fnac

2015 FULL-YEAR RESULTS





Disclaimer

NOT FOR RELEASE, PRESENTATION, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN, INTO OR FROM THE UNITED STATES, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION

IMPORTANT: YOU MUST READ THE FOLLOWING BEFORE CONTINUING

This presentation has been prepared by Groupe Fnac S.A. ("Fnac") in connection with the potential acquisition of the entire issued and to be issued share capital of Darty plc ("Darty") by Fnac (the "Proposed Acquisition"). The information set out in this presentation is not intended to form the basis of any contract. By attending (whether in person, by telephone or webcast) this presentation or by reading the presentation slides, you agree to the conditions set out below. This presentation (including any oral briefing and any question-and-answer session in connection with it) is for information only. The presentation is not intended to, and does not constitute, represent or form part of any offer, invitation, inducement or solicitation of any offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of, any securities or the solicitation of any vote or approval in any jurisdiction. It must not be acted on or relied on in connection with any contract or commitment whatsoever. It does not constitute a recommendation regarding any securities. Past performance, including the price at which Fnac's securities have been previously bought or sold and the past yield on Fnac's securities, cannot be relied on as a guide to future performance. Nothing herein should be construed as financial, legal, tax, accounting, actuarial or other specialist advice.

No shares are being offered to the public by means of this presentation. You should conduct your own independent analysis of Fnac, Darty and the Proposed Acquisition, including consulting your own independent advisers in order to make an independent determination of the suitability, merits and consequences of the Proposed Acquisition. The release, presentation, publication or distribution of this presentation 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 or France should inform themselves about and observe any applicable requirements. It is your responsibility to satisfy yourself as to the full observance of any relevant laws and regulatory requirements. Any failure to comply with applicable requirements may constitute a violation of the laws and/or regulations of any such jurisdiction.

In the European Economic Area ("EEA"), this presentation is only intended for and directed at persons in member states who are "qualified investors" within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC) and amendments thereto, including Directive 2010/73/EU (to the extent implemented in the relevant member state of the EEA) and any implementing measure in each relevant member state of the EEA ("Qualified Investors").

In addition, in the United Kingdom, this presentation is being made available only to persons who fall within the exemptions contained in Article 19 and Article 49 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") and Qualified Investors. This presentation is not intended to be available to, and must not be relied upon, by any other person.

This document must not be acted on or relied on (i) in the United Kingdom or France, by persons who do not fall within the Order and (ii) in any member states of the European Economic Area other than the United Kingdom or France, by persons who are not Qualified Investors.

Nothing in this presentation constitutes investment advice and any recommendations that may be contained herein have not been based upon a consideration of the investment objectives, financial situation or particular needs of any specific recipient.

None of Fnac, its shareholders, subsidiaries, affiliates, associates, or their respective directors, officers, partners, employees, representatives and advisers (the "Relevant Parties") makes any representation or warranty, express or implied, as to the accuracy or completeness of the information contained in this presentation, or otherwise made available, nor as to the reasonableness of any assumption contained in such information, and any liability therefor (including in respect of direct, indirect, consequential loss or damage) is expressly disclaimed. No information contained herein or otherwise made available is, or shall be relied upon as, a promise, warranty or representation, whether as to the past or the future and no reliance, in whole or in part, should be placed on the fairness, accuracy, completeness or correctness of such information. The information contained in this presentation relating to Darty is derived from publicly available information only. None of the Relevant Parties has independently verified the material in this presentation.



Disclaimer (continued)

Unless expressly stated otherwise, no statement in this presentation (including any statement of estimated synergies) is intended as a profit forecast or estimate for any period and no statement in this presentation 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 of Fnac or Darty, as appropriate.

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, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. For the purposes of Rule 28 of the City Code on Takeovers and Mergers (the "Takeover Code"), quantified financial benefits statements contained in this presentation are the responsibility of Fnac and the Fnac directors. Neither these statements nor any other statement in this presentation should be construed as a profit forecast or interpreted to mean that the combined group's earnings in the first full year following implementation of the Proposed Acquisition, or in any subsequent period, would necessarily match or be greater than or be less than those of Fnac or Darty for the relevant preceding financial period or any other period. The bases of belief, principal assumptions and sources of information in respect of any quantified financial benefit statement and the reports thereon are set out in the announcement published by Fnac on 25 October 2015 in connection with the Proposed Acquisition.

The companies in which Fnac directly and indirectly owns investments are separate entities. In this presentation "Fnac", "Fnac group" and "Groupe Fnac S.A." are sometimes used for convenience where references are made to Groupe Fnac S.A. and its subsidiaries in general. Likewise, the words "we", "us" and "our" are also used to refer to subsidiaries in general or to those who work for them. These expressions are also used where no useful purpose is served by identifying the particular companies. "Subsidiaries", "Fnac subsidiaries" and "Fnac companies" as used in this presentation refer to companies in which Fnac either directly or indirectly has control.

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 presentation 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 scheme of arrangement under English law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules under the US Exchange Act. Accordingly, the Proposed Acquisition will be subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement which differ from the disclosure requirements of the US tender offer rules. If the Proposed Acquisition is implemented by way of a scheme of arrangement, any Fnac shares proposed to be issued to Darty shareholders pursuant to the terms of the Proposed Acquisition are expected to be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) of the US Securities Act. Section 3(a)(10) exempts securities issued in exchange for one or more outstanding securities from the general requirements of registration where the terms and conditions of the issuance and exchange of such securities have been approved by a court, after a hearing on the fairness of the terms and conditions of the issuance and exchange at which all persons to whom such securities will be issued have the right to appear and be heard. The Court will hold a hearing on the scheme's fairness to Darty shareholders, at which hearing all such shareholders will be entitled to attend in person or through counsel.

Alternatively, if the Proposed Acquisition is implemented by way of a takeover offer under English law (the "Offer"), the Offer 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 Offer 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.



