

NOTIFICATION
& INFORMATION
BROCHURE
FNAC
#2016

COMBINED GENERAL MEETING

Friday June 17, 2016

at 4:30 PM

Les Docks de Paris – EUROSITES
Bâtiment 139 – Dock Haussmann
50, avenue du Président-Wilson
93210 La Plaine Saint-Denis



Notification
& information
brochure

| **2016**

A brief introduction to Groupe Fnac

With revenues of nearly €4 billion and around 14,000 employees in 2015, Fnac is the leader in the leisure and entertainment retail market in France and a major market player on the other countries where it operates, such as Spain, Portugal, Brazil, Belgium, Switzerland, Morocco, Qatar and Ivory Coast.

Fnac offers an unrivaled range of editorial products (37% of sales) and consumer electronics (58% of sales), along with a full range of other services (5% of sales) that complement its core product offering, as well as ticketing and box office services.

Fnac is a strong brand that encompasses the values of innovation, independence and expertise. It is the leading player in almost all of the product categories it offers and enjoys an excellent reputation and brand recognition.

Fnac has a dense network of 199 multi-format stores in key locations combined with a fast-developing internet offering that attracts a high number of visitors. With around 9 million hits per month, fnac.com is the third-largest e-commerce website in France, and the most visited e-commerce website of all brick & mortar retailers. In 2015, online sales accounted for 15% of Fnac's revenues.

This gives Fnac a "click-and-mortar" network that enables it to benefit from synergies between its retail store network and its internet presence and implement its omni-channel strategy.

The brand's reputation and marketing concept enable it to generate a huge amount of traffic both in-store and online. As a result, Fnac has a large customer base, with a core platform of over 6 million members who account for more than half of its revenues. This is unique in the retail sector. These loyalty program members are customers with high purchasing power and are generally more urban-based and more adept internet users than the average consumer.

To address the structural changes in the markets and the deterioration of macroeconomic conditions, in September 2011, Fnac implemented a new strategic plan called Fnac 2015, which is based around four objectives:

- * ramping up the omni-channel strategy;
- * developing closer ties with customers;
- * developing levers for growth, both in terms of new product categories and new store formats;
- * improving operational efficiency.

Performance of company activities

Pursuant to Article R. 225-113 of the French Code of Commerce, we inform you that Groupe Fnac, during fiscal year 2015 and up to the present, carried out its activities under the conditions put forward in its financial communications and the 2015 Registration Document, which was registered under number R. 16-023 by the AMF April 19, 2016.

The English language version of this document is a free translation from the original, which was prepared in French. All possible care has been taken to ensure that the translation is an accurate representation of the original. However in all matters of interpretation of information, views or opinion expressed therein the original language version of the document in French takes precedence over the translation.

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■ How to participate in the General Meeting

WHAT CONDITIONS MUST BE FULFILLED TO PARTICIPATE IN THE GENERAL MEETING?

All shareholders, regardless of the number of shares they hold, have the right to participate in the General Meeting. To do so, they must demonstrate ownership of their shares, which must be registered in the securities account in their name, whether they are in registered or bearer form, as of the second business day before the General Meeting; (Wednesday, June 15th, 2016 at midnight Paris time) (hereinafter, "D-2").

As a result:

- * **for registered shareholders**, the registration of their shares in the Company register (managed by CACEIS Corporate Trust, depository of the register of shareholders and central organizer of the General Meeting mandated by the Company) by D-2 is sufficient; **no other procedure** is necessary;
- * **for bearer shareholders**, institutions holding bearer share ("financial intermediaries") shall provide evidence directly for the shareholder status of their clients to CACEIS Corporate Trust (mandated by the Company) by producing a **shareholding certificate** that they attach to the single voting form or the request for an admission card.

SHOULD YOU WISH TO EXERCISE YOUR RIGHT TO VOTE

You have four options:

- * **personally attend** the General Meeting;
- * **vote by mail**;
- * **give proxy to the Chairman** of the General Meeting;
- * **give proxy to a third party** (any person of your choice).

In all cases, you must **fill out, date and sign the hereto attached single voting form and admission card request and send it to CACEIS Corporate Trust, or for shareholders with bearer share, to your financial intermediary no later than Tuesday June 14, 2016.**

- * Shareholders with registered shares may use the prepaid envelope that was provided along with the single voting form or, in its absence, send the form by mail (at the current postal rate) to CACEIS Corporate Trust – Service Assemblées Générales Centralisées 14, rue Rouget-de-Lisle – 92862 Issy-les-Moulineaux Cedex 9, France.
- * Shareholders with bearer shares must obtain the single voting form from their financial intermediary and return it to their intermediary by mail (at the current postal rate). The intermediary will forward the single voting form, accompanied by the shareholding certificate that they will have previously drawn up.
- * Shareholders could also download the single voting form by mail or by proxy which can be found at Company's website (<http://www.groupe-fnac.com>).

Shareholders who have already voted by mail, sent a proxy or requested an admission card of attestation of participation can no longer choose another mode of participation. They may however transfer all or part of their shares.

However, if the share transfer takes place before the second business day prior to the meeting (Wednesday, June 15, 2016 at midnight Paris time) the Company will consequently invalidate or modify, as applicable, the vote sent by mail, the proxy, the

admission card or the certificate of shareholding. To this end, the financial intermediary shall give notice of the share transfer to the Company or to CACEIS and send to CACEIS the necessary information.

No share transfer after Wednesday, June 15, 2016 at midnight Paris time shall be reported by the financial intermediary or taken into consideration by the Company whatever the means used, notwithstanding any agreement to the contrary.

You wish to attend the General Meeting personally

* If you hold REGISTERED shares, you may:

- request an admission card giving you faster access to the meeting room by checking box A and returning the single voting form in the prepaid envelope that was sent to you;
- or present yourself directly at the counter specially provided for the purpose with an identification document.

If you not have received your admission card by Tuesday, June 14, 2016 at the latest, you may contact CACEIS Corporate Trust from Monday to Friday, 8:30 A.M. to 6:00 P.M. (Paris time) at: 00 33 (0)1 57 78 34 44 or by e-mail (ct-contact@caceis.com) for any information regarding processing.

* If you hold BEARER shares, you must request an admission card, which is essential for admission to the meeting:

- by checking box A in the upper part of the single voting form;
- by returning this form as soon as possible to the financial intermediary managing your securities account, who will forward your request accompanied by a shareholding certificate.

In any event, if you have not received your admission card by Tuesday, June 14, 2016, at the latest, you should request your financial intermediary to issue you a shareholding certificate that will enable you to demonstrate your shareholder status as of D-2 in order to be admitted to the General Meeting.

Directions to the meeting

Les Docks de Paris – EUROSITES
Building 139 – Dock Haussmann
50, avenue du Président-Wilson – 93200 La Plaine Saint-Denis

By car:

“Périphérique”: Porte de la Chapelle exit
Car park: on site, 900 spaces

Metro:

Line 12 – Front Populaire Stop

RER:

Line RER B – La Plaine/Stade de France Stop

Line RER D – Stop Stade de France/Saint-Denis

Bus:

Bus 239 – Netsquare Stop

You do not wish to attend the General Meeting in person

If not personally attending the General Meeting, you may choose one among the following formulas:

- * **to vote by mail:** check the box “vote by post” of the individual form and, where applicable, shade the boxes corresponding to the resolutions you do not approve of;
- * **to give proxy to the Chairman of the General Meeting:** check the box “I hereby give proxy to the Chairman of the General Meeting” in the individual form. In this case, the Chairman will vote in favor of the draft resolutions and amendments presented or agreed to by the Board of Directors, or against them if the Board of Directors does not approve the draft resolutions and/or amendments;
- * **to give proxy to a third party (any person of your choice):** check the box “I hereby appoint” in the individual form and indicate the name and address of the person you authorize to attend the General Meeting and vote on your behalf. (Authorizations are revoked under the same formal conditions as those used to grant them.)

In accordance with the provisions of Article R. 225-79 of the French Commercial Code, notice of the appointment and revocation of a proxy may likewise be given electronically as follows:

- **registered shareholders:** by e-mail, subject to a reliable identification process guaranteeing its link to the absentee voting formula, to the following address:

ct-mandataires-assemblees@caceis.com, specifying their first and last name, address and CACEIS Corporate Trust ID for direct registered shareholders (information available on the upper left side of their securities account statements) or, for managed registered shareholders, their financial intermediary’s ID, along with the surname and name of the proxy appointed or revoked;

- **bearer shareholders:** by e-mail, subject to a reliable identification process guaranteeing its link to the absentee voting formula, to the following address: ct-mandataires-assemblees@caceis.com, specifying their first and last name, address and complete bank details along with the surname and name of the proxy appointed or revoked, and then requesting the financial intermediary to send a written confirmation (by mail) to CACEIS Corporate Trust – Service Assemblées Générales Centralisées 14, rue Rouget-de-Lisle – 92862 Issy-les-Moulineaux Cedex 9, France (or by fax to 00 33 (0)1 49 08 05 82).

For the bearer shareholders, no matter which mode of participation, an attestation of participation should be sent to CACEIS Corporate Trust by D-2.

In accordance with the law, all the documents that must be presented to this General Meeting are available to shareholders at the Groupe Fnac registered office and on the Company’s website www.groupe-fnac.com. They can also be sent on request from CACEIS Corporate Trust (see attached form).

How to complete the form

STEP I

STATE HOW YOU WANT TO PARTICIPATE

- * IF YOU WANT TO ATTEND THE MEETING: check box **A** to receive your admission card; then date and sign the lower part of the form.
- * IF YOU WON'T BE ATTENDING THE MEETING: choose absentee voting method **1**, **2** or **3** below.

1 TO VOTE BY POST:

Check here; then date and sign the lower part of the form

- Vote YES to a resolution by leaving the box of that resolution number empty.
- Vote NO to a resolution or abstain from voting by shading the box of that resolution number.

2 TO GIVE PROXY TO THE CHAIRMAN OF THE GENERAL MEETING:

Check here; then date and sign the lower part of the form.

3 TO GIVE PROXY TO A THIRD PARTY (ANY INDIVIDUAL OR LEGAL PERSON OF YOUR CHOICE) TO REPRESENT YOU AT THE MEETING:

Check here, write the address of that person, then date and sign the lower part of the form.

IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form
A. Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.
B. J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

GROUPE FNAC

Société anonyme au capital de 19 632 675 €
 Siège social : 9, rue des Bateaux-Lavoirs, ZAC Port d'Ivry
 94200 Ivry-sur-Seine
 055 800 286 R.C.S. CRETEIL

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account	
Nombre d'actions / Number of shares	<input type="checkbox"/> Nominatif / Registered <input type="checkbox"/> Porteur / Bearer
Nombre de voix - Number of voting rights	<input type="checkbox"/> Vote simple / Single vote <input type="checkbox"/> Vote double / Double vote

<p>1 JE VOTE PAR CORRESPONDANCE // I VOTE BY POST Cf. au verso (2) - See reverse (2)</p> <p>Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ la case correspondante et pour lesquels je vote NON ou je m'abstiens.</p> <p>I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this ■, for which I vote NO or I abstain.</p> <table border="1"> <tr><td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6</td><td>7</td><td>8</td><td>9</td></tr> <tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr> <tr><td>10</td><td>11</td><td>12</td><td>13</td><td>14</td><td>15</td><td>16</td><td>17</td><td>18</td></tr> <tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr> <tr><td>19</td><td>20</td><td>21</td><td>22</td><td>23</td><td>24</td><td>25</td><td>26</td><td>27</td></tr> <tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr> <tr><td>28</td><td>29</td><td>30</td><td>31</td><td>32</td><td>33</td><td>34</td><td>35</td><td>36</td></tr> <tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr> <tr><td>37</td><td>38</td><td>39</td><td>40</td><td>41</td><td>42</td><td>43</td><td>44</td><td>45</td></tr> <tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr> </table>	1	2	3	4	5	6	7	8	9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	11	12	13	14	15	16	17	18	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19	20	21	22	23	24	25	26	27	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	28	29	30	31	32	33	34	35	36	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	37	38	39	40	41	42	43	44	45	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<p>2 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE Cf. au verso (3)</p> <p>I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING See reverse (3)</p>	<p>3 JE DONNE POUVOIR À : Cf. au verso (4)</p> <p>I HEREBY APPOINT: See reverse (4)</p> <p>M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name</p> <p>Adresse / Address</p>
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ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)
 Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary). See reverse (1)

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting
 - Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf.....
 - Je m'abstiens (abstention équivalant à un vote contre). / I abstain from voting (is equivalent to vote NO).....
 - Je donne procuration (cf. au verso renvoi (4)) à M. Mme ou Mlle, Raison Sociale pour voter en mon nom.....
 / I appoint (see reverse (4)) M. Mrs or Miss, Corporate Name to vote on my behalf.....

Pour être prise en considération, toute formule doit parvenir au plus tard :
 In order to be considered, this completed form must be returned at the latest:

à la banque / to the bank
 à la société / to the company

STEP III
 Whatever you choose, **date and sign here.**

STEP II
 ENTER HERE
 your surname and address or check that they are already shown.



IF YOU WANT TO ASK A QUESTION

During the General Meeting, you will have the chance to ask questions during the Q&A session that precedes voting on the resolutions.

You may likewise send in your **written questions** prior to the meeting, addressed to the Chairman of the Board of Directors, **at the latest**, on the fourth business day before the date of the General Meeting; i.e., **Thursday, June 13, 2016**:

- * by certified mail with confirmation of receipt, to Groupe Fnac, 9, rue des Bateaux-Lavois, ZAC Port d'Ivry, 94200 Ivry-sur-Seine; or
- * by e-mail to: actionnaires@groupe-fnac.com.

Written questions must be accompanied by a shareholding certificate.

