

THE VALUE OF THE CONSIDERATION PAYABLE PURSUANT TO THE ORIGINAL OFFER IS, AS OF THE DATE OF THE OFFER DOCUMENT, SIGNIFICANTLY LOWER THAN THE VALUE OF THE CONSIDERATION PAYABLE PURSUANT TO THE THIRD INCREASED FINAL OFFER.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It should be read in conjunction with the accompanying offer document dated 18 May 2016 (the "Offer Document") and the prospectus dated 17 May 2016 (the "Prospectus"), which is available to Eligible Darty Shareholders on Fnac's website at www.groupe-fnac.com. If you are in any doubt as to 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 outside the UK, from an appropriately authorised independent financial adviser.

All words and expressions referred to in this Form of Acceptance have the same meanings as given to them in the Offer Document. Before accepting the Original Offer, and/or making an election under the Partial Cash Alternative, please read (i) the terms and conditions which are applicable to the Original Offer, which are set out in the Offer Document and which are incorporated into and form part of this Form of Acceptance and (ii) the Prospectus, which is available to Eligible Darty Shareholders on Fnac's website at www.groupe-fnac.com.

This Form of Acceptance is personalised. If you have recently bought Darty Shares and, notwithstanding the instructions printed below, you receive this Form of Acceptance from the transferor of such shares, you should note that it cannot be used for the purpose of accepting the Original Offer. Please contact the Receiving Agent, Computershare Investor Services PLC, on the telephone number below to obtain a replacement Form of Acceptance, which may be used by you to accept the Original Offer.

If you have sold or otherwise transferred all of your Darty Shares, please send the Offer Document, but not this Form of Acceptance, as soon as possible to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred part of your holding of Darty Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

This Form of Acceptance should not be used to accept the Original Offer from within a Restricted Jurisdiction. Accordingly, any Form of Acceptance received in an envelope postmarked in, or which otherwise appears to have been sent from within a Restricted Jurisdiction may render a purported acceptance of the Original Offer invalid. Any Form of Acceptance in an envelope post-marked in the United States or otherwise appearing to have been sent from the United States that includes an election to receive New Fnac Shares or an acceptance of New Fnac Shares may be treated as an acceptance of cash or rejected as an invalid acceptance of the Original Offer.

The distribution of this Form of Acceptance and/or the Offer Document into jurisdictions other than the United Kingdom or France may be restricted by the laws of those jurisdictions and therefore persons into whose possession this Form of Acceptance comes should inform themselves about, and observe, such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdictions. Neither this Form of Acceptance nor the Offer Document should be distributed in, forwarded to or transmitted into any Restricted Jurisdiction. Please also note that the Prospectus should not be distributed, forwarded, or transmitted in or into any Restricted Jurisdiction, including the United States.

The New Fnac Shares have not been and will not be registered under the US Securities Act or under the securities laws of any state or other jurisdiction in the United States. Accordingly, the New Fnac Shares may not be offered, sold, resold, delivered, distributed or otherwise transferred, directly or indirectly, in or into or from the United States absent registration under the US Securities Act or an exemption therefrom. Consequently, the offer of New Fnac Shares under the Original Offer is not being made available, and New Fnac Shares are not being offered, sold or delivered, directly or indirectly, in or into the United States if to do so would constitute a violation of the US Securities Act.

FORM OF ACCEPTANCE IN RESPECT OF THE ORIGINAL OFFER

by

Groupe Fnac S.A.

for

Darty plc

to be implemented by way of a takeover offer within the meaning of Part 28 of the Companies Act 2006

ACTION TO BE TAKEN

Before completing this Form of Acceptance, please read carefully the letter from the Chairman and Chief Executive Officer of Fnac, printed in Part 1 of the Offer Document, which contains certain further information relating to the Fnac Group, the Darty Group, the Combined Group and the New Fnac Shares, the terms and conditions which are applicable to the Offer which are set out in Part 2 of the Offer Document and which are incorporated into, and form part of, this Form of Acceptance. Please also read the Prospectus, which contains further information on the Fnac Group, the Darty Group, the Combined Group, and the New Fnac Shares. A copy of the Prospectus is available to Eligible Darty Shareholders on Fnac's website at www.groupe-fnac.com.

