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FOR IMMEDIATE RELEASE

25 April 2016

**THIRD INCREASED AND FINAL OFFER
BY
GROUPE FNAC S.A.
FOR
DARTY PLC**

1. INTRODUCTION

Fnac is pleased to announce the terms of a third increased and final offer (the "Third Increased Final Offer") for the entire issued and to be issued share capital of Darty.

Under the terms of the Third Increased Final Offer, which will be conditional upon Fnac shareholder approval and subject to the Conditions and further terms to be set out in the Offer Document, Darty Shareholders will be entitled to receive:

for each Darty Share: 170 pence in cash

which values the entire issued and to be issued share capital of Darty at £914 million.

The Third Increased Final Offer represents a premium of approximately:

- 110 per cent. to the Closing Price of 81 pence per Darty Share on 29 September 2015 (being the last Business Day before the date of Fnac's Possible Offer Announcement);
- 61 per cent. to the value of the Original Offer of approximately 105 pence per Darty Share (based on the Closing Price of €55.6 per Fnac Share on 19 November 2015 (being the last Business Day before the date of the Original Offer Announcement));

- 48 per cent. to the value of the Original Offer of approximately 115 pence per Darty Share (based on the Closing Price of €54.6 per Fnac Share on 22 April 2016 (being the last Business Day before the date of this Announcement)); and
- 4 per cent. to the Closing Price of 163 pence per Darty Share on 22 April 2016 (being the last Business Day before the date of this Announcement).

The Third Increased Final Offer will also include a Partial Share Alternative, pursuant to which Eligible Darty Shareholders will have the opportunity to elect to receive New Fnac Shares in lieu of all or part of the cash which they would otherwise have been entitled to receive pursuant to the terms of the Third Increased Final Offer on the following basis (subject to scaling down in accordance with the terms of the Partial Share Alternative):

for every: 25 Darty Shares held
1 New Fnac Share

The Partial Share Alternative values each Darty Share at 170 pence at the Closing Price on 22 April 2016 (being the last Business Day before the date of this Announcement).

A maximum number of 8,472,851 New Fnac Shares (representing approximately 51 per cent. of the share capital of Fnac in issue as of the date of this Announcement) will (save as set out in section 8 of this Announcement) be available under the Partial Share Alternative, which will be issued to those Eligible Darty Shareholders that make a valid election under the Partial Share Alternative.

Elections under the Partial Share Alternative will be capable of satisfaction in full in respect of a maximum number of 211,821,286 Darty Shares (representing approximately 40 per cent. of the ordinary share capital of Darty in issue as of the date of this Announcement).

To the extent that valid elections under the Partial Share Alternative cannot be satisfied in full, they will be scaled down as nearly as reasonably practicable pro rata to the number of New Fnac Shares which each Eligible Darty Shareholder's valid election under the Partial Share Alternative bears to the total aggregate number of New Fnac Shares to be issued pursuant to all valid elections made under the Partial Share Alternative, and the balance of the consideration will be satisfied in cash.

Fnac holds 96,743,268 Darty Shares, representing approximately 18.27 per cent. of the ordinary share capital of Darty in issue as of the date of this Announcement.

In addition, Fnac has received support for the Proposed Acquisition from Darty Shareholders holding 22.11 per cent. of the ordinary share capital of Darty in issue as of the date of this Announcement. Such shareholders have irrevocably undertaken to accept the Third Increased Final Offer and to elect for the Partial Share Alternative in respect of all (subject to scaling down in accordance with the terms of the Partial Share Alternative) of their Darty Shares.

Accordingly, Fnac either holds, or has received irrevocable undertakings to accept the Third Increased Final Offer in respect of a total of 213,859,917 Darty Shares, representing approximately 40.38 per cent. of the ordinary share capital of Darty in issue as of the date of this Announcement.

The Original Offer and the Second Increased Offer will remain available.

2. SYNERGY POTENTIAL OF THE PROPOSED ACQUISITION

The Fnac Board believes that the Proposed Acquisition will result in compelling financial benefits to the Combined Group, including total annual pre-tax synergies of at least €130 million *per annum*. This amount is premised upon Fnac's intention to maintain separate Fnac and Darty brands and commercial concepts following the completion of the Proposed Acquisition. It does not take into account the impact of any remedies that may be imposed by the French Competition Authority.

