same performance and continued employment conditions as the stock subscription options allotted during this meeting of the Board of Directors.

Again, each performance condition will be measured annually. For each year, each performance criterion has a trigger threshold below which no shares linked to this criterion can be acquired. Shares lost in one year do not come back into play the following year.

Bonus shares allotted in 2018 were valued at the allotment date in accordance with IFRS 2, before apportionment of expenses over the vesting period, at a gross amount of €399,966 for the May 18, 2020 maturity date, and a gross amount of €200,013 for the May 18, 2021 maturity date (amounts submitted to vote). This valuation, for market items, was calculated using the Black & Scholes method based on the following parameters: a reference share price equal to the exercise price of €93.30 (price on the first day of the acquisition period, May 18, 2018) per share, volatility of 25% and a Euribor Swap risk-free rate. For non-market items, the valuation was calculated based on the best estimate of future performance conditions.

On the recommendation of the Compensation Committee, at its meeting of April 28, 2017, the Board of Directors set out the obligations arising from Articles L. 225-185 and L. 225-197-1 of the French Commercial Code to hold shares received from bonus share allotments and the exercise of stock options as follows:

- the executive corporate officers are required to hold, in registered form, until the end of their term of office, a minimum number of shares corresponding to 25% of their fully vested shares (net of fees and taxes and the disposals necessary to exercise options) on each of the bonus share and option plans allotted to them by the Board on or after the date of their appointment; it is specified that the plans from which they may have benefited earlier as employees are not included in this requirement,
- however, this percentage will be reduced to 5% once the number of shares held by executive corporate officers resulting from bonus share allotments and the exercise of options from all plans combined amounts to twice their gross annual fixed compensation, which constitutes the minimum number of shares that executive corporate officers have to hold in registered form until the expiry of their term of office, pursuant to paragraph 22 of the AFEP-MEDEF Code.

In accordance with the recommendations of the AFEP-MEDEF Code, Enrique Martinez made the formal commitment not to use hedging transactions due to their risk both on options and on shares resulting from the exercise of options, or on performance shares until the end of the share holding periods set by the Board of Directors.

Exceptional compensation

No exceptional compensation was awarded to Enrique Martinez in 2018 for his duties as Chief Executive Officer.

No amount is payable.

Other benefits

In 2018, Enrique Martinez benefited from membership in an unemployment insurance plan for non-salaried corporate officers, the premiums for which were paid in the amount of €12,891 (amount submitted to vote). These premiums are subject to social security and employer contributions and are therefore considered benefits in kind.

In 2018, as Chief Executive Officer, Enrique Martinez had a company car, which is a benefit in kind valued at €3,158 for the period (amount submitted to vote).



Non-compete agreement

On July 17, 2017, the Board of Directors signed a non-compete agreement with Enrique Martinez covering the specialty retail market for cultural and electronic products and household appliances for the general public in the countries where the Group operates. This non-compete agreement is limited to two years and begins at the end of his term of office. In consideration for this agreement, Enrique Martinez will receive a gross allowance representing 70% of his fixed monthly compensation for a period of two years from the effective end of his term of office. The Board of Directors may waive implementation of this clause.

No amount is payable by the Company for the year 2018.

This commitment stipulated by Article L. 225-42-1 of the French Commercial Code was approved by the Board on May 18, 2018 in its Fifth Resolution. On February 20, 2019, it was revised by the Board of Directors in order to align it with the new recommendations of the AFEP-MEDEF Code of June 2018.

An amendment will be submitted to the General Meeting for approval within the framework of the resolution relating to regulated agreements.

With the exception of the non-compete agreement, there is no arrangement to pay Enrique Martinez any severance package, any allowance or any benefits in the event of his termination or change of function.

Supplementary pension plan

On July 17, 2017, the Board of Directors authorized Enrique Martinez's participation in the supplementary defined-contribution pension plan (Article 83 of the French General Tax Code) which benefits all executives of Fnac Darty's French companies included in this policy.

Contributions paid for his role as Chief Executive Officer in 2018 amounted to €10,938.

This commitment, referred to in Article L. 225-42-1 of the French Commercial Code and approved by the Board on May 18, 2018 in its Fifth Resolution, was reviewed by the Board of Directors on January 24, 2019 as part of its annual review of regulated agreements. The Board approved its continuation.

Provident insurance plan

On July 17, 2017, the Board of Directors authorized Enrique Martinez's participation in the provident insurance plan that benefits all employees of Fnac Darty's French companies included in this policy.

Contributions paid by the company for his role as Chief Executive Officer in 2018 amounted to €9,357.

This commitment, referred to in Article L. 225-42-1 of the French Commercial Code and approved by the Board on May 18, 2018 in its Fifth Resolution, was reviewed by the Board of Directors on January 24, 2019 as part of its annual review of regulated agreements. The Board approved its continuation.

EIGHTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and benefits of any kind paid or allocated for the past year to Jacques Veyrat, Chairman of the Board of Directors

In accordance with the provisions of Article L. 225-100-II of the French Commercial Code, the General Meeting approves the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or allocated for the past year to Chairman of the Board of Directors Jacques Veyrat for the performance of his duties, as presented in the explanatory statement.

NINTH RESOLUTION

Approval of fixed, variable and exceptional components of total compensation and benefits of any kind paid or allocated for the past year to Enrique Martinez, Chief Executive Officer

In accordance with the provisions of Article L. 225-100-II of the French Commercial Code, the General Meeting approves the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or allocated for the past year to Chief Executive Officer Enrique Martinez for the performance of his duties, as presented in the explanatory statement.



APPROVAL OF THE PRINCIPLES AND CRITERIA FOR THE DETERMINATION, BREAKDOWN AND ALLOCATION OF THE FIXED, VARIABLE AND EXCEPTIONAL COMPONENTS OF THE TOTAL COMPENSATION AND BENEFITS OF ANY KIND ALLOCABLE TO THE CHAIRMAN OF THE BOARD OF DIRECTORS, THE CHIEF EXECUTIVE OFFICER, AND ANY EXECUTIVE CORPORATE OFFICER

■ Purpose of the Tenth and Eleventh Resolutions

In accordance with Article L. 225-37-2 of the French Commercial Code, the principles and criteria for the determination, breakdown and allocation of the fixed, variable and exceptional components of the total compensation and benefits of any kind allocated to the Chairman, the Chief Executive Officer and/or any other executive corporate officer of the Company, in their roles as such, are subject to shareholders' approval.

By the vote on the Tenth Resolution, you are asked to approve the principles and criteria for the determination, breakdown and allocation of the fixed, variable and exceptional components of the total compensation and benefits of any kind allocable to the Chairman of the Board of Directors, in his role as such, as presented below.

Description of the components of total compensation and benefits of any kind allocable to the Chairman of the Board of Directors.

Fixed compensation

The annual fixed compensation for the Chairman must be determined in accordance with market practices.

This approach takes into consideration the main features of the company, and the purview of the executive, such as:

- revenues, budget, workforce;
- the context in which the duties are exercised, with the consideration of strategic challenges, and short- and long-term development prospects;
- the level and the complexity of responsibilities.

The Board of Directors reviews the Chairman's fixed compensation annually with the objective of revising it only at relatively long intervals, in accordance with the recommendations of the AFEP-MEDEF Code.

It is specified that Jacques Veyrat's gross annual fixed compensation is €200,000, unchanged since 2017.

Annual variable compensation, long-term compensation, stock options and performance shares

In accordance with AMF recommendations, the Board of Directors does not intend to grant variable compensation, long-term compensation, stock options or allot bonus performance shares to the Chairman of the Board.

Attendance fees

The Chairman may receive attendance fees, the amount of which is set, distributed and allotted according to rules applicable to all members of the Board.

Attendance fees are allocated on the following basis:

- 60% of the total annual amount of attendance fees is allocated to the members of the Board of Directors, of which 30% is fixed and 70% variable (the variable portion reflecting their attendance at Board meetings);
- the balance, amounting to 40% of the total annual attendance fees, is paid to the members of specialized committees and distributed as follows: 20% to the Audit Committee, 12% to the Appointments and Compensation Committee and 8% to the Corporate, Environmental and Social Responsibility Committee. These portions are allotted strictly on the basis of members' attendance at committee meetings;
- the Chairman of the Board of Directors and the committee chairs receive a 50% higher fee for their attendance at each meeting.



It should be noted that in accordance with the Board's decision of July 17, 2017, Jacques Veyrat has received no attendance fee since his appointment as Chairman of the Board on that date.

Other benefits

The Chairman of the Board may have a company car consistent with the Company's current vehicle policy and market practices; for information purposes, it is specified that Jacques Veyrat has never had one.

By the vote on the Eleventh Resolution, you are asked to approve the principles and criteria for the determination, breakdown and allocation of the fixed, variable and exceptional components of the total compensation and benefits of any kind allocable to the Chief Executive Officer, in his role as such, and any executive corporate officer, as presented below.

Description of the components of total compensation and benefits of any kind for the Company's executive corporate officers.

Fixed compensation

The annual fixed compensation for the executive corporate officers must be determined in accordance with market practices.

This approach takes into consideration the main features of the company, and the purview of the executive, such as:

- revenues, budget, workforce;
- the context in which the duties are exercised, with the consideration of strategic challenges, and short- and long-term development prospects;
- the level and the complexity of responsibilities.

The Board of Directors reviews the fixed compensation of the executive corporate officer(s) annually with the objective of revising it only at relatively long intervals, in accordance with the recommendations of the AFEP-MEDEF Code.

At its meeting of February 20, 2019, the Board of Directors, acknowledging the very strong results delivered by Enrique Martinez and the significant discrepancy between his compensation and that of directors of companies whose size, complexity and governance characteristics are comparable to those of Fnac Darty, further highlighted by the compensation study carried out by the firm Korn Ferry, decided to increase his gross annual fixed compensation to €750,000. These aspects are detailed on page 126 of the Registration Document.

Annual variable compensation

The annual variable compensation of executive corporate officers is determined by the Board of Directors which, every year, sets the quantitative and qualitative targets and goals along with their relative weighting for the variable portion of compensation. It is proportional and may represent between 0% (no targets or goals reached) and 100% of annual fixed compensation if targets or goals are reached. This variable compensation may reach a maximum of 150% of annual fixed compensation if the targets or goals are exceeded. At its meeting of February 20, 2019, the Board determined the maximum percentage in accordance with market practices and drawing on the work done by the firm Korn Ferry using a panel of companies whose size, complexity and governance characteristics are comparable with those of Fnac Darty.

Economic and financial criteria are the predominant considerations when structuring annual variable compensation.

It is broken down as follows: 70% on economic and financial targets, 10% on goals relating to social and environmental responsibility (incorporated in accordance with the recommendations of the AFEP-MEDEF Code) and 20% on qualitative goals.



The criteria, which are determined in accordance with the company's strategic priorities, are regularly reviewed.

Currently, the economic and financial targets set by the Board of Directors for the variable portion are as follows:

- Group current operating income (COI) corresponding to 35% of the total bonus for a level of achievement of 100% of the target, with a maximum of 150% in the event of outperformance;
- Group free cash flow (FCF) corresponding to 15% of the total bonus for a level of achievement of 100% of the target, with a maximum of 150% in the event of outperformance;
- Group revenues corresponding to 15% of the total bonus for a level of achievement of 100% of the target, with a maximum of 150% in the event of outperformance;
- evolution of Group market shares corresponding to 5% of the total bonus for a level of achievement of 100% of the target, with a maximum of 150% in the event of outperformance.

Currently, the objectives related to the company's corporate social and environmental responsibility set by the Board of Directors for the variable portion are as follows:

- the Group's non-financial rating corresponding to 5% of the total bonus for a level of achievement of 100% of the target, with a maximum of 150% in the event of outperformance;
- employee commitment corresponding to 5% of the total bonus for a level of achievement of 100% of the target, with a maximum of 150% in the event of outperformance.

The level of achievement of each economic and financial target, as well as those relating to corporate, social and environmental responsibility set for the executive corporate officers, are precisely pre-defined by the Board of Directors, but are not published for confidentiality reasons.

Each economic, financial or corporate social and environmental responsibility target or goal is subject to:

- a trigger point below which no compensation is payable for the target or goal concerned; and
- a level of achievement above which compensation is capped at 150% in respect of the relevant target or goal.

For each economic or financial target, and every corporate social and environmental responsibility goal, when the result reported is between the trigger threshold and the target set, the variable compensation percentage for the target or goal concerned is determined on a straight-line basis between the two (0% and 100%). The same applies when the result reported falls between the target or goal set and the cap (100% and 150%).

With regard to qualitative goals, currently the Board of Directors has decided to maintain the goals related to quality of management, social climate, quality of financial communication, quality of shareholder reporting, and relations with directors. These objectives have been precisely established beforehand by the Board of Directors, which does not wish to give more details for confidentiality reasons.

Long-term compensation, stock options and performance shares

Executive corporate officers are eligible for the same long-term incentive plans that the Board of Directors awards to the other members of the Executive Committee. The plans awarded to corporate executive officers may take the form of share subscription and/or purchase option plans, bonus share plans subject to performance conditions, or performance option plans settled in cash. The purpose of these plans is to align the interests of executive corporate officers more closely to shareholders' interests.

In accordance with AFEP-MEDEF Code recommendations, the allotment value of such plans within the IFRS 2 framework is proportionate to the annual fixed and variable components. The Board of Directors also ensures that they are consistent with market practices.



Thus, allotment of the long-term compensation may represent a maximum of 50% of the total compensation (this total is equal to the sum of the annual fixed compensation, the maximum variable compensation, and the long-term compensation).

These plans do not include a vesting period less than three years.

Vesting in these plans is subject to a condition of employment at expiration, except in exceptional circumstances laid out by the plan rules, for example in the event of death, disability or a change in control of the Company, and several performance conditions set by the Board of Directors, including at least one tied to the Company's share price.

The performance criteria, identical to those for Executive Committee members, are stringent. They do not permit vesting if thresholds are not triggered, and they are measured each year during the vesting period of the plans, or over a period that covers the years of the plans.

In accordance with Articles L. 225-185 and L. 225-197-1 of the French Commercial Code, the Board resolved that:

- the executive corporate officers must hold, in registered form, until the end of their term of office, a minimum number of shares corresponding to 25% of their fully vested shares (net of fees and taxes and the disposals necessary to exercise options) on each of the bonus share and option plans allotted to them by the Board on or after the date of their appointment; it is specified that the plans from which they may have benefited earlier as employees are not included in this requirement;
- however, this percentage will be reduced to 5% once the number of shares held by executive corporate officers resulting from bonus share allotments and the exercise of options from all plans combined amounts to twice their gross annual fixed compensation, which constitutes the minimum number of shares that executive corporate officers have to hold in registered form until the expiry of their term of office, pursuant to paragraph 22 of the AFEP-MEDEF Code.

In accordance with the recommendations of the AFEP-MEDEF Code, the executive corporate officers that benefit from share options and/or performance shares make a formal commitment not to use hedging transactions due to their risk both on options and on shares resulting from the exercise of options, or on performance shares until the end of the share holding periods set by the Board of Directors.

Exceptional compensation

In accordance with AFEP-MEDEF Code recommendations, the Board of Directors does not intend to award exceptional compensation to executive corporate officers except in very special circumstances. The payment of such compensation must be able to be justified by an event such as the achievement of a major operation for the Company, or substantial outperformance. The allotment value of exceptional compensation may represent up to 100% of annual fixed compensation and annual variable compensation.

Attendance fees

If they are directors of the Company, the executive corporate officers may receive attendance fees, which are determined, distributed and allocated to the executive officers according to the rules applicable to all members of the Board.

Attendance fees are allocated on the following basis:

- 60% of the total annual amount of attendance fees is allocated to the members of the Board of Directors, of which 30% is fixed and 70% variable (the variable portion reflecting their attendance at Board meetings);
- the balance, amounting to 40% of the total annual attendance fees, is paid to the members of specialized committees and distributed as follows: 20% to the Audit Committee, 12% to the Appointments and Compensation Committee and 8% to the Corporate, Environmental and Social Responsibility Committee. These portions are allotted strictly on the basis of members' attendance at committee meetings;
- the Chairman of the Board of Directors and the committee chairs receive a 50% higher fee for their attendance at each meeting.



In accordance with the decision of the Board of Directors of February 20, 2019 finalizing the resolutions of this General Meeting and proposing the appointment of Enrique Martinez as Director of the Company, it is noted that, in this case, Enrique Martinez will not receive any attendance fees for his service as Director.

Other benefits

In the absence of an employment contract with the Company, executive corporate officers benefit from an unemployment insurance plan specifically for non-salaried corporate officers, to compensate, to some extent, for the lack of unemployment insurance similar to that provided for employees.

Executive corporate officers have company cars consistent with the Company's fleet policy and market practices.

In accordance with the provisions of Article L. 225-37-2 of the French Commercial Code, the payment of any components of variable and, where applicable, exceptional compensation awarded to executive corporate officers for the previous year by virtue of their office is subject to the approval by an Ordinary General Meeting of the components of that person's compensation under the conditions set out in Article L. 225-100.

Regulated commitments that may benefit executive corporate officers pursuant to Article L. 225-42-1 of the French Commercial Code.

Severance package

Executive corporate officers may receive a performance-based severance package upon termination of their appointment. If such a commitment were to be implemented by the Board of Directors, it would be subject to the procedure set out in Article L. 225-42-1 of the French Commercial Code, and would comply with the recommendations of the AFEP-MEDEF Code concerning the cap of two years' compensation (annual fixed + variable) on the package.