Darty Shareholders who wish to accept the Original Offer should complete and return this Form of Acceptance by post in the pre-paid envelope provided to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE as soon as possible and, in any event, so as to be received by no later than 1.00 p.m. on 15 July 2016. A reply-paid envelope is enclosed for your convenience for use in the United Kingdom only. No acknowledgement of receipt of documents will be given and documents will be sent at your own risk.

If you hold all of your Darty Shares in uncertificated form (that is, in CREST) you should not complete this Form of Acceptance. You may only accept the Original Offer by Electronic Acceptance as set out in Section E of Part 1 of the Offer Document.

If you hold Darty Shares in both certificated and uncertificated form, you should complete a Form of Acceptance in respect of your certificated holding and make an Electronic Acceptance in respect of your holding in uncertificated form. Similarly, you should make a separate Electronic Acceptance for Darty Shares held in uncertificated form but under a different member account ID, and complete a separate Form of Acceptance for Darty Shares held in certificated form but under a different designation.

If you deliver more than one valid Form of Acceptance in respect of your Darty Shares, in the case of an inconsistency between such Forms of Acceptance, the last valid Form of Acceptance which is delivered by 1.00 p.m. on 15 July 2016 shall prevail over any earlier Form of Acceptance. Subject to certain restrictions relating to persons in Restricted Jurisdictions, including the United States, you may request a hard copy of the Offer Document, the Prospectus, and any information incorporated by reference by contacting the Receiving Agent on the numbers stated below.

If your Darty Shares are in certificated form and your share certificate(s) and/or other document(s) of title is/are not readily available or is/are lost, you should nevertheless complete, sign and return this Form of Acceptance as stated above, together with any share certificate(s) and/or other document(s) of title which you may have available as soon as possible and, in any event, so as to be received by no later than 1.00 p.m. on 15 July 2016, and any share certificate(s) and/or other document(s) of title obtained subsequently or a letter of indemnity in a form provided by Darty's registrar, Computershare Investor Services PLC, should be lodged with the Receiving Agent as soon as they become available thereafter. Please refer to Note 6 on page 4 of this Form of Acceptance.

You may only accept one of the Third Increased Final Offer and the Original Offer. You may not accept the Original Offer in respect of some of your Darty Shares and also accept the Third Increased Final Offer in respect of some of your Darty Shares. If you do validly complete and return to the Receiving Agent both this pink Original Offer Form of Acceptance and the green Third Increased Final Offer Form of Acceptance, you will be deemed to have accepted the Third Increased Final Offer, and not the Original Offer.

If you are in any doubt as to how to complete this Form of Acceptance, or if you need additional copies, please call Computershare Investor Services PLC, the Receiving Agent between 9.00 a.m. and 5.00 p.m. Monday to Friday (except English and Welsh public holidays) on 0370 873 5882 from within the UK (or on +44 370 873 5882, if calling from outside the UK). Calls may be recorded and randomly monitored for security and training purposes. Please note that, for legal reasons, the Receiving Agent will only be able to provide you with information contained in this Form of Acceptance and will be unable to give advice on the merits of the Offer or to provide legal, financial or taxation advice on the contents of this Form of Acceptance.

ALL REFERENCES TO TIME IN THIS FORM OF ACCEPTANCE ARE TO LONDON TIME.

DO NOT DETACH ANY PART OF THIS FORM OF ACCEPTANCE

Page 2
HOW TO COMPLETE THIS FORM OF ACCEPTANCE

Only complete and return this Form of Acceptance if you wish to accept the Original Offer. You may not accept the Original Offer in respect of some of your Darty Shares and also accept the Third Increased Final Offer in respect of some of your Darty Shares. If you do validly complete and return to the Receiving Agent both this pink Original Offer Form of Acceptance and the green Third Increased Final Offer Form of Acceptance, you will be deemed to have accepted the Third Increased Final Offer, and not the Original Offer.
YOUR REGISTERED ADDRESS AND HOLDING OF DARTY SHARES AS AT CLOSE OF BUSINESS ON 16 MAY 2016 ARE PRINTED ON PAGE 3

Registered Address of Darty Shareholder: This box shows your registered address as at close of business on 16 May 2016. If your address has changed or appears incorrectly, please refer to the guidance printed in **Step 4** below.