Brief overview of Group activities

Comment on the Groupe Fnac's annual results for 2014, Alexandre Bompard said: "In a still fragile economic environment, in 2015, we once again achieved positive results: sales growth in France, improved Group profitability, higher net income and increased generation of free cash flow. This good performance confirms the improved momentum of the Group's financial results and demonstrates the relevance of the strategy we have been pursuing for the past four years. It allows Fnac to begin 2016, a year in which many new challenges await us, from a good position."

Key figures

(€ million)	2014	2015	Change
Revenues	3,895	3,876	-0.5%
Change on a comparable basis and at constant exchange rates			-0.2%
Change on a same-store basis			-0.6%
Current operating income (COI)	77	85	10.2%
Net income	41	48	16.7%
Net current income ^(a)	50	57	13.7%
Free cash flow from operations	72	85	17.0%
Net cash	535	544	1.7%

(a) Group share – excluding non-current items.

Highlights of the financial year

Financial results continue to improve

In 2015, Fnac's financial results continued to improve.

Consolidated revenues were stable (-0.2% at comparable scope of consolidation and constant exchange rates) for the second consecutive year.

The Group's profitability continued to improve with a +10.2% increase in current operating income, which totaled €85 million.

Net income rose +16.7% to €48 million.

Cash generation also improved. Free cash flow increased by +17.0%, compared with 2014, to €85 million.

The Group further enhanced its financial flexibility. With shareholders' equity of €564 million and net cash available of €544 million ⁽¹⁾ as of December 31, 2015, its balance sheet is solid.

Growing contribution of transformation levers

This performance was achieved in an environment of fragile consumption recovery in the main countries where the Group is present and markets that are still on the decline. It confirms the validity of the strategy that was launched with the Fnac 2015 plan and the growing contribution from transformation levers.

Internet growth was still dynamic in 2015. The Group continued to strengthen its omnichannel organization during the year through the launch of the new fnac.com site in France, the launch of mobile sites in Spain and Portugal, and the deployment of new omnichannel features internationally (Iberian Peninsula and Belgium). Omnichannel sales represented 46% of fnac.com online orders in 2015, compared to 35% in 2014. The growth of Marketplaces continued at a steady pace. They represent nearly 20% of internet business volume in 2015. Mobile traffic grew markedly and contributed to nearly 40% of fnac.com traffic.

The Group continued to reap the success of its product range diversification strategy. New product families accounted for 15% of consolidated revenues (compared to 11% in 2014). Fnac significantly strengthened its market share in France in Telephony and Connected Devices notably through the deployment of *Fnac Connect*, a new concept entirely dedicated to those growing, high-potential categories. At the end of 2015, the Group expanded its range of products available on the fnac.com Marketplace in the Sport category, and it intends to continue its diversification initiatives in 2016.

The pace of expansion accelerated in 2015, with a total of 15 openings (compared to 11 openings in 2014). The Group continued to expand its store network in France in the proximity and travel retail formats. Most of these stores are franchises. It also continued its international expansion in its other countries of operation (one opening in Switzerland and two openings in Spain, of which one was the first franchise store in the country) and in "new territories" offering high potential (opening of the first stores in Qatar and the Ivory Coast).

(1) After repayment of the TSSDI notes for a total amount of €68 million.

Potential Acquisition of Darty Plc

On November 20, 2015, Groupe Fnac announced a recommended pre-conditional offer to acquire the entire share capital of Darty Plc (the "Proposed Acquisition"). The Proposed Acquisition received the support of Darty shareholders having over 23% of the capital of Darty.

The Proposed Acquisition would create a market leader in electronics, editorial and home appliances in France, with an enhanced European footprint, and offer attractive growth prospects, a solid financial profile and strong value creation potential for the customers, employees and shareholders of the new group.

As part of the Proposed Acquisition, Groupe Fnac established financing lines that were successfully syndicated in December with a pool of European banks.

The acquisition process continues to proceed in accordance with the timetable presented when the Proposed Acquisition was announced on November 20, 2015.

The French Competition Authority in France was formally notified on February 17, 2016. The Group has planned to notify the Belgian Competition Authority within the next few days.

Additional information about the Proposed Acquisition is available on the Groupe Fnac website: <http://www.groupe-fnac.com/>

Operational performance

4th quarter of 2015

The Group's sales performance in the fourth quarter was good despite an unfavorable commercial environment (Paris attacks, terrorist alerts in Belgium and Switzerland).

The Group's revenues increased by 0.2% at constant exchange rates, thanks mainly to France, which posted sales growth of +1.1%. Performance of technical products was particularly good, with an increase of +6% in the fourth quarter thanks to strong gains in market share.

Iberian Peninsula revenues fell by -1.4%. Market conditions were tougher in Spain in a context of high promotional intensity. In this environment, Fnac Spain has chosen to preserve its margins while maintaining its market share. In markets that remain bearish, Fnac Portugal continued its good momentum and gained market share.

In Brazil, sales were down -10.3% at constant exchange rates in a deteriorating macroeconomic environment.

Revenues for the Switzerland and Belgium region showed a limited decline (-1.1% at constant exchange rates) thanks to the ramp-up

of the internet channel in Belgium and the Conthey store opening in Switzerland.

Like the previous two seasons, the 2015 Christmas season demonstrated the operational excellence of the Fnac teams, both commercially and logistically, and their responsiveness in adapting to the specific environment of this 2015 campaign.

The contribution of new product families reached 16.5% of revenues.

Expansion was particularly strong, with a total of eight openings (five in France, two in Spain and one in the Ivory Coast).

Web channel growth was maintained, especially in France. Omnichannel sales continued to grow and represented nearly half (46%) of fnac.com online orders.

The year of 2015

Over the whole of 2015, the Group's **consolidated revenues** remained stable (-0.2% at comparable scope of consolidation and constant exchange rates).

The exchange rate impact was low (-0.3%) as the adverse impact of the decline in the Brazilian real against the euro was largely offset by the appreciation of the Swiss franc.

As reported, the Group's consolidated revenue amounted to €3.876 billion, down slightly (-0.5%) compared to 2014.

The **gross margin** rate was 29.6% in 2015, up +20 basis points compared with the previous fiscal year. The increase in the gross margin rate, which occurred in the second half of the year, was notably the result of good management of year-end commercial operations and increased collaboration with key suppliers.

The Group continued its policy of improving **operational efficiency**, thus generating €50 million in cost savings for 2015, an amount higher than the target of €30 to €40 million.

Current operating income increased for the third consecutive year. It totaled €85 million, up +10.2%.

2015 by reporting segment

France, which had returned to growth in 2014, again showed positive sales growth (+0.4%). On a same-store basis, sales increased +0.7%.

Activity was more dynamic in the second half of the year with sales up 0.9% despite a high basis for comparison and the disruption caused by the terrorist attacks. In markets that still trend downward, Fnac increased its market share.

Current operating profit rose +12%. The operational margin was 1.9%, compared with 1.7% in 2014.

The **Iberian Peninsula** posted almost stable sales (-0.3%), which benefited in particular from the accelerating expansion of the proximity formats. On a same store basis, revenues declined by -3%.

Improved macroeconomic conditions in Spain began to benefit Fnac's markets, which were nevertheless still marked by strong competitive pressure. In Portugal, where consumer trends in our markets have been unfavorable, Fnac strengthened its leadership and posted sales growth.

Operating income increased +2.1%. The operational margin was 3.7%, compared with 3.6% in 2014.

Revenues in **Brazil** fell by -7.5% at constant exchange rates (-21.8% at current exchange rates). In a recessionary environment, Fnac Brazil activity demonstrated good resilience thanks to the premium positioning of the brand and the growth of the internet channel. The continued very strict management of the Company and costs helped offset the impact of lower sales on operating income, which remains very close to break even.

Sales from the **"Other Countries"** area, which includes Switzerland and Belgium, were down -1.8% at constant exchange rates and up +3.0% at current exchange rates.

Market conditions were more difficult in Switzerland as the appreciation of the Swiss franc had the effect of decreasing traffic at stores close to the border and increasing competition. Fnac Belgium benefited from the rapid development of its website and the gradual roll-out of the omnichannel functionalities.

Operating income increased +18.8%. The operational margin was 2.8%, compared with 2.4% in 2014.

Financial performance

Other non-current operating income and expenses constituted a net expense of -€9 million in 2015 and remained stable compared to 2014.

Consolidated net income totaled €48 million, up +16,7% compared to 2014.

Adjusted for non-recurring items, **net current income**, Group share, amounted to €57 million in 2015, compared to €50 million in 2014, an increase of +13.7%.

Diluted earnings per share (excluding non-current items) amounted to €3.33 in 2015, compared to €2.97 in 2014, an increase of +12.1% compared to 2014.

Cash generation was solid once again in 2015. **Operational free cash flow** amounted to €85 million in 2015, up 17.0% compared to 2014 (€72 million).

This favorable trend is the result of improved operational performance and continued good management of working capital requirements. Inventories fell -1.7%. Investments are kept under control and totaled €58 million (compared to €54 million in 2014).

Financial structure

The Group's **financial structure** is very solid.

Net cash amounted to €544 million at December 31, 2015 (versus €535 million at December 31, 2014).

Equity capital amounted to €564 million as of December 31 (compared to €595 million as of December 31, 2014).

At December 31, 2015, all financial covenants were met.

On December 30, 2015, the Group repaid the perpetual deeply subordinated notes (TSSDIs) issued to Kering on June 19, 2013. The amount paid to Kering totaled €68 million on the basis of a nominal amount of €60 million and capitalized annual interest of 5%.

Conclusion and outlook

The results for 2015 confirm the Group's successful transformation, which was implemented as part of the Fnac 2015 strategic plan.

In 2016, Fnac is well positioned to continue its market share gains in a consumer environment that remains uncertain. In particular, it intends to accelerate the growth of its retail network in France and internationally, continue its strategy to enrich its range of products, especially online, and increase its initiatives in the book and ticketing markets.

The Group will pursue its operational efficiency improvement policy and has set a cost savings target for the Group, on a stand alone basis, of €30 million to €40 million for 2016.

It will also continue its efforts to maximize cash generation.

In the longer term, Fnac, on a stand-alone basis and irrespective of the Darty transaction, confirms its current operating profitability target of above 3%, after finalization of the transformation of its business model and under stabilized market and macroeconomic conditions.

■ Current composition of the Board of Directors

Name	Main position held in the Company	Other positions held in the Company	Term of office expires	Age	Number of shares
Alexandre Bompard	Chairman, Chief Executive Officer	Member of the Corporate, Environmental and Social Responsibility Committee	2016 General Meeting	43	81,114
Patricia Barbizet	Director and Vice Chairman	Member of the Appointments and Compensation Committee	2016 General Meeting	60	1,130
Carole Ferrand	Director	Member of the Audit Committee	2017 General Meeting	45	250
Brigitte Taittinger-Jouyet	Independent Director	Chairman of the Corporate, Environmental and Social Responsibility Committee	2017 General Meeting	56	250
Antoine Gosset-Grainville	Independent Director	Member of the Appointments and Compensation Committee	2016 General Meeting	49	250
Alban Gréget	Director	Member of the Corporate, Environmental and Social Responsibility Committee	2017 General Meeting	39	250
Nonce Paolini ^(a)	Independent Director	Chairman of the Appointments and Compensation Committee	2018 General Meeting	66	250
Arthur Sadoun ^(a)	Independent Director	Member of the Corporate, Environmental and Social Responsibility Committee	2018 General Meeting	44	250
Jacques Veyrat ^(a)	Independent Director	Chairman of the Audit Committee	2016 General Meeting	53	250
Marie Cheval ^(b)	Director	Member of the Audit Committee	2018 Ordinary General Meeting	41	^(d)
<i>Vivendi SA, represented by Stéphane Roussel ^(c)</i>	<i>Director</i>	-	<i>2019 Ordinary General Meeting</i>	55	^(d)
<i>Compagnie Financière du 42 avenue de Friedland, represented by Simon Gillham ^(c)</i>	<i>Director</i>	-	<i>2019 Ordinary General Meeting</i>	60	^(d)

(a) Independent Directors.

(b) Independent Director whose cooptation by the Board of Directors on May 23, 2016 is submitted to the General Meeting of June 17, 2016 for ratification.

(c) Directors submitted to the General Meeting of June 17, 2016.

(d) The acquisition of Groupe Fnac shares will be completed within the required deadlines.

Personal information concerning the Board members whose renewal is submitted to the General Meeting of June 17th, 2016

Patricia Barbizet

60 years

12, rue François-1^{er}
Paris (75008)

Director and Vice Chairman

Biography

Graduate of the *École Supérieure de Commerce* de Paris. Ms. Barbizet started her career in the Renault Group as Treasurer of Renault Véhicules Industriels before becoming Chief Financial Officer of Renault Crédit International. She joined the Pinault group in 1989 as Chief Financial Officer. In 1992, she helped found Artémis, becoming its Chief Executive Officer in that same year. She is a member of the Board of Directors of Total and a member of the Supervisory Board of Peugeot SA. She is currently the Chief Executive Officer of Artémis group, the Pinault family's investment arm, Vice Chair of the Board of Directors of Kering and the Chair & CEO of Christie's International.