Disclaimer (continued)

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

This presentation 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.

Nothing in this presentation 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 Fnac shares proposed to be issued to Darty shareholders pursuant to the terms of the Proposed Acquisition 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.

By attending the presentation to which this document relates and/or by accepting this document you will be taken to have represented, warranted and undertaken that: (i) you are a person who is not resident of, or located in, the United States, Canada, Japan, Australia or South Africa and you are permitted by law to receive it; (ii) you have read and agree to comply with the contents of this notice; and (iii) you will not at any time during the offer period have any discussion, correspondence or contact concerning the information in this document with any of the employees of Fnac or its affiliates nor with any of their suppliers or customers or any governmental or regulatory body without the prior written consent of Fnac.

N M Rothschild & Sons Limited, Ondra LLP and Crédit Agricole Corporate and Investment Bank are acting only for Fnac and will not be responsible to anyone other than Fnac for providing the protections afforded to clients of N M Rothschild & Sons Limited, Ondra LLP and Crédit Agricole Corporate and Investment Bank for providing advice in relation to any potential offering of securities of the Company.

This presentation contains forward-looking statements concerning the financial condition, results of operations and businesses of Fnac and of the proposed Proposed Acquisition. 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 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", "intend", "may", "plan", "objectives", "outlook", "probably", "propiect", "will", "seek", "target", "insks", "goals", "should" and similar terms and phrases. There are a number of factors that could affect the future operations of Fnac and could cause those results to differ materially from those expressed in the forward-looking statements included in this presentation, including (without limitation): (a) changes in demand for Fnac'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 presentation are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Readers s



Fnac well positioned for new challenges

- Continued improvement on all performance indicators in 2015 reflecting the successful execution of Fnac 2015 strategic plan
- Market leadership strengthened
- Fnac 2015 financial objectives all met
 - Group revenues stabilized sales recovery in France
 - Profitability increased: current operating income up +35% since 2012
 - Strong cash generation: €200m of free cash flow generated over 3 years
- Financial flexibility significantly enhanced
- A value creative transformation, providing a solid platform for accelerating the Group development

fnac 2015 FULL-YEAR RESULTS



Financial review





Key financial highlights

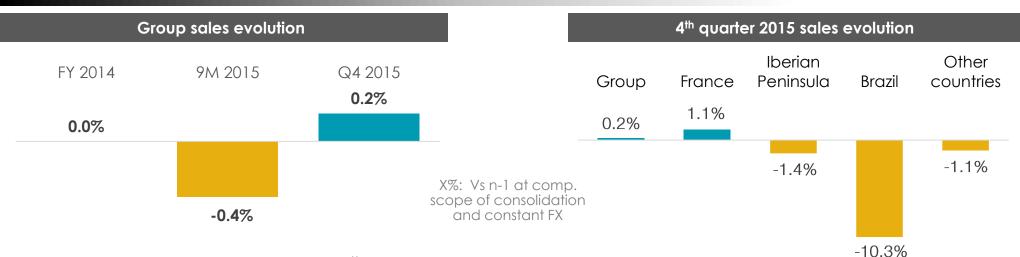
- Group sales stable for the full year 2015 (1)
- Continued sales growth in France
- Current operating income up 10.2% to €85m
- Strong increase in net income: +16.7% to €48m
- Ongoing improvement in free cash flow generation: €85m (+17% vs 2014)
- Strong financial position at end 2015
 - Net cash position of €544m (2)
 - Shareholder's equity of €564m (2)

⁽¹⁾ At comparable scope of consolidation and constant exchange rates

⁽²⁾ After redemption of the perpetual deeply subordinated notes (TSSDIs)



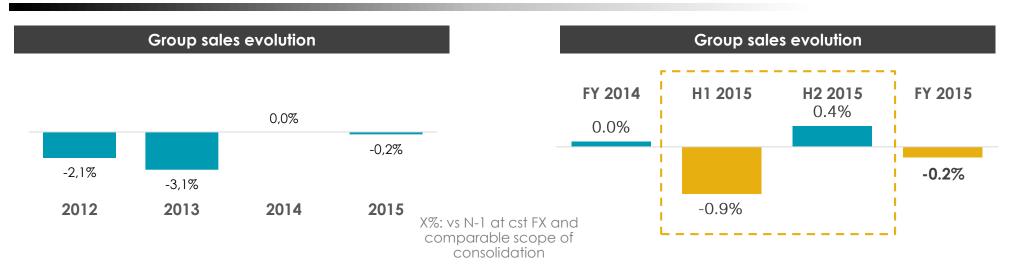
Good sales performance in the 4th quarter driven by France



- Group sales up 0.2% in the 4th quarter
- Sales growth of +1.1% in France despite the impact of terrorist attacks on in-store traffic and ticketing sales
- Very promotional markets in Spain, where Fnac decided to protect margins. Stable market share in Spain. Continued market share gains in Portugal in declining markets. Tougher market conditions in Brazil as macro continued to deteriorate
- High level of operational excellence maintained overall. Good management of commercial operations.
- Accelerated expansion with 8 openings in the quarter



Confirmation of sales turnaround



- Stabilization of Group sales for the 2nd consecutive year
- Sluggish consumption environment in all countries Fnac markets still bearish
- Improved sales momentum in the 2nd half despite a higher comparison basis and the negative impact of the terrorist attacks
- Increased contribution of transformation levers
 - New product categories accounting for 15% of sales vs 11% in 2014
 - Higher penetration of web and omnichannel sales in all countries
 - Acceleration of expansion, notably on new format stores (+15 new stores vs +11 in 2014)