It is assumed the Proposed Acquisition will complete by no later than September 2016. Under this assumption, approximately 5 per cent. of these synergies would be realised in 2016, rising to at least 50 per cent. in 2017, 90 per cent. in 2018 and 100 per cent. thereafter.

The one-off costs to deliver these savings, including additional capital expenditures, are expected to total approximately €105 million - €110 million.

3. FINANCING OF THE THIRD INCREASED FINAL OFFER

Fnac has entered into a senior facilities agreement, comprising both a revolving credit facility and a bridge term loan facility, with Crédit Agricole, Société Générale and Natixis in connection with the financing of the cash component of the consideration to be offered pursuant to the Proposed Acquisition. The terms of the senior facilities agreement will also allow Fnac and Darty to refinance their respective existing indebtedness, including the debt securities of *Darty Financements S.A.S.* (an affiliate of Darty) and will provide on-going working capital for the Combined Group following completion of the Proposed Acquisition.

Fnac has entered into an amendment to the senior facilities agreement (the "Amendment Agreement") with Crédit Agricole, Société Générale and Natixis. A copy of the Amendment Agreement will be published on www.groupe-fnac.com.

Rothschild, as financial adviser to Fnac, is satisfied that resources are available to Fnac sufficient to satisfy full acceptance of the Proposed Acquisition.

4. DISCLOSURE OF INTERESTS IN SECURITIES

Fnac confirms that it made an Opening Position Disclosure, setting out the details required to be disclosed by it under Rule 8.1(a) of the City Code, on 14 October 2015.

Fnac holds 96,743,268 Darty Shares (representing approximately 18.27 per cent. of the ordinary share capital of Darty in issue). Save as set out in this paragraph, none of Fnac nor, so far as Fnac is aware, any person acting in concert (within the meaning of the City Code) with Fnac (including the Fnac Directors) has:

- any interest in, or right to subscribe for, any Darty Shares or other relevant securities relating to Darty, nor does any such person have any short position in Darty Shares or other relevant securities relating to Darty, including any short position under a derivative, any agreement to sell, any delivery obligation or right to require another person to purchase or take delivery of Darty Shares or other relevant securities relating to Darty; or
- borrowed or lent any Darty Shares or other relevant securities relating to Darty, nor entered into any financial collateral arrangements relating to Darty Shares or other relevant securities relating to Darty.

5. IRREVOCABLE UNDERTAKINGS

Fnac has received shareholder support for the Proposed Acquisition from Darty Shareholders holding in aggregate 22.11 per cent. of the ordinary share capital of Darty in issue, as described more fully in the Second Increased Offer Announcement.

Knight Vinke, the holder of 75,974,709 Darty Shares (equating to 14.34 per cent. of the ordinary share capital of Darty in issue at the close of business on 22 April 2016, being the last Business Day before the date of this Announcement), gave irrevocable undertakings on 21 April 2016 to support the Proposed Acquisition (the “Knight Vinke Undertakings”). Knight Vinke has entered into two deeds of amendment (the “Knight Vinke Amendment Deeds”) which provide for an amendment and variation to the terms of the Knight Vinke Undertakings such that the number of Darty Shares in respect of which their undertaking to accept the Third Increased Final Offer is conditional upon certain relevant underlying investors, whose funds Knight Vinke manage, not withdrawing their mandates or adjusting their investment instructions is reduced to 6,308,151, equal to 1.19 per cent. of the ordinary share capital of Darty in issue.

Fnac has also received an irrevocable undertaking from DNCA, in respect of 41,141,940 Darty Shares (equating to 7.77 per cent. of the ordinary share capital of Darty in issue at the close of business on 22 April 2016, being the last Business Day before the date of this Announcement) to support the Proposed Acquisition (the “DNCA Undertaking”).

Copies of the Knight Vinke Amendment Deeds will be made available on the Fnac website at www.groupe-fnac.com. The Knight Vinke Undertakings and the DNCA Undertaking are available on the Fnac website.

6. COMPULSORY ACQUISITION, DELISTING AND RE-REGISTRATION

If Fnac receives acceptances under the Proposed Acquisition in respect of, and/or otherwise acquires, both 90 per cent. or more in value of the Darty Shares to which the Proposed Acquisition relates and 90 per cent. or more of the voting rights carried by those shares, and assuming that all of the conditions of the Proposed Acquisition have been satisfied or waived (if capable of being waived), Fnac intends to exercise its rights in accordance with sections 974 to 991 of the Act to acquire compulsorily the remaining Darty Shares on the same terms as the Proposed Acquisition.