It is specified that Enrique Martinez does not benefit from such a commitment, neither in his capacity as Chief Executive Officer, nor in respect of his employment contract, suspended when he took office in July 2017.

Non-compete agreement

Executive corporate officers may be bound by a non-compete agreement limited to a period of two years from the end of their term of office, in return for which they will receive, in installments for its duration, a gross allowance of up to 80% of their fixed monthly compensation, with the Board of Directors retaining the right to waive that option.

The non-compete agreement falls within the recommendations of the AFEP-MEDEF Code, which provides a cap of two years' compensation (annual fixed + variable), together with any severance pay.

In addition, payment of the non-compete agreement is excluded if the director asserts their retirement rights. In any event, no compensation may be paid above 65 years of age.

In this context, Enrique Martinez is subject to a non-compete agreement covering the specialty retail market for cultural and electronic products and household appliances for the general public in the countries in which the Group operates. This non-compete agreement is limited to two years and begins at the end of his term of office. In consideration for this agreement, Enrique Martinez will receive, in installments for its duration, a gross allowance representing 70% of his fixed monthly compensation, for a period of two years from the effective end of his term of office. The Board of Directors may waive implementation of this clause.

This commitment was approved by the general meeting of May 18, 2018 within the framework of the Fifth Resolution. On February 20, 2019, the Board of Directors revised this commitment in order to align it with the new recommendations of the AFEP-MEDEF Code of June 2018. This amendment is subject to the approval of the General Meeting within the framework of the Fifth Resolution.



Supplementary pension plan

Executive corporate officers may benefit from membership in a supplementary defined-contribution pension plan.

In this context, Enrique MARTINEZ is a member of the supplementary defined-contribution pension plan recognized under Article 83 of the French General Tax Code, which also includes all managers of the French companies of Fnac Darty under the same rules and conditions.

This commitment was approved by the general meeting of May 18, 2018 within the framework of the Fifth Resolution. During its annual review of regulated agreements at its meeting on January 24, 2019, the Board of Directors approved the continuation of this commitment.

Provident insurance plan

Executive corporate officers may benefit from membership in a provident insurance plan.

Accordingly, Enrique MARTINEZ is a member of the provident insurance plan (medical expenses, incapacity and disability, death benefits) covering all employees of Fnac Darty companies in France included in this contract, all on the same terms.

This commitment was approved by the general meeting of May 18, 2018 within the framework of the Fifth Resolution. During its annual review of regulated agreements at its meeting on January 24, 2019, the Board of Directors approved the continuation of this commitment.

Finally, it is specified that, in the event of the appointment of Chief Operating Officers, they would be able to benefit from an employment contract under the conditions provided for by the regulations.

TENTH RESOLUTION

Approval of the principles and criteria for the determination, breakdown and allocation of the fixed, variable and exceptional components of the total compensation and benefits of any kind allocable to the Chairman of the Board of Directors

In accordance with Article L. 225-37-2 of the French Commercial Code, the General Meeting approves the principles and criteria for the determination, breakdown and allocation of the fixed, variable and exceptional components of the total compensation and benefits of any kind allocable to the Chairman of the Board of Directors for the performance of his duties, as presented in the explanatory statement.

ELEVENTH RESOLUTION

Approval of the principles and criteria for the determination, breakdown and allocation of the fixed, variable and exceptional components of total compensation and benefits of any kind allocable to the Chief Executive Officer and/or any other executive corporate officer

In accordance with Article L. 225-37-2 of the French Commercial Code, the General Meeting approves the principles and criteria for the determination, breakdown and allocation of the fixed, variable and exceptional components of the total compensation and benefits of any kind allocable to the Chief Executive Officer and/or any other executive corporate officer for the performance of their duties, as presented in the explanatory statement.



BUYBACK OF SHARES

■ Purpose of the Twelfth Resolution

The authorization granted on May 18, 2018 by the General Meeting to the Board of Directors to trade in the shares of the Company will expire on November 17, 2019. In the Twelfth Resolution, we ask you to renew, for a period of 18 months, the authorization of the Board of Directors to trade in the Company shares at a maximum purchase price of €100 per share, subject to a ceiling of €266,054,300 after acquisition costs.

Acquisitions may be made for the following purposes:

- to stimulate the secondary market or liquidity for Fnac Darty shares via a liquidity agreement with an investment services provider in accordance with the practice permitted by the regulations, it being understood that the number of shares used to calculate the aforementioned limit is the number of shares bought minus the number of shares sold;
- to hold the purchased shares for future sale as exchange or payment under any external growth transactions;
- to provide hedging for stock option and/or bonus share allocation (or similar) plans for the benefit of Group employees and/or corporate officers as well as allocations of shares in connection with a company or group savings plan (or similar), profit-sharing plan and/or any other form of share allocations to Group employees and/or corporate officers;
- to provide hedging for investment securities that establish the right to Company shares, as required by applicable regulations; and
- to cancel any shares bought, in accordance with the authorization granted, or to be granted, by the Extraordinary General Meeting.

This authorization is also intended to enable the Company to trade in its shares using any means and for any other authorized purpose or using any market practice permitted now or subsequently by the applicable laws and regulations or those accepted by the AMF. If the Company executes any transaction for purposes not mentioned above, it will inform its shareholders by means of a press release.

Acquisitions, sales, trades and transfers may be arranged by any means, including by acquiring blocks of shares, and the Company reserves the right to use options or derivative instruments subject to applicable regulations.

Unless authorized in advance by the General Meeting, the Board may not use this delegation for the remainder of the period of a public tender offer once a third-party tender offer has been filed for the Company's shares.

In accordance with the regulations, the Company may not hold, at any time, more than **10% of the shares** comprising its share capital. The number of shares acquired to be held and for subsequent surrender in a merger, de-merger or capital contribution may not exceed 5% of the share capital.

Use of the share buyback program in 2018:

- Through a service provider acting under a liquidity agreement in accordance with an ethics charter approved by the French Financial Markets Authority (AMF), 488,476 shares were acquired for a total of €39,099,961 and 427,476 shares were sold for a total of €33,332,392.

Under this liquidity contract, the following resources were in the liquidity account on December 31, 2018: 61,000 shares and €2,684,972.63.

- In its meeting of September 26, 2018, the Board of Directors resolved to authorize the buyback of a maximum of 535,000 shares for the purpose of canceling them in order to mitigate the dilutive effects of the performance share plans or past stock option plans.

As of December 31, 2018, 198,250 shares had been repurchased under this mandate at an average price of €55.90 (brokerage fees amounting to €11,082 were paid in respect of this mandate).

In accordance with the authorization granted by the Combined Ordinary and Extraordinary General Meeting on May 18, 2018 in its Nineteenth Resolution for the Extraordinary General Meeting, these shares, which represented 0.74% of the share capital before the cancellation, were canceled on December 28, 2018, thereby reducing the share capital from €26,803,689 to €26,605,439.

TWELFTH RESOLUTION**Authorization to the Board of Directors to instruct the Company to buy back its own shares under Article L. 225-209 of the French Commercial Code, duration of authorization, purposes, terms, ceiling, suspension during a public tender offer**

The General Meeting, having reviewed the Management Report of the Board of Directors, authorizes the latter, for a period of 18 months and in accordance with Articles L. 225-209 et seq. of the French Commercial Code, to buy, sell or transfer, on one or more occasions and at such times as it considers appropriate, up to 10% of the number of shares comprising the Company's share capital, adjusted where necessary to take into account any capital increase or capital reduction transactions during the authorization period.

This authorization terminates the authorization granted to the Board of Directors by the Ordinary General Meeting of May 18, 2018 in its Eighteenth Resolution.

Acquisitions may be made for the following purposes:

- to stimulate the secondary market or liquidity for Fnac Darty shares via a liquidity agreement with an investment services provider in accordance with the practice permitted by the regulations, it being understood that the number of shares used to calculate the aforementioned limit is the number of shares bought minus the number of shares sold;
- to hold the purchased shares for future sale as exchange or payment under any external growth transactions;
- to provide coverage for stock options and/or bonus share allocation (or similar) plans for the benefit of Group employees and/or corporate officers as well as allocations of shares in connection with a company or group savings plan (or similar), profit-sharing plan and/or any other form of share allocations to Group employees and/or corporate officers;

- to provide hedging for investment securities that establish the right to Company shares, as required by applicable regulations;
- to cancel any shares bought, in accordance with the authorization granted, or to be granted, by the Extraordinary General Meeting.

This authorization is also intended to enable the Company to trade in its shares using any means and for any other authorized purpose or using any market practice permitted now or subsequently by the applicable laws and regulations or those accepted by the AMF. If the Company executes any transaction for purposes not mentioned above, it will inform its shareholders by means of a press release.

Acquisitions, sales, exchanges and transfers may be completed by any means, including the acquisition of blocks of shares, and the Company reserves the right to use options or derivative instruments subject to applicable regulations.

Unless authorized in advance by the General Meeting, the Board may not use this delegation for the remainder of the period of a public tender offer once a third-party tender offer has been filed for the Company's shares.

The maximum purchase price is set at €100 per share. In the event of transactions affecting the share capital, specifically the splitting or consolidation of shares or the allotment of bonus shares to shareholders, the amount indicated above shall be adjusted in the same proportions (multiplied by the ratio of number of shares constituting the capital before the transaction and the number of shares constituting the share capital after the transaction).

The maximum nominal value of the transaction is set at €266,054,300.

The General Meeting grants all powers to the Board of Directors, with the right to sub-delegate, for the execution such transactions, to set their terms and conditions, to enter into any agreements and to complete all formalities.



For the Extraordinary General Meeting

AUTHORIZATION TO THE BOARD OF DIRECTORS TO CANCEL SHARES BOUGHT BY THE COMPANY UNDER ARTICLE L. 225-209 OF THE FRENCH COMMERCIAL CODE

■ Purpose of the Thirteenth Resolution

In connection with the authorization granted to the Board of Directors in the Eleventh Resolution to trade in Company shares, you are also asked to renew the authorization to the Board, which expires on July 17, 2020, to reduce the share capital on one or more occasions by canceling any amount of treasury shares which it may decide within the limits authorized by law.

On the date of each cancellation, the maximum number of shares canceled by the Company during the 24-month period preceding such cancellation, including the shares subject to such cancellation, may not exceed 10% of the shares comprising the Company's share capital on that date, it being understood that this limit applies to any capital adjusted to take into account transactions affecting the share capital after this General Meeting.

This authorization will be granted for a period of 26 months from the date of this General Meeting.

THIRTEENTH RESOLUTION

Authorization to the Board of Directors to cancel shares bought by the Company under Article L. 225-209 of the French Commercial Code, duration of authorization, ceiling

The General Meeting, having reviewed the Management Report of the Board of Directors and the Special Auditors' Report, authorizes the Board of Directors, on one or more occasions, in such proportions and at such times as it may decide within the limits authorized by law, to reduce the share capital in accordance with the provisions of Articles L. 225-209 et seq. and L. 225-213 of the French Commercial Code.

The maximum number of shares that may be canceled by the Company by virtue of this authorization, over a 24-month period, is 10% of the shares comprising the Company's share capital on

the date of the decision to cancel, it being understood that this limit applies to an amount of the Company's share capital which will, if necessary, be adjusted to take into account the transactions affecting the share capital after this General Meeting.

This authorization is granted for a period of 26 months counting from today.

The General Meeting grants all powers to the Board of Directors, with the right to sub-delegate, to carry out the cancellation of or reduction in the share capital as may be permitted by this authorization, to set the methods and declare the completion, to impute the difference between the book value and par value of the canceled shares to any reserves or premiums, to make the corresponding amendments to the bylaws, and to complete all formalities.



DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY CAPITALIZING RESERVES, PROFITS AND/OR PREMIUMS

■ Purpose of the Fourteenth Resolution

We ask you to renew the option, granted to the Board of Directors at the General Meeting on May 24, 2017 and set to expire, to incorporate reserves, profits, premiums or other sums for which capitalization is permitted into the Company's share capital up to a maximum nominal amount of €13 million and, to this end, to carry out capital increases by issuing and allotting bonus shares or by increasing the par value of the existing ordinary shares, or by a combination of these two methods.

These issues shall count toward the maximum nominal amount of ordinary shares that may be issued under the Fifteenth Resolution.

The nominal amount of the capital increase required in order to preserve the rights of the holders of rights or investment securities granting access to the Company's share capital in accordance with the law and, where relevant, with contractual stipulations setting out other means of preservation shall, where applicable, be added to this ceiling.

Unless authorized in advance by the General Meeting, the Board of Directors may not use this delegation for the remainder of the offer period once a proposed third-party public tender offer has been filed for the Company's shares.

This authorization shall be granted for a period of 26 months. For information, the delegation for the same purpose granted by the General Meeting of May 24, 2017 has not been used.

FOURTEENTH RESOLUTION

Delegation of authority to the Board of Directors to increase share capital by capitalizing reserves, profits and/or premiums, duration of delegation, maximum nominal amount of the share capital increase, outcome of share fractions, suspension during a public tender offer

The General Meeting, deciding under the conditions of quorum and majority required for Ordinary General Meetings, having reviewed the Management Report of the Board of Directors, and in accordance with the provisions of Articles L. 225-129-2 and L. 225-130 of the French Commercial Code:

- 1) delegates to the Board of Directors, with the right to subdelegate subject to the conditions set out by law, its authority to resolve to increase share capital on one or more occasions, at such times and by such means as it considers appropriate, by capitalizing reserves, profit, premiums or other sums for which capitalization is permitted, by issuing and allocating bonus shares or by increasing the par value of the existing ordinary shares, or by a combination of these two methods;
- 2) resolves that, if the Board of Directors makes use of this delegated authority, in accordance with the provisions of Article L. 225-130 of the French Commercial Code, in the event of an increase in share capital by the allocation of bonus shares, the rights forming share fractions shall be neither negotiable nor disposable and the corresponding capital securities shall be sold; the proceeds from the sale shall be allotted to the holders of the rights within the time frame set out in the applicable regulations;
- 3) sets the period of validity of this delegation of authority to 26 months, beginning on the date of this General Meeting;
- 4) resolves that the amount of the capital increase under this Resolution may not exceed the nominal amount of €13 million, not taking into account the nominal amount of the capital increase required in order to preserve the rights of the holders of rights or investment securities granting access to the Company's share capital in accordance with the law and, where relevant, with contractual stipulations setting out other means of preservation.

This amount counts toward the maximum nominal amount of the ordinary shares that may be issued under the Fifteenth Resolution;
- 5) resolves that the Board of Directors, unless authorized in advance by the General Meeting, may not use this delegation for the remainder of the offer period once a proposed third-party public tender offer has been filed for the Company's shares;
- 6) grants the Board of Directors, with the right to subdelegate subject to the conditions set out by law, all powers to implement this Resolution and, in general, to take all measures and conduct all formalities necessary for the successful conclusion of each capital increase, to declare it completed and to amend the bylaws accordingly;
- 7) notes that this delegation of authority renders any prior delegation for the same purpose invalid up to the amount of the unused portion, where applicable, with effect from this date.



DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES GRANTING ACCESS TO ORDINARY SHARES OR TO THE ALLOTMENT OF COMPANY DEBT INSTRUMENTS AND/OR INVESTMENT SECURITIES GRANTING ACCESS TO ORDINARY SHARES, AS APPLICABLE, WITH PREEMPTIVE SUBSCRIPTION RIGHTS MAINTAINED

■ Purpose of the Fifteenth Resolution

We ask you to renew this delegation, which is set to expire, so that the Board of Directors may continue to have the authority delegated to it previously by the General Meeting of May 24, 2017 to increase share capital **while maintaining preemptive subscription rights** (hereinafter "PSR") to finance its development through the issuing by the Company of:

- ordinary shares; and/or
- ordinary shares that establish the right to the allotment of other ordinary shares or debt instruments; and/or
- investment securities that grant access to ordinary shares to be issued.

Any cash capital increase provides shareholders with a PSR, which is detachable and negotiable for the duration of the subscription period: each shareholder has the right to subscribe, within a time frame of at least five trading days from the start of the subscription period, to a number of shares proportional to the shareholder's interest in the Company's share capital.

The maximum nominal amount of the capital increases that may be carried out (on one or more occasions, either immediately or in the future, in the event of an issue of investment securities granting access to the share capital) under this Resolution shall be fixed at a maximum nominal amount of **€13 million** (i.e. approximately 50% of the Company's share capital).

The nominal amount of the capital increase required in order to preserve the rights of the holders of rights or investment securities granting access to the Company's share capital in accordance with the law and, where relevant, with contractual stipulations setting out other means of preservation shall, where applicable, be added to this ceiling.

The maximum nominal amount of the ordinary shares that may be issued under the Fourteenth, Sixteenth, Seventeenth, Nineteenth, Twentieth, Twenty-first, Twenty-second and Twenty-third Resolutions shall count toward this overall ceiling.

If debt instruments are issued under this delegation, the maximum nominal amount of debt instruments that may be issued immediately or in the future under this delegation may not exceed €260,000,000 plus any redemption premium above the par value, where applicable. It should be noted that the overall maximum nominal amount of the issues of Company debt instruments that may be carried out under this delegation and those granted under the Sixteenth, Seventeenth and Twentieth Resolutions is set at two hundred and sixty million euros (€260,000,000).