"Box A": this box sets out the number of Darty Shares held by you as at the close of business on 16 May 2016.

In the space indicated, please insert a daytime telephone number, where you can be contacted in the event of any query arising from this Form of Acceptance.

STEP 1: ACCEPTANCE OF THE ORIGINAL OFFER

To accept the Original Offer, insert in **"Box 1"** the total number of the Darty Shares held by you in respect of which you wish to accept the Original Offer. Note: this must be a whole number of Darty Shares.

If you **DO** want to make an election under the Original Offer, you should then complete **Step 2**. If you **DO NOT** want to make an election under the Original Offer, **DO NOT** complete any boxes in **Step 2**; instead proceed directly to **Steps 3, 4** (if applicable) and **5**.

QUICK TIP:
To accept the Original Offer, fill in "Box 1".

If you accept the Original Offer under **Step 1**, but make no election under the Original Offer under **Step 2**, you will be deemed to have elected to receive New Fncac Shares ONLY in respect of the number of your Darty Shares entered in **"Box 1"** or, to the extent that you fail to enter a number of shares in **"Box 1"**, the number of Darty Shares printed in **"Box A"**.

In such circumstances, you will receive a number of New Fncac Shares on the basis of 1 New Fncac Share for every 37 Darty Shares held in respect of the number of shares entered in **"Box 1"** or, to the extent you fail to enter a number of shares in **"Box 1"**, the number of Darty Shares printed in **"Box A"**.

If you accept the Original Offer (whether in whole or in part), you may not accept the Third Increased Final Offer.

You should carefully read the Offer Document and the Prospectus before accepting the Original Offer. The full terms and conditions applicable to the Original Offer are set out at Sections A, B, C and D of Part 2 of the Offer Document.

Subject to certain restrictions relating to persons in Restricted Jurisdictions, including the United States, you may request a hard copy of the Offer Document, the Prospectus, and any information incorporated by reference by contacting the Receiving Agent at the numbers stated below.

STEP 2: MAKING AN ELECTION UNDER THE ORIGINAL OFFER

If you wish to make an election under the Original Offer, you must make an election pursuant to one of Option (A) or Option (B), as printed in this **Step 2**.

Option (A): Electing to receive New Fncac Shares AND cash pursuant to the terms of the Partial Cash Alternative

To elect to receive New Fncac Shares and cash pursuant to the terms of the Partial Cash Alternative, you must:

- i. enter in **"Box 2(A) - SHARES"** the number of your Darty Shares in respect of which you wish to receive New Fncac Shares; and
- ii. enter in **"Box 2(A) - CASH"** the number of your Darty Shares in respect of which you wish to receive cash.

The numbers entered in **"2(A) - SHARES"** and **"Box 2(A) - CASH"** must, in aggregate, equal the number of Darty Shares inserted by you in **"Box 1"** (i.e., the total number of your Darty Shares in respect of which you have accepted the Original Offer) or, to the extent you fail to enter a number of shares in **"Box 1"**, the number of Darty Shares printed in **"Box A"**. If the aggregate of the number of shares entered in **"Box 2(A) - SHARES"** and **"Box 2(A) - CASH"** is less than the number that you have inserted in **"Box 1"** (or, if you fail to enter a number in **"Box 1"**, the number of Darty Shares printed in **"Box A"**), the shortfall will be considered an election for New Fncac Shares. If the aggregate of the number entered in **"Box 2(A) - SHARES"** and **"Box 2(A) - CASH"** is greater than the number that you have included in **"Box 1"** (or, if you fail to enter a number of shares in **"Box 1"**, the number of Darty Shares printed in **"Box A"**), the excess will be deducted from the election for cash (to the extent possible), and then from your election for New Fncac Shares. If you include a number in **"Box 2(A) - SHARES"** but not **"Box 2(A) - CASH"** (or vice versa), the blank box will be deemed an election for the balance of the number of shares you inserted in **"Box 1"**, (or, to the extent you fail to enter a number of shares in **"Box 1"**, the number of Darty Shares printed in **"Box A"**).