Following the Proposed Acquisition becoming or being declared unconditional in all respects, if Fnac receives acceptances under the Proposed Acquisition in respect of, and/or otherwise acquires 75 per cent. or more of the voting rights carried by the Darty Shares or the appropriate special resolutions are otherwise passed, and subject to any applicable requirements of the UKLA, it is intended that Fnac will procure that Darty makes applications to cancel the listing of Darty Shares on the UKLA's Official List and on the Eurolist by Euronext, to cancel trading in Darty Shares on the London Stock Exchange's Main Market for listed securities and on Euronext Paris and to re-register Darty as a private limited company.

7. PROPOSED ACQUISITION-RELATED ARRANGEMENTS

The offer-related arrangements that have been entered into in connection with the Proposed Acquisition that are not described in this Announcement are set out in section 11 of the Second Increased Offer Announcement.

8. GENERAL

It is intended that the Proposed Acquisition will be implemented by way of a takeover offer within the meaning of Part 28 of the Act.

Save as set out in this Announcement, the Third Increased Final Offer is subject to the same terms and conditions as the Second Increased Offer. Accordingly, your attention is drawn to the Second Increased Offer Announcement, which is available on Fnac's website at www.groupe-fnac.com.

The Third Increased Final Offer is conditional upon the passing at the Fnac General Meeting (or any adjournment thereof) of the Fnac Shareholder Resolutions (as such may be set out in the Fnac Notice).

The number of New Fnac Shares available under the Partial Share Alternative may (in Fnac's sole discretion) be scaled down to the extent required to satisfy valid acceptances of the Original Offer, valid elections for the partial share alternative pursuant to the Second Increased Offer and to ensure sufficient New Fnac Shares will be available as may be required on the reintroduction of a partial share alternative on the same terms as were available to Darty Shareholders who validly accepted the Third Increased Final Offer and elected for the Partial Share Alternative on the operation of Sections 974 to 991 of the Act (which relate to the right of Darty Shareholders who have not accepted in respect of the Proposed Acquisition to have their Darty Shares acquired by Fnac and the right of Fnac to acquire such Darty Shares, in each case, on the same terms as the Proposed Acquisition).

Fractions of New Fnac Shares will not be allotted to Eligible Darty Shareholders under the Partial Share Alternative. If an election by a Darty Shareholder to receive New Fnac Shares under the Partial Share Alternative would not result in the issue of a whole number of New Fnac Shares to that Darty Shareholder (after any *pro rata* scaling down in accordance with the terms of the Partial Share Alternative), the number of New Fnac Shares to be issued to that Darty Shareholder shall be rounded down to the nearest whole number and the balance of the consideration will be satisfied in cash, provided that if such balance is an amount of less than £5.00, it will be retained for the benefit of Fnac.

If any dividend (or other distribution) is paid or becomes payable by Darty to Darty Shareholders, an equivalent reduction to the offer consideration payable pursuant to the Third Increased Final Offer will be made.

Fnac will continue to make available on its website (www.groupe-fnac.com) the documents required by Rule 26.2 of the City Code.

Your attention is drawn to the Appendices to this Announcement, which form part of and should be read in conjunction with this Announcement and contain the bases and sources of certain information used in this Announcement.

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Important notices relating to financial advisers

N. M. Rothschild & Sons Limited, which is authorised by the Prudential Regulation Authority and regulated by the FCA and the Prudential Regulation Authority in the UK, is acting exclusively for Fnac and no one else in connection with the Proposed Acquisition and will not be responsible to anyone other than Fnac for providing the protections afforded to its clients or for providing advice in relation to the Proposed Acquisition or any other matters referred to in this Announcement.

Ondra LLP, which is authorised and regulated by the FCA in the UK, is acting exclusively for Fnac and no one else in connection with the Proposed Acquisition and will not be responsible to anyone other than Fnac for providing the protections afforded to its clients or for providing advice in relation to the Proposed Acquisition or any other matters referred to in this Announcement.

Crédit Agricole Corporate and Investment Bank, which is authorised by the ACPR in France and regulated by the AMF, is acting exclusively for Fnac and no one else in connection with the Proposed Acquisition and will not be responsible to anyone other than Fnac for providing the protections afforded to its clients or for providing advice in relation to the Proposed Acquisition or any other matters referred to in this Announcement.