Unless authorized in advance by the General Meeting, the Board of Directors may not use this delegation for the remainder of the offer period once a third-party public tender offer has been filed for the Company's shares.

This delegation of authority shall be granted for a period of 26 months. For information, the delegation already granted by the Annual General Meeting of May 24, 2017 has not been used.

Recent events, the outlook and information on trends for the current year are mentioned in section 4.3 of the 2018 Registration Document filed by the Company and published on the Company's website (www.fnacdarty.com, "Shareholders" page). Business performance over the previous year is described in the brief overview in this notification brochure (see above) and the Management Report, available on the Company's website.

FIFTEENTH RESOLUTION**Delegation of authority to the Board of Directors to issue ordinary shares granting access to ordinary shares or the allotment of debt instruments, and/or investment securities granting access to ordinary shares, as applicable, with preemptive subscription rights maintained, duration of delegation, maximum nominal amount of the share capital increase, ability to offer unsubscribed securities to the public, suspension during a public tender offer**

The General Meeting, having reviewed the Management Report of the Board of Directors and the Special Auditors' Report, and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129-2, L. 228-92 and L. 225-132 et seq.:

- 1) delegates to the Board of Directors, with the right to subdelegate subject to the conditions set out by law, its authority to issue, either free of charge or for a fee, on one or more occasions, in such proportions and at such times as it considers appropriate, on the French and/or international market, either in euros, in foreign currency or in any other accounting unit established with reference to a group of currencies:
 - ordinary shares,
 - ordinary shares that establish the right to the allotment of other ordinary shares or debt instruments, and
 - investment securities that grant access to ordinary shares to be issued;
- 2) resolves that subscriptions to shares and other investment securities as referred to in paragraph 1 of this Resolution may be carried out either in cash, by offsetting debts, or partly by capitalizing reserves, profits or premiums;
- 3) sets the period of validity of this delegation of authority to 26 months, beginning on the date of this General Meeting;
- 4) resolves to set the limits for the amounts of the authorized issues, in the event that the Board of Directors makes use of this delegation of authority, as follows:

The total nominal amount of the ordinary shares that may be issued under this delegation may not exceed €13 million.

The nominal amount of the capital increase required in order to preserve the rights of the holders of rights or investment securities granting access to the Company's share capital in accordance with the law and, where relevant, with contractual stipulations setting out other means of preservation shall, where applicable, be added to this ceiling.

The maximum nominal amount of the ordinary shares that may be issued under the Fourteenth, Sixteenth, Seventeenth, Nineteenth, Twentieth, Twenty-first, Twenty-second and Twenty-third Resolutions counts toward this overall ceiling.

If debt instruments are issued under this delegation, the maximum nominal amount of debt instruments that may be issued immediately or in the future under this delegation may not exceed €260,000,000 plus any redemption premium above the par value, where applicable. It should be noted that the maximum nominal amount of the issues of Company debt instruments that may be carried out under this delegation and those granted under the Sixteenth, Seventeenth and Twentieth Resolutions is set at two hundred and sixty million euros (€260,000,000);

- 5) if the Board of Directors makes use of this delegation of authority when carrying out issues as described in 1) above:
 - a) resolves that the issue(s) of ordinary shares or investment securities granting access to the share capital shall be reserved preferentially for shareholders who may apply as of right for new shares,
 - b) resolves that, if the irrevocable subscriptions and, where applicable, subscriptions for excess shares have not absorbed the entirety of an issue as described in 1), the Board of Directors may make use of the following authorizations:
 - to limit the amount of the issue to the amount of the subscriptions, as applicable within the limits set out by the regulations,
 - to freely distribute all or some of the unsubscribed securities, and
 - to offer all or some of the unsubscribed securities to the public;
- 6) resolves that issues of Company share subscription warrants may be carried out by subscription offer, but also by allotment of bonus shares to holders of existing shares. It should be noted that the Board of Directors shall have the authority to resolve that allotment rights forming share fractions shall not be negotiable and that the corresponding securities shall be sold;
- 7) resolves that the Board of Directors shall have the powers necessary, within the above limits and with the right to subdelegate subject to the conditions set out by law, to set the terms of the issue(s) and to set the issue price as applicable, to declare the resulting share capital increases completed, to amend the bylaws accordingly, to include the expenses of the share capital increases in the amount of the associated premiums at its discretion, and to take from this amount the sums necessary to bring the legal reserve to one tenth of the new share capital after each increase, and, more generally, to take any actions necessary in this regard;
- 8) resolves that the Board of Directors, unless authorized in advance by the General Meeting, may not use this delegation for the remainder of the offer period once a proposed third-party public tender offer has been filed for the Company's shares;
- 9) notes that this delegation of authority renders any prior delegation for the same purpose invalid up to the amount of the unused portion, where applicable.



DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES GRANTING ACCESS TO ORDINARY SHARES OR TO THE ALLOTMENT OF DEBT INSTRUMENTS AND/OR INVESTMENT SECURITIES GRANTING ACCESS TO ORDINARY SHARES, AS APPLICABLE, WITH PREEMPTIVE SUBSCRIPTION RIGHTS WAIVED AND AN OPTIONAL PRIORITY SUBSCRIPTION PERIOD IN THE FORM OF A PUBLIC TENDER OFFER AND/OR AS PAYMENT IN A PUBLIC EXCHANGE OFFERING

■ **Purpose of the Sixteenth Resolution**

As the delegations of authority in this regard expire this year, you are asked to renew the delegation allowing the Board of Directors to **carry out growth or financing transactions** by issuing on markets in France and/or abroad, with PSRs waived, in the form of a public offer:

- ordinary shares; and/or
- ordinary shares that establish the right to the allotment of other ordinary shares or debt instruments; and/or
- investment securities that grant access to ordinary shares to be issued.

As part of this Resolution, you are asked to waive the PSR. Depending on market conditions, the nature of the investors affected by the issue and the type of securities issued, it may be preferable or even necessary to waive the PSR in order to invest securities under the best conditions, particularly where speed is an essential factor for the transactions to succeed or when issues are carried out on financial markets abroad. Such a waiver may make it possible to obtain a larger amount of capital owing to more favorable conditions of issue.

However, the Board of Directors may **grant a priority subscription period** for the benefit of shareholders. This priority period shall not give rise to negotiable rights. It shall last at least five trading days. It should be exercised in proportion to the number of shares held by each shareholder and it may be supplemented by a subscription for excess shares.

The maximum nominal amount of the share capital increases that may be carried out (immediately or in the future) under this Sixteenth Resolution shall be set at **€2.6 million (i.e. approximately 10% of the share capital)**. The ceilings stated in the Seventeenth and Twentieth Resolutions shall count toward the maximum nominal amount of shares that may be issued under the Fifteenth Resolution.

The nominal amount of the capital increase required in order to preserve the rights of the holders of rights or investment securities granting access to the Company's share capital in accordance with the law and, where relevant, with contractual stipulations setting out other means of preservation shall, where applicable, be added to this ceiling.

If debt instruments are issued under this delegation, the maximum nominal amount of debt instruments that may be issued immediately or in the future under this delegation may not exceed €260,000,000 plus any redemption premium above the par value, where applicable. It should be noted that the overall maximum nominal amount of the issues of Company debt instruments that may be carried out under this delegation and those granted under the Sixteenth, Seventeenth and Twentieth Resolutions is set at two hundred and sixty million euros (€260,000,000).

The issue price of the directly issued shares shall be at least equal to the minimum set out in the regulatory provisions applicable on the issue date (for information purposes, this is currently the weighted average of the price on the last three trading days before the date on which the subscription price of the share capital increase is set, minus a discount of up to 5%).

In accordance with the law, the delegations granted by your General Meeting to issue investment securities granting access to the share capital entail that shareholders waive their PSRs under the share capital securities to which these investment securities grant a right. If your General Meeting adopts these Resolutions, by law you waive your PSR under the shares that your Company may issue, if applicable, to reimburse any convertible bond.

The issue price of the investment securities granting access to the share capital shall be set such that, for any share issued under the investment securities granting access to the share capital, the total received by the Company for these investment securities granting access to the share capital is at least equal to the statutory minimum price per share (as it stood on the date of issue of the investment securities granting access to the share capital).



Lastly, this Resolution shall make it possible to issue shares or investment securities granting access to the share capital as payment for the securities of a company that meets the criteria set out in Article L. 225-148 of the French Commercial Code in the context of a public exchange offer initiated by the Company in France or abroad in accordance with local regulations, in which case the Board of Directors shall be free to set the exchange rate as the price rules described above will not apply.

Unless authorized in advance by the General Meeting, the Board of Directors may not use this delegation for the remainder of the offer period once a third-party public tender offer has been filed for the Company's shares.

The period of validity of this delegation shall be set at 26 months.

For information, delegations of authority for the same purpose granted by the General Meeting of May 24, 2017 have not been used.

SIXTEENTH RESOLUTION

Delegation of authority to the Board of Directors to issue ordinary shares granting access to ordinary shares or to the allotment of debt instruments, and/or investment securities granting access to ordinary shares, as applicable, with preemptive subscription rights waived and an optional priority subscription period in the form of a public tender offer and/or as payment in a public exchange offering, duration of delegation, maximum nominal amount of the share capital increase, issue price, ability to limit unsubscribed securities to the amount of subscriptions or to distribute the unsubscribed securities, suspension during a public tender offer

The General Meeting, having reviewed the Management Report of the Board of Directors and the Special Auditors' Report, and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129-2, L. 225-136, L. 225-148 and L. 228-92:

- 1) delegates to the Board of Directors, with the right to subdelegate subject to the conditions set out by law, its authority to issue, on one or more occasions, in such proportions and at such times as it considers appropriate, on the French and/or international market, in the form of a public tender offer, either in euros, in foreign currency or in any other accounting unit established with reference to a group of currencies:
 - ordinary shares,
 - ordinary shares that establish the right to the allotment of other ordinary shares or debt instruments,
 - investment securities that grant access to ordinary shares to be issued;
- 2) resolves that subscriptions to shares and other investment securities as referred to in paragraph 1 of this Resolution may be carried out either in cash, by offsetting debts, or partly by capitalizing reserves, profits or premiums. These securities may, in particular, be issued as payment for securities contributed to the Company as part of a public exchange offering on securities meeting the conditions set out in Article L. 225-148 of the French Commercial Code;

- 3) sets the period of validity of this delegation of authority to 26 months, beginning on the date of this General Meeting;
- 4) the total nominal amount of the ordinary shares that may be issued under this delegation may not exceed €2.6 million. The ceilings stipulated in the Seventeenth and Twentieth Resolutions count toward this ceiling, which counts toward the maximum nominal amount of the ordinary shares that may be issued under the Fifteenth Resolution.

The nominal amount of the capital increase required in order to preserve the rights of the holders of rights or investment securities granting access to the Company's share capital in accordance with the law and, where relevant, with contractual stipulations setting out other means of preservation shall, where applicable, be added to this ceiling.

If debt instruments are issued under this delegation, the maximum nominal amount of debt instruments that may be issued immediately or in the future under this delegation may not exceed €260,000,000 plus any redemption premium above the par value, where applicable. It should be noted that the maximum nominal amount of the issues of Company debt instruments that may be carried out under this delegation and those granted under the Fifteenth, Seventeenth and Twentieth Resolutions is set at two hundred and sixty million euros (€260,000,000);

- 5) resolves to waive the preemptive subscription rights of shareholders to ordinary shares and investment securities granting access to the share capital and/or debt instruments referred to in this Resolution, while continuing to give the Board of Directors the option of granting the shareholders a priority subscription period pursuant to Article L. 225-135-5 of the French Commercial Code, for a period and subject to conditions that it will determine in accordance with the applicable statutory and regulatory provisions, and for all or part of an issue carried out. This priority subscription period shall not give rise to negotiable rights and must be exercised in proportion to the number of shares held by each shareholder and may be supplemented by a subscription for excess shares;



- 6) resolves that, in accordance with Article L. 225-136-1 paragraph 1 of the French Commercial Code:
- the issue price of the directly issued shares shall be greater than or equal to the minimum stipulated by the regulatory provisions in force on the date of the issue (currently the weighted average of the price on the last three trading days on the Euronext Paris regulated market before the setting of the subscription price of the capital increase minus 5%, after the correction of this average as applicable if the dividend dates are different),
 - the issue price of the investment securities granting access to the share capital and the number of shares to which the conversion, the redemption, or more generally the transformation of each investment security granting access to the share capital may entail a right shall be such that the sum immediately received by the Company plus, where applicable, the sum that it may subsequently receive, shall, for each share issued as a result of issuing these investment securities, be greater than or equal to the amount mentioned in the preceding paragraph;
- 7) resolves that, in the event of an issue of securities as payment for securities contributed under a public exchange offering, the Board of Directors shall, subject to the conditions set out in Article L. 225-148 of the French Commercial Code and within the limits set above, have the powers necessary to draw up a list of the securities contributed to the exchange, set the terms of the issue, the exchange rate, and the amount of the cash payment to be made where applicable, and to determine the terms of issue;
- 8) resolves that, if the subscriptions have not absorbed the entirety of an issue as described in 1), the Board of Directors may make use of the following authorizations:
- to limit the amount of the issue to the amount of the subscriptions, as applicable within the limits set out by the regulations,
 - to freely distribute all or some of the unsubscribed securities;
- 9) resolves that the Board of Directors shall have the powers necessary, within the above limits and with the right to subdelegate subject to the conditions set out by law, in particular to set the terms of the issue(s) as applicable, to declare the resulting share capital increases completed, to amend the bylaws accordingly, to include the expenses of the share capital increases in the amount of the associated premiums at its discretion, and to take from this amount the sums necessary to bring the legal reserve to one tenth of the new share capital after each increase, and, more generally, to take any actions necessary in this regard;
- 10) resolves that the Board of Directors, unless authorized in advance by the General Meeting, may not use this delegation for the remainder of the offer period once a proposed third-party public tender offer has been filed for the Company's shares;
- 11) notes that this delegation of authority renders any prior delegation for the same purpose invalid up to the amount of the unused portion, where applicable.

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES GRANTING ACCESS TO ORDINARY SHARES OR TO THE ALLOTMENT OF DEBT INSTRUMENTS AND/OR INVESTMENT SECURITIES GRANTING ACCESS TO ORDINARY SHARES, AS APPLICABLE, WITH PREEMPTIVE SUBSCRIPTION RIGHTS WAIVED IN AN OFFER AS DESCRIBED IN ARTICLE L. 411-2-II OF THE FRENCH MONETARY AND FINANCIAL CODE

■ **Purpose of the Seventeenth Resolution**

In the context of this Resolution, you are asked to renew the delegation to the Board, granted at the General Meeting of May 24, 2017 and set to expire, allowing the Company to make “private placement” offers, giving rise to share capital increases or offers of composite investment securities without PSRs directed exclusively at (i) persons who provide portfolio management investment services on behalf of third parties, or (ii) qualified investors or a limited group of investors, provided that those investors are acting on their own behalf.

This delegation makes it possible to optimize access to capital for the Company and to benefit from the best market conditions, given that this financing method is faster and simpler than a share capital increase in the form of a public tender offer. You are asked to waive PSRs to allow the Board of Directors to carry out, under simplified terms, financing transactions through private placement by issuing shares and/or investment securities granting access to the Company’s capital on markets in France and/or abroad.

Unless authorized in advance by the General Meeting, the Board of Directors may not use this delegation for the remainder of the offer period once a third-party public tender offer has been filed for the Company’s shares.

The nominal amount of the share capital increases without PSRs that may be carried out immediately or in the future under this delegation, excluding any additional amount that may be issued to preserve the rights of the holders of investment securities granting access to the share capital, **shall not exceed €2.6 million (i.e. approximately 10% of the share capital)**. This amount counts toward the maximum nominal amount of the ordinary shares that may be issued under the Sixteenth Resolution (which constitutes a shared ceiling for the ordinary shares that may be issued under the Seventeenth and Twentieth Resolutions). It should be noted that the ceiling of the Seventeenth Resolution counts toward the maximum nominal amount of the ordinary shares that may be issued under the Fifteenth Resolution.

The nominal amount of the capital increase required in order to preserve the rights of the holders of rights or investment securities granting access to the Company’s share capital in accordance with the law and, where relevant, with contractual stipulations setting out other means of preservation shall, where applicable, be added to this ceiling.

If debt instruments are issued under this delegation, the maximum nominal amount of debt instruments that may be issued immediately or in the future under this delegation may not exceed €260,000,000 plus any redemption premium above the par value, where applicable. It should be noted that the overall maximum nominal amount of the issues of Company debt instruments that may be carried out under this delegation and those granted under the Sixteenth, Seventeenth and Twentieth Resolutions is set at two hundred and sixty million euros (€260,000,000).

The issue price of the directly issued shares shall be at least equal to the minimum set out in the regulatory provisions applicable on the issue date (for the purposes of information, this is currently the weighted average of the price on the last three trading days before the date on which the subscription price of the share capital increase is set, minus a discount of up to 5%).

In accordance with the law, the delegations granted by your General Meeting to issue investment securities giving access to the share capital entail that shareholders waive their PSRs under the share capital securities to which these investment securities grant a right. If your General Meeting adopts these Resolutions, by law you waive your PSR under the shares that your Company may issue, if applicable, to reimburse any convertible bond.