List of positions and offices

Positions and offices held at Thursday, December 31, 2015

- Non-Board member Chief Executive Officer and member of the Supervisory Board, Financière Pinault
- Chief Executive Officer and Director, Artémis
- Vice Chairman of the Board of Directors and Director, Kering^(a)
- Permanent Representative of Artémis to the Board of Directors, AGEFI
- Permanent Representative of Artémis to the Board of Directors, Sebdo Le Point
- Director, Yves Saint Laurent
- Director, Total^(a)
- Member of the Supervisory Board, Peugeot SA^(a)
- Member of the Management Board, Société Civile du Vignoble du Château Latour
- Chairman, Christie's International Plc
- Director and Deputy Director, Palazzo Grassi
- Non-Executive Board member, Kering Holland (formerly Gucci)
- Chairman and member of the Supervisory Board of the Company du Ponant Holding

Offices and positions held over the past five years that are no longer held

- Director, TF1^(a)
- Director, Bouygues^(a)
- Director, Air France-KLM^(a)
- Director, Fonds Stratégique d'Investissement
- Board member, Gucci Group N.V.
- Non-executive Director, Tawa Plc
- Delegated Chief Executive Officer and Director, Société Nouvelle du Théâtre Marigny
- Director, Fnac SA

Alexandre Bompard

43 years

Le Flavia
9, rue des Bateaux-
Lavois, ZAC Port d'Ivry,
Ivry-sur-Seine Cedex
(94768)-France

Chairman, Chief Executive Officer

Biography

Graduate of the *Institut d'Études Politiques* in Paris, with a degree in public law and a postgraduate degree in economics, and a graduate of the *École Nationale de l'Administration* (Cyrano de Bergerac class). After being appointed to the French General Inspectorate of Finance (1999-2002), Mr. Bompard became technical adviser to François Fillon, then Minister for Social Affairs, Labor and Solidarity (April-December 2003). From 2004 to 2008, Mr. Bompard was assigned many roles within the Canal+ group. He was Chief of Staff to Bertrand Méheut (2004-2005), then Director of Sport and Public Affairs within the Group (June 2005 to June 2008). In June 2008, he was appointed Chairman and CEO of Europe 1 and Europe 1 Sport. Since January 2011, he has been Chairman and Chief Executive Officer of Fnac and was an advisory member of the Board and member of the Kering Executive Committee until April 2013.

List of positions and offices

Positions and offices held at Thursday, December 31, 2015

- Chairman, Chief Executive Officer, Fnac
- Member of the Century – Nonprofit Association

Offices and positions held over the past five years that are no longer held

- Director, Les Éditions Indépendantes

(a) Listed French companies.

Antoine Gosset-Grainville

49 years

44, avenue des
Champs-Élysées
Paris (75008)**Independent Director****Biography**

Graduate of the *Institut d'Études Politiques* de Paris, holder of a "Banking and Finance" DESS from *Université Paris-IX Dauphine*, graduate of the *École Nationale de l'Administration* (Léon Gambetta class). After being appointed to the General Inspectorate of Finance in 1993, he became Deputy Secretary General of the Economic and Financial Committee of the European Union in 1997. From 1999 to 2002, he was an economic and industrial affairs advisor for Pascal Lamy at the European Commission. Mr. Gosset-Grainville is an attorney licensed in Paris and Brussels. In 2002, he became a partner at the law firm of Gide Loyrette Nouel. In 2007, he was appointed Deputy Director of the Office of Prime Minister François Fillon, where he was in charge of economic and financial matters. In March 2010, he became Deputy Chief Executive Officer of the Caisse des Dépôts in charge of finance, strategy, investments and oversight of European and international activities, then interim Chief Executive Officer of the Caisse des Dépôts group from February to July 2012. In April 2013, he formed the law firm BDGS Associés.

List of positions and offices**Positions and offices held at Thursday, December 31, 2015**

- Member of the Supervisory Committee, Schneider Electric ^(a)
- Director, La Compagnie des Alpes ^(a)
- Founding partner, BDGS Associés

Offices and positions held over the past five years that are no longer held

- Deputy Chief Executive Officer, groupe Caisse des Dépôts
- Director, CNP Assurances ^(a)
- Director, Icade ^(a)
- Director, Fonds Stratégique d'Investissement
- Director, Transdev
- Director, Dexia

Jacques Veyrat

53 years

4, rue Euler
Paris (75008)**Independent Director****Biography**

Graduated from *École Polytechnique* (class of 1983) and the *Collège des Ingénieurs* (class of 1989), engineering degree from *Ponts et Chaussées* (class of 1988). Mr. Veyrat was appointed to the Treasury Department, where he served as Secretary for the Inter-ministerial Committee on Industrial Reconstruction (*Comité Interministériel de Restructuration Industrielle*) for the period 1989-1991, then as Deputy Secretary General to the Paris Club from 1991 to 1993. From 1993 to 1995, he served as Technical Adviser to the Ministry of Transport Equipment, Tourism and the Seas. In 1995, he joined the Louis Dreyfus group as Chief Executive Officer of Louis Dreyfus Shipbuilders (1995-1998), before becoming Chairman and Chief Executive Officer of Louis Dreyfus Communications, which became Neuf Cegetel (1998 to 2008), and then Chairman and Chief Executive Officer of the Louis Dreyfus group (2008 to 2011). Since 2011, he has been Chairman of Impala.

List of positions and offices**Positions and offices held at Thursday, December 31, 2015**

- Chairman, Impala SAS
- Director, HSBC France
- Non-voting Director, Louis Dreyfus Armateurs
- Director, Nexity ^(a)
- Member of the Supervisory Board, Eurazeo ^(a)
- Non-voting Director, Direct Énergie ^(a)
- Non-voting Director, Sucres et Denrée
- Non-voting Director, ID Logistics ^(a)

Offices and positions held over the past five years that are no longer held

- Chairman, Louis Dreyfus Holding BV
- Chairman and CEO, Louis Dreyfus
- Chairman and CEO, Neuf Cegetel
- Director, Direct Energie
- Director, ID Logistics group
- Director, Imerys

(a) Listed French companies.

Personal information about the Director whose cooptation by the Board of Directors on May 23, 2016 is submitted to the General Meeting of June 17, 2016 for ratification

Marie Cheval

41 years

18, quai du Point-du-Jour
92100 Boulogne-
Billancourt

Independent Director

Personal information

Independent Director – Marie Cheval is and has been Chief Executive Officer of BOURSORAMA since March 2013. She is 41 years of age and graduated from the *Institut d'Études Politiques* de Paris (*Sciences Po* – Paris) in 1995. Upon leaving ENA in 1999, she began her career at the Inspectorate of Finance of La Poste before moving on to its Financial Services Division in 2002, which became La Banque Postale in 2006. She was successively the Strategy Director, Sales and Marketing Director, and Chief Operating Officer at La Banque Postale. In 2011 she joined Société Générale group as Director of Global Transaction and Payment Services.

List of positions and offices

Positions and offices held at December 31, 2015

- Director, Boursorama
- Chairman of the Board of Directors, SELF BANK (Spain)
- Vice Chairman of the Supervisory Board, ONVISTA (Germany)
- Director, SOGECAP
- Director, Laurent Perrier

Offices and positions held over the past five years that are no longer held

- Chairman of the Board of Directors, Compagnie Générale d'Affacturage (CGA)
- Chairman of the Board of Directors, TALOS (UK)
- Director, VISA Europe Ltd

Summary of amounts of authorizations and delegations requested that may give rise to a capital increase

Subject of resolution	Resolution	Maximum authorized nominal value	Overall ceiling
Authorization to the Board of Directors to issue ordinary shares to be used as payment for the securities contributed as part of the public exchange offer involving Darty plc shares	12	€8,472,851	N/A
Authorization to grant stock subscription and/or purchase options to employees and/or certain corporate officers	13	5% of share capital on the date of the decision to grant (combined ceiling that includes the bonus share grants indicated below)	€8 million (shared global ceiling with the capital increase delegations agreed to by the GM of May 29, 2015 (10 th , 11 th , 12 th , 13 th , 14 th , and 17 th resolutions of the GM of May 29, 2015))
Authorization to grant free of charge existing or future bonus shares to employees and/or certain corporate officers	14	5% of share capital on the date of the decision to grant (combined ceiling that includes the stock subscription or purchase options indicated above)	
Delegation of authority to the Board to increase capital through issuing shares or transferable securities giving access to capital reserved for members of a company savings plan	15	€0.5 million	

Notice of the combined Ordinary and Extraordinary General Meeting

Shareholders are informed that they are called to attend the General Meeting **on Friday, June 17th, 2016 at 4:30 PM**
at the following address:

Les Docks de Paris – Business Center
50, avenue du Président-Wilson
93200 La Plaine Saint-Denis

■ Agenda of the Combined Ordinary and Extraordinary General Meeting of June 17, 2016

FOR THE ORDINARY GENERAL MEETING

1. Approval of corporate financial statements for the financial year ended on December 31, 2015.
2. Approval of consolidated financial statements for the financial year ended on December 31, 2015.
3. Approval of expenses and costs under Article 39-4 of Article 158 of the French General Tax Code (CGI).
4. Allocation of net income from the financial year ended on December 31, 2015.
5. Special Report of the Statutory Auditors on regulated agreements and commitments, and approval of the new agreement
6. Renewal of the term of Patricia Barbizet as Director.
7. Renewal of the term of Alexandre Bompard as Director.
8. Renewal of the term of Antoine Gosset-Grainville as Director.
9. Renewal of the term of Jacques Veyrat as Director.
10. Opinion regarding compensation components due or attributed to Alexandre Bompard, Chief Executive Officer, for the financial year ended on December 31, 2015.
11. Authorization for the Board of Directors to trade in the Company shares.

FOR THE EXTRAORDINARY GENERAL MEETING

12. Authorization to the Board of Directors to issue ordinary shares to be used as payment for the securities contributed as part of the public exchange offer involving Darty plc shares.
13. Authorization to the Board of Directors to grant stock subscription and/or purchase options to employees and/or certain corporate officers of the Company or of related companies, including the waiver by existing shareholders of their preferential subscription rights, duration of the authorization, ceiling, exercise price, and maximum duration of the option
14. Authorization to the Board of Directors to grant existing and/or future bonus shares to employees and/or certain corporate officers of the Company or of related companies, waiver by existing shareholders of their preferential subscription rights, duration of the authorization, ceiling, and duration of the vesting period, particularly in the case of incapacity.
15. Authorization to the Board of Directors to increase capital by issuing ordinary shares and/or transferable securities giving access to capital, with the removal of preferential subscription rights, to the benefit of members of a company savings plan in accordance with Articles L. 3332-18 *et seq.* of the French Labor Code, duration of the authorization, maximum value of the capital increase, issue price, possibility of granting bonus shares in accordance with Article L. 3332-21 of the French Labor Code.

FOR THE ORDINARY GENERAL MEETING

16. Ratification of the cooptation of Marie Cheval as Director.
17. Powers for formalities.

■ Resolutions submitted to the combined Ordinary and Extraordinary General Meeting of May 29, 2015, and objectives

Approval of company financial statements

(Objectives of Resolutions 1 to 4)

The purpose of **Resolution One** is to approve the corporate company financial statements of Groupe Fnac for FY 2015, which report a net income of €174,684,511.13.

The purpose of **Resolution Two** is to approve the consolidated financial statements of Groupe Fnac for FY 2015.

The purpose of **Resolution Three** is to approve the expenses connected with the non-tax-deductible long-term leasing of vehicles.

The purpose of **Resolution Four** is the appropriation of earnings for FY 2015.

The Management Report for 2014 is included in the Company's 2015 Registration Document available on the Company's website (www.groupe-fnac.com on the page "Shareholders"). The Statutory Auditors' Reports for the parent company and consolidated financial statements are in section 5 of the Registration Document.

Resolution One

Approval of the corporate financial statements for FY 2015

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having reviewed the Management Report of the Board of Directors, the Chairman's Report and the Statutory Auditors' Report, approves the corporate company financial statements for the financial year ended December 31, 2015, showing a profit of €174,684,511.13 as well as the transactions reflected in these statements and summarized in these reports.

Resolution Two

Approval of consolidated financial statements for FY 2015

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, and having reviewed the Management Report of the Board of Directors, the Chairman's Report and the Statutory Auditors' Report, approves the consolidated financial statements for the financial year ended December 31, 2015, as presented, comprising the balance sheet, the income statement and the appendix, as well as the transactions reflected in these statements and summarized in these reports.

Resolution Three

Approval of the expenses and charges referred to in Article 39-4 of the French General Tax Code

Pursuant to Article 223 quater of the French General Tax Code, the General Meeting, acting with the quorum and majority required for Ordinary General Meetings, approves the expenses and charges recognized by the Company and referred to in Article 39-4 of said code, which amount to €41, 458.

Resolution Four

Allocation of net income from the financial year ended December 31, 2015

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, as proposed by the Board, resolves to allocate the balance of the Full-Year 2015 profit in the amount of €174,684,511.13, as follows:

- * €9, 216.40 to the "Legal reserve" account which, given its previous balance of €1,659,561, will have a resulting new balance of €1,668,777.40 which is 10% of share capital for the financial year ended December 31, 2015; and
- * 174,675,294.73 to the "carryforward" account which, given its previous balance of €26,345,421.27, will amount to €201,020,716.

In accordance with the Article 243 bis of the French General Tax, the General Meeting notes no dividend distribution for the three financial years prior to FY 2015.

Approval of a regulated agreement

(Objective of Resolution 5)

The purpose of Resolution Five is to approve, in accordance with Article L. 225-38 of the French Commercial Code, a regulated agreement previously authorized by the Board of Directors on July 10, 2015 and noted in the Statutory Auditors' Special Report.

This agreement was entered into with BDGS Associés, a legal firm specializing in competition law and in market operations, especially cross-border transactions, one of its founding partners being Director Antoine Gosset-Grainville. BDGS Associés was appointed to act in the Darty takeover project due to its recognized expertise in international mergers and acquisitions involving listed companies. Antoine Gosset-Grainville is not actually working on the Darty takeover project at BDGS Associés.

Resolution Five

Special Report of the Statutory Auditors on regulated agreements and commitments, and approval of the new agreement

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having reviewed the Special Report of the Statutory Auditors to the financial statements, approves the new agreement as stated.

Renewal of Directors

(Objectives of Resolutions 6 to 9)

To facilitate the staggered renewal of the terms of the Board of Directors and in accordance with the Board's internal rules, in 2013 lots were drawn to split the Directors into three groups. The first two groups had their terms of office renewed for a period of three years at the close of the General Meetings held in 2014 and 2015, respectively.

The General Meeting is therefore asked to renew the directorships of Patricia Barbizet, Alexandre Bompard, Antoine Gosset-Grainville and Jacques Veyrat. It should be noted that Antoine Gosset-Grainville and Jacques Veyrat are Independent Directors (their independence having been assessed by the Board of Directors at its meeting of February 17, 2016) and are, respectively, a member of the Appointments and Compensation Committee, and Chairman of the Audit Committee.