By electing for **Option (A)**, you will receive a number of New Fncac Shares on the basis of 1 New Fncac Share for every 37 Darty Shares held in respect of the number of your Darty Shares entered (or deemed to be entered) in **"Box 2(A) - SHARES"**, and 113 pence in cash per Darty Share held in respect of the number of your Darty Shares entered (or deemed to be entered) in **"Box 2(A) - CASH"**.

To the extent more elections under the Partial Cash Alternative are received than there is cash available pursuant to the terms of the Partial Cash Alternative, then the amount of cash to be received by Eligible Darty Shareholders shall be scaled down on a *pro rata* basis with the balance of the consideration owed to such Darty Shareholders being satisfied in New Fncac Shares on the basis of 1 New Fncac Share for every 37 Darty Shares held. To the extent such Darty Shareholder is a Restricted Shareholder (including any shareholder that is a US Person), Fncac may sell, or arrange for the sale of, such New Fncac Shares to which such Darty Shareholder would otherwise have been entitled and shall remit the cash proceeds of such sale in pounds sterling and net of expenses to such Darty Shareholder. In relation to such sales, Fncac shall seek to obtain the best price reasonably obtainable but shall be under no obligation to achieve a particular price per share.

Option (B): Electing to receive cash ONLY pursuant to the terms of the Partial Cash Alternative

To elect to receive cash only pursuant to the terms of the Partial Cash Alternative, you must tick **"Box 2(B) - CASH ONLY"**. By ticking **"Box 2(B) - CASH ONLY"** you will receive 113 pence in cash per Darty Share held in respect of the number of your Darty Shares entered in **"Box 1"** (or, to the extent you fail to enter a number of shares in **"Box 1"**, the number of Darty Shares printed in **"Box A"**).

To the extent more elections under the Partial Cash Alternative are received than there is cash available pursuant to the terms of the Partial Cash Alternative, then the amount of cash to be received by Eligible Darty Shareholders shall be scaled down on a *pro rata* basis with the balance of the consideration owed to such Darty Shareholders being satisfied in New Fncac Shares on the basis of 1 New Fncac Share for every 37 Darty Shares held. To the extent such Darty Shareholder is a Restricted Shareholder (including any shareholder that is a US person), Fncac may sell, or arrange for the sale of, such New Fncac Shares to which such Darty Shareholder would otherwise have been entitled and shall remit the cash proceeds of such sale in pounds sterling and net of expenses to such Darty Shareholder. In relation to such sales, Fncac shall seek to obtain the best price reasonably obtainable but shall be under no obligation to achieve a particular price per share.

If the consideration to be paid to you includes New Fncac Shares: If your stated address is in France, or your Form of Acceptance is returned to the Receiving Agent in an envelope postmarked in, or otherwise appearing to Fncac or its agents to have been sent from within France, you will not be eligible to participate in the Computershare Nominee Arrangement (details of which are set out in paragraph 22 of Part 1 of the Offer Document). Instead, Computershare Investor Services PLC, in its capacity as Receiving Agent, will make appropriate arrangements with Fncac's registrar, CACEIS Corporate Trust, for you to receive New Fncac Shares directly, to be held in registered form ("*au nominatif*"), or, at your election, bearer form ("*au porteur*"). Provided your registered address is not in France, the completion and return of this Form of Acceptance, including an acceptance of any consideration in the form of New Fncac Shares, will be deemed to be an acceptance of the terms and conditions of the Computershare Nominee Arrangement, which are set out in Part 11 of the Offer Document. If you accept any consideration in the form of New Fncac Shares but do not want to participate in the Computershare Nominee Arrangement, you may opt out by contacting Computershare Investor Services PLC, in its capacity as Receiving Agent between 9.00 a.m. and 5.00 p.m. Monday to Friday (except English and Welsh public holidays) on 0370 873 5882 from within the UK (or on +44 370 873 5882 if calling from outside the UK). The Receiving Agent will then make appropriate arrangements with Fncac's registrar, CACEIS Corporate Trust, for you to receive New Fncac Shares directly, to be held in registered form ("*au nominatif*"), or, at your election, bearer form ("*au porteur*").