The issue price of the investment securities granting access to the share capital shall be set such that, for any share issued under the investment securities giving access to the share capital, the total received by the Company for these investment securities giving access to the share capital is at least equal to the statutory minimum price per share (as it stood on the date of issue of the investment securities granting access to the share capital).

The period of validity of this delegation shall be set at 26 months. For information, the delegation for the same purpose granted by the General Meeting of May 24, 2017 has not been used.



SEVENTEENTH RESOLUTION

Delegation of authority to the Board of Directors to issue ordinary shares granting access to ordinary shares or to the allotment of debt instruments, and/or investment securities granting access to ordinary shares, as applicable, with preemptive subscription rights waived in an offer as set out in Article L. 411-2-II of the French Monetary and Financial Code, duration of delegation, maximum nominal amount of the capital increase, issue price, ability to limit unsubscribed securities to the amount of subscriptions or to distribute the unsubscribed securities, suspension during a public tender offer

The General Meeting, having reviewed the Management Report of the Board of Directors and the Special Auditors' Report, and in accordance with the provisions of the French Commercial Code and in particular Articles L. 225-129-2, L. 225-136 and L. 228-92:

- 1) delegates to the Board of Directors, with the right to subdelegate subject to the conditions set out by law, its authority to issue, on one or more occasions, in such proportions and at such times as it considers appropriate, on the French and/or international market, in the form of an offer as described in Article L. 411-2-II of the French Monetary and Financial Code, either in euros, in foreign currency or in any other accounting unit established with reference to a group of currencies:
 - ordinary shares,
 - ordinary shares that establish the right to the allotment of other ordinary shares or debt instruments, and
 - investment securities that grant access to ordinary shares to be issued;
- 2) resolves that subscriptions to shares and other investment securities as referred to in paragraph 1 of this Resolution may be carried out either in cash, by offsetting debts, or partly by capitalizing reserves, profits or premiums;
- 3) sets the period of validity of this delegation of authority to 26 months, beginning on the date of this General Meeting;
- 4) the total nominal amount of the ordinary shares that may be issued under this delegation may not exceed €2.6 million. This amount counts toward the ceiling defined in the Sixteenth Resolution, which counts toward the maximum nominal amount of the ordinary shares that may be issued under the Fifteenth Resolution.

The nominal amount of the capital increase required in order to preserve the rights of the holders of rights or investment securities granting access to the Company's share capital in accordance with the law and, where relevant, with contractual stipulations setting out other means of preservation shall, where applicable, be added to this ceiling.

If debt instruments are issued under this delegation, the maximum nominal amount of debt instruments that may be issued immediately or in the future under this delegation may not exceed €260,000,000 plus any redemption premium above the par value, where applicable. It should be noted that the maximum nominal amount of the issues of Company debt

instruments that may be carried out under this delegation and those granted under the Fifteenth, Sixteenth and Twentieth Resolutions is set at two hundred and sixty million euros (€260,000,000);

- 5) resolves to waive the preferential subscription rights of shareholders to ordinary shares and investment securities granting access to the share capital and/or debt instruments referred to in this Resolution;
- 6) resolves that, in accordance with Article L. 225-136-1 paragraph 1 of the French Commercial Code:
 - the issue price of the directly issued shares shall be greater than or equal to the minimum stipulated by the regulatory provisions in force on the date of the issue (currently the weighted average of the price on the last three trading days on the Euronext Paris regulated market before the setting of the subscription price of the capital increase minus 5%, after the correction of this average as applicable if the dividend dates are different), and
 - the issue price of the investment securities granting access to the share capital and the number of shares to which the conversion, the redemption, or more generally the transformation of each investment security giving access to the share capital may entail a right shall be such that the sum immediately received by the Company plus, where applicable, the sum that it may subsequently receive, shall, for each share issued as a result of issuing these investment securities, be greater than or equal to the amount mentioned in the preceding paragraph;
- 7) resolves that, if the subscriptions have not absorbed the entirety of an issue as described in 1), the Board of Directors may make use of the following authorizations:
 - to limit the amount of the issue to the amount of the subscriptions, as applicable within the limits set out by the regulations, and
 - to freely distribute all or some of the unsubscribed securities;
- 8) resolves that the Board of Directors shall have the powers necessary, within the above limits and with the right to subdelegate subject to the conditions set out by law, to set the terms of the issue(s) as applicable, to declare the resulting share capital increases completed, to amend the bylaws accordingly, to include the expenses of the share capital increases in the amount of the associated premiums at its discretion, and to take from this amount the sums necessary to bring the legal reserve to one tenth of the new share capital after each increase, and, more generally, to take any actions necessary in this regard;
- 9) resolves that the Board of Directors, unless authorized in advance by the General Meeting, may not use this delegation for the remainder of the offer period once a proposed third-party public tender offer has been filed for the Company's shares;
- 10) notes that this delegation of authority renders any prior delegation for the same purpose invalid up to the amount of the unused portion, where applicable.



AUTHORIZATION, IN THE EVENT OF AN ISSUE WITH PREEMPTIVE SUBSCRIPTION RIGHTS WAIVED, TO SET THE ISSUE PRICE UP TO A LIMIT OF 10% OF SHARE CAPITAL PER YEAR, SUBJECT TO TERMS ESTABLISHED BY THE GENERAL MEETING, SUSPENSION DURING A PUBLIC TENDER OFFER

■ Purpose of the Eighteenth Resolution

In the context of this Resolution, you are asked to renew the authorization granted to the Board at the General Meeting of May 24, 2017 and set to expire, allowing the Company, in the event of an issue of ordinary shares and/or investment securities granting access to the share capital under the Sixteenth and Seventeenth Resolutions, to deviate from the terms for setting the price set out in the aforementioned Resolutions within an annual limit of 10% of the share capital, and to set the issue price of similar capital securities to be issued according to the following terms:

- the issue price of the ordinary shares shall be greater than or equal to the weighted average price of the share on Euronext Paris over the five trading days preceding the decision to set the price, minus a possible discount of up to 10%;
- the issue price of investment securities other than ordinary shares shall be such that the sum immediately received by the Company plus, where applicable, the sum that the Company may subsequently receive, shall, for each ordinary share issued as a result of issuing these investment securities, be greater than or equal to the amount mentioned in the preceding paragraph.

This exceptional pricing rule may allow the Board a certain flexibility in determining the amount of the discount when setting the issue price, depending on the transaction, the market situation and the average reference price.

For information, the authorization for the same purpose granted by the General Meeting of May 24, 2017 has not been used.

Unless authorized in advance by the General Meeting, the Board of Directors may not use this authorization for the remainder of the offer period once a proposed third-party public tender offer has been filed for the Company's shares.

EIGHTEENTH RESOLUTION

Authorization, in the event of an issue with preemptive subscription rights waived, to set the issue price up to a limit of 10% of share capital per year, subject to terms established by the General Meeting, suspension during a public tender offer

The General Meeting, having reviewed the Management Report of the Board of Directors and the Special Auditors' Report, and in accordance with the provisions of Article L. 225-136-1 paragraph 2 of the French Commercial Code, authorizes the Board of Directors, which resolves to carry out an issue of ordinary shares or investment securities granting access to the share capital under the Sixteenth and Seventeenth Resolutions, to deviate from the terms for setting the price set out in the aforementioned Resolutions within an annual limit of 10% of the share capital, and, with the right to subdelegate subject to the conditions set out by law, to set the issue price of similar capital securities to be issued according to the following terms:

- the issue price of the directly issued shares shall be greater than or equal to the weighted average price of the share on Euronext Paris over the five trading days preceding the decision to set the

price, minus a possible discount of up to 10% (after correction of this average as applicable if the dividend dates are different); and

- the issue price of the investment securities granting access to the share capital and the number of shares to which the conversion, the redemption, or more generally the transformation of each investment security giving access to the capital may entail a right shall be such that the sum immediately received by the Company plus, where applicable, the sum that it may subsequently receive, shall, for each ordinary share issued as a result of issuing these investment securities, be greater than or equal to the amount mentioned in the preceding paragraph.

Unless authorized in advance by the General Meeting, the Board of Directors may not use this authorization for the remainder of the offer period once a proposed third-party public tender offer has been filed for the Company's shares.



AUTHORIZATION TO INCREASE THE AMOUNT OF THE ISSUES, SUSPENSION DURING A PUBLIC TENDER OFFER

■ Purpose of the Nineteenth Resolution

For each issue of ordinary shares or investment securities granting access to the share capital resolved under the Fifteenth through Seventeenth Resolutions, we ask you to renew the authorization granted to the Board of Directors at the General Meeting on May 24, 2017 to increase the number of securities to be issued subject to the conditions set out in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code and according to the ceilings set by the General Meeting.

Unless authorized in advance by the General Meeting, the Board of Directors may not use this authorization for the remainder of the offer period once a proposed third-party public tender offer has been filed for the Company's shares.

For information, the authorization for the same purpose granted by the General Meeting of May 24, 2017 has not been used.

NINETEENTH RESOLUTION

Authorization to increase the amount of the issues, suspension during a public tender offer

The General Meeting, having reviewed the Management Report of the Board of Directors, resolves that, for each issue of ordinary shares or investment securities granting access to the share capital and resolved under the Fifteenth through Seventeenth Resolutions, the number of securities to be issued may be increased subject to the conditions set out in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code in force on the issue date and according to the ceilings set by the General Meeting, and at the

same price as that applied to the initial issue, particularly with a view to granting an over-allotment option in accordance with market practices.

Unless authorized in advance by the General Meeting, the Board of Directors may not use this authorization for the remainder of the offer period once a proposed third-party public tender offer has been filed for the Company's shares.

The Board of Directors sets the period of validity of this delegation of authority to 26 months, beginning on the date of this General Meeting.

DELEGATION TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING ORDINARY SHARES AND/OR INVESTMENT SECURITIES GRANTING ACCESS TO THE SHARE CAPITAL, UP TO A MAXIMUM OF 10% OF THE CAPITAL, AS CONSIDERATION FOR CONTRIBUTIONS IN KIND OF SECURITIES OR INVESTMENT SECURITIES GRANTING ACCESS TO THE SHARE CAPITAL

■ **Purpose of the Twentieth Resolution**

You are asked to renew the authorization, granted to the Board of Directors at the General Meeting of May 24, 2017 and set to expire, to conduct external growth transactions in the form of (a) private exchange offer(s), financed by ordinary shares or investment securities granting access to ordinary shares issued by the Company as payment for contributions in kind to the Company for capital securities or investment securities granting access to the share capital. The provisions of Article L. 225-148 of the French Commercial Code shall not apply. These issues shall be carried out without PSRs.

The nominal amount of the issues to be carried out under this Resolution **may not exceed 10% of the share capital**. This percentage applies to the share capital adjusted according to the transactions relating to it after this General Meeting. For information, at this General Meeting, the maximum nominal amount is €2.6 million.

This amount would count toward the maximum nominal amount of the ordinary shares that may be issued under the Sixteenth Resolution (which constitutes a shared ceiling for the ordinary shares that may be issued under the Seventeenth and Twentieth Resolutions). It should be noted that the ceiling of the Seventeenth Resolution counts toward the maximum nominal amount of the ordinary shares that may be issued under the Sixteenth Resolution.

If debt instruments are issued under this delegation, the maximum nominal amount of debt instruments that may be issued immediately or in the future under this delegation may not exceed €260,000,000 plus any redemption premium above the par value, where applicable. It should be noted that the overall maximum nominal amount of the issues of Company debt instruments that may be carried out under this delegation and those granted under the Sixteenth, Seventeenth and Twentieth Resolutions is set at two hundred and sixty million euros (€260,000,000).

This delegation shall in particular allow the Board to set the terms of the issue, the exchange rate and, where applicable, the cash amount to be paid. The Board of Directors shall vote on the report of a contributions auditor specifically covering the value of the contributions.

Unless authorized in advance by the General Meeting, the Board of Directors may not use this delegation for the remainder of the offer period once a third-party public tender offer has been filed for the Company's shares.

The period of validity of this delegation shall be set at 26 months. For information, the delegation for the same purpose granted by the General Meeting of May 24, 2017 has not been used.

TWENTIETH RESOLUTION

Delegation to the Board of Directors to increase share capital by issuing ordinary shares and/or investment securities granting access to the share capital, up to a maximum of 10% of the capital, as consideration for contributions in kind of securities or investment securities granting access to the share capital

The General Meeting, having reviewed the Management Report of the Board of Directors and the Statutory Auditors' Report, and in accordance with Articles L. 225-147 and L. 228-92 of the French Commercial Code:

1) authorizes the Board of Directors, on the recommendation of the contributions auditor, with the right to subdelegate subject to the conditions set out by law, to issue ordinary shares or investment securities granting access to ordinary shares as consideration for contributions in kind made to the Company and composed

of capital shares or investment securities granting access to the share capital. The provisions of Article L. 225-148 of the French Commercial Code shall not apply;

2) sets the period of validity of this delegation of authority to 26 months, beginning on the date of this General Meeting;

3) resolves that the total nominal amount of the ordinary shares that may be issued under this delegation may not exceed 10% of the share capital on the date of this General Meeting, not taking into account the nominal amount of the capital increase required in order to preserve the rights of the holders of rights or investment securities granting access to the Company's share capital in accordance with the law and, where relevant, with contractual stipulations setting out other means of preservation. This amount counts toward the ceiling defined in the Sixteenth Resolution, which counts toward the maximum nominal amount of the ordinary shares that may be issued under the Fifteenth Resolution.



If debt instruments are issued under this delegation, the maximum nominal amount of debt instruments that may be issued immediately or in the future under this delegation may not exceed €260,000,000 plus any redemption premium above the par value, where applicable. It should be noted that the maximum nominal amount of the issues of Company debt instruments that may be carried out under this delegation and those granted under the Fifteenth, Sixteenth and Seventeenth Resolutions is set at two hundred and sixty million euros (€260,000,000);

- 4) delegates to the Board of Directors, with the right to subdelegate subject to the conditions set out by law, and in order to approve the valuation of the contributions, all powers necessary to resolve to carry out the resulting share capital increase, to declare it

completed, to allocate all costs and rights brought about by the share capital increase to the contribution premium as applicable, to deduct from the contribution premium the amounts necessary to bring the legal reserve to one tenth of the new share capital after each increase and to amend the bylaws accordingly, and to take any actions necessary in this regard;

- 5) resolves that the Board of Directors, unless authorized in advance by the General Meeting, may not use this delegation for the remainder of the offer period once a proposed third-party public tender offer has been filed for the Company's shares;
- 6) notes that this delegation of authority renders any prior delegation for the same purpose invalid up to the amount of the unused portion, where applicable.

DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE SHARE CAPITAL BY ISSUING ORDINARY SHARES AND/OR INVESTMENT SECURITIES GRANTING ACCESS TO THE SHARE CAPITAL, WITH PREEMPTIVE SUBSCRIPTION RIGHTS WAIVED FOR THE BENEFIT OF MEMBERS OF A COMPANY SAVINGS PLAN UNDER ARTICLES L. 3332-18 ET SEQ. OF THE FRENCH LABOR CODE

■ Purpose of the Twenty-first Resolution

We put this Resolution to your vote in order to comply with the provisions of Article L. 225-129-6 of the French Commercial Code, which state that the Extraordinary General Meeting must also vote on a Resolution to carry out a share capital increase subject to the conditions set out in Articles L. 3332-18 et seq. of the French Labor Code, when it delegates its authority to conduct a cash capital increase. As the General Meeting is called to vote on delegations that could generate cash capital increases, it must also vote on a delegation for the benefit of the members of a company savings plan. It should be noted that including this delegation for the benefit of members of a company savings plan on the agenda also allows the Company to satisfy the three-year obligation set out in the aforementioned provisions.

In the context of this Resolution, your Board of Directors asks you, in accordance with Article L. 225-138-1 of the French Commercial Code, to delegate to the Board of Directors, with the right to subdelegate subject to the conditions set out by law, the authority to resolve to increase the capital, on one or more occasions, by issuing shares or investment securities granting access to the share capital reserved for members of a company or group savings plan, with PSRs waived.

The nominal amount of the share capital increases that may be carried out under this Resolution shall be **limited to a nominal amount of €1,300,000 (for information, this is approximately 5% of the share capital). It should be noted that this amount counts toward the maximum nominal amount of the ordinary shares that may be issued under the Fifteenth Resolution.**

The nominal amount of the capital increase required in order to preserve the rights of the holders of rights or investment securities granting access to the Company's capital in accordance with the law and, where relevant, with contractual stipulations setting out other means of preservation shall be added to this amount, as applicable.

The issue price of the new shares or investment securities granting access to the share capital shall be set by your Board of Directors. It may not be lower than 30% of the average listed price of the share on the last 20 trading days preceding the decision to set the opening date of the subscription, or be more than this average.

Your Board of Directors may provide for allotting shares to be issued or already issued or other securities granting access to the Company's capital to be issued or already issued to the beneficiaries, free of charge, to cover (i) the matching contribution that may be paid under company or group savings plans regulations, and/or (ii) the discount, where applicable, and, in the event of an issuance of new shares relating to the discount and/or contribution, may decide to capitalize the reserves, profits or additional paid-in capital required to pay-up the shares.

This delegation shall be granted for a period of 26 months. For information, the delegation for the same purpose granted by the General Meeting of May 24, 2017 has been used. By decision of the Chief Executive Officer on June 5, 2018, acting by virtue of the subdelegation by the Board of Directors of January 25, 2018, the Company carried out a share capital increase of €90,558.

