

Remuneration paid to the Executive Corporate Officer

The Board of Directors of Fnac Darty, in its meeting on May 23, 2019, on the recommendation of the Appointments and Compensation Committee, decided to implement a long-term incentive scheme for Mr. Enrique Martinez, Chief Executive Officer.

Long-term remuneration

The scheme consists of allocating 31,752 performance shares as part of a three-year plan (from May 23, 2019 to May 22, 2022).

The final acquisition of these performance shares is subject to:

- The fulfillment of a market performance condition measured by the Company's Total Shareholder Return (TSR) compared to the SBF 120, for the entire acquisition period in 2022 according to the 2019–2021 period;
- The fulfillment of a performance condition related to the achievement of a level of free cash flow, assessed for the whole acquisition period in 2022, taking into account the cash flow generated by the Group during the years 2019, 2020 and 2021;
- The fulfillment of a performance condition related to the company's social and environmental responsibility, assessed for the whole acquisition period in 2022, taking into account the Group's extra-financial ratings in 2019, 2020 and 2021;
- A condition of presence on May 22, 2022, the end date of the plan.

These performance criteria do not permit final acquisition of the shares in the event that a trigger threshold is not achieved.

Shareholding and retention requirement

On the recommendation of the Compensation Committee, the Board of Directors, at its meeting on April 28, 2017, defined the retention requirements under Articles L. 225-185 and L. 225-197-1 of the French Commercial Code applicable to shares arising from free share allocations and the exercise of options, in accordance with the following terms and conditions:

FNAC DARTY



Executive corporate officers are required to hold a minimum number of shares in their own names, until the termination of their duties, corresponding to 25% of the finally acquired shares (net of expenses and taxes and of any divestments required for the exercise of options) for each of the free share allotment plans and stock subscription options plans granted to them by the Board from the date of their appointment, whereby it is specified that any plans from which they may previously have benefited as employees are not included.

However, this percentage is reduced to 5% if the number of shares held by the executive corporate officers under the free share allocation and the exercise of options, under all plans, represents an amount that is equal to twice their gross annual fixed remuneration, which is the minimum number of shares that the executive corporate officers must hold in their own names until the termination of their duties under Section 22 of the French AFEP-MEDEF Code.

In accordance with the recommendations of the AFEP-MEDEF Code, executive corporate officers who are beneficiaries of stock options and/or performance shares make a formal commitment not to use hedging transactions on either options or shares from exercising of options or performance shares, until the end of the share retention period set by the Board of Directors.