Peel Hunt LLP, which is authorised and regulated by the FCA in the UK, is acting exclusively for Fnac and no one else in connection with the Proposed Acquisition and will not be responsible to anyone other than Fnac for providing the protections afforded to its clients or for providing advice in relation to the Proposed Acquisition or any other matters referred to in this Announcement.

Further information

This Announcement is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Proposed Acquisition or otherwise nor shall there be any sale, issuance or transfer of securities of Fnac pursuant to the Proposed Acquisition in any jurisdiction in contravention of applicable laws. The Proposed Acquisition will be implemented solely pursuant to the terms of the Offer Document and the accompanying Forms of Acceptance which will contain the full terms and conditions of the Proposed Acquisition, including details of how to accept the Third Increased Final Offer. Any decision in respect of, or other response to, the Proposed Acquisition should be made only on the basis of the information contained in the Offer Document, the accompanying Forms of Acceptance and the Fnac Prospectus.

This Announcement does not constitute a prospectus or prospectus equivalent document.

Information relating to Darty Shareholders

Please be aware that addresses, electronic addresses and certain other information provided by Darty Shareholders, persons with information rights and other relevant persons for the receipt of communications from Darty may be provided to Fnac during the Offer Period as required under Section 4 of Appendix 4 of the City Code.

Overseas jurisdictions

The release, publication or distribution of this Announcement in jurisdictions other than the United Kingdom and France may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom and France should inform themselves about, and observe any applicable requirements. In particular, the ability of persons who are not resident in the United Kingdom or France to accept the Proposed Acquisition, to execute and deliver Forms of Acceptance and to elect for the Partial Share Alternative, may be affected by the laws of the relevant jurisdictions in which they are located.

This Announcement has been prepared for the purpose of complying with English law, French law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this Announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom and/or France.

Unless otherwise determined by Fnac or required by the City Code, and permitted by applicable law and regulation, the Proposed Acquisition will not be made available, directly or indirectly, in, into or from a Restricted Jurisdiction or any other jurisdiction where to do so would violate the laws in that jurisdiction and no person may accept the Proposed Acquisition by any use, means or instrumentality from within a Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this Announcement and any formal documentation relating to the Proposed Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction.

The Proposed Acquisition may not be made, directly or indirectly, in or into, a Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction by the use of mails or any means or instrumentality (including, but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws of that jurisdiction and the Proposed Acquisition may not be capable of acceptance by any such use, means, instrumentality or facilities.

The availability of the Proposed Acquisition to Darty Shareholders who are not resident in the United Kingdom or France may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom or France should inform themselves of, and observe, any applicable legal or regulatory requirements.

Further details in relation to Darty Shareholders in overseas jurisdictions will be contained in the Offer Document.

Additional US information

The Proposed Acquisition relates to the shares of a UK company and a French company and is subject to UK and French procedural and disclosure requirements that are different from those of the US. Any financial statements or other financial information included in this Announcement may have been prepared in accordance with non-US accounting standards that may not be comparable to the financial statements of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US. It may be difficult for US holders of shares to enforce their rights and any claims they may have arising under the US federal securities laws in connection with the Proposed Acquisition, since Fnac and Darty are located in countries other than the US, and some or all of their officers and directors may be residents of countries other than the United States. US holders of shares in Fnac or Darty may not be able to sue Fnac, Darty or their respective officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel Fnac, Darty and their respective affiliates to subject themselves to the jurisdiction or judgment of a US court.

It is intended that the Proposed Acquisition will be implemented by way of a takeover offer under English law. Accordingly, the Proposed Acquisition will be made in the US pursuant to Section 14(e) and Regulation 14E under the US Exchange Act as a “Tier II” tender offer, and otherwise in accordance with the requirements of the City Code. Accordingly, the Proposed Acquisition will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law. A person who makes a valid election to receive, and does in fact receive, New Fnac Shares pursuant to the Proposed Acquisition may not resell such securities without registration under the US Securities Act or without an applicable exemption from registration or in a transaction not subject to registration (including a transaction that satisfies the applicable requirements of Regulation S under the US Securities Act).

Investors should be aware that Fnac may purchase or arrange to purchase Darty Shares otherwise than under any takeover offer related to the Proposed Acquisition, such as in open market or privately negotiated purchases.