Patricia Barbizet is Vice Chairman of the Board of Directors and a member of the Appointments and Compensation Committee, and Alexandre Bompard is a member of the Corporate Social Responsibility Committee.

With respect to their involvement in the life of Company as evidenced in their roles in specialized committees and their professional skills and experience described in their curriculum vitae in section 3.1.1 "Corporate Governance" of the 2015 Registration Document available on the Company's website (www.groupe-fnac.com on the page "Shareholders") the General Meeting is asked in Resolutions Six, Seven, Eight and Nine, on the recommendation of the Appointments and Compensation Committee, to renew the terms of office of Patricia Barbizet, Alexandre Bompard, Antoine Gosset-Grainville and Jacques Veyrat for a three year period expiring at the close of the General Meeting to be held in 2019 to approve the financial statements for the fiscal year ending December 31, 2018.

At the close of the General Meeting, the Board of Directors would thus be composed of 12 members (subject to your General Meeting ratifying the cooptation of Marie Cheval as a new Director, under the terms of Resolution 16), six of them independent and four of them women. The composition of the Board would therefore comply with the AFEP-MEDEF Code as regards the number of Independent Directors and the required gender ratio of the Board.

Resolution Six

Renewal of the term of Patricia Barbizet as Director

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having reviewed the Report of the Board of Directors, renews the term of Patricia Barbizet as Director for a period of three years, up to the close of the General Meeting to be held in 2019 called to approve the financial statements for the financial year ending December 31, 2018.

Resolution Seven

Renewal of the term of Alexandre Bompard as Chairman and Chief Executive Officer

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having reviewed the Report of the Board of Directors, renews the term of Alexandre Bompard as Chairman and Chief Executive Officer for a period of three years, up to the close of the General Meeting to be held in 2019 called to approve the financial statements for the financial year ending December 31, 2018.

Resolution Eight

Renewal of the term of Antoine Gosset-Grainville as Director

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having reviewed the Report of the Board of Directors, renews the term of Gosset-Grainville as Director for a period of three years, up to the close of the General Meeting to be held in 2019 called to approve the financial statements for the financial year ending December 31, 2018.

Resolution Nine

Renewal of the term of Antoine Jacques Veyrat as Director

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having reviewed the Report of the Board of Directors, renews the term of Antoine Jacques Veyrat as Director for a period of three years, up to the close of the General Meeting to be held in 2019 called to approve the financial statements for the financial year ending December 31, 2018.

Opinion regarding items of compensation due or allocated to Alexandre Bompard, Chairman and Chief Executive Officer, for FY 2015

(Objectives of Resolution 10)

In accordance with the recommendations of the AFEP-MEDEF Code as amended June 2015 (Article 24.3), which the Company uses as reference pursuant to Article L. 225-37 of the French Commercial Code, the following compensation items due or allocated to each executive corporate officer of the Company for the financial year in review are subject to shareholders' approval:

- fixed portion;
- variable annual portion and, where applicable, multi-year variable portion with the targets used to determine the variable portion;
- exceptional compensation;
- stock options, performance shares and other long-term compensation items;
- payments related to the assumption or termination of duties;
- supplementary pension plan;
- benefits of any type.

In Resolution Ten, you are asked to give a favorable opinion regarding the following compensation items due or allocated to Alexandre Bompard, Chairman and Chief Executive Officer and sole executive corporate officer, for FY 2015.

All these components are detailed in section 3.3 of the Registration Document.

2015 fixed compensation

For FY 2015, the Chairman and Chief Executive Officer's gross annual fixed compensation for FY 2015 was set at €900,000, the same as for 2014. The gross amount due and paid for 2015 was €900,000.

2015 variable annual compensation (paid in 2016)

For FY 2015, just as for 2014, the Chairman and Chief Executive Officer's annual variable compensation was a maximum of 105% of his annual fixed compensation.

In the same way as in 2014, 80% of it was based on financial targets, with a maximum level of attainment of 85%, and 20% on qualitative targets, with a maximum level of attainment of 20%.

The 2015 financial targets set for the variable portion were as follows:

- Group current operating income (COI);
- Group free cash flow (FCF);

- Group revenues;
- evolution of Group market share.

The level of attainment of the 2015 financial target is 103.5% of fixed annual compensation, and the amount payable for 2015 is €931,500.

This last amount is paid in 2016.

Variable multi-year compensation

At its meeting on February 26, 2015, on the recommendation of the Appointments and Compensation Committee, the Board of Directors decided to implement the option to receive the bonus share component of multi-year variable compensation in the form of cash.

The provision consists of granting to Alexandre Bompard the equivalent of 21,746 bonus shares in the form of cash. The vesting of this bonus shares equivalent is subject to the achievement of a performance condition which will be assessed in February 2017 (average closing price of Groupe Fnac shares in February 2017). If the price of the Groupe Fnac share in February 2017 is below a predefined price, no payment will be made.

The vesting of this bonus shares cash equivalent is also subject to a presence condition at the end of February 2017: the associated payment in cash will be made in April 2017 subject to presence and performance conditions. This amount, net of all levies and taxes, would be immediately reinvested by the beneficiary in Groupe Fnac shares for a minimum period of two years and held as registered shares.

The gross value on the allocation date, as measured in accordance with IFRS 2, before apportionment of expenses over the vesting period, of the bonus shares cash equivalent allocated in 2015 is €958,999. This valuation corresponds to the number of bonus shares cash equivalent multiplied by the reference share price on the allocation date, in this case €44.10 (the average share price over the 20 stock exchange trading days preceding February 26, 2015). These amounts have not yet been vested in the corporate officer, given the performance and presence conditions.

At its meeting on February 26, 2015, on the recommendation of the Appointments and Compensation Committee, the Board of Directors decided to implement the performance-option component of the 2015 multi-year variable compensation plan.

The system consists of the award of performance options which will only be progressively vested, by tranche, at the end of two vesting periods (March 2015 – September 2017 and March 2015 – September 2018) subject to the beneficiary's presence in the Group at the expiration of each period in question (or the decision of the Board of Directors if the condition of presence is not fulfilled). These will be subject to a Groupe Fnac share price performance condition defined for each of the two periods. These options will be paid in cash. If the Groupe Fnac share price on each due vesting date is below a predefined price, no payment will be made.

At the close of September 30, 2017, 35,415 options may therefore be vested, and at the close of September 30, 2018, 30,567 options may also be vested. The gross value on the allocation date, as measured in accordance with IFRS 2, before apportionment of expenses over the vesting period, of the performance options allocated in 2015 is €291,448 for the September 30, 2017 payment and €251,552 for the September 30, 2018 payment. This valuation has been calculated using the Black & Scholes method with the following parameters: a reference share price equal to the exercise price of €44.10 (the average share price over the 20 stock exchange trading days preceding February 26, 2015), 30% volatility, and the Euribor risk-free swap rate. At maturity, the value of a performance option will correspond to the underlying capital gain between the share price at maturity and the reference price. These amounts have not yet been vested in the corporate officer, given the performance and presence conditions.

These provisions specify no ceiling on multi-annual variable compensation.

For the record, 197,925 value units were granted to Alexandre Bompard. The first payment corresponding to two-thirds of this compensation was payable at the end of July 2015, and the final third will be payable in July 2016.

The value per unit corresponds to the average price of the Groupe Fnac share in July 2015. That price was €55.07 and therefore meets the performance criterion in full. Consequently, and as Alexandre Bompard was in service at the Company on July 31, 2015, two-thirds of this gross variable compensation (excluding employer contributions), in this case €7,266,850, was paid to him in October 2015. The remaining third, in the amount of €3,632,880, will be paid subject to his presence on July 31, 2016.

For the record, in 2013, the performance options awarded were 67,160 options at maturity on March 31, 2015, 79,959 options at maturity on March 31, 2016, and 115,495 options at maturity on March 31, 2017 which could be acquired depending on the presence condition (or as decided by the Board of Directors if the presence condition is not fulfilled) and performance condition.

The first tranche of the performance options granted in 2013 matured on March 31, 2015. Given the average closing share price over the last 20 trading days in March 2015 (average €55.88), the performance criteria were fulfilled and all the performance options of the first tranche were vested by Alexandre Bompard on March 31, 2015, amounting to 67,160 performance options. The corresponding gross cash value of €2,390,896 (excluding employer contributions) was paid in April 2015.

These provisions specify no ceiling on multi-annual variable compensation.

On May 29, 2015, Alexandre Bompard announced to the Board of Directors his decision to reinvest, in Groupe Fnac shares, the multi-year variable compensation he received in 2015, net of levies and taxes. The resulting shares acquired will be held in registered form for at least two years. Accordingly, €4,320,932 (corresponding to the entire multi-year variable compensation paid in 2015, net of levies and taxes) was invested in Groupe Fnac shares on December 4, 2015.

Exceptional compensation

No exceptional compensation was granted to Alexandre Bompard in 2015.

Stock options, performance shares and other long-term compensation items

No other stock options or performance shares were granted to Alexandre Bompard in 2015.

Non-competition commitment

The Board of Directors has signed a limited non-competition commitment with Alexandre Bompard in the specialized retail sector for cultural and/or technological and entertainment products for the general public in France, Belgium, Spain, Switzerland, Portugal and Brazil. This non-competition commitment is limited to two years starting at the end of his term of office. In return for this commitment, Alexandre Bompard will receive a gross severance package amounting to 80% of his fixed monthly compensation, for a period of two years from the effective end of his term of office. The Board of Directors is entitled to waive implementation of this clause.

No amount was payable by the Company for FY 2015.

This commitment was authorized by the Board of Directors on July 30, 2013 and approved by Resolution Five of the Ordinary General Meeting of May 15, 2014.

The Board of Directors on February 17, 2016 approved the continuation of this commitment, subject to the renewal of Alexandre Bompard's directorship by the General Meeting and his mandate as Chairman and Chief Executive Officer by the Board of Directors.

Supplementary pension plan

The Board of Directors authorized Alexandre Bompard's membership in the supplementary defined contribution pension plan that exists for all Groupe Fnac executives in France.

Contributions paid in respect of 2015 amounted to €10,472.40.

This commitment was authorized by the Board of Directors on July 30, 2013 and approved by Resolution Six of the Ordinary General Meeting of May 15, 2014.

The Board of Directors on February 17, 2016 approved the continuation of this commitment, subject to the renewal of Alexandre Bompard's directorship by the General Meeting and his mandate as Chairman and Chief Executive Officer by the Board of Directors.

Attendance fees

Attendance fees payable to Alexandre Bompard for his service in 2015 on Groupe Fnac's Board of Directors totaled €28,733.

Attendance fees are allocated on the following basis:

60% of the total annual amount of attendance fees is allocated to the members of the Board of Directors, of which 30% is fixed and 70% variable (the variable portion reflecting their attendance at Board meetings).

The balance, amounting to 40% of the total annual attendance fees, is paid to the members of specialized committees and distributed as follows: 20% to the Audit Committee, 12% to the Appointments and Compensation Committee, and 8% to the Corporate Social and Environmental Responsibility Committee. Allocations are strictly committee attendance-based.

The Chairman of the Board of Directors and the Chairs of the committees receive a 50% higher fee for their attendance at each meeting.

Other benefits

In 2015, Alexandre Bompard was covered by a supplementary unemployment plan and education annuity plan, the 2015 premiums for which were paid and amounted to €14,787 (including €2,445 for 2014) and €2,808, respectively. These premiums are subject to social security and employer contributions and are therefore considered benefits in kind.

In 2015, Alexandre Bompard had the use of a company car which represented a benefit in kind of €6,637.

Resolution Ten

Advisory opinion on items of compensation due or awarded to Alexandre Bompard, Chairman and Chief Executive Officer, for FY 2015

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, consulted in accordance with the recommendation in section 24.3 of the AFEP-MEDEF Corporate Governance Code, gives a favorable opinion to items of compensation paid or awarded for the year ended December 31, 2015 to Alexandre Bompard, Chairman and Chief Executive Officer, as disclosed in the 2015 Registration Document, section 3.3.1 page 71.

Authorization for the Board of Directors to trade in Company shares

(Objectives of Resolution 11)

The authorization granted by the General Meeting to the Board of Directors on May 29, 2015 to trade in the shares of the Company will be expiring on November 28, 2016. In Resolution Eleven, we ask you to authorize the Board of Directors once more, for a period of 18 months, to trade in the Company shares at a maximum purchase price of €100 per share (exclusive of acquisition fees), subject to a ceiling of €166.87 million.

Acquisitions may be made for the following purposes:

- a) To stimulate the secondary market for, or liquidity of, Groupe Fnac shares through an investment services provider under a liquidity contract in accordance with the Amafi Ethics Charter recognized by the regulation.
- b) To hold the purchased shares for subsequent delivery (in exchange, or as payment, or otherwise) in acquisitions, mergers, demergers or capital contributions, on the understanding that the shares acquired for this purpose may not exceed the limit provided in Article L. 225-209, paragraph 6 of the Commercial Code for acquisitions, mergers, demergers or capital contributions.
- c) To cover stock purchase options and/or bonus share allocation (or similar) schemes for the benefit of Group employees and/or corporate officers as well as allocations of shares in connection with a company or group savings (or similar) plan, profit-sharing plan and/or any other form of share allocations to Group employees and/or corporate officers.
- d) To cover transferable securities that give the right to Company shares, as required by applicable regulations.
- e) To cancel any shares that are acquired, in accordance with this General Meeting granting authorization to do so in Resolution Nineteen of this Extraordinary General Meeting.

This authorization is also intended to enable the Company to trade in its shares using any means and for any other authorized purpose or using any market practice permitted now or subsequently by applicable laws and regulations or those accepted by the French securities regulator *Autorité des Marchés Financiers* (AMF). If the Company undertakes any transactions outside the purposes mentioned above, it will inform its shareholders by means of a press release.