If you have completed Step 2, please then move on to Steps 3, 4 (if applicable) and 5.

You should carefully read the Offer Document and the Prospectus before making an election under the Partial Cash Alternative. The full terms and conditions applicable to the Original Offer are printed in Sections A, B and C of Part 2 of the Offer Document.

STEP 3: DARTY SHAREHOLDERS WHO ARE LOCATED IN A RESTRICTED JURISDICTION

The Original Offer is not being made into Restricted Jurisdictions. In order to accept the Original Offer, you must make the representations and give the warranties set out in paragraph (c) of Section D of Part 2 of the Offer Document.

If you are unable to make those representations and give those warranties, **YOU MUST ANSWER "NO" IN "Box 3"**. If you write "NO" in **"Box 3"** then, unless Fncac exercises its right to treat your election as valid, you may be deemed not to have validly accepted the Original Offer notwithstanding that you may have purported to do so. In particular, the offer of New Fncac Shares under the Original Offer is not being made available, and New Fncac Shares are not being offered, sold or delivered, directly or indirectly, in or into the United States if to do so would constitute a violation of the US Securities Act. Any Form of Acceptance in an envelope post-marked in the United States or otherwise appearing to have been sent from the United States that includes an election to receive New Fncac Shares or an acceptance of New Fncac Shares may be treated as an acceptance of cash or rejected as an invalid acceptance of the Original Offer.

If you leave **"Box 3"** blank and your signed, dated and witnessed Form of Acceptance is returned to the Receiving Agent in accordance with the instructions printed in this Form of Acceptance, complete in all other respects, you will be deemed to have made the representations and given the warranties printed in paragraph (c) of Section D of Part 2 of the Offer Document.

STEP 4: CHANGE / CORRECTION OF ADDRESS

If you wish to notify Darty's registrar and the Receiving Agent of a change of address, or if your details, as printed at the top of page 3 of this Form of Acceptance are incorrect, or no details are shown, please complete **"Box 4"** in BLOCK CAPITALS with your new or correct address.

QUICK TIP:
Please check that your registered address (as showing at the top of page 3 of this Form of Acceptance) has not changed and is otherwise correct.

STEP 5A and STEP 5B: EXECUTION BY DARTY SHAREHOLDERS

YOU MUST SIGN AND DATE THE APPROPRIATE BOXES PRINTED IN STEP 5A AND STEP 5B AND, IN THE CASE OF A JOINT HOLDING, ARRANGE FOR ALL OTHER JOINT HOLDERS TO DO LIKEWISE.

This Form of Acceptance shall form a binding legal contract when signed by you (or whoever signs on your behalf) and any joint holders.

Step 5A: Darty Shareholders who are individuals

Each holder who is an individual must sign in the presence of an independent witness who also signs this Form of Acceptance in the relevant space in **Step 5A**. The witness must be over 18 years of age and must not be one of the joint registered holders. The same witness may witness the signature of each joint holder (if there are joint holders). The witness should also print his name and address where indicated.

Step 5B: Darty Shareholders who are companies (or companies who are signing on behalf of Darty Shareholders who are individuals)

A company that is incorporated in England and Wales may either: (i) execute this Form of Acceptance under seal by ticking **"Box 5C"** and affixing its seal to this Form of Acceptance in the space indicated in **Step 5B** - the seal being affixed in accordance with its articles of association or other law and/or regulations or; (ii) by the signatures of two directors of that company, or a director and the company secretary, or by the signature of a director in the presence of a witness who attests their signature, in accordance with sections 44, 45 and 48 of the Act.

An overseas company or a person who is acting under the authority (express or implied) of that overseas company may execute this Form of Acceptance in accordance with the Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009.

In the case of any company (wherever incorporated) that signs this Form of Acceptance (or on whose behalf it is signed), whether as a registered holder, witness, executor, attorney, or otherwise, the name of the company must be inserted below the relevant signature(s), in the space indicated in **Step 5B**.

Attorneys, executors, etc.