This Announcement does not constitute an offer of securities for sale in the US or an offer to acquire or exchange securities in the US. Securities may not be offered or sold in the US absent registration or an exemption from registration, and any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the issuer or the selling security holder and that will contain detailed information about the company and management, as well as financial statements. No offer to acquire securities or to exchange securities for other securities has been made, or will be made, directly or indirectly, in or into, or by use of the mails, any means or instrumentality of interstate or foreign commerce or any facilities of a national securities exchange of, the US or any other country in which such offer may not be made other than (i) in accordance with the US Securities Act, as amended, or the securities laws of such other country, as the case may be, or (ii) pursuant to an available exemption from such requirements. In particular, New Fnac Shares will only be made available in the United States to qualified institutional buyers (as defined in Rule 144A under the US Securities Act) or accredited investors (as defined in Rule 501(a) under the US Securities Act) in transactions that are exempt from the registration requirements of the US Securities Act. Such shareholders will be required to make such acknowledgements and representations to, and agreements with, Fnac as Fnac may require to establish that they are entitled to receive New Fnac Shares.

Nothing in this Announcement shall be deemed an acknowledgement that any SEC filing is required or that an offer requiring registration under the US Securities Act may ever occur in connection with the Proposed Acquisition.

The New Fnac Shares have not been, and will not be, registered under the securities laws of any state or jurisdiction in the United States and, accordingly, will only be issued to the extent that exemptions from the registration or qualification requirements of state “blue sky” securities laws are available or such registration or qualification requirements have been complied with.

Cautionary note regarding forward looking statements

This Announcement contains certain forward looking statements with respect to the financial condition, results of operations and businesses of Fnac and Darty and their respective groups, and certain plans and objectives of Fnac with respect to the Combined Group. All statements other than statements of historical fact are, or may be deemed to be, forward looking statements. Forward looking statements are statements of future expectations that are based on management’s current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Forward looking statements include, among other things, statements concerning the potential exposure of Fnac, the Fnac Group, Darty, the Darty Group and/or the Combined Group to market risks and statements expressing management’s expectations, beliefs, estimates, forecasts, projections and assumptions, including as to future potential cost savings, synergies, earnings, cash flow, return on average capital employed, production and prospects. These forward looking statements are identified by their use of terms and phrases such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “goals”, “intend”, “may”, “objectives”, “outlook”, “plan”, “probably”, “project”, “risks”, “seek”, “should”, “target”, “will” and similar terms and phrases.

There are a number of factors that could affect the future operations of Fnac, the Fnac Group, Darty, the Darty Group and/or the Combined Group and that could cause results to differ materially from those expressed in the forward looking statements included in this Announcement, including (without limitation): (a) changes in demand for Fnac’s and/or Darty’s products; (b) currency fluctuations; (c) loss of market share and industry competition; (d) risks associated with the identification of suitable potential acquisition properties and targets, and successful negotiation and completion of such transactions; and (e) changes in trading conditions.

All forward looking statements contained in this Announcement are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Readers should not place undue reliance on forward looking statements. Additional risk factors that may affect future results are contained in Fnac’s Registration Document (available at <http://www.groupe-fnac.com/en/index.php/finance-shareholders/>). These risk factors expressly qualify all forward looking statements contained in this Announcement and should also be considered by the reader.

Darty’s Annual Report and Accounts for the financial year ended 30 April 2015 lists the principal risks and uncertainties to the delivering of Darty’s strategy.

Each forward looking statement speaks only as of the date of this Announcement. Neither Fnac nor the Fnac Group undertakes any obligation to publicly update or revise any forward looking statement as a result of new information, future events or otherwise, except to the extent legally required. In light of these risks, results could differ materially from those stated, implied or inferred from the forward looking statements contained in this Announcement.

Rounding

Certain figures included in this Announcement have been subjected to rounding adjustments. Accordingly, figures shown for the same category presented in different tables or forms may vary slightly

and figures shown as totals in certain tables or forms may not be an arithmetic aggregation of the figures that precede them.

No forecasts or estimates

No statement in this Announcement (including any statement of estimated synergies) is intended as a profit forecast or estimate for any period and no statement in this Announcement should be interpreted to mean that cash flow from operations, free cash flow, earnings or earnings per share for Fnac, Darty or the Combined Group, as appropriate, for the current or future financial years would necessarily match or exceed the historical published cash flow from operations, free cash flow, earnings or earnings per share for Fnac or Darty as appropriate.