Acquisitions, sales, exchanges or transfers may be arranged by any means, including by acquiring blocks of shares, and the Company reserves the right to use options or derivative instruments subject to applicable regulations.

The Board of Directors may not, without prior authorization from the General Meeting, make use of this delegation in the event of a public offering on the Company's shares, as from the filing of the offer until the end of the offer period.

In accordance with the regulations, the Company may not hold, at any time, more than **10% of the shares** comprising its share capital. The number of shares acquired to be held for subsequent surrender in a merger, demerger, or capital contribution, may not exceed 5% of the share capital.

At December 31, 2015, the Company held none of its own shares.

Resolution Eleven

Authorization for the Board of Directors to trade in Company shares

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having reviewed the Report of the Board of Directors, authorizes the latter, including the option to subdelegate this authorization, for a period of 18 months, in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, to buy, sell or transfer on one or more occasions and at such times as it considers appropriate, up to 10% of the number of shares comprising the Company's share capital, it being understood that this ceiling will be adjusted where necessary to take into any account capital increase or capital reduction transactions during the period of the authorization.

This authorization terminates the authorization granted to the Board of Directors in Resolution Thirteen of the Ordinary part of the General Meeting of May 29, 2015.

Acquisitions may be made for the following purposes:

- a) To stimulate the secondary market for, or liquidity of, Groupe Fnac shares through an investment services provider under a liquidity contract in accordance with the Amafi Ethics Charter recognized by the AMF.
- b) To hold the purchased shares for subsequent delivery (in exchange, or as payment, or otherwise) in acquisitions, mergers, demergers or capital contributions, on the understanding that the shares acquired for this purpose may not exceed the limit provided in Article L. 225-209, paragraph 6 of the Commercial Code for acquisitions, mergers, demergers or capital contributions.
- c) To cover stock purchase options and/or bonus share allocation (or similar) schemes for the benefit of Group employees and/or corporate officers as well as allocations of shares in connection with a company or group savings (or similar) plan, profit-sharing plan and/or any other form of share allocations to Group employees and/or corporate officers.

- d) To cover transferable securities that give the right to Company shares, as required by applicable regulations.
- e) To cancel any shares that have been acquired, subject to this General Meeting granting authorization to do so in Resolution Nineteen of the Extraordinary part of this General Meeting.

This authorization is also intended to enable the Company to trade in its shares using any means and for any other authorized purpose or using any market practice permitted now or subsequently by applicable laws and regulations or those accepted by the AMF. If the Company undertakes any transactions outside the purposes mentioned above, it will inform its shareholders by means of a press release.

Acquisitions, sales, exchanges and transfers may be arranged by any means, including by acquiring blocks of shares, and the Company reserves the right to use options or derivative instruments subject to applicable regulations.

The Board of Directors may not, without prior authorization from the General Meeting, make use of this delegation in the event of a public offering on the Company's shares, as from the filing of the offer until the end of the offer period.

The maximum purchase price is set at €100 per share. In the case of an operation affecting capital, specifically the splitting or consolidation of shares or allotment of bonus shares, the amount indicated above will be adjusted in the same proportions (multiplied by the ratio [number of shares comprising share capital before the operation]/[number of shares comprising share capital after the operation]).

The maximum nominal value of the operation is thus set at €166,877,740.

The General Meetings grants all powers to the Board of Directors to undertake such operations, to set their terms and conditions, to sign any agreements and perform any formalities.

RESOLUTIONS WITHIN THE COMPETENCE OF THE EXTRAORDINARY GENERAL MEETING

Authorization to increase capital to pay for the securities contributed as part of the public exchange offer involving Darty plc shares

(Objectives of Resolution 12)

This Resolution asks you to authorize the Board of Directors, including the option to subdelegate this authorization, to increase capital by a maximum nominal amount of €8,471,851 (corresponding to approximately 51% of existing share capital before the capital increase reserved for Vivendi SA subject to the approval of the General Meeting of May 24, 2016, and approximately 43% of share capital in the event that the capital increase reserved for Vivendi SA is successful), by issuing up to 8,471,851 new shares with a nominal value of €1 each, to the benefit of Darty plc shareholders who choose to receive new shares in the Company as payment for the contribution of all or some of their Darty plc shares as part of the public offering initiated by the Company (the “**Acquisition**”).

Under the terms of the third improved offer in Announcement 2.7 published on April 25, 2016, Darty plc shareholders are offered the option to receive:

- 170 pence in cash for each Darty plc share; or alternatively;
- one new Company share for every 25 Darty plc shares.

If all the options validly exercised for the partial share-based alternative cannot be serviced in full, they would be reduced, by prorating the number of new Company shares, as near as possible to the number that each Darty plc shareholder would be entitled to receive by exercising his option for the partial share-based alternative, and the shortfall would be paid in cash.

It should be noted that the original offer of November 20, 2015 relating to the Company's acquisition of the entire share capital of Darty plc at the exchange parity of one new Company share for 37 Darty plc shares, will also remain open for approval by the shareholders of Darty plc.

The number of new Company shares available under the partial share-based alternative may be (at the sole discretion of the Company) reduced as necessary to satisfy the acceptance of the original offer and to ensure that enough new Company shares are available when reintroducing the partial share-based alternative on the same terms as those proposed to Darty plc shareholders who accepted the revised third offer and opted for the share-based alternative in the Acquisition in accordance with sections 974 to 991 of the United Kingdom Companies Act 2006 (sections relating to the right of Darty plc shareholders who have not agreed to have their Darty plc shares acquired by the Company and the Company's right to acquire those Darty plc shares on the same terms as the Acquisition). Any difference would be paid in cash.

The completion of the Acquisition remains subject mainly to the fulfilment or removal of the following conditions precedent:

- a) The Company receives valid acceptance relating to Darty plc shares (including the Darty plc shares that the Company has acquired or has committed to acquire) amounting to more than 50% of the voting rights that could normally be exercised at a Darty plc General Meeting.
- b) The French competition authority authorizes the Acquisition, it being noted that (i) on March 17, 2016 the Belgian competition authority unconditionally authorized the merger between the Company and Darty plc and considered it not to restrict competition in Belgium, and that (ii) on March 23, 2016 the French competition authority decided to proceed with a Phase II study of the Company's proposed acquisition of the entire share capital of Darty plc; and
- c) The AMF approves the prospectus applicable to the issuance and listing of the Company's new shares issued as part of the Acquisition.

It should be noted that the Company has received commitments to vote in favor of the Acquisition from Vivendi SA, Artémis SA and DNCA Finance SA, amounting to 52.16% of the Company's voting rights after the capital increase reserved for Vivendi SA.

The terms and conditions of the Acquisition are explained in full in the prospectus applicable to the issuance and listing of the Company's new shares issued as part of the Acquisition.

The validity period of this authorization would be 26 months from the date of this General Meeting.

This authorization supersedes all previous authorizations that have the same purpose.

Resolution Twelve

Authorization to the Board of Directors to issue ordinary shares to be used as payment for the securities contributed as part of the public exchange offer involving Darty plc shares

The General Meeting, acting with the quorum and majority required for Extraordinary General Meetings, having reviewed the Report of the Board of Directors, and in accordance with Articles L. 225-129 to L. 225-129-6 and L. 225-148 of the French Commercial Code, with the Report of the Statutory Auditors, prepared in accordance with Article L. 225-148 of the French Commercial Code and inserted in section 10.3 of the prospectus distributed on the occasion of this transaction, also having been communicated in accordance with the foregoing Article:

- 1) Authorizes the Board of Directors, including the option to subdelegate this authorization, to decide to issue, in such proportions and at such times as it considers appropriate, ordinary shares in the Company to be used as payment for securities contributed as part of the public offering governed by Part 28 of the United Kingdom Companies Act of 2006, initiated by the Company for the entire existing or future share capital of Darty plc, a UK company whose registered office is at 22-24 Ely Place, London EC1N 6TE, registered at Companies House under number 04232413, and whose shares are listed on the regulated markets of the London Stock Exchange and Euronext Paris.
- 2) Decides that the nominal amount of capital increases through the issue of new shares shall be capped at 8,472,851 new shares (corresponding to approximately 51% of share capital before the capital increase reserved for Vivendi SA subject to approval by the General Meeting of May 24, 2016, and approximately 43% of share capital in the event that the capital increase reserved for Vivendi SA is successful).
- 3) Decides that the Board of Directors shall have full powers, including the option to delegate, or subdelegate under the terms and conditions permitted by statute and by the Company's bylaws, to implement this authorization, in particular to set the terms and conditions, amounts and procedures for any issue, the exchange parity, and the amount (if any) of additional payments to be made in cash, declare the completion of the capital increase(s) and to correspondingly amend the bylaws, and in general take all practical steps, sign any agreements, require all authorizations, perform all formalities and do everything necessary to ensure the successful completion of the envisaged transactions.
- 4) Decides that the authorization thus given to the Board of Directors shall be valid for a period of 26 months from the date of this General Meeting.
- 5) Acknowledges that this authorization supersedes all previous authorizations that have the same purpose.

Access to capital for employees and corporate officers

(Objectives of Resolutions 13, 14, 15)

Long-term incentive plans are an integral part of the Group's policy to recognize the performance and potential of key managers. They are a key factor in retaining talent, link them to the Company's share price performance, and align them more closely with the interests of shareholders.

Authorization to grant stock subscription and/or purchase options

The Combined Ordinary and Extraordinary General Meeting of April 17, 2013 authorized the Board to grant, to eligible employees and corporate officers, stock subscription or purchase options totaling no more than 10% of existing share capital (10% being the aggregate ceiling for all bonus shares combined). For the record, stock options granted under this authorization amount to 4.21% of the Company's share capital.

As the existing authorization expires on June 16, 2016, Resolution Thirteen asks you to authorize the Board of Directors, including the option for the Board to subdelegate this authorization to the extent legally permitted, in accordance with Articles L. 225-177 to L. 225-185 of the French Commercial Code, to grant, on one or more occasions, for the benefit of employees, or certain categories of employees, and corporate officers of the Group, options to subscribe to new shares in the Company to be issued to increase its capital or to purchase existing Company shares that the Company has bought back under the conditions provided by Law.

The total number of options that may be granted by the Board of Directors under this authorization cannot result in the right to subscribe to or purchase shares totaling more than 5% of the share capital existing on the date that the decision was made to grant them. The stated ceiling is an overall combined ceiling that includes the ceiling specified in Resolution Fourteen of this Meeting, and the nominal amount of the capital increases resulting from the exercise of stock subscription options granted under this authorization will count towards the €8 million overall ceiling specified in paragraph 3 of Resolution Ten of the General Meeting of May 29, 2015.

These options will be exercisable only if Company share price performance targets, decided by the Board, are achieved.

The stock option subscription and/or purchase price will be set on the day on which the options are granted by the Board of Directors and cannot be less than the average share price over the 20 trading days immediately preceding said date, excluding any discount, in accordance with the legal provisions.

The Board of Directors must approve the terms and conditions for granting the options.

This authorization is valid for 38 months.

Authorization to grant bonus shares

The Combined Ordinary and Extraordinary General Meeting of April 17, 2013 authorized the Board to grant or issue, to eligible employees and corporate officers, bonus shares totaling no more than 10% of the share capital (10% being the aggregate ceiling for all share subscription and/or purchase options combined). For the record, bonus shares granted under this authorization currently amount to 0.36% of the Company's share capital.

As the existing authorization expires on June 16, 2016, you are asked to additionally authorize the Board of Directors to grant bonus shares under the new provisions of Law 2015-990 of August 6, 2015 promoting economic growth, business and equality of opportunity.

Resolution Fourteen therefore asks you, in accordance with Articles L. 225-197-1 and L. 225-197-2 of the French Commercial Code, to authorize the Board of Directors to grant, on one or more occasions, existing or future ordinary shares of the Company, to the employees, or certain categories of employees, and corporate officers of the Group.

The total number of bonus shares granted under this authorization cannot be more than 5% of the share capital existing on the date on which the decision is made to grant them. For the record, the stated ceiling is an overall combined ceiling that includes the ceiling specified in Resolution Thirteen of this General Meeting, and the nominal value of present or future capital increases resulting from this authorization will count towards the €8 million overall ceiling specified in paragraph 3 of Resolution Ten of the General Meeting of May 29, 2015.

These shares will be vested only if a company share price performance target, decided by the Board, is achieved.

Bonus shares will be vested only at the end of a vesting period set by the Board of Directors of at least two years, and may be longer if the Board decides to make it longer.

The Board of Directors must approve the terms and conditions for granting the shares.

This authorization is valid for 38 months.

Authorization for a capital increase reserved for members of an employee share ownership plan (PEE)

For Resolution Fifteen, your Board of Directors asks you, in accordance with Article L. 225-138-1 of the French Commercial Code, to authorize it, including the option to subdelegate as permitted by Law, to decide to increase capital, on one or more occasions, by issuing shares or transferable securities giving access to capital, reserved for employees, with the removal of preferential subscription rights.

The nominal value of the capital increases authorized by this Resolutions would be capped at a nominal value of €500,000 (corresponding to approximately 3% of share capital before the capital increase reserved for Vivendi SA subject to approval by the General Meeting of May 24, 2016, and approximately 2.5% of share capital in the event that the capital increase reserved for Vivendi SA is successful).

This amount will count towards the overall combined €8 million ceiling on capital increases specified in Resolution Ten of the General Meeting of May 29, 2015. These ceilings will be increased by the nominal value of any shares that may be issued to safeguard, in accordance with applicable laws and regulations, the rights of holders of transferable securities or other rights giving access to capital.

The issue price of the new shares or transferable securities giving access to capital will be set by the Board of Directors and will be equal to at least 80% of the Benchmark Price (as this expression is defined below) or at least 70% of the Benchmark Price when the lock-in period specified in the plan in accordance with Articles L. 3332-25 and L. 3332-26 of the French Labor Code is 10 years or longer. The Benchmark Price is defined as the Company's weighted average share price on the Euronext regulated market in Paris over the 20 trading days immediately preceding the date on which the decision was made to set the opening date for subscriptions by the beneficiaries indicated above. Your Board of Directors may reduce or remove this discount if it considers appropriate, particularly to take into account local laws in beneficiaries' countries of residence.