TWENTY-FIRST RESOLUTION**Delegation of authority to the Board of Directors to increase share capital by issuing ordinary shares and/or investment securities granting access to the share capital, with preemptive subscription rights waived for the benefit of members of a company savings plan under Articles L. 3332-18 et seq. of the French Labor Code, duration of delegation, maximum nominal amount of the share capital increase, issue price, option to allot bonus shares under Article L. 3332-21 of the French Labor Code**

The General Meeting, having reviewed the Management Report of the Board of Directors and the Special Auditors' Report, in accordance with Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code, and Articles L. 3332-18 et seq. of the French Labor Code:

- 1) delegates its authority to the Board of Directors, with the right to sub-delegate, to increase the share capital, if it deems it necessary and at its sole initiative, on one or more occasions by issuing ordinary shares or investment securities granting access to equity securities of the Company to be issued for the benefit of members of one or more company or group savings plans set up within a company and/or group of companies in France or abroad that come within the Company's scope of consolidation or of combined financial statements pursuant to Article L. 3344-1 of the French Labor Code. It is noted that the subscriptions may be made directly by the beneficiaries or through mutual funds (fonds communs de placement) or other structures or entities permitted under the applicable legal or regulatory provisions and that this resolution may be used to implement the leveraged formulas;
- 2) waives, in favor of these members of a savings plans, the preemptive subscription right to the shares and/or the investment securities granting access to the equity securities that may be issued under this delegation;
- 3) sets the period of validity of this delegation of authority to 26 months, beginning on the date of this General Meeting;
- 4) limits the maximum nominal amount of the increase(s) that may be carried out under this delegation to €1,300,000. It should be noted that this amount counts toward the maximum nominal amount of the ordinary shares that may be issued under the Fifteenth Resolution. The nominal amount of the capital increase required in order to preserve the rights of the holders of rights or investment securities granting access to the Company's share capital in accordance with the law and, where relevant, with contractual stipulations setting out other means of preservation shall be added to this amount, where applicable;
- 5) resolves that the price of the shares to be issued, pursuant to 1) of this delegation, may not be lower than 30% of the average listed price of the share on the last 20 trading days preceding the decision to set the opening date of the subscription, or be more than this average;
- 6) resolves, pursuant to the provisions of Article L. 3332-21 of the French Labor Code, that the Board of Directors may provide for allotting shares to be issued or already issued or other securities granting access to the Company's share capital to be issued or already issued to the beneficiaries defined in the first paragraph above, free of charge, to cover (i) the matching contribution that may be paid under company or group savings plans regulations, and/or (ii) the discount, where applicable, and, in the event of an issuance of new shares relating to the discount and/or contribution, may decide to capitalize the reserves, profits or additional paid-in capital required to pay-up the shares;
- 7) notes that this delegation of authority renders any prior delegation for the same purpose invalid up to the amount of the unused portion, where applicable.

The Board of Directors may or may not implement this delegation, take any necessary measures and carry out any necessary formalities.



AUTHORIZATION TO THE BOARD OF DIRECTORS TO AWARD SHARE SUBSCRIPTION AND/OR PURCHASE OPTIONS TO EMPLOYEES AND/OR CERTAIN CORPORATE OFFICERS OF THE COMPANY OR ASSOCIATED COMPANIES OR ECONOMIC INTEREST GROUPS, WAIVER BY SHAREHOLDERS OF THEIR PREEMPTIVE SUBSCRIPTION RIGHTS, DURATION OF THE AUTHORIZATION, CEILING, EXERCISE PRICE, MAXIMUM DURATION OF THE OPTION

■ Purpose of the Twenty-second Resolution

In the Twenty-second Resolution we ask you to authorize the Board of Directors, pursuant to the provisions of Articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant the beneficiaries indicated below, on one or more occasions, options that entitle the holder to subscribe to new shares of the company, to be issued in respect of a capital increase or to purchase existing shares in the company arising from redemptions made under the conditions stipulated by law.

The period of validity of this authorization shall be set at thirty-eight (38) months.

The beneficiaries of these options may only be:

- firstly, employees or a number thereof, or certain categories of personnel, of the Fnac Darty company and, where applicable, companies or economic interest groups that are associated with it pursuant to Article L. 225-180 of the French Commercial Code; or
- secondly, corporate officers that meet the conditions set by Article L. 225-185 of the French Commercial Code.

The total number of options that may be granted by the Board of Directors in respect of this authorization may not entitle its holders to subscribe or purchase a number of shares greater than 5% of the share capital in existence on the day of the allotment. Added to this amount would be, where applicable, the nominal amount of the capital increase required to preserve the rights of the beneficiaries of options in the event of transactions involving the Company's capital, in accordance with the law and with contractual stipulations setting out other means of preservation, where relevant. It is made clear that from this ceiling, the total number of bonus shares that may be allocated by the Board of Directors in respect of the following authorization would be deducted, and that the nominal amount of capital increases resulting from the exercise of the stock options granted by this authorization will be deducted from the overall ceiling stated in the Fifteenth Resolution.

The total number of options that may be granted to the Company's executive corporate officers would not entitle its holders to subscribe or purchase a number of shares greater than 1% of the share capital within this budget common to this authorization and the one that follows it.

The Board of Directors would determine the identity of the beneficiaries of the allotments as well as, where applicable, the performance condition(s) to which exercise of these options will be subject, it being stated that, as a minimum, a performance condition for the plan will be linked to the fluctuations in the company's share price, and the duration of the period during which the options may be exercised, with this not being less than three years. The Board of Directors could provide an exception to these rules, particularly in the event of the death or disability of the beneficiary.

The subscription and/or purchase price of the shares by the beneficiaries would be set on the day the options are granted and cannot be lower than the average of the prices quoted on the 20 trading days preceding this date, with no discount possible, in line with the legal conditions. No options may be granted during the blackout periods stated in the regulations.

This authorization would include an explicit waiver by shareholders, in favor of the beneficiaries of stock options, of their preferential subscription right to shares that will be issued as and when the options are exercised.

We ask you to delegate all powers to the Board of Directors to set out the other terms and conditions to allot the options and for their exercise, and specifically to:

- set the conditions according to which the options will be granted, and approve the list or categories of beneficiaries as scheduled above; set, where appropriate, the conditions of seniority and performance that these beneficiaries must fulfill; determine the conditions according to which the price and number of shares must be adjusted, in particular in the scenarios scheduled under Articles R. 225-137 to R. 225-142 of the French Commercial Code;
- set the exercise period(s) for the options thus granted, on the understanding that the term of the options may not exceed a period of eight (8) years from their allotment date;



- schedule the possibility of temporarily suspending the exercise of options for a period of up to three months in the event that financial transactions are made involving the exercise of a right attached to the shares;
- if required, purchase the necessary shares as part of the share buyback program and allot them to the stock option plan;
- perform or cause to be performed all acts and formalities so as to make final the capital increase(s) that may, where applicable, be carried out pursuant to the authorization outlined in this Resolution; amend the bylaws accordingly and generally do whatever is necessary;
- on its sole decision and only if it deems this appropriate, charge the fees for the share capital increases to the amount of the premiums relating to these increases, and deduct from this amount all sums required to increase the legal reserve to one-tenth of the new share capital figure after each increase.

TWENTY-SECOND RESOLUTION

Authorization to the Board of Directors to award share subscription and/or purchase options to employees and/or certain corporate officers of the Company or associated companies or economic interest groups, waiver by shareholders of their preemptive subscription rights, duration of the authorization, ceiling, exercise price, and maximum duration of the option

The General Meeting, having reviewed the Board of Directors' report and the special auditors' report:

- 1) authorizes the Board of Directors, pursuant to the provisions of Articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant the beneficiaries indicated below, on one or more occasions, options that entitle the holder to subscribe to new shares of the company, to be issued in respect of a capital increase or to purchase existing shares in the company arising from redemptions made under the conditions stipulated by law;
- 2) sets the period of validity of this authorization at thirty-eight months, beginning on the date of this General Meeting;
- 3) resolves that the beneficiaries of these options may only be:
 - firstly, employees or a number thereof, or certain categories of personnel, of the FNAC DARTY company and, where applicable, companies or economic interest groups that are associated with it pursuant to Article L. 225-180 of the French Commercial Code, or
 - secondly, the corporate officers that meet the conditions set by Article L. 225-185 of the French Commercial Code;

- 4) the total number of options that may be granted by the Board of Directors in respect of this authorization shall not entitle its holders to subscribe or purchase a number of shares greater than 5% of the share capital in existence on the day of the allotment. Added to this amount will be, where applicable, the nominal amount of the capital increase required to preserve the rights of the beneficiaries of options in the event of transactions involving the Company's capital, in accordance with the law and with contractual stipulations setting out other means of preservation, where relevant. It is made clear that from this ceiling, the total number of bonus shares that may be allocated by the Board of Directors in respect of the following authorization will be deducted, and that the nominal amount of capital increases resulting from the exercise of the stock options granted by this authorization will be deducted from the overall ceiling scheduled in the Fifteenth Resolution.

The total number of options that may be granted to the executive corporate officers of the Company shall not entitle its holders to subscribe or purchase a number of shares greater than 1% of the share capital within this budget common to this authorization and the one that follows it.

The Board of Directors will determine the identity of the beneficiaries of the allotments as well as, where applicable, the performance condition(s) to which exercise of these options will be subject, it being stated that, as a minimum, a performance condition for the plan will be linked to the fluctuations in the company's share price, and the duration of the period during which the options may be exercised, with this not being less than 3 years. The Board of Directors can provide an exception to these rules, particularly in the event of the death or disability of the beneficiary;

- 5) resolves that the subscription and/or purchase price of the shares by the beneficiaries will be set on the day the options are granted and cannot be lower than the average of the prices quoted on the twenty trading days preceding this date, with no discount possible, in line with the legal conditions;
- 6) resolves that no options may be granted during the blackout periods scheduled in the regulations;



- 7) acknowledges that this authorization includes an explicit waiver by shareholders, in favor of the beneficiaries of stock options, of preferential subscription rights to shares that will be issued as and when the options are exercised;
- 8) delegates all powers to the Board of Directors to set out the other terms and conditions to allot the options and their exercise, and specifically to:
- set the conditions according to which the options will be granted, and approve the list or categories of beneficiaries as scheduled above; set, where appropriate, the conditions of seniority and performance that these beneficiaries must fulfill; determine the conditions according to which the price and number of shares must be adjusted, in particular in the scenarios scheduled under Articles R. 225-137 to R. 225-142 of the French Commercial Code,
 - set the exercise period(s) for the options thus granted, on the understanding that the term of the options may not exceed a period of eight (8) years from their allotment date,
 - schedule the possibility of temporarily suspending the exercise of options for a period of up to three months in the event that financial transactions are made involving the exercise of a right attached to the shares,
 - if required, purchase the necessary shares as part of the share buyback program and allot them to the stock option plan,
 - perform or cause to be performed all acts and formalities so as to make final the capital increase(s) that may, where applicable, be carried out pursuant to the authorization outlined in this Resolution; amend the bylaws accordingly and generally do whatever is necessary,
 - on its sole decision, and only if it deems this appropriate, charge the fees for the share capital increases to the amount of the premiums relating to these increases, and deduct from this amount all sums required to increase the legal reserve to one-tenth of the new share capital figure after each increase;
- 9) notes that this authorization renders any prior authorization for the same purpose invalid up to the amount of the unused portion, where applicable.

AUTHORIZATION TO THE BOARD OF DIRECTORS TO ALLOT BONUS SHARES TO EMPLOYEES AND/OR CERTAIN CORPORATE OFFICERS OF THE COMPANY OR ASSOCIATED COMPANIES OR ECONOMIC INTEREST GROUPS, WAIVER BY SHAREHOLDERS OF THEIR PREEMPTIVE SUBSCRIPTION RIGHTS, DURATION OF THE AUTHORIZATION, CEILING, DURATION OF THE VESTING PERIOD, PARTICULARLY IN THE EVENT OF DISABILITY

■ **Purpose of the Twenty-third Resolution**

In the Twenty-third Resolution we ask you to authorize the Board of Directors to proceed, on one or more occasions, in accordance with Articles L. 225-197-1 and L. 225-197-2 of the French Commercial Code, to the allotment of ordinary shares of the company, whether existing or to be issued, in favor of:

- employees of the company or companies or economic interest groups directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code; and/or
- corporate officers that meet the conditions set by Article L. 225-197-1 of the French Commercial Code.

The total number of bonus shares allotted pursuant to this authorization may not exceed 5% of the share capital on the date of the allotment decision. Added to this amount, where applicable, would be the nominal amount of the capital increase required to preserve the rights of the beneficiaries of bonus share allocations in the event of transactions involving the Company's capital during the vesting period. It is noted that deducted from this ceiling would be the total number of shares that may give entitlement to options that may be granted by the Board of Directors in respect of the preceding authorization, and that the nominal amount of capital increases likely to be exercised pursuant to this authorization will be deducted from the overall ceiling scheduled in the Fifteenth Resolution.

The total number of bonus shares that may be allotted to the executive corporate officers of the Company could not exceed 1% of the capital in the budget common to this authorization and the one preceding it.

Your Board would set a vesting period, at the end of which the shares would be vested to the beneficiaries. This period may not be less than three years and may also include or not include a retention obligation at the end of the vesting period.



By way of exception, vesting would occur before the end of the vesting period in the event of disability of the beneficiary in line with the classification in categories 2 and 3 set out in Article L. 341-4 of the French Social Security Code.

Unless an exception is made, your Board will set several performance conditions which would need to be met for the shares to vest. As a minimum, a performance condition for the plan will be linked to the fluctuations in the company's share price.

We ask you to grant all powers to the Board in order to:

- set the conditions and, where applicable, the allotment criteria and performance conditions of the shares;
- determine the identity of the beneficiaries as well as the number of shares allotted to each of them;
- where applicable:
 - ensure the existence of sufficient reserves and, for each allotment, transfer to an unavailable reserve account those sums required to pay up the new shares to be allotted,
 - decide, at the appropriate time, on the capital increase(s) by capitalization of reserves, premiums or profits pertaining to the issue of the new bonus shares allotted,
 - purchase the necessary shares in connection with the share buyback program and allot them to the allotment plan,
 - determine the impact on beneficiaries' rights of the transactions affecting capital or likely to affect the value of the shares allotted and realized during the vesting period and, consequently change or adjust, where appropriate, the number of shares allotted to maintain the rights of the beneficiaries,
 - decide whether or not to impose a retention obligation at the end of the vesting period and, if so, determine the duration thereof, taking all measures necessary to ensure that it is respected by the beneficiaries,
 - and, more generally, in connection with the applicable legislation, do all that is or will become necessary pursuant to the implementation of this authorization.

This authorization would automatically imply the waiver by shareholders of their preemptive subscription rights to new shares issued by capitalization of reserves, premiums and profits.

The period of validity for this authorization would be thirty-eight (38) months and would render any prior authorization for the same purpose invalid up to the amount of the unused portion, where applicable.



TWENTY-THIRD RESOLUTION

Authorization to the Board of Directors to allot bonus shares to employees and/or certain corporate officers of the Company or associated companies or economic interest groups, waiver by shareholders of their preemptive subscription rights, duration of the authorization, ceiling, duration of the vesting period, particularly in the event of disability

The General Meeting, having become familiar with the Board of Directors' report and the special auditors' report, authorizes the Board of Directors to proceed, on one or more occasions, in accordance with Articles L. 225-197-1 and L. 225-197-2 of the French Commercial Code, to the allotment of ordinary shares of the company, whether existing or to be issued, in favor of:

- employees of the company or companies or economic interest groups directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code,
- and/or corporate officers that meet the conditions set by Article L. 225-197-1 of the French Commercial Code.

The total number of bonus shares granted pursuant to this authorization may not exceed 5% of the share capital on the date of the allotment decision. Added to this amount, where applicable, will be the nominal amount of the capital increase required to preserve the rights of the beneficiaries of bonus share allocations in the event of transactions involving the Company's capital during the vesting period. It is made clear that from this ceiling, the total number of shares that may give entitlement to options that may be granted by the Board of Directors in respect of the preceding authorization will be deducted, and that the nominal amount of capital increases likely to be exercised pursuant to this authorization will be deducted from the overall ceiling scheduled in the Fifteenth Resolution.

The total number of bonus shares that may be allotted to the executive corporate officers of the Company may not exceed 1 of the capital in the budget common to this authorization and the one preceding it.

The shares allotted to beneficiaries will vest after a vesting period that will be set by the Board of Directors, which may not be less than three years. The General Meeting authorizes the Board of Directors to decide whether or not to impose a retention obligation at the end of the vesting period.

By way of exception, vesting will occur before the end of the vesting period in the event of disability of the beneficiary in line with the classification in categories 2 and 3 set out in Article L. 341-4 of the French Social Security Code.

Unless an exception is made, vesting of shares will be subject, upon the decision of the Board of Directors, to the achievement of one or several performance conditions, with, as a minimum, one performance condition that will be linked to the fluctuations in the company's share price.