Quantified financial benefits

The statements in the Quantified Financial Benefits Statement set out in section 2 to this Announcement relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. The synergies and cost savings referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated.

Disclosure requirements of the City Code

Under Rule 8.3(a) of the City Code, any person who is interested (directly or indirectly) in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th Business Day following the commencement of the offer period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to midnight on the day before the deadline for making an Opening Position Disclosure must instead make a dealing disclosure.

Under Rule 8.3(b) of the City Code, any person who is, or becomes, interested (directly or indirectly) in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a dealing disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A dealing disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8 and have not changed. A dealing disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and dealing disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4 of the City Code).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and dealing disclosures must be made can be found in the Disclosure Table on the Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a dealing disclosure.

For the purpose of this section (*Disclosure requirements of the City Code*) and the following section (*Publication on website and availability of hard copies*) of this Announcement, "Business Day" means a day on which the London Stock Exchange is open for the transaction of business.

Publication on website and availability of hard copies

A copy of this Announcement is and will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, for inspection on Fnac's website www.groupe-fnac.com by no later than 12 noon (London time) on the Business Day following the date of this Announcement. For the avoidance of doubt, the contents of the websites referred to in this Announcement are not incorporated into and do not form part of this Announcement.

Fnac and Darty Shareholders may request a hard copy of this Announcement by contacting Nadine Coulm during business hours on +33 (0)1 55 21 57 93 or by submitting a request in writing to Nadine Coulm at Groupe Fnac S.A., 9, rue des Bâteaux-Lavois, 94200 Ivry-sur-Seine, France.

If you are in any doubt about the contents of this Announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or from an independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are located in the UK or, if you are located in France, from a financial intermediary, or, if you are located outside the UK and France, from an appropriately authorised independent financial adviser.

APPENDIX 1

SOURCES OF INFORMATION AND BASES OF CALCULATION

In this Announcement:

1. All references to Darty Shares are to Darty ordinary shares of €0.30 each and all, references to Fnac Shares are to Fnac shares of €1.00 each.
2. The number of issued and to be issued Darty Shares is based on 529,553,216 shares in issue, and rights under the Darty's Long Term Incentive Plans for 7,932,099 shares.
3. The four premium calculations to the price per Darty Share used in this Announcement have been calculated by reference to either:
 - 3.1 the Closing Price on 29 September 2015 (being the last Business Day before the date of Fnac's Possible Offer Announcement) of 81 pence in respect of a Darty Share;
 - 3.2 the Original Offer Price on 19 November 2015 (being the last Business Day before the date of Fnac's Original Offer Announcement) of 105 pence based on (a) the Closing price of €55.6 per Fnac share as of 19 November 2015; (b) an exchange rate of £1.00/€1.4246 as of 19 November 2015; (c) the terms of the Original Offer entitling Darty shareholders to receive 1 Fnac share for every 37 Darty shares held;
 - 3.3 the Original Offer Price on 22 April 2016 (being the last Business Day before the date of this Announcement) of 115 pence based on: (a) the Closing price of €54.6 per Fnac share as of 22 April 2016; (b) an exchange rate of £1.00/€1.2821 as of 22 April 2016; (c) the terms of the Original Offer entitling Darty shareholders to receive 1 Fnac share for every 37 Darty shares held;
 - 3.4 the Closing Price on 22 April 2016 (being the last Business Day before the date of this Announcement) of 163 pence in respect of a Darty Share.
4. Unless otherwise stated:
 - (a) historic financial information relating to Fnac has been extracted or derived (without material adjustment) from the audited financial statements of Fnac contained in Fnac's Annual Report and Accounts for the financial year ended 31 December 2015 or from Fnac's management accounts; and
 - (b) historic financial information relating to Darty has been extracted or derived (without material adjustment) from the audited financial statements of Darty contained in Darty's Annual Report and Accounts for the financial year ended 30 April 2015.
5. The synergy numbers are unaudited and are based on analysis by Fnac's management and on Fnac's internal records. Further information underlying the Quantified Financial Benefits Statement contained in section 2 of this Announcement is provided in Appendix 2 of this Announcement.
6. All Closing Prices for Fnac and Darty shares as well as exchange rates are derived from Factset (function P_PRICE and function P_EXCH_RATE(GBP,EUR)).