Current operating income up 10.2% to €85m

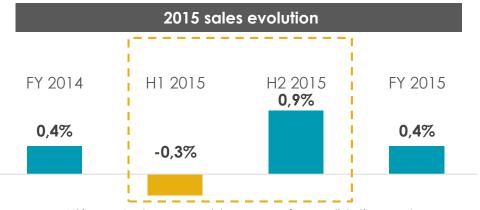
€m	2014	2015	% CHANGE
REVENUES	3,895	3,876	-0.5%
Gross Margin % Revenues	1,1 44 29.4%	1,1 46 29.6%	0.2%
Personnel costs % Revenues	-555 -14.3%	-564 -14.6%	-1.7%
Other expenses % Revenues	-511 -13.1%	-496 -12.8%	3.0%
Current operating income	77	85	10.2%
% Revenues	2.0%	2.2%	

- Full-year sales stable at comparable scope of consolidation and constant FX
- Increase of 20 bp in gross margin rate due to
 - Good management of promotions during the Christmas period
 - Improved collaboration with suppliers in the 2nd part of the year
 - Good management of inventories level resulting in lower depreciation
- Costs down -0,6%
- Current operating income up 10.2%



France continuing to grow sales and profit

€m	2014	2015	% Change
Revenues	2 772	2 784	0.4%
Life-for-like			0.7%
Current operating income	47.5	53.2	12.0%
Operating margin	1.7%	1.9%	



X%: vs n-1 at comparable scope of consolidation and constant FX

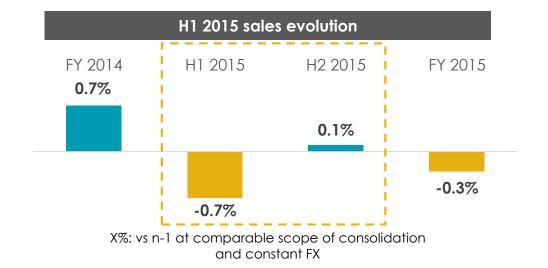
- Positive sales momentum confirmed in 2016, with sales up 0.4%
- Continued market share gains
- Sustained growth of internet supported by
 - The upgrading of Fnac.com
 - Strong growth of omnichannel sales (46% of total web orders)
 - Further development of marketplace
- Acceleration of expansion on new format stores, notably proximity (total of 12 openings* in 2015 vs 6 in 2014)
- Current operating income up 12.0%

^{*} Included 1 store in Qatar and 1 store in Ivory Coast



Iberian Peninsula improving profitability in competitive markets

€m	2014	2015	% Change
Revenues	659	657	-0.3%
Life-for-like			-3.0%
Current operating income	23.6	24.1	2.1%
Operating margin	3.6%	3.7%	



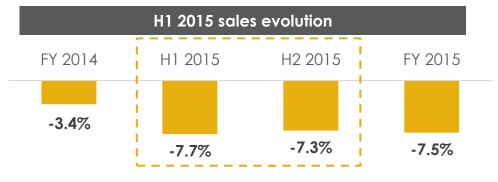
- Sales stable for the full year, better 2nd half
- High promotional intensity in both countries. Continued decline of our product categories in Portugal.
- Fnac Portugal continued to strengthen its leadership while market share was kept stable in Spain
- Positive contribution of expansion (2 openings in 2015) and omnichannel (launch of mobile sites and introduction of new omnichannel features)
- Profitability further improved thanks to well managed gross margins and cost saving initiatives

2015 FULL-YEAR RESULTS February 18th, 2016



Brazil resisting well despite strong headwinds

€m	2014	2015	% Change
Revenues	175	137	-21.8%
Change at constant rate			-7.5%
Current operating income	-0.9	-0.5	44.4%
Operating margin	-0.5%	-0.4%	



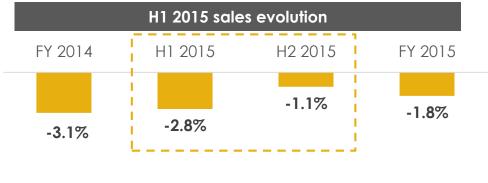
X%: vs n-1 at comparable scope of consolidation and constant FX

- Decline in sales caused by the economic downturn
- Fnac Brazil outperformed competition notably thanks to its upscale positioning
- Growth in internet sales
- Improvement in current operating income thanks to a rigorous management of the company and tight cost monitoring



Belgium and Switzerland: improved sales performance and profitability

€m	2014	2015	% Change
Revenues	290	298	3.0%
Change at constant rate			-1.8%
Current operating income	6.9	8.2	18.8%
Operating margin	2.4%	2.8%	



X%: vs n-1 at comparable scope of consolidation and constant FX

- Market share gains in Switzerland despite difficult market conditions due to the revaluation of the swiss franc vs euro
 - lower trafic in stores in border areas
 - Increased promotional intensity
- Opening of a new store in Switzerland
- Fnac Belgium benefiting from the deployment of an omnichannel strategy (upgrading of web site and introduction of omnichannel features)
- Strong growth in operating income thanks to the benefit of the central purchasing organization with France and the good execution of cost intiatives



Strong increase in net income

€m	2014	2015	% Change
Current operating income	77	85	10.2%
Non-current operating income and expenses	-9	-9	-2.2%
Operating income	68	76	11.3%
Financial charges	-12	-13	-8.3%
Tax	-15	-14	1.4%
Consolidated net income	41	48	16.7%
Net current income	50	57	13.7%
EPS*	2.97	3.33	12.1%

- Non-current operating items, in line with previous year
 - Including fees relating to Darty acquisition project
- Stable financial and tax charges
- Net current income from continuing operations up 13.7%
- Increase of +12.1% in EPS*

2015 FULL-YEAR RESULTS February 18th, 2016

^{*} Fully diluted – continuing operations, excluding non-current items



Higher cash generation

€m	2014	2015	Var.
Cash flow from operations before tax, dividends and interest	122	115	-8
Change in inventories	4	-3	-7
Change in other working capital *	14	48	34
Net CAPEX	-54	-58	-4
Tax	-14	-16	-3
Free cash flow	72	85	12