All powers are granted to the Board of Directors intended to:

- set the conditions and, where applicable, the allotment criteria and performance conditions of the shares;
- determine the identity of the beneficiaries as well as the number of shares allotted to each of them;
- where applicable:
 - note the existence of sufficient reserves and for each allotment, transfer to an unavailable reserve account those sums required to pay up the new shares to be allotted,
 - decide, at the appropriate time, on the capital increase(s) by incorporation of reserves, premiums or profits pertaining to the issue of the new bonus shares allotted,
 - purchase the necessary shares in connection with the share buyback program and allot them to the allotment plan,
 - determine the impact on beneficiaries' rights of the transactions affecting capital or likely to affect the value of the shares allotted and realized during the vesting period and, consequently change or adjust, where appropriate, the number of shares allotted to maintain the rights of the beneficiaries,
 - decide whether or not to impose a retention obligation at the end of the vesting period and if so, determine the duration thereof, taking all measures necessary to ensure that it is respected by the beneficiaries,
 - and, more generally, in connection with the applicable legislation, do all that is or will become necessary pursuant to the implementation of this authorization.

This authorization automatically implies the waiver by shareholders of their preemptive subscription rights to new shares issued by incorporation of reserves, premiums and profits.

It is given for a period of thirty-eight months from the date of this Meeting.

It renders any prior authorization for the same purpose invalid up to the amount of the unused portion, where applicable.



AMENDMENT OF THE BYLAWS TO CHANGE THE TERMS OF OFFICE OF THE DIRECTORS AND CORRESPONDING CHANGE TO THE BYLAWS

■ Purpose of the Twenty-fourth Resolution

In the Twenty-fourth Resolution, we ask you to amend Article 12 of the bylaws in order to bring the terms of office of the directors to four (4) years (versus their initial duration of three (3) years) in order to ensure continuity of the management of the Company. This increase in the terms of office of the directors shall have no impact on the terms of office in progress, which shall continue until they expire.

TWENTY-FOURTH RESOLUTION

Amendment of the bylaws to change the terms of office of the Directors and corresponding change to the bylaws

The General Meeting, having reviewed the Management Report of the Board of Directors, resolves:

- to set the terms of office of the directors at four (4) years, it being noted that this increase in the terms of office has no impact on current terms of office which will continue to their expiration;

- to amend the third paragraph of Article 12 of the bylaws accordingly, leaving the rest of the Article unchanged, as follows:

“Article 12 – Management of the Company – Board of Directors

[...]

The directors are appointed for a term of four (4) years by the General Meeting under the conditions set forth by law. [...]”

AMENDMENT OF THE BYLAWS TO PROVIDE FOR STAGGERING OF THE TERMS OF OFFICE AND CORRESPONDING CHANGE TO ARTICLE 12 OF THE BYLAWS

■ Purpose of the Twenty-fifth Resolution

In the Twenty-fifth Resolution, we ask you to amend Article 12 of the bylaws to enable the option to appoint directors for a term that is less than the four-year term of office in order to implement or maintain staggering of Board members' terms of office.

TWENTY-FIFTH RESOLUTION

Amendment of the bylaws to provide for staggering of the terms of office and corresponding change to Article 12 of the bylaws

The General Meeting, having reviewed the Management Report of the Board of Directors, resolves:

- to enable the option to appoint directors for a term that is shorter than the term of office in order to implement or maintain staggering of Board members' terms of office;

- to add the following sentence at the end of the third paragraph of Article 12 of the bylaws, leaving the rest of the Article unchanged, as follows:

“Article 12 – Management of the Company – Board of Directors

[...]

On an exceptional basis, and in order exclusively to implement or maintain a staggering of the terms of office, the Ordinary General Meeting may appoint one or more members of the Board of Directors for a period of two or three years.”



AMENDMENT OF THE BYLAWS SETTING OUT THE PROCEDURE FOR APPOINTING (A) DIRECTOR(S) TO REPRESENT EMPLOYEES

■ Purpose of the Twenty-sixth Resolution

In the Twenty-sixth Resolution, we ask you to amend Article 12 of the bylaws to allow one or more Directors, subject to the conditions set out by law, to be appointed to represent the employees on the Board of Directors of Fnac Darty SA. This amendment to the bylaws will bring the Company into compliance with the provisions of Article 7.1 of the AFEP-MEDEF Code as revised in June 2018, which now recommends that *“Directors representing employees elected or appointed in accordance with legal requirements have a seat on the board of the company which states that it refers to the provisions of this Code in its corporate governance report”*.

The Director(s) representing the employees shall be appointed by the Group committee for a period of four years.

TWENTY-SIXTH RESOLUTION

Amendment of the bylaws setting out the procedure for appointing (a) Director(s) to represent employees

The General Meeting, having reviewed the Management Report of the Board of Directors, decides to insert the following paragraphs after the fifth paragraph of Article 12 of the bylaws, leaving the rest of the Article unchanged:

“Furthermore, in accordance with Article L. 225-27-1 of the French Commercial Code, the Board of Directors shall include a director representing the employees, who shall not be taken into account when determining the minimum and maximum number of directors defined above.

In the event that the number of directors appointed by the General Meeting exceeds twelve members, a second director representing the employees shall be appointed in accordance with the provisions below, within a period of six months following the appointment of the new director.

The number of Board members to be taken into account for determining the number of directors representing the employees is assessed on the date that the employees' representatives are appointed to the Board.

Neither the directors elected by the employees pursuant to Article L. 225-27 of the French Commercial Code, nor the employee shareholder directors appointed under Article L. 225-23 of the French Commercial Code shall be taken into account for this purpose.

The reduction of the number of directors appointed by the Annual General Meeting to twelve or fewer than twelve shall have no effect on the length of the terms of office of any of the employees' representatives on the Board, which shall expire at the end of their normal terms.

The term of office of the director representing the employees shall be four years.

If the position of a director representing the employees becomes vacant for any reason, the vacant position shall be filled subject to the conditions set out in Article L. 225-34 of the French Commercial Code.

The director(s) representing the employees are appointed in the following ways: when a single director is to be appointed pursuant to the provisions cited above, the appointment is made by the trade union that has obtained the highest number of votes in the first round of the elections mentioned in articles L. 2122-1 and L. 2122-4 of the French Labor Code in the company and its direct or indirect subsidiaries, which has its registered office on French territory. When two directors are to be appointed pursuant to the provisions cited above, the appointment is made by each of the two trade unions that obtained the highest number of votes in the first round of these elections.

If the Company is no longer obliged to appoint a director representing the employees, the term(s) of office of the representative(s) of the employees on the Board shall end six months after the meeting at which the Board notes that the obligation has ceased to apply.”

For the Ordinary General Meeting

TERMS OF OFFICE OF DIRECTORS

■ Purpose of the Twenty-seventh through Thirty-second Resolutions

The purpose of the **Twenty-seventh through Twenty-ninth Resolutions** is to approve the renewal of the terms of office as directors of Jacques VEYRAT (Twenty-seventh Resolution), Daniela WEBER-REY (Twenty-eighth Resolution) and Antoine GOSSET-GRAINVILLE (Twenty-ninth Resolution).

It should be noted that Jacques VEYRAT, Daniela WEBER-REY and Antoine GOSSET-GRAINVILLE are independent; compliance with the independence criteria was ascertained by the Board of Directors at its meeting of February 20, 2019.

Jacques VEYRAT is Chairman of the Board of Directors.

Daniela WEBER-REY is a member of the Audit Committee.

Antoine GOSSET-GRAINVILLE is Vice-Chairman of the Board of Directors and a member and Chairman of the Appointments and Compensation Committee.

With respect to their involvement in the corporate life of the Company, on the Board of Directors and the specialized committees, and to their professional skills and experience described in their curriculum vitae in Section 3.1.3 “Corporate governance report” of the Registration Document available on the Company’s website (www.fnacdarty.com, “Shareholders” page), we ask your General Meeting, on the recommendation of the Appointments and Compensation Committee and in accordance with the provisions of Article 12 of the amended bylaws (Twenty-fourth and Twenty-fifth Resolutions):

- **under the Twenty-seventh and Twenty-eighth Resolutions**, to renew the terms of office of Jacques VEYRAT and Daniela WEBER-REY, in the context of organizing a staggering of the terms of office, for a three-year term expiring at the close of the General Meeting to be held in 2022 to approve the financial statements for the preceding year; and
- **under the Twenty-ninth Resolution**, to renew the term of office of Antoine GOSSET-GRAINVILLE for a four-year term expiring at the close of the General Meeting to be held in 2023 to approve the financial statements for the preceding year.

The terms of office of VIVENDI SA, Compagnie Financière du 42 avenue de Friedland and Patricia BARBIZET shall expire at the close of the General Meeting. Patricia BARBIZET, VIVENDI SA and Compagnie Financière du 42 avenue de Friedland have not requested a renewal of their terms of office as directors. Accordingly, the position of Compagnie Financière du 42 avenue de Friedland, represented by Simon Gillham, as member of the Corporate, Environmental and Social Responsibility Committee shall also expire at the close of the General Meeting, as well as Patricia BARBIZET’s term of office as a member of the Appointments and Compensation Committee.

Consequently, we ask your General Meeting, on the recommendation of the Appointments and Compensation Committee and in accordance with the provisions of Article 12 of the amended bylaws (Twenty-fourth and Twenty-fifth Resolutions):

- **under the Thirtieth Resolution**, to approve the nomination of Javier SANTISO to replace Patricia BARBIZET as a director for a four-year term expiring at the close of the General Meeting to be held in 2023 to approve the financial statements for the preceding year;
- **under the Thirty-first Resolution**, to approve the nomination of Enrique MARTINEZ to replace VIVENDI SA as a director for a four-year term expiring at the close of the General Meeting to be held in 2023 to approve the financial statements for the preceding year; and
- **under the Thirty-second Resolution**, to approve the nomination of Jean-Marc JANAILLAC to replace Compagnie Financière du 42 avenue de Friedland as a director for a three-year term expiring at the close of the General Meeting to be held in 2022 to approve the financial statements for the preceding year.

The offices and positions of Javier SANTISO, Enrique MARTINEZ and Jean-Marc JANAILLAC are given in the notification brochure for this General Meeting.

If your meeting approves the nomination of Jean-Marc JANAILLAC as a director, in accordance with the decision of the Board of Directors he will be appointed as a member of the Corporate, Environmental and Social Responsibility Committee.



Brigitte TAITTINGER-JOUYET will be appointed member of the Appointments and Compensation Committee, replacing Patricia BARBIZET.

It should be noted that in the opinion of the Board of Directors, on the recommendation of the Appointments and Compensation Committee, Jean-Marc JANAILLAC and Javier SANTISO can be qualified as independent directors based on the independence criteria in the AFEP-MEDEF Code, which the Company uses as a benchmark in corporate governance issues.

As a result, at the close of the General Meeting, the Board of Directors will consist of 12 members, 11 of whom are independent directors and six of whom are women. The composition of the Board would therefore comply with the AFEP-MEDEF Code as regards the number of independent directors and the legally required minimum of 40% representation of each gender on the Board.

TWENTY-SEVENTH RESOLUTION

Renewal of term of office of Jacques VEYRAT as a director

The General Meeting resolves to reappoint Jacques VEYRAT, as director for a term of:

- three years, expiring at the close of the General Meeting to be held in 2022 to approve the financial statements for the year ended; or
- four years, expiring at the close of the General Meeting to be held in 2023 to approve the financial statements for the year ended, subject to the approval of the Twenty-fourth Resolution and rejection of the Twenty-fifth Resolution by this Extraordinary General Meeting.

TWENTY-EIGHTH RESOLUTION

Renewal of term of office of Daniela WEBER-REY as a director

The General Meeting resolves to reappoint Daniela WEBER REY, as director for a term of:

- three years, expiring at the close of the General Meeting to be held in 2022 to approve the financial statements for the year ended; or
- four years, expiring at the close of the General Meeting to be held in 2023 to approve the financial statements for the year ended, subject to the approval of the Twenty-fourth Resolution and rejection of the Twenty-fifth Resolution by this Extraordinary General Meeting.

TWENTY-NINTH RESOLUTION

Renewal of term of office of Antoine GOSSET-GRAINVILLE as a director

The General Meeting resolves to reappoint Antoine GOSSET GRAINVILLE, as director for a term of:

- four years, expiring at the close of the General Meeting to be held in 2023 to approve the financial statements for the year ended, subject to the condition precedent of the approval of the Twenty-fourth Resolution by this Extraordinary General Meeting; or
- three years, expiring at the close of the General Meeting to be held in 2022 to approve the financial statements for the year ended, subject to this approval.

THIRTIETH RESOLUTION

Appointment of Javier SANTISO to replace Patricia BARBIZET as a director

The General Meeting resolves to appoint Javier SANTISO to replace Patricia BARBIZET, as director for a term of:

- four years, expiring at the close of the General Meeting to be held in 2023 to approve the financial statements for the year ended, subject to the condition precedent of the approval of the Twenty-fourth Resolution by this Extraordinary General Meeting; or
- three years, expiring at the close of the General Meeting to be held in 2022 to approve the financial statements for the year ended, subject to this approval.



THIRTY-FIRST RESOLUTION

Appointment of Enrique MARTINEZ to replace VIVENDI SA as a director

The General Meeting resolves to appoint Enrique MARTINEZ to replace VIVENDI SA, as director for a term of:

- four years, expiring at the close of the General Meeting to be held in 2023 to approve the financial statements for the year ended, subject to the condition precedent of the approval of the Twenty-fourth Resolution by this Extraordinary General Meeting; or
- three years, expiring at the close of the General Meeting to be held in 2022 to approve the financial statements for the year ended, subject to this approval.

THIRTY-SECOND RESOLUTION

Appointment of Jean-Marc JANAILLAC to replace Compagnie Financière du 42 avenue de Friedland as a director

The General Meeting resolves to appoint Jean-Marc JANAILLAC to replace Compagnie financière du 42 avenue de Friedland as a director for a term of:

- three years, expiring at the close of the General Meeting to be held in 2022 to approve the financial statements for the year ended;
- four years, expiring at the close of the General Meeting to be held in 2023 to approve the financial statements for the year ended, subject to the approval of the Twenty-fourth Resolution and rejection of the Twenty-fifth Resolution by this Extraordinary General Meeting.

POWERS FOR FORMALITIES

■ Purpose of the Thirty-third Resolution

This Resolution grants the bearer of an original, extract or copy of the minutes of this General Meeting full powers to make or complete any necessary filings or formalities, including digitally with an electronic signature, in accordance with applicable laws.

THIRTY-THIRD RESOLUTION

Powers for formalities

The General Meeting grants all powers to the bearer of an original, copy or extract of these minutes to fulfill all the formalities of filing and publicity required by law.



STATUTORY AUDITORS' REPORTS AND INDEPENDENT THIRD PARTY'S REPORT

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AUDITORS' REPORT ON THE ANNUAL FINANCIAL STATEMENTS

Year ended December 31, 2018

To the Fnac Darty General Meeting of Shareholders,

Opinion

In execution of the mission assigned to us by the General Meetings, we have audited the Fnac Darty annual financial statements for the year ended December 31, 2018, as attached to this report.

We hereby certify that the annual financial statements present a true and fair view of the results of the operations for the past year and of

the financial position and net assets of the Company at year-end in accordance with French accounting rules and principles.

The opinion expressed above is consistent with the content of our report to the Audit Committee.

Basis of the opinion

Audit standards

We conducted our audit in accordance with professional standards applicable in France. We believe the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

Our responsibilities under these standards are set forth in the section "Auditors' responsibilities for the audit of the annual financial statements" contained in this report.

Independence

We conducted our audit in compliance with the applicable rules on independence over the period from January 1, 2018 to the date we issued our report, and specifically we provided no services

prohibited by Article 5, Section 1, of Regulation (EU) 537/2014 or by the Code of Ethics of the auditing profession.

Justification of the assessments – Key points of the audit

Pursuant to the provisions of Articles L. 823-9 and R. 823-7 of the French Commercial Code regarding the justification of our assessments, we are hereby informing you of the key points of the audit relating to material risks of anomalies which, in our professional judgment, were the most important for the audit of the annual financial statements, and our responses to these risks.

The assessments made are part of our process of auditing the annual financial statements as a whole and thus contributed to our opinion as expressed above. We are expressing no opinion on elements of these annual financial statements taken in isolation.



Valuation of equity investments

(Notes 2.1 "Non-current financial assets", 3 "Net non-current financial assets" and 18 "Table of subsidiaries and shareholdings" in the notes to the annual financial statements)

Risk identified	Audit response provided
<p>As of December 31, 2018, equity investments are recorded on the balance sheet at a net book value of €1,955.2 million, or 85.7% of total assets, including Fnac Darty Participations et Services securities for €838.4 million and Darty Limited securities for €1,116.8 million. On the entry date, they are recognized at acquisition cost, including related costs and fees.</p> <p>At period-end, the gross value of equity investments is compared to their value-in-use. The value-in-use of the equity investments of Fnac Darty Participations et Services and Darty Limited is determined based on the observation of Fnac Darty's market capitalization over the second half of 2018, and the consensus target price agreed by analysts. By applying economic criteria, this value-in-use can be allocated between the two subsidiaries. This valuation takes the Company's debt into account. When this value is lower than the acquisition cost of the securities, an impairment is recorded for the amount of this difference.</p> <p>Estimating the value-in-use of equity investments requires a substantial amount of judgment on the part of management, in particular to determine and allocate this value-in-use between the two subsidiaries.</p> <p>Taking into account the weight of equity investments on the balance sheet and in the model used, we considered the measurement of the value-in-use of the equity investments to be a key point of our audit.</p>	<p>In order to assess the reasonableness of the estimated value-in-use of the equity investments and their allocation between the subsidiaries of Fnac Darty Participations et Services and Darty Limited, based on the information provided to us, our work consisted primarily of:</p> <ul style="list-style-type: none"> ■ verifying that the estimate of the value-in-use determined by management is based on an appropriate justification of the valuation method and the data used; ■ recalculating this value-in-use by our valuation experts; ■ verifying the consistency and arithmetical control of how the chosen allocation criteria were distributed between the equity investments of the subsidiaries of Fnac Darty Participations et Services and Darty Limited.