7. Certain figures included in this Announcement have been subject to rounding adjustments.

APPENDIX 2

QUANTIFIED FINANCIAL BENEFITS STATEMENT

Section 2 of this Announcement (*Synergy potential of the Proposed Acquisition*) contains statements of estimated synergies arising from the Proposed Acquisition (together, the “Quantified Financial Benefits Statement”). The reports referred to therein were set out in Appendix 4 to the Second Increased Offer Announcement.

The Quantified Financial Benefits Statement is made under Rule 2.7 of the City Code.

A copy of the Quantified Financial Benefits Statement is set out below:

“The Fnac Board believes that the Proposed Acquisition will result in compelling financial benefits to the Combined Group, including total annual pre-tax synergies of at least €130 million *per annum*. This amount is premised upon Fnac’s intention to maintain separate Fnac and Darty brands and commercial concepts following the completion of the Proposed Acquisition. It does not take into account the impact of any remedies that may be imposed by the French Competition Authority.

It is assumed the Proposed Acquisition will complete by no later than September 2016. Under this assumption, approximately 5 per cent. of these synergies would be realised in 2016, rising to at least 50 per cent. in 2017, 90 per cent. in 2018 and 100 per cent. thereafter.

The one-off costs to deliver these savings, including additional capital expenditures, are expected to total approximately €105 million - €110 million.”

Sources and phasing of synergies

The principal sources of quantified synergies are expected to be as follows:

- approximately half of the identified synergies are expected to arise from (i) purchasing synergies in the retail categories of brown goods, grey goods and small domestic appliances in which both Fnac and Darty operate, as well as (ii) revenue synergies derived from cross-selling of editorial products and white goods (in particular through store-in-store initiatives), extending Fnac’s ticketing offer within Darty stores in France and Belgium and leveraging on both group’s respective omni-channel capabilities to drive sales growth; and
- approximately half of the identified synergies are expected to arise from other cost synergies, including optimisation of warehousing and transport activities, integration of IT systems, of certain headquarter and support functions within the UK, France and Belgium, and from savings in procured services.

Fnac has identified these synergies in the context of its intent to maintain separate Fnac and Darty brands and commercial concepts following the completion of the Proposed Acquisition.

The phasing of the cost savings described above assumes, for these purposes, that completion of the Proposed Acquisition occurs no later than September of 2016. It is expected that the realisation of the identified synergies will require estimated one-off cash costs of approximately €105 million - €110 million, including capex, largely occurring in fiscal years 2017 and 2018.

Sources of information

In preparing the Quantified Financial Benefits Statement, Fnac has used an experienced team of senior management from across its business.

Fnac has based its assessment of the expected savings on its own organisational, commercial and cost structures, industry knowledge, on its previous restructuring programmes and growth initiatives, and on publically available information including the Darty website, press releases, annual report and accounts, public reporting and analysts' research.

Bases of belief

In identifying the synergies, Fnac has formulated the following principal bases of belief supporting the statement:

- Fnac and Darty are both listed companies and have similar leadership and governance structures. Synergies can therefore be realised through consolidation of corporate leadership, corporate governance and the activities associated with public listing.
- Fnac and Darty both operate within the specialist retail sector and have similar organisational requirements for support to their operations. Synergies can therefore be realised through the integration of certain back-office and IT support functions.
- Synergies can be realised through the combination of the warehousing and distribution networks of Fnac and Darty in France and Belgium.
- Synergies can be realised through the consolidation of procurement and management of third party support services to the Fnac and Darty store operations.
- Fnac and Darty have overlap in their retail offerings and supplier bases in the brown and grey goods segments and in small domestic appliances. Synergies can therefore be realised through the consolidation of procurement activities in these segments.
- Revenue synergies can be realised by leveraging both companies' omni-channel capabilities and complementary offering, including cross-selling of editorial products and white goods through store-in-store initiatives.

Procedures performed

Fnac carried out the following procedures to identify the potential quantum and phasing of the merger benefits within the areas above:

- Considered the organisation structures and future operating model of the combined business.
- Developed hypotheses in each merger benefit area, identified the addressable costs and the potential quantum of each synergy.
- Validated these hypotheses through internal discussion, through review of publically available information and through consideration of Fnac's own track record of identifying and delivering benefits within each merger benefit area.