- Higher non-current cash items
- Good management of working capital
 - Inventories down -1.7%
 - Strong actions on receivables and payables
- CAPEX under control
- Free cash flow up +17% to €85m
- More than €200m of free cash flow generated in 3 years

2015 FULL-YEAR RESULTS February 18th, 2016

^{*} Including change in liabilities relative to capex for an amount of -€5.1m in H1 2014 et -€5.8m in H1 2015



Strong balance sheet

€m	31/12/2013	31/12/2014	31/12/2015
Shareholders'equity	550	595	564
o/w equity	490	535	564
o/w TSSDI	60	60	-
Net Cash	461	535	544

- Redemption of the TSSDI on December 30th, 2015
 - For an amount of €68m, based on a 5% coupon
- Net cash position of €544m at end 2015
- High level of shareholders'equity
- Financial covenants met on the €250m revolving credit facility

(1) perpetual deeply subordinated notes subscribed by Kering on June 19, 2013

fnac 2015 FULL-YEAR RESULTS



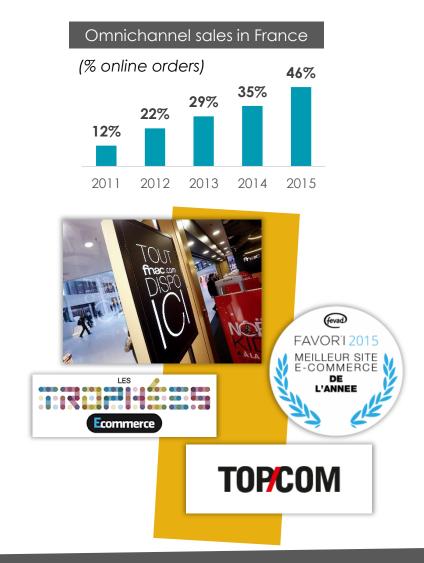
Strategic review





Best-in-class omnichannel player

- Accelerated sales momentum at Fnac.com
 - Omnichannel sales reaching 46% of orders
 - Continued strong growth of marketplace
 - M-commerce gaining momentum (c. 40% of online traffic)
 - New Fnac.com launched successfully
 - Improved delivery services
- Further expanding omnichannel model internationally
 - Rapid ramp-up of marketplace in Portugal
 - Success of Fnac.be reshaping
 - Introduction of new omnichannel features in Spain and Portugal ("click & mag" (1)) and Belgium ("click & collect" (2))
 - Launch of mobile sites in Iberia

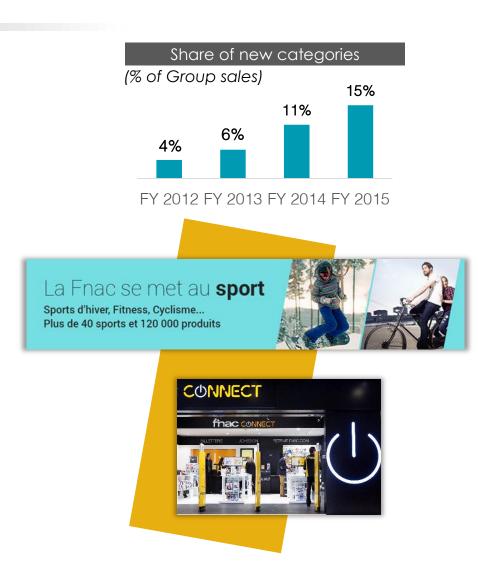


(1) Order online from a store (2) Pick up web order in store in one hour



Success of the offer diversification strategy

- Continued ramp-up of new product categories
 - Accounting for 15% of Group sales in 2015
 - Further deployment of stationary sections in France
 - Fnac.com product range expanded to Sport category
- A cutting-edge strategy in mobile phones and connected objects
 - First retail banner to implement corners dedicated to connected objects in all its stores (Sep '13)
 - Launch of Fnac Connect (Q1 '15), a new store concept dedicated to mobile phones and connected objects
 - rolled-out in almost half of the store network in France in 2015
 - 2 stand-alone franchises stores opened in 2015
 - Further strong gains in market share on mobile phones and connected objects in France





Expansion strategy focused on new formats and franchise

- Accelerated expansion in 2015
 - 15 openings in 2015 (vs 11 in 2014)
 - 46 new format stores end of 2015
 - Proximity format expanding rapidly in France and internationally
- An asset-light expansion through franchise
 - Building on strong partnerships in France with leading retailers:
 Lagardere Services (travel retail) and Intermarché (proximity)
 - 1st franchised store opened in Spain in Nov '15
 - Franchise: a profitable model for Fnac
- Expansion into new territories through local partners
 - First foot-print in Africa in 2015 (one store in Abidjan in Nov'15, 2nd opening scheduled end of Feb '16)
 - Opening of a 1st store in Qatar (Doha)





Expertise in ticketing offering strong potential

- Leadership strengthened in the distribution business (BtoC)
 - Successful development in 2015 despite terrorist attacks
 - Sustained growth in internet sales, driven by both Fnac.com and partners
 - Good performance in Arts & Museum and Contemporary music (reopening of Bercy, increased collaboration with producers)
 - New initiatives to enrich customer experience (fan edition ticket, selfticketing kiosks in store)
 - Further development of « BtoBtoC » partnerships (employee councils, vente-privée.com)
- Increased contribution of the ticketing services and technology business (BtoB)
 - Strong increase in number of customers, including prominent events
 - New commercial target: events with low audience and no-number tickets
 - Continuation of build-up strategy: acquisition of Eazieer, a leading start-up, providing an innovative and flexible CRM offer tailored to the needs of the ticketing business







fnac 2015 FULL-YEAR RESULTS



Conclusion





Conclusion and outlook

- 2015 results confirm the Group's successful transformation as part of the Fnac 2015 strategic
- Consumer environment still uncertain in 2016
- Fnac well positioned to continue its market share gains through building on its omnichannel expertise
- The Group will focus particularly on
 - accelerating the expansion of its retail network in France and internationally, mainly in franchise
 - continuing its strategy to enrich its range of products, especially online,
 - Increasing its initiatives in the book and ticketing markets
- The Group will pursue its initiatives to improve operational efficiency and has set a new costsaving objective of €30m to €40m for 2016
- It will also continue its efforts to maximize cash generation
- In the longer term, Fnac confirms its objective (as a stand-alone and irrespective of the Darty transaction) to achieve a current operating profitability above 3%, after finalization of the transformation of its model and under stabilized market and macroeconomic conditions

fnac 2015 FULL-YEAR RESULTS



Recommended offer for Darty plc





Acquisition highlights

A highly logical combination

- Creating a market leader in the French electronics, editorial & home appliances retail market
- Enhanced European footprint