This authorization will be granted for a period of 26 months. For the record, the delegation of authority for this purpose granted by the General Meeting of May 29, 2015, has not been used.

Resolution Thirteen

Authorization to the Board of Directors to grant stock subscription and/or purchase options to certain employees and/or corporate officers

The General Meeting, acting with the quorum and majority required for Extraordinary General Meetings, having reviewed the Report of the Board of Directors and the Special Report of the Statutory Auditors:

- 1) Authorizes the Board of Directors, in accordance with Articles L. 225-177 to L. 225-185 of the French Commercial Code, including the option to subdelegate as permitted by Law, to grant, on one or more occasions, for the benefit of the shareholders indicated below, options conferring the right to subscribe to new shares in the Company to be issued as part of a capital increase or to purchase existing Company shares resulting from buybacks made under the terms specified by Law.
- 2) Sets the validity period of this authorization as 38 months from the date of this General Meeting.
- 3) Decides that the beneficiaries of those options can only be:
 - employees, or certain employees, or certain categories of employees of Groupe Fnac and of the companies or economic interest groups linked to it under Article L. 225-180 of the French Commercial Code; or
 - corporate officers who meet the requirements in Article L. 225-185 of the French Commercial Code.
- 4) The total number of options that may be granted by the Board of Directors under this authorization cannot result in the right to subscribe to or purchase shares totaling more than 5% of the share capital existing on the date on which the decision was made to grant them. The stated ceiling is an overall combined ceiling that includes the ceiling specified in Resolution Fourteen of this meeting, and the nominal amount of the capital increases resulting from the exercise of stock subscription options granted under this authorization will count towards the €8 million overall ceiling specified in paragraph 3 of Resolution Ten of the General Meeting of May 29, 2015.
- 5) The Board of Directors will determine the identity of the beneficiaries of the grants as well as the performance condition(s) to which exercise of these options will be subject, it being understood that the options may only be exercised if the performance condition relating to the Company's share price is achieved.
- 6) Decides that the stock option subscription and/or purchase price will be set on the day on which the options are granted by the Board of Directors and cannot be less than the average share price of the 20 trading days immediately preceding that date, excluding any discounts, and in accordance with legal provisions.
- 7) Acknowledges that this authorization includes, for the benefit of the beneficiaries of the subscription options, an express waiver by the shareholders of their preferential subscription right to the shares that will be issued as and when options are exercised.
- 8) Delegates all powers to the Board of Directors to set the other terms and conditions for the granting and exercise of the options, and in particular to:
 - set the terms and conditions for granting the options and drawing up the list or categories of beneficiaries as specified above; set, if required, the length-of-service terms for those beneficiaries; set the performance condition(s) for the exercise of those options; decide the conditions under which the price and number of shares must be adjusted, particularly in the cases specified in Articles R. 225-137 to R. 225-142 of the French Commercial Code occur;
 - set the exercise period(s) for the options granted, it being understood that an option must be exercised within eight years from the date on which it is granted;
 - provide the option of temporarily suspending the exercise of options for up to three months in the case of financial transactions involving the exercise of a right attached to the shares;
 - where necessary, acquire the necessary shares through a share buyback program and assign them to the allotment plan;
 - carry out or arrange for all the formalities to be carried out to implement any capital increases, where necessary, pursuant to the authorization in this Resolution; amend the bylaws accordingly and generally do everything necessary;
 - at its sole discretion, and if it considers appropriate, allocate the expenses incurred by the capital increases to the corresponding premium account and draw from it the amounts necessary to ensure that the legal reserve is brought up to 10% of the new capital after each increase.
- 9) Acknowledges that this authorization supersedes any previous authorization that has the same purpose.

Resolution Fourteen

Authorization to the Board of Directors to grant bonus shares to certain employees and/or corporate officers

The General Meeting, acting with the quorum and majority required for Extraordinary General Meetings, having reviewed the Report of the Board of Directors and the Special Report of the Statutory Auditors, authorizes the Board of Directors, to grant, on one or more occasions, in accordance with Articles L. 225-197-1 and L. 225-197-2 of the French Commercial Code, existing or future ordinary shares in the Company to:

- * employees of the Company or of companies directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code;
- * and/or to corporate officers who meet the requirements in Article L. 225-197-1 of the French Commercial Code.

The total number of bonus shares granted under this authorization cannot be more than 5% of the share capital existing on the date on which the decision is made to grant them. For the record, the stated ceiling is the overall combined ceiling which includes the ceiling specified in Resolution Thirteen of this meeting, and the nominal amount of any capital increases resulting from this authorization will count towards the €8 million overall ceiling specified in paragraph 3 of Resolution Ten of the General Meeting of May 29, 2015.

The vesting period for allotted shares will be set by the Board of Directors and will not be less than two years. The Board of Directors will have the option of specifying a lock-in period at the end of the vesting period.

On an exceptional basis, the vesting date may be brought forward to before the end of the vesting period in the case of a beneficiary suffering a Class II or Class III incapacity under Article L. 341-4 of the French Social Security Code.

These shares will be vested only if a company share price performance target, decided by the Board, is achieved.

All powers are granted to the Board of Directors to:

- * set the terms and conditions for granting shares, the length of the vesting period, and the performance criteria for vesting;
- * identify the beneficiaries as well as the number of shares allotted to each of them;
- * as the case may be:
 - ensure that the reserves are sufficient, and, at every allotment of shares, pay into an unavailable reserve account the amounts necessary to pay for the new shares that will be allotted,

- decide, when the time comes, to increase capital by incorporating reserves, premiums or profits to cover the newly issued bonus shares,
- acquire the necessary shares through the share buyback program and assign them to the allotment plan,
- determine the impact on the rights of beneficiaries, of transactions performed during the vesting period that alter the share capital or are likely to affect the value of the allotted shares and, accordingly, modify or adjust, if necessary, the number of shares allotted in order to safeguard the beneficiaries' rights,
- do everything necessary to ensure that beneficiaries comply with lock-in provisions,
- and, in general, do everything necessary, in accordance with applicable laws, to implement this authorization.

This authorization automatically includes a waiver, by existing shareholders, of their preferential subscription rights to the new shares issued by the incorporation of reserves, premiums and profits.

It is granted for period of 38 months counting from the date of this meeting.

It supersedes any earlier authorization that has the same purpose.

Resolution Fifteen

Delegation of authority to the Board of Directors to increase capital by issuing ordinary shares and/or transferable securities giving access to capital, with the removal of preferential subscription rights, for the benefit of the members of a company savings plan in accordance with Articles 3332-18 *et seq.* of the French Labor Code

The General Meeting, acting with the quorum and majority required for Extraordinary General Meetings, having reviewed the Report of the Board of Directors and the Special Report of the Statutory Auditors, in accordance with Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and Article L. 3332-18 *et seq.* of the French Labor Code:

- 1) Delegates authority to the Board of Directors, at its sole discretion and on one or more occasions, to increase share capital by issuing ordinary shares or transferable securities giving access to equity instruments to be issued by the Company for the benefit of members of one or more company or group savings plans set up by the Company and/or French or foreign companies related to it within the meaning of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code.

- 2) For the benefit of those members, removes existing shareholders' preferential rights to subscribe to the shares that may be issued under this authorization.
- 3) Sets the validity period of this authorization as 26 months from the date of this meeting.
- 4) Caps the nominal amount of the capital increase(s) under this authorization at €500,000 (which is, for indicative purposes, approximately 3% of share capital before the capital increase reserved for Vivendi SA subject to approval by the General Meeting of May 24, 2016, and approximately 2.5% of share capital in the event that the capital increase reserved for Vivendi SA is successful). This amount will count towards the €8 million overall ceiling specified in paragraph 3 of Resolution Ten of the General Meeting of May 29, 2015.
- 5) This ceiling will be raised, if necessary, by the additional value of any ordinary shares to be issued to safeguard, in accordance with the Law and any contractual provisions specifying other adjustments, the rights of holders of transferable securities giving access to the Company's capital.
- 6) Resolves that the price of the shares to be issued under paragraph 1) of this delegation, must be between 80% and 100% (or between 70% and 100% when the lock-in period under Articles L. 3332-25 and L. 3332-26 of the French Labor Code is equal to or longer than 10 years) of the Company's average opening share price over the 20 stock market trading days immediately preceding the date of the Board of Directors' decision to increase capital and issue the corresponding shares, it being understood that the Board of Directors is expressly authorized by the General Meeting to reduce or remove the above-mentioned discounts (subject to legal and regulatory limits) if the Board considers it appropriate, so as to take into account locally applicable legal, accounting, tax and social security regimes.
- 7) Decides, in accordance with Article L. 3332-21 of the French Labor Code, that the Board of Directors may grant to the beneficiaries defined in the first paragraph above, on a free basis, shares to be issued or already issued or other securities giving access to the Company's capital to be issued or already issued as (i) employer's contributions in accordance with the rules of company or group savings plans, and/or (ii) a discount, where applicable.
- 8) Acknowledges that this authorization supersedes any previous authorization that has the same purpose.

The Board of Directors has sole discretion as to whether or not to implement this delegation of authority, and shall do everything necessary and perform all formalities in connection with it.

RESOLUTIONS WITHIN THE COMPETENCE OF THE ORDINARY GENERAL MEETING

Ratification of the cooptation of Marie Cheval as Director

(Objectives of Resolution 16)

Marie Cheval, whose experience and professional expertise are disclosed in the curriculum vitae above, was coopted by the Board of Directors on May 23 of last year – to replace Stéphane Boujnah, a Director who resigned with effect November 5, 2015 – for the remaining term of his mandate which is until the close of the General Meeting to be held in 2018 to approve the financial statements for fiscal year 2017.

Since being coopted, Marie Cheval has sat on the Board as an Independent Director.

By proposal of the Appointments and Compensation committee, the Board of Directors, on the condition of ratification of the cooptation of Marie Cheval as Director, also appointed her as member of the Audit Committee.

Resolution Sixteen asks you to ratify her cooptation.

Resolution Sixteen

Ratification of the cooptation of Marie Cheval as Director to replace Stéphane Boujnah

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings, having reviewed the Report of the Board of Directors, ratifies the cooptation of Marie Cheval as a new Director, which had been decided on a provisional basis by the Board of Directors at its meeting of May 23, 2016. She will replace Stéphane Boujnah, who had resigned, for the remaining term of her predecessor's mandate, which is until the close of the General Meeting called in 2018 to approve the financial statements for the fiscal year ending December 31, 2017.

Powers for formalities

(Objectives of Resolution 17)

This Resolution grants the bearer of an original, extract or copy of the minutes of this General Meeting full powers to conduct any submissions or formalities necessary in this regard, including digitally with an electronic signature, in accordance with applicable laws.

Resolution Seventeen

Powers for formalities

The General Meeting, acting with the quorum and majority required for Ordinary General Meetings and Extraordinary General Meetings, grants the bearer of an original, extract or copy of the minutes of its deliberations full powers to perform all the required legal formalities relating to filings and announcements.

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■ Statutory Auditors' Report on the consolidated financial statements

Financial year closed on December 31, 2015

To the Shareholders,

In execution of the mission entrusted to us by your General Meetings, we are presenting our report for the financial year ended on December 31, 2015, regarding:

- ★ our audit of the financial statements of Groupe Fnac SA, as appended to this report;
- ★ the justification for our assessments;
- ★ the specific verifications and information provided for by law.

The financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the financial statements

We conducted our audit in accordance with the professional standards applicable in France. These standards require that we perform tests and procedures so as to obtain reasonable assurance that the financial statements are free from material misstatement. An audit includes the examination of evidence supporting the amounts and disclosures in the financial statements using sample-testing techniques or other selection methods. It also involves an assessment of the appropriateness of the accounting principles used and of the significant estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

We certify that, with regard to French accounting rules and principles, the financial statements are regular, accurate, and reflect a faithful image of the results of the operations of the past financial year as well as the Company's financial position and assets as of the end of that year.

II. Justification of our assessments

Pursuant to the provisions of Article L. 823-9 of the French Commercial Code regarding the justification of our assessments, we hereby draw the following matters to your attention:

Note 2.1 to the financial statements explains the accounting rules and methods relating to the valuation of equity investments. In the course of our assessment of the accounting rules and principles followed by your Company, we have checked the suitability of the accounting methods specified above and ascertained their correct application.

These assessments were performed as part of our audit approach for the financial statements taken as a whole and thus contributed to the expression of our opinion in the first part of this report.

III. Specific verifications and information

We have also conducted the specific verifications provided for by law, in accordance with the professional standards applicable in France.

We have no observations to make as to the fair presentation and consistency with the financial statements of the information given in the Board of Directors' Management Report and in the documents provided to shareholders on the financial position and annual accounts.

As regards the information provided pursuant to the provisions of Article L. 225-102-1 of the French Commercial Code on the compensation and considerations paid to corporate executives and the undertakings granted to them, we have checked their concordance with the accounts or with the data serving to establish these, and, where called for, with the items obtained by your Company from companies controlling it or controlled by it. Based on this work, we certify to the accuracy and fairness of this information.

In accordance with the law, we have made certain that you have been provided in the Management Report with the various information relating to the identity of shareholders and voters.

Paris La Défense and Neuilly-sur-Seine, February 29, 2016

The Statutory Auditors

KPMG Audit
A department of KPMG SA
Hervé Chopin

Deloitte & Associés
Stéphane Rimbeuf

■ Statutory Auditors' Report on the consolidated financial statements

Financial year closed on December 31, 2015

To the Shareholders,

In execution of the mission entrusted to us by your General Meetings, we are presenting our report for the financial year ended on December 31, 2015, regarding:

- * our audit of the consolidated financial statements of Groupe Fnac SA, as appended to this report;
- * the justification for our assessments;
- * the specific verification required by law.

The consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the consolidated financial statements

We conducted our audit in accordance with the professional standards applicable in France. These standards require that we perform tests and procedures so as to obtain reasonable assurance that the consolidated financial statements are free from material misstatement. An audit includes the examination of evidence supporting the amounts and disclosures in the financial statements using sample-testing techniques or other selection methods. It also involves an assessment of the appropriateness of the accounting principles used and of the significant estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

We hereby certify that the consolidated financial statements for the financial year in question present a true and fair view of the net assets, financial position and income of the entity formed by the consolidated entities, in accordance with IFRS guidelines, as adopted by the European Union.

II. Justification of our assessments

Pursuant to the provisions of Article L. 823-9 of the French Commercial Code regarding the justification of our assessments, we hereby draw the following matters to your attention:

- * during the second half of the financial year, your Company systematically tested goodwill for impairment, and also assessed whether there was any evidence of impairment of long-term assets, in accordance with the procedures set out in note 2.10 to the consolidated financial statements. We have reviewed the procedures for implementing these impairment tests together with the forecast cash flows used, and have verified that note 18 to the consolidated financial statements provides appropriate disclosures;
- * where applicable, your Company assesses the impairment of inventory in accordance with the procedures set out in note 2.9 to the consolidated financial statements. We have ascertained the appropriateness of the method, and the reasonable nature of the assumptions used to assess and measure inventory impairment;
- * note 2.12 and 2.16 to the consolidated financial statements specify the methods of evaluating share-based payments and considerations for personnel subsequent to employment and other long-term employee benefits. These commitments have been measured by external actuaries. Our work consisted in reviewing the data used, assessing the assumptions made, and verifying that notes 7 and 25 to the consolidated financial statements provide appropriate disclosures.

These assessments were performed as part of our audit approach for the consolidated financial statements taken as a whole and contributed to the expression of our opinion in the first part of this report.

III. Specific verification

In accordance with the professional standards applicable in France, we have also specifically verified the information provided in the Management Report relating to the Group pursuant to French law.

We have no comment to make on its fair presentation, and on its consistency with the consolidated financial statements.

Paris La Défense and Neuilly-sur-Seine, February 29, 2016

The Statutory Auditors

KPMG Audit
A department of KPMG SA
Hervé Chopin

Deloitte & Associés
Stéphane Rimbeuf

■ Special Statutory Auditors' Report on the regulated agreements and commitments

General Meeting to approve the financial statements for the fiscal year ended on Thursday, December 31, 2015

To the Shareholders,

As Statutory Auditors of your Company, we are presenting our report on regulated agreements and commitments.

Based on the data that we have been given, it is our responsibility to inform you of the features, principal terms, the justifying reasons of interest to the Company, and the agreements and commitments we were told about, or that we may have discovered in the course of our assignment; we are not required to express an opinion as to their utility or suitability or to investigate whether other agreements and commitments exist. According to Article R. 225-31 of the French Commercial Code, it is your responsibility to assess the appropriateness of entering into these agreements and commitments, with a view to approving them. In addition, it is our task to inform you, where appropriate, of the data stipulated in Article R. 225-31 of the French Commercial Code regarding the execution of agreements and commitments in the course of the last fiscal year that were already approved by the General Meeting.

We have applied the procedures we considered necessary with regard to the professional standards of the national auditing body (Compagnie Nationale des Commissaires aux Comptes) with regard to this mission. These procedures consisted of checking the consistency of the data we were given against the basic documents from which they were drawn.

I. Agreements and commitments submitted for approval to the General Meeting

Agreements and commitments authorized during the last fiscal year

Pursuant to Article L. 225-40 of the French Commercial Code, we have been advised of the following agreements and commitments which were previously authorized by your Board of Directors.

Consulting services agreement with the firm BDGS

- Person concerned
Antoine Gosset-Grainville, Director, Groupe Fnac SA and partner in the firm, BDGS.
- Nature and subject
By a decision dated July 10, 2015, the Board of Directors of your Company previously authorized the consulting services agreement between the company Groupe Fnac SA and the firm BDGS for monitoring the acquisition process of the Darty group.
- Terms
The amount of fees relating to the consulting services of the firm BDGS recognized for the year ended December 31, 2015, fees established on the basis of the time spent by the attorneys and application of the per category fee rates, totaled €1,389,694 before taxes. At this stage, it is not possible to give a complete budget estimate considering the significance and complexity of the developments that will take place during the fulfillment of this operation.
- Reasons justifying the Company's interest
The Board of Directors has expressed the need to surround itself with the best expertise, in matters of market transactions and the law of competition, essential to the success of the Darty acquisition transaction under conditions of optimal legal safety. The BDGS firm was chosen due to its recognized expertise in these domains.

II. Agreements and commitments already approved by the General Meeting

Agreements and commitments approved in past fiscal years, which continued to be executed during the last fiscal year

Pursuant to Article L. 225-30 of the French Commercial Code, we have been informed that the execution of the following agreements and commitments that have already been approved by the General Meeting in previous years continued during the last fiscal year.

Inclusion of Alexandre Bompard, Chairman and Chief Executive Officer, in a supplementary pension plan

- Person concerned
Alexandre Bompard, Chairman and CEO of Groupe Fnac SA.
- Nature and subject
In a decision dated July 30, 2013, the Board of Directors of your Company gave prior authorization for the membership of Alexandre Bompard in the supplementary defined-contribution pension plan for all Groupe Fnac executives in France.
- Terms
Alexandre Bompard has a supplementary defined-contribution pension identical to the one given to all Groupe Fnac executives in France.

Payments made for this membership came to a total of €10,472.40 in fiscal year 2015.

Agreements and commitments approved in past years, which were not exercised during the last fiscal year

We have also been informed of the continuation of the following agreements and commitments, already approved by the General Meeting in previous years, which have not given rise to execution during the last fiscal year.

Agreement on removal from the tax consolidation group between Kering SA, Groupe Fnac SA and its French subsidiaries

- Persons concerned
Kering SA, holding over 10% of the voting rights in Groupe Fnac SA until June 18, 2013, and Jean-François Palus, Director of Groupe Fnac SA until June 20, 2013 and a Director of Kering SA. Subsequently Patricia Barbizet, Director of Kering SA, was appointed Director of Groupe Fnac SA.
- Nature and subject
On January 1, 2013, Kering SA turned over slightly more than 5% of the capital of Groupe Fnac SA to the Dutch company

KERNIC MET BV. This disposal brought about the exit of Groupe Fnac SA and its French subsidiaries held at 95% or more from the Kering SA tax consolidation group, effective January 1, 2013.

In a decision dated April 17, 2013, the Board of Directors of your Company gave prior authorization to the agreement for the exit of Groupe Fnac SA and its French subsidiaries from the tax consolidation group of Kering SA.

- Terms
The exit of these companies from the tax consolidation group of Kering SA has given rise to the signature of an agreement of removal from tax consolidation concluded between Kering SA and Groupe Fnac SA and its French subsidiaries. The agreement primarily provides that the tax deficits, net long-term capital losses and tax credits accrued during the period of belonging to the consolidated Kering group will remain posted to the consolidated Kering group.

Non-compete commitment for Alexandre Bompard, Chairman and Chief Executive Officer

- Person concerned
Alexandre Bompard, Chairman and CEO of Groupe Fnac SA.
- Nature and subject
In a decision dated July 30, 2013, the Board of Directors of your Company gave prior authorization to a non-compete agreement concluded between your Company and its Chairman and Chief Executive Officer, Alexandre Bompard.
- Terms
This commitment, limited to a term of two years starting from the end of Alexandre Bompard's term of office, covers the retail sector specializing in cultural and/or technological and leisure products for the mass market in France, Belgium, Spain, Switzerland, Portugal and Brazil.

In return for this commitment, Alexandre Bompard will receive a gross compensation payment amounting to 80% of his fixed monthly compensation for a period of two years to be counted from the effective end of his term of office, although it is specified that the Board of Directors may waive implementation of this clause.

Paris La Défense and Neuilly-sur-Seine, February 29, 2016

KPMG Audit
A department of KPMG SA
Hervé CHOPIN
Partner

Deloitte & Associés
Stéphane RIMBEUF
Partner

■ Statutory Auditors' Report prepared in accordance with Article L. 225-235 of the French Commercial Code on the Report of the Chairman of the Board of Directors of Groupe Fnac SA

Fiscal year ended December 31, 2015

To the Shareholders,

As Statutory Auditors of Groupe Fnac and in accordance with Article L. 225-235 of the French Commercial Code, we hereby report to you on the report prepared by the Chairman of your Company in accordance with the provisions of Article L. 225-37 of the French Commercial Code for the year ended December 31, 2015.

It is the Chairman's responsibility to prepare, and submit to the Board of Directors for approval, a report on the internal control and risk management procedures implemented by the Company and containing the other disclosures required by Article L. 225-37 of the French Commercial Code, particularly as regards corporate governance.

Our task is to:

- * report to you on the information contained in the Chairman's Report in respect of the internal control and risk management procedures relating to the preparation and treatment of the accounting and financial information; and
- * certify that the report reflects those other items of information required by Article L. 225-37 of the French Commercial Code, specifying that we are not responsible for verifying the truth of these other items of information.

We conducted our work in accordance with the professional standards applicable in France.

Information concerning the internal control and risk management procedures related to the preparation and treatment of accounting and financial information

Professional standards require that we perform the necessary checks to assess whether the information provided in the

Chairman's Report in respect of internal control and risk management procedures relating to the preparation and treatment of accounting and financial information is true and fair. These tests and examinations primarily consist of:

- * obtaining an understanding of the internal control and risk management procedures relating to the preparation and treatment of the accounting and financial information on which the information presented in the Chairman's Report is based and of the existing documentation;
- * reviewing the work that has given rise to the preparation of this information and the existing documentation;
- * determining whether any major deficiencies in internal control concerning the preparation and treatment of the financial and accounting information that we may have noticed in the context of our assignment are reported appropriately in the Chairman's Report.

On the basis of our work, we have nothing to report on the information in respect of the Company's internal control and risk management procedures relating to the preparation and treatment of accounting and financial information contained in the report prepared by the Chairman of the Board of Directors in accordance with Article L. 225-37 of the French Commercial Code.

Other Information

We hereby attest that the Chairman's Report includes the other disclosures required by Article L. 225-37 of the French Commercial Code.

Paris La Défense and Neuilly-sur-Seine, February 29, 2016

Statutory Auditors

KPMG Audit
A department of KPMG SA
Hervé Chopin

Deloitte & Associés
Stéphane Rimbeuf

- Report of the independent third-party on the consolidated social, environmental and societal data in this Management Report

Fiscal year ending December 31, 2015

To the Shareholders,

In our professional capacity of accountants appointed as an independent third-party by Groupe Fnac, accredited by Cofrac under number 3-1080, ⁽¹⁾ we hereby present you with our report on the consolidated social, environmental and societal information for the year ended December 31, 2015, presented in the Management Report (hereinafter the "CSR Information"), pursuant to the provisions of Article L. 225-102-1 of the French Commercial Code.

The Company's responsibility

It is the role of the Board of Directors to draft a Management Report containing the CSR Information prescribed by Article R. 225-105-1 of the French Commercial Code, prepared in accordance with the protocols used by the Company (hereinafter the "Reference Framework"). This is available on demand from the Company's head office, and a summary can be found in section 2.2. of the Management Report entitled "Methodology note".

Independence and quality control

Our independence is defined by the regulatory requirements, our profession's code of ethics and the provisions laid down in Article L. 822-11 of the French Commercial Code. We have also established a quality control system, which covers the policies and documented procedures to ensure compliance with ethical rules, standards of professional practice and the applicable legal and regulatory requirements.

Responsibility of the independent third party

Our role, on the basis of our work, is to:

- * verify that the required CSR Information is presented in the Management Report or, if omitted, is the subject of an explanation pursuant to the third point of Article R. 225-105 of the French Commercial Code (Verification of the presentation of CSR Information);

- * express a conclusion of reasonable assurance on the fact that the CSR Information, taken as a whole, is, in all significant aspects, accurately presented in accordance with the Reference Framework (Reasoned opinion on the accuracy of the CSR Information).

Our work was conducted by four people and carried out between November 2015 and February 2016 over a total period of approximately three weeks. To aid us in the conduct of our tasks, we called upon our CSR experts.

We performed the work described below in accordance with professional standards applicable in France and with the Decree of May 13, 2013, which determines the methods whereby the independent third-party performs its mission and, with regard to the reasoned opinion on the accuracy of the information, with the international standard ISAE 3000. ⁽²⁾

1. Certification of inclusion of CSR Information

Nature and extent of the work

Based on interviews with the managers of the departments concerned, we noted a strategic focus on sustainable development as a function of the social and environmental consequences of the Company's activity and its commitments to society and, where applicable, the actions or programs arising from it.

We compared the CSR Information presented in the Management Report with the list prescribed in Article R. 225-105-1 of the French Commercial Code.

If any consolidated information was absent, we verified that the explanations were provided in accordance with the provisions of point 3 of Article R. 225-105 of the French Commercial Code.

We verified that the CSR Information covered the consolidated scope of the Group – i.e. the Company and its subsidiaries within the meaning of Article L. 233-1 and the companies it controls within the meaning of Article L. 233-3 of the French Commercial Code – with the limits specified in section 2 of the Management Report entitled "Corporate Social and Environmental Responsibility".

(1) The scope of this accreditation can be viewed on www.cofrac.fr.

(2) ISAE 3000 – Assurance engagements other than audits or reviews of historical financial information.

Conclusion

On the basis of this work and within the above-mentioned limits, we have verified the presence of the required CSR Information in the Management Report.