Specific verifications

Consistent with professional standards applicable in France, we also performed the specific verifications required by the legal and regulatory requirements.

Information provided in the Management Report and other documents on financial position and the annual financial statements sent to shareholders

We have no observations to make as to the fair presentation and consistency with the annual financial statements of the information provided in the Board of Directors' Management Report and in the documents sent to shareholders on financial position and the annual financial statements.

We certify the fairness and consistency with the financial statements of the information regarding the payment periods outlined in Article D. 441-4 of the French Commercial Code.

Information on corporate governance

We certify the existence of the information required by Articles L. 225-37-3 and L. 225-37-4 of the French Commercial Code in the section of the Board of Directors' Management Report on corporate governance.

As regards the information provided pursuant to the provisions of Article L. 225-37-3 of the French Commercial Code on

compensation and benefits paid to corporate officers and the commitments made to them, we have verified their consistency with the financial statements or with the data used to prepare these statements and, as applicable, with the items obtained by your Company from companies that control or are controlled by your Company. On the basis of this work, we certify the accuracy and fairness of this information.



With respect to information on the items which your Company believes could have an impact in the event of a public tender or exchange offer, provided pursuant to Article L. 225-37-5 of the French Commercial Code, we verified its consistency with the

documents from which the information was drawn and which were provided to us. On the basis of this work, we have no comment to make about this information.

Other information

As required by law, we have made certain that various information on the acquisition of interests and control, and the identity of shareholders and voting rights has been provided to you in the Management Report.

Information arising out of other legal and regulatory requirements

Appointment of the Auditors

Deloitte & Associés was appointed auditors of Fnac Darty by the General Meeting of June 22, 1993, and KPMG Audit, a division of KPMG S.A., was appointed at the General Meeting of April 17, 2013.

As of December 31, 2018, the two firms were in the sixth year of their appointment since the Company's shares were admitted to trading on a regulated market. Deloitte & Associés is in the twenty-sixth year of its appointment without interruption, and KPMG S.A. in its sixth year.

Responsibilities of management and the individuals comprising corporate governance for the annual financial statements

It is the responsibility of management to prepare annual financial statements that present a fair image, in accordance with French accounting rules and principles, and to implement the internal controls it believes necessary for the preparation of annual financial statements containing no material anomalies, whether as a result of fraud or error.

During preparation of the annual financial statements, it is management's responsibility to assess the Company's ability to continue operations, to present in these statements any information concerning operating as a going concern, and to apply the going

concern accounting principle, unless it is planned to liquidate the Company or cease operations.

It is the responsibility of the Audit Committee to monitor the process of preparing the financial information and to monitor the effectiveness of the internal control and risk management systems and, if applicable, the internal audit system, with regards to the procedures for preparing and processing the accounting and financial information.

The annual financial statements have been approved by the Board of Directors.

Responsibilities of the Auditor for auditing the annual financial statements

Audit purpose and approach

It is our responsibility to prepare a report on the annual financial statements. Our goal is to obtain reasonable assurance that the annual financial statements, considered in their entirety, contain no material anomalies. Reasonable assurance corresponds to a high level of assurance without, however, guaranteeing that an audit conducted in accordance with professional standards will systematically detect any material anomaly. Anomalies may result from fraud or error and are considered material when one can reasonably expect that, individually or together, they could influence the economic decisions made by users of the financial statements based on those statements.

As specified by Article L. 823-10-1 of the French Commercial Code, our mission to certify the financial statements does not consist of guaranteeing the viability or quality of your Company's management.

As part of an audit conducted in accordance with professional standards applicable in France, the auditor exercises professional judgment throughout the audit. Moreover:

- the auditor identifies and measures the risks that the annual financial statements contain material anomalies, whether as a result of fraud or error, defines and implements audit procedures in light of these risks, and collects information deemed sufficient and appropriate on which to base an opinion. The risk of failure to detect a material anomaly resulting from fraud is greater than the risk of failure to detect a material anomaly resulting from error, because fraud may involve collusion, falsification, voluntary omissions, false statements or bypassing of internal controls;



- the auditor reviews the internal controls relevant to the audit in order to define appropriate audit procedures under the circumstances, and not in order to express an opinion on the effectiveness of the internal controls;
- the auditor assesses the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as information on these elements provided in the annual financial statements;
- the auditor assesses the appropriateness of management's application of the going concern accounting convention and, based on information collected, the existence or absence of material uncertainty related to events or circumstances that could call into question the Company's ability to continue operations. This assessment is based on information collected up to the date of the auditor's report; it is, however, noted that subsequent circumstances or events could call into question the Company operating as a going concern. If the auditor concludes that a material uncertainty exists, he calls the attention of readers of the audit report to information provided in the annual financial statements concerning this uncertainty or, if this information is not provided or is not pertinent, the auditor certifies with reservations or refuses to certify the financial statements;
- the auditor assesses the overall presentation of the annual financial statements and evaluates whether they reflect and provide a fair picture of the underlying transactions and events.

Report to the Audit Committee

We are submitting a report to the Audit Committee specifically describing the scope of the audit work and the work conducted, as well as the conclusions arising from our work. We are also informing the Committee of any significant weaknesses in the internal controls we have identified in the procedures for preparing and processing the accounting and financial information.

The elements communicated in the report to the Audit Committee include the risks of material anomalies which we believe were the most important for the audit of the annual financial statements and which therefore constitute the key points of the audit which it is our responsibility to describe in this report.

We are also providing to the Audit Committee the declaration stipulated by Article 6 of Regulation (EU) No. 537/2014 confirming our independence, under the rules applicable in France specifically as established by Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the Code of Ethics for the auditing profession. As necessary, we discuss with the Audit Committee any risks impacting our independence and the safeguards taken.

Paris La Défense, March 15, 2019

Statutory Auditors

Deloitte & Associés

Stéphane Rimbeuf
Partner

KPMG Audit

A department of KPMG S.A.

Éric Ropert
Partner



AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Year ended December 31, 2018

To the Fnac Darty General Meeting of Shareholders,

Opinion

In execution of the mission assigned to us by the General Meetings, we have audited the Fnac Darty consolidated financial statements for the year ended December 31, 2018, as attached to this report.

We hereby certify that the consolidated financial statements present a true and fair view of the results of the operations for the past year

and of the financial position and net assets at year-end of the group formed by the persons and entities included in the consolidation in accordance with IFRS guidelines as adopted in the European Union.

The opinion expressed above is consistent with the content of our report to the Audit Committee.

Basis of the opinion

Audit standards

We conducted our audit in accordance with professional standards applicable in France. We believe the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

Our responsibilities under these standards are set forth in the section "Auditors' Responsibilities for the audit of the consolidated financial statements" contained in this report.

Independence

We conducted our audit in compliance with the applicable rules on independence over the period from January 1, 2018 to the date we issued our report, and specifically we provided no services

prohibited by Article 5, Section 1 of Regulation (EU) 537/2014 or by the Code of Ethics of the auditing profession.

Justification of the assessments – Key points of the audit

Pursuant to the provisions of Articles L. 823-9 and R. 823-7 of the French Commercial Code regarding the justification of our assessments, we are hereby informing you of the key points of the audit relating to material risks of anomalies which, in our professional judgment, were the most important for the audit of the consolidated financial statements for the year, and our responses to these risks.

The assessments made are part of our process of auditing the consolidated financial statements as a whole and thus contributed to our opinion as expressed above. We are expressing no opinion on elements of these consolidated financial statements taken in isolation.



Valuation and recognition of discounts and commercial cooperation received and to be received from suppliers

(Notes 2.3.2 and 2.19 of the notes to the consolidated financial statements)

Risk identified	Audit response provided
<p>Within the group, there is a large number of purchasing contracts and agreements with suppliers that stipulate:</p> <ul style="list-style-type: none"> ■ commercial discounts given to the group based on quantities purchased or other contractual conditions, such as reaching thresholds or growth in purchasing volumes ("discounts"); ■ amounts paid to the group in respect of services to suppliers ("commercial cooperation"). 	<p>We were informed of the internal control process and key controls established by the group concerning the process to value and recognize discounts and commercial cooperation, and tested their effectiveness on a sampling of contracts.</p> <p>Our other work, involving surveys, consisted of:</p> <ul style="list-style-type: none"> ■ reconciling the commercial terms used in the calculation of discounts and commercial cooperation with the conditions stipulated in the purchasing contracts and agreements with suppliers; ■ comparing the estimates made of discount and commercial cooperation amounts for the previous year with the corresponding actual data in order to assess the reliability of the estimation process; ■ corroborating the volumes of business chosen with the volumes of business recorded in the group's purchasing information systems to calculate the expected amount of discounts; ■ obtaining evidence of the completion of the services rendered as of December 31, 2018; ■ obtaining evidence of payment for amounts already collected as of December 31, 2018.
<p>Discounts and commercial cooperation received and to be received by the group from its suppliers are valued on the basis of contracts signed with suppliers. This valuation is primarily based on total annual purchases, quantities of articles purchased or other contractual conditions, such as thresholds reached or growth in purchasing volumes for discounts, and the performance of services rendered to suppliers as regards commercial cooperation. These are recognized as a reduction in the cost of sales.</p>	
<p>Given the large number of contracts and the features specific to each supplier, the correct valuation and recognition of discounts and commercial cooperation to be received with respect to contractual provisions and annual purchasing volumes constitute a key point of the audit.</p>	



Valuation of the Darty and Vanden Borre brands

(Notes 2.3.2, 2.7, 2.10, 16 and 18 of the notes to the consolidated financial statements)

Risk identified	Audit response provided
<p>The values-in-use of the Darty and Vanden Borre brands are recognized for a net amount of €301.7 million and €35.3 million, respectively. They were valued using the relief from royalty method by an independent expert, in the context of the allocation of the Darty acquisition price in 2016.</p>	<p>We were informed of the process implemented by management in order to determine the value-in-use of the Darty and Vanden Borre brands.</p>
<p>During each fiscal year, when events or circumstances indicate that impairment is likely to occur, management ensures that the net book value of these brands is not greater than their recoverable value. The recoverable value of the brands is their fair value minus exit costs or their value-in-use, whichever is higher.</p>	<p>Our work consisted of:</p> <ul style="list-style-type: none">■ assessing the relevance of the principles and method for determining values-in-use in terms of market practices used to value brands;■ assessing the consistency of the projected revenue growth rates with available outside analyses;■ assessing the royalty rates applied to the brands in calculating value based on future revenues;■ assessing the reasonable nature of the discount rates applied to the estimated royalty flows, specifically by verifying that the various parameters comprising the weighted average cost of capital for each brand can approach the rate of return expected by market participants for similar activities.
<p>The recoverable value of the brands was determined on the basis of the value-in-use of the brands defined by discounting royalty savings (net of maintenance costs and taxes) that they generate. Royalty savings were projected in the second half of the year based on budgets and medium-term plans over a three-year period. To calculate value-in-use, a terminal value equal to capitalization in perpetuity of a normative savings is added to the value of the expected future savings.</p>	
<p>In this context, we considered the measurement of the recoverable value and specifically the calculation of the value-in-use of the Darty and Vanden Borre brands to be a key point of the audit because of their particularly material amount on the balance sheet assets as of December 31, 2018, uncertainties related to the probability of achieving the budgets and medium-term plans used as the basis for projections of flows of future royalty savings used in the measurement of their value-in-use, and sensitivity to changes in the data and assumptions on which the estimates were based.</p>	<p>We also assessed the appropriateness of the information presented in Note 18 of the notes to the consolidated financial statements.</p>



Assessment of goodwill allocated to the France cash generating unit

(Notes 2.3.2, 2.6, 2.10, 15 and 18 of the notes to the consolidated financial statements)

Risk identified	Audit response provided
<p>Cash generating units containing goodwill are subject to a systematic annual impairment test in the second half of the year and whenever events or circumstances indicate that a loss of value may occur. If the recoverable value of a cash generating unit is lower than its net book value, an impairment is recognized.</p> <p>The recoverable value of a cash generating unit is its fair value less exit costs or its value-in-use, whichever is higher. Value-in-use is determined in relation to projections of expected future cash flows, taking into account the time value and specific risks related to the cash generating unit. Projections of expected future cash flows were made during the second half of the year based on budgets and medium-term plans over a three-year period. For the value-in-use calculation, a terminal value equal to capitalization in perpetuity of a normative annual cash flow is added to the value of expected future cash flows.</p> <p>As of December 31, 2018, the net book value of the goodwill allocated to the France cash generating unit was €1,420.4 million.</p> <p>We considered the measurement of the recoverable value of the goodwill allocated to the France cash generating unit to be a key point of the audit because of its weight in total assets as of December 31, 2018, uncertainties related to the probability of achieving the projected future cash flows used in the measurement of the value-in-use, and sensitivity to changes in the financial data and assumptions used.</p>	<p>We were informed of the process implemented by management to determine the recoverable value of the goodwill allocated to the France cash generating unit.</p> <p>Our work consisted of:</p> <ul style="list-style-type: none"> ■ verifying the items making up the net book value of the cash generating unit to which goodwill is allocated by the Group; ■ assessing the relevance of the principles and methods for determining the recoverable value of the cash generating unit under IAS 36; ■ assessing the reasonableness of the cash flow projections in terms of management's assumptions and the economic environment in which the Group operates in France; ■ assessing the consistency of the growth rate used for projected flows with available outside analyses; ■ assessing the reasonableness of the discount rate applied to the estimated cash flows by specifically verifying that the various parameters comprising the weighted average cost of capital of the cash generating unit approaches the rate of return expected by market participants for similar activities; ■ comparing the accounting estimates of cash flow projections from previous periods with the corresponding actual data in order to assess reliability. <p>We also assessed the appropriateness of the information presented in Notes 15 and 18 to the consolidated financial statements.</p>

Specific verifications

Consistent with professional standards applicable in France, we also performed the specific verifications required by the legal and regulatory requirements of information relating to the group, provided in the Board of Directors' Management Report.

We have no observations to make on its fair presentation and its consistency with the consolidated financial statements.

We certify that the declaration on the consolidated non-financial performance provided for by Article L. 225-102-1 of the French Commercial Code is included in the information relating to the group given in the Management Report, on the understanding that, pursuant to the provisions of Article L. 823-10 of the said Code, we have not verified the fairness or consistency of the information contained in this report with the consolidated financial statements, and that it must be the subject of a report by an independent third party.



Information arising out of other legal and regulatory requirements

Appointment of the Auditors

Deloitte & Associés was appointed auditor of Fnac Darty by the General Meeting of June 22, 1993, and KPMG Audit, a division of KPMG S.A., was appointed at the General Meeting of April 17, 2013.

As of December 31, 2018, the two firms were in the sixth year of their appointment since the Company's shares were admitted to trading on a regulated market. Deloitte & Associés is in the twenty-sixth year of its appointment without interruption, and KPMG S.A. in its sixth year.

Responsibilities of management and the individuals comprising corporate governance for the consolidated financial statements

It is the responsibility of management to prepare consolidated financial statements that present a fair image, in accordance with IFRS guidelines as adopted in the European Union, and to implement the internal controls it believes necessary for the preparation of consolidated financial statements containing no material anomalies, whether as a result of fraud or errors.

During preparation of the consolidated financial statements, it is management's responsibility to assess the Company's ability to continue operations, to present in these statements any information concerning operating as a going concern, and to apply the going

concern accounting principle, unless it is planned to liquidate the Company or cease operations.

It is the responsibility of the Audit Committee to monitor the process of preparing the financial information and to monitor the effectiveness of the internal control and risk management systems and, if applicable, the internal audit system, with regards to the procedures for preparing and processing the accounting and financial information.

The consolidated financial statements have been approved by the Board of Directors.

Responsibilities of the Auditor for auditing the consolidated financial statements

Audit purpose and approach

It is our responsibility to prepare a report on the consolidated financial statements. Our goal is to obtain reasonable assurance that the consolidated financial statements, considered in their entirety, contain no material anomalies. Reasonable assurance corresponds to a high level of assurance without, however, guaranteeing that an audit conducted in accordance with professional standards will systematically detect any material anomaly. Anomalies may result from fraud or error and are considered material when one can reasonably expect that, individually or together, they could influence the economic decisions made by users of the financial statements based on those statements.

As specified by Article L. 823-10-1 of the French Commercial Code, our mission to certify the financial statements does not consist of guaranteeing the viability or quality of your Company's management.