Attractive synergy potential

- Run-rate pre-tax synergy impact of at least €85m per annum¹
- Limited implementation costs of €65m, including additional capex

Significant value upside for Darty shareholders...

- Offer represents 33% premium to Darty's share price²
- Further upside potential through owning approximately 46%³ of the combined group

... and Fnac shareholders

- Highly accretive to EPS post synergies in the first full year post completion⁴
- Upside potential through owning approximately 54%³ of the combined group

Solid capital structure

- Committed financing to support the combined group
- Liquidity available to address working capital requirements

Notes

- 1 Reported under Rule 28.1 of the Takeover Code: reports can be found in the Rule 2.7 Announcement made by Fnac on 20 November 2015
- 2 Premium computed on the basis of i) Fnac's closing share price of €55.6 on 19 November 2015 (being the last business day preceding the Rule 2.7 Announcement) ii) exchange rate of £1:€1.4246 as at 19 November 2015 (iii) an implied value per Darty share of 105 pence iv) 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) minus the final dividend for the financial year ended 30 April 2015
- B Excluding the effect of the Partial Cash Alternative
- These statements should not be construed as profit forecasts and are therefore not subject to the requirements of Rule 28 of the Code. Such statements should not be interpreted to mean that the future earnings per share, profits, margins or cash flows in any future financial period will necessarily be greater or less than the historical published earnings per share, profits, margins or cash flows

2015 FULL-YEAR RESULTS February 18th, 2016



A highly logical combination

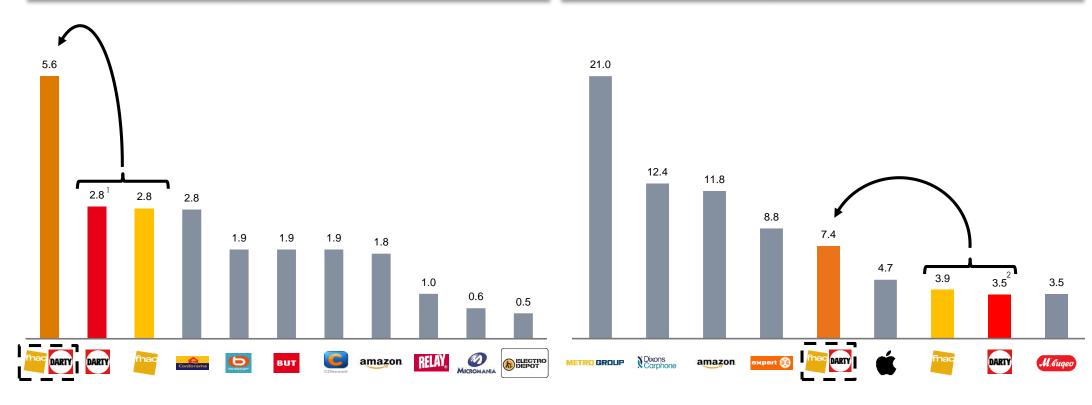
Creating a market leader A market leader in the French electronics, editorial & home appliances retail market A combination of two iconic French brands which will benefit customers Combination of two highly recognised and well-respected brands with strong customer awarenes A complementary, more diversified and more resilient product offering with growth potential Enhanced product offering and stronger platform for further expansion into new product categor An enhanced multi-channel proposal addressing evolving customer expectations Strengthened physical and online shopping experience for customers Improved scale & reach across multiple formats Enhanced network of complementary stores in France and an enlarged European footprint



Creating a French leader in its key markets

#1 electronic and editorial goods retailer in France (FY2014 revenues, €bn)

Top 10 consumer electronics retailers in Europe¹ (FY2014 revenues, €bn)



Source LSA Magazine; issue no. 2377, 3 September 2015: only including distributors in Fnac and Darty product categories,

excluding food retailers and a department store not focused on electronic and editorial goods

Note

Financial year ended 30 April 2015

Source Metro Retail Compendium 2015/2016

lotes

- 1 Euronics and E Squared excluded as they are buying groups
- 2 Financial year ended 30 April 2015



Combination of two iconic French brands



"L'agitateur culturel"

- Enjoyable customer experience
- Independence and expertise of sales force
- Top-of-mind for innovation
- Commitment to the promotion of culture



- ✓ Strong commitment to customer service
- ✓ Unrivalled aftersales capabilities
- ✓ Top-of-mind brand awareness in home appliances
- ✓ Broad consumer electronics offering

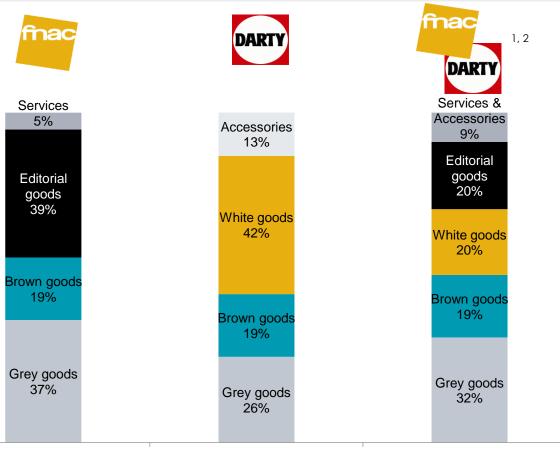


Distinctive but complementary strengths rooted in superior customer offering and awareness, generating strong customer loyalty