For the purpose of Fnac's synergy assessment, the *pro forma* baseline cost of the combination was considered to be €7,140 million, being the sum of the full fiscal year operating costs, exclusive of

depreciation and amortisation, of Groupe Fnac S.A. (for fiscal year to 31 December 2014) and of Darty plc (for fiscal year to 30 April 2015).

Dis-synergies

Fnac believes that dis-synergies may arise as a result of the review of the Proposed Acquisition by the French Competition Authority. The actual scope and financial impact of any such dis-synergies will be dependent on the outcome of its review.

Additional information

In arriving at the estimate of synergies, Fnac has made the following additional assumptions:

- there will be no significant impact on the underlying operations of either business or their ability to win business from customers; and
- there will be no material changes to macroeconomic, political or legal conditions in the markets or regions in which Fnac and Darty operate that materially impact on the implementation or costs to achieve of the proposed cost savings.

Fnac considers that the expected synergies will only accrue as a direct result of Fnac being combined with Darty and would not be achieved on a standalone basis.

Important Notes

1. The statements of estimated cost savings and synergies relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the cost savings and synergies referred to may not be achieved, or may be achieved later or sooner than estimated or those achieved could be materially different from those estimated.

2. Due to the scale of the Combined Group, there may be additional changes to the Combined Group's operations. As a result, and given the fact that the changes relate to the future, the resulting cost savings may be materially greater or less than those estimated.

3. No statement in the Quantified Financial Benefits Statement, or in this announcement generally, should be construed as a profit forecast or interpreted to mean that the Combined Group's earnings in the first full year following a merger, or in any subsequent period, would necessarily match or be greater than or be less than those of Fnac and/or Darty for the relevant preceding financial period or any other period.

APPENDIX 3

IRREVOCABLE UNDERTAKINGS

DETAILS OF DARTY SHAREHOLDERS' HARD IRREVOCABLE UNDERTAKINGS

Name of Darty Shareholder	Number of Darty Shares	Percentage of Darty issued share capital
Knight Vinke Asset Management LLC (together with the other Knight Vinke companies and partnerships)	69,666,558	13.16%
DNCA Finance S.A. (together with its 100% subsidiary, DNCA Finance Luxembourg S.A.)	41,141,940	7.77%
TOTAL	110,808,498	20.92%

DETAILS OF DARTY SHAREHOLDERS' IRREVOCABLE UNDERTAKINGS

Name of Darty Shareholder	Number of Darty Shares	Percentage of Darty issued share capital
Knight Vinke Asset Management LLC (together with the other Knight Vinke companies and partnerships)	6,308,151	1.19%

APPENDIX 4

DEFINITIONS

Terms and expressions used in this Announcement shall, unless otherwise defined, and save as the context otherwise requires, have the same meanings as given to them in the Second Increased Offer Announcement.

- “Fnac General Meeting” means a meeting of the Fnac Shareholders (and any adjournment thereof) at which the Fnac Shareholder Resolutions will be considered, and, if thought fit, approved;
- “Fnac Notice” means the notice to be published to the Fnac Shareholders in connection with the Proposed Acquisition convening the Fnac General Meeting, including any supplementary notice;
- “Fnac Shareholder Resolutions” means the shareholder resolutions of Fnac recommended by the Fnac Board as necessary to implement the Proposed Acquisition, including to approve, effect and implement the Proposed Acquisition and to grant authority to the Fnac Directors to allot the New Fnac Shares and any amendment(s) thereof;
- “Partial Share Alternative” means the alternative whereby Eligible Darty Shareholders may elect to receive New Fnac Shares *in lieu* of all or part of all the cash to which they otherwise be entitled under the Third Increased Final Offer, as described in Section 1 of this Announcement.
- “Proposed Acquisition” means the proposed acquisition of the entire issued and to be issued share capital of Darty by Fnac, to be implemented by way of the Third Increased Final Offer, the Second Increased Offer and/or the Original Offer as described in this Announcement and to be set out in the Offer Document;
- “Second Increased Offer” means the increased cash offer of 153 pence per Darty Share (with a partial share alternative available on the basis of (subject to scaling down) 4 New Fnac Shares for every 119 Darty Shares), as described in the Second Increased Offer Announcement, made by Fnac, to acquire the entire issued and to be issued share capital of Darty; and
- “Second Increased Offer Announcement” means the announcement made by Fnac pursuant to Rule 2.7 of the City Code, made on 21 April 2016, setting out the terms of the Second Increased Offer.