

QUESTIONS AND ANSWERS

OPTION FOR PAYMENT OF DIVIDEND IN CASH OR SHARES IN RESPECT OF THE 2022 FINANCIAL YEAR

The Combined General Meeting of Shareholders of 24 May 2023 approved a dividend of €1.40 gross per share and decided to grant to the shareholders the option to receive their dividend in cash or in new shares.

CALENDAR

1. What are the main stages in the dividend payment process?

Start of price recording period	25-April-23
Last day of the price recording period	23-May-23
Holding of the General Meeting and decision by the Board of Directors on the issue price of the new shares	24-May-23
Dividend detachment date (before market opening)	13 June 23
Opening date to opt for dividend payment in new share	15 June 23
Closing date to opt for dividend payment in new shares (or, where applicable, an earlier date depending on the technical constraints of your financial intermediary)	29-June-23
Results of option for dividend payment in new shares	30-June-23
Dividend payment date in cash, delivery of the new shares	06-July-23

- Date of detachment (ex-date): **13 June 2023**
- Option period for payment of the dividend in shares : **from 15 June to 29 June 2023** (or, where applicable, an earlier date depending on the technical constraints of your financial intermediary).
- Payment of dividend in cash / issue of new shares : **6 July 2023**

TERMS AND CONDITIONS

2. What is a share-based payment of dividends?

Dividends can be paid in several ways.

The most common form is payment in cash, but payment may also be made in the form of new shares if this option is provided for in the Articles of Association and approved by the General Meeting. The shareholder has a choice between a payment in shares and a payment in cash, subject to being eligible for the payment of the dividend in shares. Once the option is exercised, it applies for all of the dividend to which the shareholder is entitled. It is therefore impossible to ask for payment of the dividend partly in shares and partly in cash.

3. Why does Fnac Darty offer the option of payment of the dividend in shares?

Payment in new shares is in the interest of both Fnac Darty, in terms of cash flow and equity, as well as shareholders as this will allow them to increase their participation under advantageous conditions as they usually receive a discount. In addition, this will support the group in its various projects via possible reinvestments.

4. What is the issue price for these new shares and how was it determined?

The price for newly issued shares for the payment of the dividend has been set at €31.15 per share, corresponding to 95% of the average of the closing prices over the twenty trading days preceding the date of the General Meeting less the dividend to be distributed for the financial year ended on 31 December 2022, this total being rounded up to the next Euro cent, where appropriate, in accordance with the provisions of Article L. 232-19 of the French Commercial Code and the fifth resolution of the Combined General Meeting of 24 May 2023.

Average closing price quoted on Euronext Paris over the 20 trading days preceding the General Meeting of 24 May 2023	34,19 €
Reduced by the net amount of the dividend to be distributed in respect of 2022	1,40 €
<i>Subtotal</i>	32,79 €
Less a discount of 5%	-1,64 €
Issue price per share (rounded up to the nearest euro cent)	31,15 €

5. Are there any conditions to be met in order to opt for payment of the dividend in shares?

Shareholders residing outside France should inquire, by themselves, about the conditions relating to this option, and which may apply under the law in force in their place of residence. It is the shareholder's sole responsibility to check the applicable rules beforehand and to comply with them.

6. What happens if the shareholder fails to respond, or responds too late?

Shareholders wishing to opt for a dividend payment in shares will have a period of between 15 June 2023 and 29 June 2023 inclusive to make their request to the financial intermediaries authorised to pay the dividend (or, where applicable, an earlier date depending on the technical constraints of your financial intermediary) or, in the case of shareholders registered in pure registered accounts held by the Company, to its agent (Uptevia). Consequently, any shareholder who has not opted for a dividend payment in shares by the end of this period will receive the dividend payment in cash on the payment date.

7. How will shareholders be informed of the number of shares they can subscribe for?

- In the case of a **pure registered shareholding**, the shareholder will receive a letter from Uptevia containing a form with a reply form, as well as an email if the shareholder has entered a valid email address.
- In the case of a **bearer or administered registered shareholding**, the shareholder will receive information from his/her financial intermediary(s) enabling him/her to make his/her choice.

If the shareholder does not receive a document from his/her financial intermediary, he/she is invited to contact the latter directly to submit his/her request before the end of the option period.

8. When and how should shareholders make their choice known?

Upon receipt of the document sent by Uptevia or by the financial intermediaries from 15 June 2023.

- In the case of a **pure registered shareholding** and the shareholder wishes to opt for payment of the dividend in shares, he/she will have the opportunity to subscribe for the new shares via the Olis Actionnaire website until midnight on 28 June 2023 or by post received by Uptevia no later than 27 June 2023.
- In the case of a **bearer or administered registered shareholding** and the shareholder wishes to opt for payment of the dividend in shares, he/she will be able to subscribe to the new shares by returning the completed and signed reply form to his/her financial intermediary (some intermediaries offer the option of replying via their website).

Shareholders opting for payment of the dividend in cash need do nothing, since by default, any shareholder who has not exercised their option by 29 June 2023 at the latest (or, if applicable, an earlier date depending on any technical constraints imposed by your financial intermediary), will receive payment of the dividend in cash.

9. In what form are new titles delivered?

- If the shareholder is a **pure registered shareholder**, the shares received in payment of the balance of the dividend will be held in pure registered form.
- If the shareholder is an **administered registered shareholder**, the shares received in payment of the balance of the dividend are delivered in bearer form by default.
- If the shareholder is a **bearer shareholder**, the shares are delivered in bearer form.

10. Once the shareholder has chosen to receive payment of the dividend in shares and has informed the intermediary, can he/she change the option?

No. Once the decision has been communicated to the financial intermediary, the shareholder cannot reverse it.

11. Is the choice that shareholders are making this time also valid for future transactions?

No. If the option to receive payment in shares is offered again in the future, persons who are EDF shareholders will be asked again to indicate their preference.

12. When will the new shares be delivered to shareholders who have opted to receive their dividend in shares?

For shareholders who opt for payment in cash, the amounts due to them will be paid on 6 July 2023. Shareholders who opt for dividend payment in shares will receive their new shares on the same day as the cash dividend, i.e. 6 July 2023.

13. When will the shareholder be able to take full advantage of these new shares?

The shares issued in payment of the dividend will carry dividend rights and will be treated in the same way as existing shares. The new FNAC DARTY shares will be admitted to trading on the Euronext Paris market (ISIN code: FR0011476928) on 6 July 2023.

14. Maximum number of new shares that may be issued on exercise of the option for payment of the dividend in shares

The maximum number of new shares that may be issued for the purpose of the dividend payment in shares is 1,216,846 shares, representing approximately 4.47% of the total number of shares comprising the share capital as at 14 June 2023.

TAXATION

15. How will the transaction be taxed?

Regardless of whether dividends are paid in cash or in shares, the applicable tax regime remains the same.

For individuals domiciled in France for tax purposes, dividends paid from 1 January 2022 will be subject, depending on the option exercised by taxpayers each year, either to the lump-sum withholding tax at a rate of 30%, or to the progressive income tax scale plus social security contributions on investment income at the overall rate of 17.2%.

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