More diversified product offering

A more resilient and diversified offering with multiple growth levers



- Product categories offering complementary growth and margin profiles
 - Brown and grey products growth underpinned by short innovation cycles
 - Higher margin products combining the resilience of white goods and "traffic-builder" status of editorial products
 - Enhanced and margin accretive service offering (ticketing, warranties, aftersales)
- Diversification towards attractive adjacent categories
 - Connected Homes and Health, Kitchen, Toys & Stationery

Source Fnac 2014 annual report, Darty 2014/15 annual report and Darty 2021 Bond prospectus (19 February 2014)

Notes

2015 FULL-YEAR RESULTS February 18th, 2016

30

¹ Total sales figure derived from sum of Fnac reported sales for the financial year ended 31 December 2014 and Darty reported sales for the financial year ended 30 April 2015

Group goods split calculated from i) Fnac goods split as reported in the Fnac 2014 Annual Report and ii) Darty goods split as reported in the Darty bond prospectus dated 19 February 2015 (applied to sales figure for the financial year ended 30 April 2015)



An enhanced omni-channel offering



Innovative omni-channel services



✓ Both groups offer state-of-the-art omni-channel capabilities

- Click&Mag, Click&Collect and Connected Store services ensuring a seamless shopping experience and drive-to-store
- M-commerce representing 40%² of Fnac.com traffic
- Powerful Fnac marketplace offering significantly enlarged product range
- Enhanced customer service and delivery capabilities (for example, Darty Button, as well as Fnac and Darty's 3 hour delivery services)

Source Fédération E-commerce et Vente À Distance (FEVAD) Communiqué de Presse dated 27 January 2015 (numbers as at November 2014) Notes

- Number of monthly unique visitors in France in millions
- 2 As per Fnac 2015 Q3 results



Improved scale and reach

Diversified formats Complementary networks in France^{1,2} Iberia **Destination** Cities > 80,000 people 25 High street or prime shopping centres **Periphery** Retail parks outside larger cities Benelux **Proximity** Cities < 80,000 people BCC Downtown location **♦** Vanden Borre Railway & airports fnac Including Duty free **Additional footprint** areas DARTY **Switzerland** Franchise 31 41 THAC CONNECT Connect **Brazil** Dedicated to Directly-operated 85 222 smartphones and Other Qatar, Morocco, Ivory Coast² 2 Total 116 263 connected devices Darty

Source Company reports and presentations **Notes**

- Sauares can indicate more than one store
- 2 Fnac Q3 revenue statement dated 22 October 2015; Darty Q4 trading statement dated 21 May 2015 (updated for Darty Q1 trading statement dated 18 September 2015)
- 2 franchised stores to open in Ivory Coast in December 2015 and February 2016



Enhanced financial scale and cash flow generation

Key financials (as of 31/12/2014 for Fnac and 30/04/2015 for Darty)

€m	mac	DARTY	fnac DARTY
Sales	3,895	3,512	7,407
EBITDA	147	119	266
EBIT ¹	77	68	145
EBIT margin (%)	2.0%	1.9%	2.0%
EBITDA (-) Working Capital (-) Capex ²	111	29	140

- ✓ Approximately doubling sales and EBITDA
- ✓ c. €270m of combined
 EBITDA with better scale and
 resilience on the back of a
 larger, more diverse product
 portfolio and greater
 international exposure
- Attractive free cash flow generation

Source Company annual reports **Notes**

2 Net Capex excluding acquisitions

¹ EBIT equal to Current Operating Income definition for Fnac and equal to EBITDA – D&A for Darty (before exceptional items and profit on disposal of PP&E and intangible assets)



Significant synergy potential

Driving further value through synergies...

 Purchasing synergies in common product categories (brown, grey, small domestic appliances)

c. 50% of total

quantified synergies



- Optimisation of warehousing & transport
- Integration of certain HQ and support functions (UK, France and Belgium)
- Savings in procured services

c. 50% of total quantified synergies

- Quantified Financial Benefit Statement prepared by management and reported on by Ernst & Young¹
- c. €85m pre-tax run rate synergies per annum²
- c. €65m one-off implementation costs

... and further identified upside not yet quantified e.g. revenue synergies

Notes

- 1 Reported under Rule 28.1 of the Takeover Code: reports can be found in the Rule 2.7 Announcement made by Fnac on 20 November 2015
- Assuming transaction completion by September 2016, c. 10% realised in 2016, 60% in 2017, 95% in 2018 and 100% thereafter



Solid capital structure

Key financing terms

	Bridge Loan	RCF
Quantum	€465m	€400m
Maturity	12 months + 6 months at Fnac's request	5 years

Comments

- Credit facilities successfully syndicated in December with a pool of 16 European banks
- Tailored financing package covering partial cash alternative, potential refinancing of existing financial liabilities of Fnac and Darty¹ as well as short-term liquidity needs
- Enlarged RCF facility to address needs of the combined group
- Deleveraging profile supported by resilient free cash flow generation

Note

1 Includes existing Darty High Yield Bond



Transaction overview

Deal terms

- Recommended offer to acquire Darty
- 1 Fnac share for every 37 Darty shares
- Partial cash alternative up to a maximum aggregate amount of approximately £67 million⁽¹⁾
 to be made available
- Based on the closing price of €55.6 per Fnac share on 19 November 2015⁽²⁾:
 - Value of approximately 105 pence per Darty share⁽³⁾
 - Premium of approximately $33\%^{(4)}$ to the closing price of 81 pence per Darty share on 29 September $2015^{(5)}$
 - A value of approximately £558 million for Darty's entire issued and to be issued share capital

Shareholder support

■ In aggregate, Fnac has received support from Darty shareholders holding 23.63% of the issued share capital of Darty (Knight Vinke Asset Management LLC and DNCA Finance S.A.)

