

Related-party agreement governed by Article L. 225-38 of the French Commercial Code

(Information published pursuant to Articles L. 22-10-13 and R. 22-10-17 of the French Commercial Code)

Investment Agreement between Fnac-Darty and RUBY Equity Investment S.à r.l. on 16 July 2024

Agreement	Investment Agreement between Fnac-Darty and RUBY Equity Investment S.à r.l. (“ Ruby ”) (the “ Agreement ”).
Date of the agreement and the authorization by the Board of Directors	<p>The Agreement was signed on 16 July 2024.</p> <p>The Board of Directors of Fnac-Darty authorized the conclusion of the Agreement during its meeting held on 16 July 2024, in accordance with the provisions of article L. 225-38 of the French Commercial Code.</p>
Nature and purpose of the agreement and financial terms	<p>The purpose of the Agreement is to define the rights and obligations of Fnac-Darty and Ruby in connection with the proposed joint tender and exchange offer for all the shares of the Italian company Unieuro (the “Offer”), as announced in the press on 16 July 2024.</p> <p>Under the terms of the Offer, Fnac-Darty has undertaken to offer to Unieuro’s shareholders a consideration paid partly in cash and partly in exchange for new Fnac-Darty shares. For further details regarding the terms and conditions of the Offer, please refer to the notice published on 16 July 2024 in accordance with Italian law relating to the launch of the Offer¹ and to the offer documentation intended to specify the terms and conditions of the Offer.</p> <p>The Agreement specifies, <i>inter alia</i>, (i) the characteristics of the Offer, including the price, the financing of the Offer and the completion conditions to which the Offer is subject and (ii) the transactions subsequent to the completion of the Offer, including notably the contribution of the Unieuro shares held by Fnac-Darty and Ruby to a joint entity (“HoldCo”), whose share capital and voting rights would be held at 51% by Fnac-Darty and at 49% by Ruby following the said contributions. It is further specified that HoldCo will be exclusively controlled and consolidated by Fnac-Darty.</p>
Names of the interested parties and nature of the relationship with Fnac-Darty	Ruby in its capacity as a company controlled by the same entity that controls Vesa Equity Investment, a shareholder holding more than 10% of the share capital and voting rights of Fnac-Darty.

¹ Notice published pursuant to Article 102(1) of Italian Legislative Decree No. 58 of 24 February 1998, as amended, and Article 37 of the regulations adopted pursuant to Consob Resolution No. 11971 of 14 May 1999, as amended.

<p>Benefits of the agreement for Fnac-Darty and its shareholders</p>	<p>The conclusion of the Agreement is part of the implementation of the Offer, which is of substantial strategic and financial interest to Fnac-Darty.</p> <p>The structuring of the Offer and the use of Ruby as a partner will enable Fnac-Darty to implement the Offer without any major risk to its level of indebtedness and its financial covenants.</p> <p>Finexsi, as the independent expert appointed voluntarily by the Board of Directors, has not identified any financial clause that would confer an advantage on Ruby without any consideration for Fnac-Darty and has concluded that the Agreement is fair from a financial point of view and that the signature of the Agreement is in the corporate interest of Fnac-Darty.</p>
<p>Ratio between the price of the agreement for Fnac-Darty and the latest annual profit</p>	<p>The Agreement does not include any financial commitments of Fnac-Darty towards Ruby, it being specified that the financial obligations of Fnac-Darty under the Offer are taken for the benefit of third parties who are shareholders of Unieuro.</p> <p>It is further specified that Fnac-Darty's consolidated net income for the financial year ended on 31 December 2023 amounts approximately to €55.6 million.</p>