If this Form of Acceptance is not signed by the registered holder(s), insert the name(s) and capacity (e.g., "attorney" or "executor") of the person(s) executing on behalf of the registered holder. In such case, evidence of authority should also be delivered in accordance with the Note 5 on page 4 of this Form of Acceptance.

QUICK TIP:
Your acceptance of the Original Offer (and any election under the Partial Cash Alternative) will not be valid unless you sign and date this Form of Acceptance, in the presence of a witness (if applicable) who attests your signature by signing in the relevant space indicated in **Step 5**.

FORM OF ACCEPTANCE FOR THE ORIGINAL OFFER

Shareholder Reference:

Registered Address of Darty Shareholder:

[Large empty box for Registered Address of Darty Shareholder]

Box A
No. of Darty Shares as at close of business on 16 May 2016:

Please enter a daytime telephone number, where you can be contacted in the event of any query arising from this Form of Acceptance:

Tel:

STEP 1: ACCEPTANCE OF THE ORIGINAL OFFER

Include the number of your Darty Shares in respect of which you are accepting the Original Offer.

Box 1
(Number of Darty shares)

Enter in "Box 1" above the total number of Darty Shares in respect of which you are accepting the Original Offer. For further guidance on how to complete Step 1, please refer to "How to Complete this Form of Acceptance", on Page 2 of this Form of Acceptance.

STEP 2: MAKING AN ELECTION UNDER THE ORIGINAL OFFER

Only complete Step 2 if you wish to make an election under the Original Offer.

IMPORTANT NOTE: YOU SHOULD COMPLETE STEP 1 BEFORE YOU COMPLETE STEP 2. YOU MAY ONLY CHOOSE ONE OF OPTION (A) OR (B) BELOW

Option (A): Election to receive New Fnac Shares AND cash under the terms of the Partial Cash Alternative:

Box 2(A) – SHARES (Number of Darty shares)

Box 2(A) – CASH (Number of Darty shares)

Option (B): Election to receive cash ONLY pursuant to the terms of the Partial Cash Alternative:

Box 2(B) – CASH ONLY (Please tick)

For further guidance on how to complete Step 2, please refer to "How to Complete this Form of Acceptance", on Page 2 of this Form of Acceptance.

STEP 3: DARTY SHAREHOLDERS WHO ARE IN A RESTRICTED JURISDICTION

Only fill in "Box 3" if you are located in a Restricted Jurisdiction.

Box 3

Only complete "Box 3" by inserting "NO" if you are **UNABLE** to make the representation and give the warranties required by paragraph (c) of Section D of Part 2 to the Offer Document).

If you **ARE ABLE** to make those representations and give those warranties, please leave "Box 3" blank.

For further guidance on how to complete Step 3, please refer to "How to Complete this Form of Acceptance", on Page 2 of this Form of Acceptance.

STEP 4: CHANGE / CORRECTION OF ADDRESS

Only complete Step 4 if your registered address (as stated at the top of this page) has changed, or is not correct.

If you are advising of a change or correction of address, please complete your new or corrected details in "Box 4" below.

Box 4

Name _____
Address _____
Postcode _____

Country

STEP 5A: SIGNATURE BY INDIVIDUAL

Sign and date in the boxes indicated if you are an individual. Each individual need only sign once.

By individual(s), executed and delivered as a deed by:

Holder 1 Signature: (if applicable)	Date	Signature of witness:	Name of witness:
Holder 2 Signature: (if applicable)	Date	Signature of witness:	Name of witness:
Holder 3 Signature: (if applicable)	Date	Signature of witness:	Name of witness:
Holder 4 Signature: (if applicable)	Date	Signature of witness:	Name of witness:

All Darty Shareholders who are individuals should sign and date their Form of Acceptance in the presence of a witness who should also sign in the space indicated above. The witness must be over 18 years of age and must not be a joint holder (if applicable).

PLEASE REMEMBER TO ENCLOSE YOUR SHARE CERTIFICATE(S) AND/OR OTHER DOCUMENTS OF TITLE (IF AVAILABLE).

STEP 5B: SIGNATURE OF A COMPANY

Sign and date here if you are a company.