2. Reasoned opinion on the fairness of the CSR Information

Nature and extent of the work

We conducted ten interviews with the persons responsible for the preparation of the CSR Information in the departments in charge of the process for collecting information and, where applicable, responsible for the internal control and risk management procedures, in order to:

- * assess the appropriate structure of the Reference Framework in terms of its relevance, comprehensiveness, reliability, impartiality and understandability, taking into consideration, where applicable, best practice within the sector;
- * verify the establishment of a procedure to collect, compile, process and check data to ensure the comprehensiveness and consistency of the CSR Information and observe the internal control and risk management procedures relative to the compiling of the CSR Information.

We determined the nature and extent of our tests and checks according to the nature and importance of the CSR Information with regard to the features of the Company, the social and environmental aspects of its activities, its focus in terms of sustainable development, and best practice in the sector.

For the CSR Information that we considered the most important: ⁽¹⁾

- * at the level of the consolidating entity, we consulted the documentary sources and conducted interviews to corroborate the qualitative information (organization, policies, actions),

we set up analytical procedures for the quantitative information and, based on sampling, we verified the calculations and consolidation of the data and confirmed their consistency and agreement with the other information provided in the Management Report;

- * at the level of a representative sample of entities and work sites that we selected ⁽²⁾ according to their activity, contribution to the consolidated indicators, location and a risk analysis, we conducted interviews to verify the correct application of the procedures, and, on a sample basis, we performed detailed tests, consisting of verifying the calculations made and reconciling the data in the supporting documentation. The selected sample represented 70% of the workforce and between 69% and 100% of the quantitative environmental information presented.

We assessed the consistency of the rest of the consolidated CSR Information in light of our knowledge of the Company.

Lastly, we assessed the pertinence of the explanations regarding the total or partial lack of certain data, where applicable.

We consider that the sampling methods and sample sizes that we used in applying our professional judgment enable us to arrive at a conclusion of moderate assurance; a higher level of assurance would have required a more extensive job of verification. Due to the fact that sampling techniques were used, and also due to the other limitations inherent to the operation of any information and internal control system, the risk that a significant anomaly in the CSR Information might not be detected cannot be completely ruled out.

Conclusion

On the basis of this work, we have not identified any significant anomaly that would call into question the fact that the CSR Information, taken as a whole, is presented accurately and in accordance with the Reference Framework.

Paris, February 15, 2016

Independent Third-Party

Grant Thornton

French member of Grant Thornton International

Vincent Papazian

Partner

(1) **Quantitative social data:** employees and their breakdown by geographic region, types of contract and ages; proportion of women employees; proportion of female managers; breakdown of work time for open-ended employment contracts; turnover for open-ended employment contracts; number of employees with a disability; reasons for departures; sickness absentee rate; frequency of occupational accidents; severity of occupational accidents; total number of hours of training (excluding security); average number of hours of training per employee trained.

Qualitative social data: remuneration policy; organization of social dialogue; attribution of Diversity Label to Fnac Belgium.

Environmental data: consumption of plastic packaging; quantity of hazardous and non-hazardous waste; waste collected and sent to recycling facilities; consumption of paper; consumption of cardboard; consumption of plastic packaging; consumption of electricity and proportion of energy from renewable sources; consumption of gas; CO₂ emissions related to energy consumption; CO₂ emissions related to BtoB and BtoC transport.

Qualitative societal data: dialogue with stakeholders; environmental rating display system; dissemination of the "CSR Charter for Fnac Suppliers"; establishment of a structure for the responsible processing of all products under the "100% refund" guarantee.

(2) Fnac France (excluding logistics activities), the Massy logistics platform (logistics activities in France), Fnac Portugal.

■ Statutory Auditors' Report on the Conditions and Consequences of the Capital Increase to be Used to Pay for the Darty Plc Securities Contributed in the Public Exchange Offer Governed by Part 28 of the United Kingdom *Companies Act 2006*

To the Chairman, Chief Executive Officer, and Shareholders,

As the Statutory Auditors of Groupe Fnac S.A. ("Groupe Fnac" or "Company") and in accordance with Article L. 225-148 of the French Commercial Code, we hereby present our report on the conditions and consequences of a capital increase in the maximum amount of 8,472,851 shares to be used to pay for shares in the UK company Darty plc ("Darty") contributed in the public offering governed by Part 28 of the UK *Companies Act 2006* on the total amount of Darty capital issued and to be issued (the "Offering").

Based on authorizations granted by your Board of Directors at its meeting of April 20, 2016 and following the acquisition of Darty shares, your Company announced, on April 25, 2016, the terms of the improved third offer payable in cash for the acquisition of the entire share capital of Darty at a price of 170 pence per Darty share with an alternative partial payment in the form of one (1) new Groupe Fnac share for twenty-five (25) Darty shares held.

This offer is subject to the condition precedent of your General Meeting of June 17, 2016 approving the Resolution to authorize your Board of Directors to issue shares in your Company (totaling up to 8,472,851 euro nominal value) to pay for the contributed securities.

Your Board of Directors will use that authorization to issue shares after the Offering results have been announced by the French Financial Markets Authority (AMF) and will issue an additional report in accordance with Article L. 225-129-5 of the French Commercial Code.

It is your Company's responsibility to prepare an information document as specified in Article 231-28 of the AMF General Regulations, in the form of a Prospectus summarizing the 2015 Registration Document, including the Securities Note issued when the Company's shares were admitted for trading on the Euronext regulated market in Paris as part of the Offering (the "Prospectus"). It is our responsibility to provide an opinion regarding the conditions and consequences of the proposed issue.

We have carried out all the verifications that we considered necessary for this assignment in accordance with the professional guidelines of the French national accounting board (Compagnie Nationale des Commissaires aux Comptes). These verifications consisted of checking the information in the Prospectus issued for this transaction and describing the issue and its effects on dilution.

We have no observations regarding the presentation of the terms and conditions of the issue and its effects on dilution.

This report is inserted in the Prospectus prepared for this issue.

Neuilly-sur-Seine and Paris La Défense, May 13, 2016

The Statutory Auditors

KPMG Audit

A division of KPMG S.A.

Hervé CHOPIN

Partner

Deloitte & Associés

Stéphane RIMBEUF

Partner

■ Statutory Auditors' Report on the Authorization to Grant Share Subscription and/or Purchase Options

Combined General Meeting of June 17, 2016 – Resolution 13

To the Shareholders,

In our capacity as your Company's Statutory Auditors and in accordance with our duties under Article L. 225-177 and R. 225-144 of the French Commercial Code, we hereby submit our report on the authorization, including the option to subdelegate that authorization, to grant, on one or more occasions, options giving the right to subscribe to new shares in your Company that may be issued to increase capital, or to purchase existing Company shares, to the benefit of the employees or specific employees or certain classes of employees of Groupe Fnac and related companies or economic interest groups in the sense of Article L. 225-180 of the French Commercial Code. These shares may also be issued to the benefit of corporate officers who meet the conditions in Article L. 225-185 of the French Commercial Code. You are being asked by this Resolution to approve this transaction.

The total number of options that may be granted by your Board of Directors under this authorization cannot result in the right to subscribe to or purchase shares totaling more than 5% of the existing share capital on the date on which the decision was made to grant them, it being understood that:

- ★ this ceiling is an overall combined ceiling that includes the ceiling specified in Resolution Fourteen of this General Meeting;

- ★ the nominal amount of the capital increases resulting from the exercise of stock subscription options granted under this authorization will count towards the 8-million-euro overall ceiling specified in paragraph 3 of Resolution Ten of the General Meeting of May 29, 2015.

Your Board of Directors asks you, based on its report, for authorization for a period of 38 months counting from the date of this General Meeting, to grant, on one or more occasions, share subscription options and/or share purchase options.

It is the Board of Directors' responsibility to prepare a report on the reasons for opening share subscription or purchase options as well as the proposed terms and conditions for setting the subscription or purchase price. It is our responsibility to give our opinion on the terms and conditions proposed for setting the share subscription or purchase price.

We have applied the procedures we considered necessary with regard to the professional standards of the national audit body (Compagnie Nationale des Commissaires aux Comptes) with regard to this mission. They consist mainly of verifying whether the proposed terms and conditions for setting the share subscription or purchase price comply with applicable laws and regulations.

We have no observations to make on the terms and conditions proposed for setting the share subscription or purchase price.

Neuilly-sur-Seine and Paris La Défense, May 17, 2016

The Statutory Auditors

KPMG Audit

A division of KPMG S.A.

Hervé CHOPIN
Partner

Deloitte & Associés

Stéphane RIMBEUF
Partner

■ Statutory Auditors' Report on the Authorization to Grant Existing or Future Bonus Shares

Combined General Meeting of June 17, 2016 – Resolution 14

To the Shareholders,

In our capacity as your Company's Statutory Auditors and in accordance with our duties under Article L. 225-197-1 of the French Commercial Code, we hereby present our report on the proposal to authorize, on one or more occasions, the granting of existing or future bonus shares to certain employees of your Company or of companies directly or indirectly related to it in the sense of Article L. 225-197-2 of the French Commercial Code, and/or corporate officers that meet the conditions in Article L. 225-197-1 of the French Commercial Code. You are being asked by this Resolution to approve this transaction.

The total number of bonus shares granted under this authorization cannot be more than 5% of the share capital existing on the date on which the decision is made to grant them, it being understood that:

- * this ceiling is an overall combined ceiling that includes the ceiling specified in Resolution Thirteen of this General Meeting;
- * the nominal amount of the capital increases under this authorization will count towards the 8-million-euro overall ceiling specified in paragraph 3 of Resolution Ten of the General Meeting of May 29, 2015.

These shares will be vested only if a company share price performance target, decided by the Board of Directors, is met.

Your Board of Directors asks you, based on its report, to authorize for a period of 38 months counting from the date of this General Meeting, to grant existing or future shares on a free basis.

It is the Board of Directors' responsibility to prepare a report on its proposed transaction. It is our responsibility to notify you of our observations regarding the information that you are given on the envisaged transaction.

We have applied the procedures we considered necessary with regard to the professional standards of the national audit body (*Compagnie Nationale des Commissaires aux Comptes*) with regard to this mission. They require us to verify whether the envisaged terms and conditions and disclosures in the Board of Directors' report comply with applicable laws and regulations.

We have no observations to make on the information disclosed in the Board of Directors' report on the transaction envisaged in the authorization to grant bonus shares.

Neuilly-sur-Seine and Paris La Défense, May 17, 2016

The Statutory Auditors

KPMG Audit
A division of KPMG S.A.
Hervé CHOPIN
Partner

Deloitte & Associés
Stéphane RIMBEUF
Partner

■ Statutory Auditors' Report on the Issuance of Ordinary Shares and/or Securities Giving Access to Capital, Reserved for Members of a Company Savings Plan

Combined General Meeting of June 17, 2016 – Resolution 15

To the Shareholders,

In our capacity as your Company's statutory auditors and in accordance with our duties under Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code, we hereby present our report on the proposal to authorize the Board of Directors to decide to increase capital, on one or more occasions, by issuing ordinary shares and/or transferable securities giving access to equity securities to be issued with the removal of preferential subscription rights, reserved for members of one or more Company or Group savings plans set up by the Company and/or French or foreign companies related to it in the sense of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code. You are being asked by this Resolution to approve this transaction.

The maximum total nominal value of the capital increases that may be transacted immediately or in the future under this Resolution is 500,000 euros and will count towards the overall combined ceiling of 8 million euros specified in Resolution Ten of the General Meeting of May 29, 2015.

This issue is subject to your approval in accordance with Article L. 225-129-6 of the French Commercial Code and L. 3332-18 *et seq.* of the French Labor Code.

Your Board of Directors asks you, based on its report, to delegate to it, including the option to subdelegate as permitted by law, for a period of 26 months counting from the date of this General Meeting, the authority to decide to increase capital and remove your preferential subscription rights to the ordinary shares and securities to be issued. It will be its responsibility to set the final terms and conditions for such a transaction.

It is the Board of Directors' responsibility to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. It is our responsibility to give our opinion on the fairness and accuracy of the quantitative information drawn from the accounts, on the proposal to remove preferential subscription rights, and on certain other information concerning the issue, provided in this report.

We have applied the procedures we considered necessary with regard to the professional standards of the national audit body (Compagnie Nationale des Commissaires aux Comptes) with regard to this mission. They consist of verifying the content of the Board of Directors' report on this transaction and the terms and conditions for setting the issue price of the equity securities to be issued.

Subject to a future review of the actual issue terms and conditions of a future transaction, we have no observations to make on the methods provided in the Board of Directors' report for setting the issue price of the equity securities to be issued.

As the final terms and conditions of the issue have not yet been set, we have no opinion to express regarding them or, consequently, regarding the proposal made to you to remove preferential subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code, we will issue an additional report, as necessary, should your Board of Directors use this authorization to issue securities giving access to other equity securities or if new securities offer access to future capital.

Neuilly-sur-Seine and Paris La Défense, May 17, 2016

The Statutory Auditors

KPMG Audit
A division of KPMG S.A.
Hervé CHOPIN
Partner

Deloitte & Associés
Stéphane RIMBEUF
Partner

■ Request for documents and information

(Art. R. 225-81, R. 225-83 and R. 225-88 of the French Commercial Code)

I, the undersigned:

LAST NAME

First name(s)

Address

E-mail address

Owner of REGISTERED SHARE(S) of Groupe Fnac

and/or BEARER SHARES of Groupe Fnac (attach a copy of the certificate of registration in the bearer account held by your financial intermediary)

requests the documents and information regarding the General Meeting of **June 17, 2016**, as stipulated in Article R. 225-81 and Article R. 225-83 of the French Commercial Code on commercial companies.

Done in, on2016

Signature

NOTE: Registered shareholders may, through a single request, obtain the documents and information stipulated in Articles R. 225-81 and R. 225-83 of the French Commercial Code from the Company at each of the subsequent Shareholders' Meetings.



GROUPE FNAC

Le Flavia
9, rue des Bateaux-Lavoirs
94200 Ivry-sur-Seine
+33 (0)1 72 28 17 21

www.groupe-fnac.com

Public limited company with capital €19,632,675

RCS Créteil 055 800 296