As part of an audit conducted in accordance with professional standards applicable in France, the auditor exercises professional judgment throughout the audit. Moreover:

- the auditor identifies and measures the risks that the consolidated financial statements contain material anomalies, whether as a result of fraud or error, defines and implements audit procedures in light of these risks, and collects information deemed sufficient and appropriate on which to base an opinion. The risk of failure to detect a material anomaly resulting from fraud is greater than the risk of failure to detect a material anomaly resulting from error, because fraud may involve collusion, falsification, voluntary omissions, false statements or bypassing of internal controls;



- the auditor reviews the internal controls relevant to the audit in order to define appropriate audit procedures under the circumstances, and not in order to express an opinion on the effectiveness of the internal controls;
- the auditor assesses the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as information on these elements provided in the consolidated financial statements;
- the auditor assesses the appropriateness of management's application of the going concern accounting convention and, based on information collected, the existence or absence of material uncertainty related to events or circumstances that could call into question the Company's ability to continue operations. This assessment is based on information collected up to the date of the auditor's report; it is, however, noted that subsequent circumstances or events could call into question the Company operating as a going concern. If the auditor concludes that a material uncertainty exists, he calls the attention of readers of the audit report to information provided in the consolidated financial statements concerning this uncertainty or, if this information is not provided or is not pertinent, the auditor certifies with reservations or refuses to certify the financial statements;
- the auditor assesses the overall presentation of the consolidated financial statements and evaluates whether they reflect and provide a fair picture of the underlying transactions and events;
- for financial information on persons or entities included within the scope of consolidation, the auditor collects information believed to be sufficient and appropriate in order to express an opinion on the consolidated financial statements. The auditor is responsible for the management, supervision and completion of the audit of the consolidated financial statements and for the opinion on those statements.

Report to the Audit Committee

We are submitting a report to the Audit Committee specifically describing the scope of the audit work and the work conducted, as well as the conclusions arising from our work. We are also informing the Committee of any significant weaknesses in the internal controls we have identified in the procedures for preparing and processing the accounting and financial information.

The elements communicated in the report to the Audit Committee include the risks of material anomalies which we believe were the most important for the audit of the annual consolidated financial

statements and which therefore constitute the key points of the audit which it is our responsibility to describe in this report.

We are also providing to the Audit Committee the declaration stipulated by Article 6 of Regulation (EU) 537/2014 confirming our independence, under the rules applicable in France specifically as established by Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the Code of Ethics for the auditing profession. As necessary, we discuss with the Audit Committee any risks impacting our independence and the safeguards taken.

Paris La Défense, March 15, 2019

Statutory Auditors

Deloitte & Associés

Stéphane Rimbeuf
Partner

KPMG Audit

A department of KPMG S.A.

Éric Ropert
Partner



SPECIAL AUDITORS' REPORT ON RELATED-PARTY AGREEMENTS AND COMMITMENTS

General Meeting called to approve the financial statements for the year ended December 31, 2018

To the General Meeting of Shareholders of Fnac Darty SA,

As the Statutory Auditors of your company (the "Company"), we are presenting our report on regulated agreements and commitments.

On the basis of the information provided to us, it is our responsibility to inform you of the characteristics, principal terms and conditions and reasons justifying the interest for the company of the agreements and commitments of which we have been informed or which we may have discovered during our assignment. We are not required to express an opinion as to their utility or suitability, nor to investigate whether other agreements and commitments exist. Under Article R. 225-31 of the French Commercial Code, it is your

responsibility to assess the appropriateness of entering into these agreements and commitments for the purpose of approving them.

In addition, it is our responsibility, as applicable, to communicate to you the information stipulated in Article R. 225-31 of the French Commercial Code regarding the previous year's performance of the agreements and commitments already approved by the General Meeting.

We have applied the procedures we considered necessary pursuant to the professional standards of the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this assignment. These procedures consisted of checking the consistency of the data we were given against the documents from which the data were taken.

Agreements and commitments subject to approval by the General Meeting

Agreements and commitments authorized and concluded during the last year

We hereby notify you that we have not been given notice of any agreement or commitment authorized and concluded during the last year to be submitted for approval of the General Meeting pursuant

to the provisions of Article L. 225-38 of the French Commercial Code.

Agreements and commitments authorized since the close of the year

We have been notified of the following agreements and commitments, authorized and concluded since the end of the past year, which were subject to the prior authorization of your Board of Directors.

Proposal to amend the non-compete agreement for Enrique Martinez, Chief Executive Officer

Person concerned

Mr. Enrique Martinez, Chief Executive Officer of Fnac Darty SA

Nature, purpose and reasons justifying the interest to the Company

In its decision of February 20, 2019 and in order to take account of the clarifications set out in the AFEP-MEDEF code of corporate governance for listed companies, revised in June 2018, your Board of Directors previously authorized the amendment of the non-compete agreement concluded between your company and its Chief Executive Officer, Enrique Martinez. This agreement was previously authorized by your Board of Directors as of July 17, 2017 and approved by your General Meeting of May 18, 2018.

Terms

This agreement covers the specialty retail market for cultural and electronic products and household appliances for the general public in the countries where the Group operates. It is limited to a period of two years from the end of the Chief Executive Officer's term of office.

In consideration for this agreement, Enrique Martinez will receive a gross allowance representing 70% of his fixed monthly compensation for a period of two years from the effective end of his term of office, with the understanding that the Board of Directors may waive implementation of this clause. In order to bring it into line with the new provisions of the AFEP-MEDEF code, the compensation received in return for this agreement would be paid from now on in installments during its term, and the payment would be excluded once the Chief Executive Officer asserts his rights to retirement; in any event, no compensation could be paid after 65 years of age.



Agreements and commitments already approved by the General Meeting

Agreements and commitments approved in prior years

a) which continued to be performed in the past year

Pursuant to Article R.225-30 of the French Commercial Code, we have been informed that the performance of the following agreements and commitments already approved by the General Meeting in prior years continued during the past year.

Participation of Enrique Martinez, Chief Executive Officer, in a supplementary defined-contribution pension plan

Person concerned

Mr. Enrique Martinez, Chief Executive Officer of Fnac Darty SA

Nature and purpose

In its decision of July 17, 2017, your Company's Board of Directors previously authorized the continued participation of Enrique Martinez in the supplementary defined-contribution pension plan for all executives of the French companies of the Group included in the policy.

Terms

The amount of contributions in respect of this participation stands at €10,938.24 for 2018.

Participation of Enrique Martinez, Chief Executive Officer, in a provident insurance policy

Person concerned

Mr. Enrique Martinez, Chief Executive Officer of Fnac Darty SA

Nature and purpose

In its decision of July 17, 2017, your Board of Directors previously authorized the continued participation of Enrique Martinez in the provident insurance plan that benefits all employees of French Fnac Darty companies for the reimbursement of health costs and in the event of death or the total and irreversible loss of autonomy of the insured party.

Terms

The amount of contributions in respect of this participation stands at €9,357 for 2018.

b) which were not performed in the past year

We have also been informed of the continuation of the following agreement, already approved by the General Meeting in previous years, which was not performed during the past year.



Agreement on exit from the tax consolidation by and between Kering SA and Fnac Darty SA and its French subsidiaries

Person concerned

Ms. Patricia Barbizet, Director of Kering SA until December 2018, and of Fnac Darty SA.

Nature and purpose

On January 1, 2013, Kering SA assigned slightly more than 5% of the capital of Fnac Darty SA to the Dutch company KERNIC MET BV. This disposal resulted in the exit of Fnac Darty SA and the French subsidiaries in which it holds at least 95% from the scope of the Kering SA tax consolidation group, effective January 1, 2013.

In a decision dated April 17, 2013, the Board of Directors of your Company previously authorized the agreement on removal from the tax consolidation group between Kering SA and the Fnac Darty SA company and its French subsidiaries.

Terms

The exit of these companies from the Kering SA tax consolidation group resulted in the signing of an agreement concluded between Kering SA, Fnac Darty SA and its French subsidiaries in which it holds at least 95%. The agreement stipulates in particular that the tax losses, net long-term capital losses and tax credits that were realized during the period they were part of the Kering consolidated group will remain posted to the Kering tax consolidation group.

In the event that Fnac Darty SA or one of its subsidiaries is subject to a tax adjustment, Fnac Darty SA shall be liable to Kering SA for the amount thus adjusted, in accordance with the agreement's principles, as it can no longer benefit from the tax losses, net long-term capital losses or tax credits that were realized while it was part of the Kering consolidated group.

This agreement must continue until the completion of the tax audits started prior to the expiry of the tax limitation period occurring in 2015 (ongoing tax audit of Fnac Darty Participations et Services SA).

No amounts were paid during 2018.

Paris-La Défense, March 15, 2019

Statutory Auditors

KPMG Audit

A department of KPMG S.A.

Éric ROPERT

Partner

Deloitte & Associés

Stéphane RIMBEUF

Partner



INDEPENDENT THIRD-PARTY REPORT BY ONE OF THE STATUTORY AUDITORS ON THE CONSOLIDATED NON-FINANCIAL PERFORMANCE DECLARATION APPEARING IN THE MANAGEMENT REPORT

Year ended December 31, 2018

To the shareholders,

In our professional capacity as an independent third party appointed as Statutory Auditor of the company FNAC DARTY SA, accredited by

COFRAC under number 3-1049⁽¹⁾, we hereby present you with our report on the consolidated non-financial performance declaration for the year ended December 31, 2018 (hereinafter the "Declaration"), presented in the Group's Management Report pursuant to the legal and regulatory provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code.

The Company's responsibility

It is the role of the Board of Directors to draft a Declaration in accordance with the legal and regulatory provisions, including an overview of the business model, a description of the main non-financial risks, an overview of the policies in place with regard to these risks and the results of these policies, including key performance indicators.

The Declaration was drafted following company procedure (hereinafter the "Guidelines"), the key elements of which are included in the Declaration and are available from the company's registered office on request.

Independence and quality control

Our independence is defined by the provisions contained in Article L. 822-11-3 of the French Commercial Code and the profession's Code of Ethics. We have also established a quality control system,

which covers the policies and documented procedures aiming to ensure compliance with ethical rules, professional standards and the applicable legal and regulatory requirements.

The Statutory Auditor's responsibility

Our role, on the basis of our work, is to deliver a justified opinion expressing a conclusion of moderate assurance on:

- the conformity of the Declaration with the provisions of Article R. 225-105 of the French Commercial Code;
- the accuracy of the information provided pursuant to paragraph 3 of parts I and II of Article R. 225-105 of the French Commercial Code, namely the results of policies, including key performance indicators, and actions relating to the main risks, hereinafter the "Information".

However, it is not our role to express an opinion on:

- the company's compliance with other applicable legal and regulatory provisions on the subject, particularly the oversight and anti-corruption and tax evasion plan;
- the conformity of products and services with applicable regulations.

Nature and extent of the work

Our work outlined below was carried out in accordance with the provisions of Articles A. 225-1 et seq. of the French Commercial Code, which determine the methods whereby the independent third party performs its duties, and in accordance with the professional standards of the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this assignment, as well as international standard ISAE 3000.

The work we carried out allowed us to assess the conformity of the Declaration with the legal and regulatory provisions and the accuracy of the Information:

- we noted the activity of all companies included in the scope of consolidation, the report on the main social and environmental risks linked to this activity, and its impact with regard to human rights and anti-corruption and tax evasion initiatives as well as the resulting policies and their outcomes;

(1) The scope of this accreditation can be viewed on www.cofrac.fr.



- we assessed the appropriate nature of the Guidelines in terms of their relevance, comprehensiveness, reliability, impartiality and understandability, taking into consideration best practices within the sector;
 - we verified that the Declaration covers each category of information pursuant to part III of Article L. 225-102-1 in terms of social and environmental factors as well as respect for human rights and the anti-corruption and tax evasion issues;
 - we verified that the Declaration includes the business model and the main risks linked to the activity of all companies included in the scope of consolidation, including, if relevant and proportionate, the risks created by its business relations, its products or its services, on the basis of information provided for in part I of Article R. 225-105, as well as the policies, due diligence procedures and the results, including key performance indicators;
 - we verified, where relevant with regard to the main risks or policies presented, that the Declaration includes the information provided for in part II of Article R. 225-105;
 - we assessed the process for identifying, prioritizing and validating the main risks;
 - we inquired about the existence of internal control procedures and risk management procedures implemented by the company;
 - we verified that the Declaration includes a clear and reasoned explanation justifying the lack of a policy concerning one or more of these risks;
 - we verified that the Declaration covers the consolidated scope, i.e. all companies included in the scope of consolidation in accordance with Article L. 233-16, within the limits specified in the Declaration;
 - we assessed the collection process put in place by the entity to ensure the completeness and accuracy of the results of policies and key performance indicators to be included in the Declaration;
 - for the key performance indicators and other quantitative results⁽¹⁾ we deemed most important, we implemented:
 - analytical procedures to verify the correct consolidation of data collected, as well as the consistency of developments,
 - detailed tests, based on surveys, consisting of verifying the correct application of definitions and procedures and reconciling the data in the supporting documentation. This work was carried out with selected contributing entities⁽²⁾ and covers between 46% and 100% of consolidated data for the key performance indicators and results chosen for these tests;
 - we consulted the documentary sources and conducted interviews to corroborate the due diligence procedures (organization, policies, actions, qualitative results) we deemed the most important⁽³⁾;
 - we assessed the overall consistency of the Declaration in relation to our knowledge of the company.
- We consider that the sampling methods and sample sizes that we used in applying our professional judgment enable us to arrive at a conclusion of moderate assurance; a higher level of assurance would have required more verifications.
- Due to the fact that survey-based techniques were used, and also due to the limitations inherent to the operation of any information and internal control system, the risk that a material anomaly in the Declaration might not be detected cannot be completely ruled out.

(1) **Social indicators:** Total workforce as of 12/31, Percentage of women in the total workforce; Percentage of women in store manager roles; Percentage of people with disabilities; Absenteeism due to sickness; Percentage of employees trained over the year.

Environmental indicators: Volumes of WEEE (Waste Electrical and Electronic Equipment) collected and recycled; Total CO₂ emissions (scope 1, scope 2 and scope 3); CO₂ emissions from B2B (business-to-business) transport; CO₂ emissions from B2C (business-to-consumer) transport.

Societal indicators: Number of audits on suppliers' plants conducted during the year; Number of products covered by the environmental rating; Number of dedicated after-sales service technicians; Number of products covered by the reparability index.

(2) Fnac France and Darty France.

(3) Social dialog and collective agreements; Rate of employee engagement; Training policies; Measures taken to promote gender equality and associated outcomes; Measures to reduce greenhouse gas emissions; Measures to reduce the production of waste; Good business practice and anti-corruption procedures implemented; Audit procedures to check the quality of products sold.



Means and resources

Our work was conducted by six people. To aid us in the execution of our tasks, we called upon our sustainable development and corporate social responsibility specialists. We conducted some

10 interviews with the persons responsible for the preparation of the Declaration.

Conclusion

On the basis of our work, and given the scope of our responsibility, we have not identified any material anomalies likely to call into question the Declaration's conformity with the applicable regulatory

provisions or the fact that the Information, taken as a whole, is presented accurately and in accordance with the Guidelines.

Comment

Without prejudice to the above conclusion and in accordance with the provisions of Article A. 225-3 of the French Commercial Code, we make the following comment:

- there is room for improvement in terms of the organization and provision of information regarding energy consumption with a lower impact on the CO₂ emissions indicator.

Paris-La Défense, March 8, 2019

KPMG S.A.

Anne Garans
Partner
Sustainability Services

Eric Ropert
Partner



A series of horizontal dotted lines spanning the width of the page, intended for handwritten notes.

FNAC DARTY

REQUEST FOR DOCUMENTS AND INFORMATION

To be submitted to:
FNAC DARTY
Flavia
9, rue des Bateaux-Lavoires
94200 Ivry-sur-Seine, France

(Articles R. 225-81, R. 225-83 and R. 225-88 of the French Commercial Code)

I, the undersigned:

Surname

First name(s)

Address

E-mail address

Owner of REGISTERED SHARE(S) of Fnac Darty

and/or BEARER SHARES of Fnac Darty (attach a copy of the certificate of registration in the bearer share account held by your financial intermediary)

requests the documents and information regarding the Combined Ordinary and Extraordinary General Meeting of **May 23, 2019**, as stipulated in Articles R. 225-81 and R. 225-83 of the French Commercial Code on commercial companies.

Signed in....., on.....2019

Signature

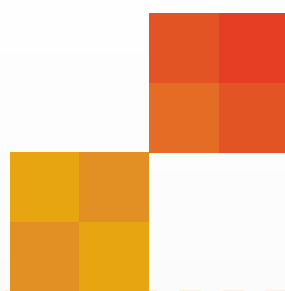
NOTE: Registered shareholders may, by a single request, obtain the documents and information stipulated in Articles R. 225-81 and R. 225-83 of the French Commercial Code from the Company at each of the subsequent General Meetings. Should a shareholder wish to use this option, this request must specify how this is to be communicated (by post or e-mail), including e-mail address, if applicable. In this respect, the Code states that electronic communication may be used for all formalities specified in Articles R. 225-68 (Notice of Meeting), R. 225-72, R. 225-74, R. 225-88 and R. 236-3 of the French Commercial Code. Shareholders who have consented to electronic communication may request by post or electronically, a Notice of Meeting by post no later than 35 days before the publication of the Notice of Meeting mentioned in Article R. 225-67 of the French Commercial Code.



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FNAC DARTY

Flavia
9, rue des Bateaux-Lavoirs
94200 Ivry-sur-Seine, France
www.fnacdarty.com

A French limited company (*société anonyme*)
with share capital of €26,567,245
Créteil Trade and Companies Registry
No. 055 800 296