By a company, executed and delivered as a deed by:

Name of company:

Box 5C (please tick)

If you are affixing a company seal, please tick "Box 5C"



Name of director:	Signature:	Date:	Address of witness
Name of director/company secretary:	Signature:	Date:	Address
Name of witness:	Witness signature:	Date:	Postcode

Note: for companies incorporated in England and Wales, witness attestation is only required if the document is being executed by one director in accordance with section 44 of the Companies Act 2006.

PLEASE REMEMBER TO ENCLOSE YOUR SHARE CERTIFICATE(S) AND/OR OTHER DOCUMENTS OF TITLE (IF AVAILABLE).

NOTES REGARDING THE COMPLETION AND LODGING OF THIS FORM OF ACCEPTANCE

In order to be valid, this Form of Acceptance must (except as described below) be signed personally by the registered Darty Shareholder or by all of the joint registered Darty Shareholders.

1 If the registered Darty Shareholder is away from home (e.g. abroad or on holiday)

Send this Form of Acceptance by the quickest means (e.g. airmail) to the Darty Shareholder (but not in or into a Restricted Jurisdiction) for execution or, if he/she has executed a valid and applicable power of attorney, have this Form of Acceptance signed by the attorney. In the latter case, you should follow the instructions in Note 5 below.

Persons to whom the Prospectus is available (including custodians, nominees and trustees) must not mail, forward or otherwise distribute it in or into any Restricted Jurisdiction, including the United States. Their doing so may invalidate any purported acceptance of, or election for, New Fnac Shares pursuant to the Original Offer.

2 If the sole registered Darty Shareholder has died

If probate or letters of administration has/have been registered with Darty, this Form of Acceptance must be signed by the personal representative(s) of the deceased and returned to the Receiving Agent. If probate or letters of administration has/have not been registered with Darty, the personal representative(s) should sign this Form of Acceptance and forward it to the Receiving Agent together with evidence of that personal representative's authority to sign.

3 If one of the registered Darty Shareholders in a joint account has died

The surviving registered Darty Shareholder(s) should complete this Form of Acceptance and return it to the Receiving Agent accompanied by a copy of the death certificate and the relevant probate or letters of administration of the deceased Darty Shareholder.

4. If you have sold or wish to sell part of your holding of certificated Darty Shares

If you have sold or otherwise transferred all your holding of certificated Darty Shares, you should send the Offer Document (but not this personalised Form of Acceptance) as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected (but not into any Restricted Jurisdiction) for delivery to the purchaser or transferee. However, please note that the Prospectus should not be distributed, forwarded, or transmitted in or into any Restricted Jurisdiction, including the United States. If you wish to sell part of your holding of Darty Shares and also wish to accept the Original Offer in respect of the balance but are unable to obtain the balance certificate by 1.00 p.m. on 15 July 2016, you should ensure that the stockbroker or other agent through whom you make the sale obtains the appropriate endorsement or indication, signed on behalf of Darty, in respect of the balance of your holding of Darty Shares.

5 If this Form of Acceptance is signed under a power of attorney

The completed Form of Acceptance should be returned to the Receiving Agent accompanied by the original power of attorney (or a duly certified copy), as so provided under the Powers of Attorney Act 1971. The power of attorney will be noted and returned. No other signatures will be accepted.

6 If your share certificate(s), and/or other document(s) of title have been lost

If your Darty Shares are in certificated form, a completed, signed and (where applicable) witnessed Form of Acceptance should be accompanied by the relevant share certificate(s) and/or other document(s) of title. If for any reason the relevant share certificate(s) and/or other document(s) of title is/are not readily available or is/are lost, you should nevertheless complete, sign and lodge a Form of Acceptance as stated above so as to be received by post or (during normal business hours) by hand at the Receiving Agent, Computershare Investor Services PLC, at Corporate Actions Projects, The Pavilions, Bridgwater Road, Bristol BS99 6AH, by not later than 1.00 p.m. on 15 July 2016. You should send with the Form of Acceptance any share certificate(s) and/or other document(s) of title which you may have available, accompanied by a letter stating that the remaining documents will follow as soon as possible or that you have lost one or more of your share certificate(s) and/or other document(s) of title.