Indicative timetable

- Rule 2.7 announcement: 20 November 2015
- Filing with French Competition Authority: 17 February 2016
- Acquisition process proceeding in accordance with the timetable presented on 20 November 2015

Notes

- 1 €95,000,000 calculated by reference to the £/€ exchange rate of £1:€1.4246 on 19 November 2015, being the last Business Day preceding the Rule 2.7 Announcement; £67m rounded for presentational purposes, exact figure is £66,686,321
- 2 19 November 2015 being the last business day preceding the Rule 2.7 Announcement
- 3 Based on the exchange rate of £1:€1.4246 as at 19 November 2015 being the last business day preceding the Rule 2.7 Announcement
- 4 Premium computed on the basis of the reference share prices minus the final dividend for the financial year ended 30 April 2015
- 5 29 September 2015 being the last business day preceding the announcement of Fnac's Possible Offer on 30 September 2015

fnac 2015 FULL-YEAR RESULTS



Appendices





Q4 and FY revenue

		Change vs Q4 2014				Change vs 2014			
€m	Q4 2015	Reported	at constant FX and comparable scope of consolidation	Like for like at constant FX	2015	Reported	at constant FX and comparable scope of consolidation	FX	
France	1 023	1.1%	1.1%	1.0%	2 784	0.4%	0.4%	0.7%	
Iberian Peninsula	223	-1.4%	-1.4%	-4.1%	657	-0.3%	-0.3%	-3.0%	
Brazil	39	-30.8%	-10.3%	-10.9%	137	-21.8%	-7.5%	-8.1%	
Other countries	103	3.5%	-1.1%	-4.0%	298	3.0%	-1.8%	-3.2%	
Group	1 388	-0.4%	0.2%	-0.5%	3 876	-0.5%	-0.2%	-0.6%	

2015 FULL-YEAR RESULTS

38



H1 and H2 revenue

		Change vs H1 2014				Change vs H2 2014			
€m	H1 2015	Reported	at constant FX and comparable scope of consolidation	Like for like at constant FX	H2 2015	Reported	at constant FX and comparable scope of consolidation	Like for like at constant FX	
France	1 148	-0.3%	-0.3%	0.4%	1 636	0.9%	0.9%	0.9%	
Iberian Peninsula	284	-0.7%	-0.7%	-3.1%	373	0.1%	0.1%	-2.9%	
Brazil	68	-12.2%	-7.7%	-8.4%	69	-29.4%	-7.3%	-7.9%	
Other countries	129	2.6%	-2.8%	-2.8%	170	3.3%	-1.1%	-3.6%	
Group	1 628	-0.7%	-0.9%	-0.9%	2 248	-0.4%	0.4%	-0.4%	

2015 FULL-YEAR RESULTS

39



2015 sales by category

€m	2015	% Change
Technical products	2,239	2.5%
Editorial products	1,428	-5.6%
Services	209	5.7%
Total sales	3,876	-0.5%



Non current operating income and expenses

€m	2014	2015
Non current operating expenses	-13	-11
Expenses about the acquisition of Darty	0	-6
Restructuring costs	-13	-3
Others	0	-2
Non current operating income	4	1
Litigation and disputes	4	1
Total	-9	-9



Financial charges

€m	2014	2015
Cost of net indebtedness	0	-1
Other financial charges (net) ⁽¹⁾	-12	-13
Financial charges (net)	-12	-13

⁽¹⁾ Includes expense on the cost of free consumer credit. the impact of discounting assets and liabilities and fees related to the revolving credit facility



Net current income

€m	2014	2015
Income before tax	56	63
Non-current operating expenses and revenues	-9	-9
Current income before tax	65	72
Total tax charge	-15	-14
Tax on non-current items	2	1
Current tax (expense) / Income	-17	-15
Net current income	50	57



Balance sheet

SETS in €m	FY 2014	FY 2015	EQUITY AND LIABILITIES in €m	FY 201
Goodwill	332	332	Share capital	17
			Reserves related to equity	495
Intangible assets	68	71	Conversion reserves	-2
Tangible assets	163	157	Other reserves	80
Non-current financial assets	7	8	Equity Group Share	589
Deferred tax assets	33	37	Equity attributable to minority interests	7
			Equity	595
Other non-current assets	0	0	Long-term liabilities	0
Non-current assets	604	606	Provisions for retirement and similar benefits	69
Inventories	469	467	Deferred tax liabilities	0
Accounts receivable	130	104	Non-current liabilities	69
		-	Short-term liabilities	0
Current tax receivables	6	6	Other current financial liabilities	3
Other current financial assets	5	12	Accounts payable	768
Other current assets	143	173	Provisions	35
Cash & cash equivalents	536	545	Tax liabilities	13
Current assets	1,289	1,307	Other current liabilities	409
			Current liabilities	1,228
Assets held for sale	0	0	Liabilities associated with assets classified as held for sale	0



Cash flow statement

€m	FY 2014	FY 2015
Net income from continuing operations	41	48
Net additions to depreciation. amortization and provisions	57	44
Financial interest income and expense	6	6
Net tax charge payable	18	17
Cash flow from operations before tax. dividends and interest	122	115
Change in working capital requirement	13	44
Income tax paid	-14	-16
Net cash flows from operating activities	121	142
Net capex	-49	-58
Disposal of subsidiaries net of cash transferred	-3	-3
Acquisition / disposal of other financial assets	1	-4
Interests and dividends received	1	1
Net cash flows from investing activities	-50	-63
Increase / decrease in equity and other transactions with shareholders	9	-66
Treasury share transactions	0	0
Increase / decrease in other financial debt	0	0
Other interest and equivalent paid	-6	-6
Net cash flows from financing activities	3	-72
Cash flow from discontinued operations	0	0
Impact of fluctuations in exchange rates	0	2
Net change in cash	74	9



Working capital

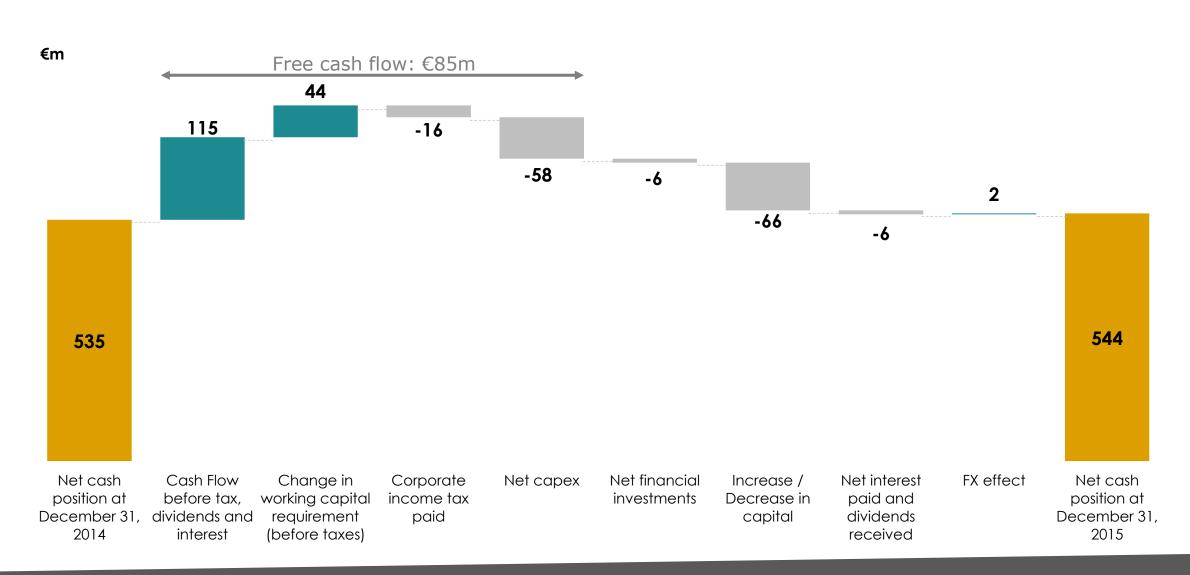
€m	As of December 31, 2014	As of December 31, 2015
Inventories	469	467
Accounts receivable	115	87
Accounts payable	-713	-761
Other operational working capital including Accounts receivable and payable related to CAPEX	-306	-286
Operational Working capital	-435	-493
Financial account receivable	2	6
Accounts receivable and payable relative to tax	-7	-8
Working capital	-440	-495



	2014	2015
Current operating income	77	85
Net depreciation and amortization charges	-70	-61
EBITDA	147	146
Rents	-129	-133
EBITDAR	277	278

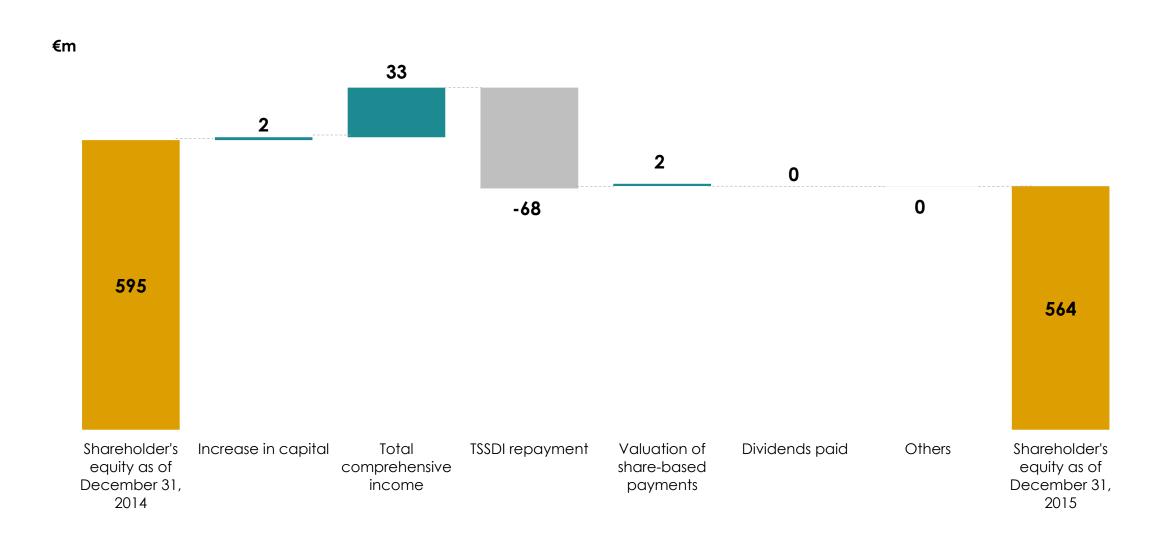


Net cash position





Shareholders' funds





Exchange rates

vs EUR	2014	2015
BRL (Brazil)	3.12	3.69
CHF (Switzerland)	1.21	1.07

NB: average rates



Store network

	December 31, 2014			December 31, 2015			
	Owned	Franchised	Total	Owned	Franchised	Total	
France *	85	27	112	86	38	124	
Iberian Peninsula	47	0	47	48	1	49	
Brazil	12	0	12	12	0	12	
Other countries	13	0	13	14	0	14	
Group	157	27	184	160	39	199	

2015 FULL-YEAR RESULTS

^{*} Included 1 store in Morocco,1 store in Qatar and 1 store in Ivory Coast