You should then arrange for the relevant share certificate(s) and/or other document(s) of title to be forwarded as soon as possible. If you have lost your share certificate(s) and/or other document(s) of title, you should write as soon as possible to Darty's registrars, Computershare Investor Services PLC, The Pavilions Bridgwater Road, Bristol, BS99 6ZZ, requesting a letter of indemnity for the lost share certificate(s) and/or other document(s) of title which, when completed in accordance with the instructions given, should be returned by post or (during normal business hours) by hand at the Receiving Agent as above.

7 If your full name or other particulars differ from those appearing on your share certificate(s) and/or other document(s) of title

- (a) For example, name on the certificate:Sam Smith
Correct name:Sam Smyth

Complete this Form of Acceptance with the correct name and return to the Receiving Agent, accompanied by a letter from your stockbroker, bank or solicitor confirming that the person described on the certificate(s) and the person who signed this Form of Acceptance is one and the same.

- (b) Incorrect address on the certificate(s): complete **"Box 4"** with the correct address.

- (c) Change of name: If you have changed your name, lodge with the Receiving Agent your marriage certificate or the deed poll with this Form of Acceptance. Your marriage certificate or deed poll (as applicable) will be noted and returned.

8 If your Darty Shares are in certificated form and the certificate(s) are held by your stockbroker, bank or other agent

If the share certificate(s) and/or other document(s) of title is/are readily obtainable, deliver this completed Form of Acceptance to your stockbroker, bank or other agent for lodging with the Receiving Agent at any of the addresses stated in paragraph 10 below, so as to be received by no later than 1.00 p.m. (London time) on 15 July 2016, accompanied by the share certificate(s) or other document(s) of title.

If the share certificate(s) and/or other document(s) of title is/are not readily obtainable, send the completed Form Acceptance to the Receiving Agent with a note stating, for example, "share certificate(s) to follow" and arrange for the share certificate(s) and/or other document(s) of title to be forwarded to the Receiving Agent as soon as possible thereafter.

It is helpful for your stockbroker, bank or other agent to be informed of the full terms of the Offer (unless he is in any Restricted Jurisdiction).

9 Form and validity of Forms of Acceptance

Without prejudice to Sections C and D of Part 2 of the Offer Document, subject to the provisions of the City Code, Fnac reserves the right to treat as valid in whole or in part any acceptance of the Original Offer which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title. In that event, no settlement of the consideration under the Original Offer will be made until after the relevant share certificate(s) and/or other document(s) of title or indemnities reasonably satisfactory to Fnac have been received.

10 Darty Shareholders who are located in a Restricted Jurisdiction

The attention of Darty Shareholders who are located in a Restricted Jurisdiction is drawn to paragraph 8 of Section C of Part 2 and paragraph (c) of Section D of Part 2 of the Offer Document. Such Darty Shareholders should consult their professional adviser to ascertain whether the Offer will be subject to any restrictions or require compliance with any formalities imposed by the laws or regulations of, or anybody or authority located in, the jurisdictions in which they are resident. The distribution of this Form of Acceptance, the Prospectus or the Offer Document in certain jurisdictions may be restricted by law. Persons into whose possession this Form of Acceptance, the Prospectus or the Offer Document comes should inform themselves about and observe any legal requirements applicable to their relevant jurisdiction.

Any Form of Acceptance in an envelope post-marked in the United States or otherwise appearing to have been sent from the United States that includes an election to receive New Fnac Shares or acceptance of New Fnac Shares may be treated as an acceptance of cash or rejected as an invalid acceptance of the Original Offer.

Any terms of the Original Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Darty Shareholders or on a general basis by Fnac in its sole discretion.

Darty Shareholders who wish to make an election for any option under the Original Offer should complete and return this Form of Acceptance in the pre-paid envelope provided or return by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol, BS99 6AH or by hand (during normal business hours only) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8AE as soon as possible and, in any event, so as to be received not later than 1.00 p.m. on 15 July 2016. A reply-paid envelope is enclosed for your convenience for use in the United Kingdom only. No acknowledgement of receipt of documents will be given and documents will be sent at your own risk.