

or an Affiliate thereof.

Handwritten notes:

- MC
- GG
- HP
- BBB
- NR
- KZ

11. The Term Facility Commitments of each Term Facility Lender shall be applied (in accordance with Clause 2.3 (*Term Facilities*) of the Facilities Agreement) to reduce and cancel (on a € for € basis) the Bridge Facility Commitments of such Term Facility Lender.
12. On the date hereof and immediately after giving effect of this Agreement, the Total Commitments under the Facilities Agreement are allocated between the Lenders as set out in Annex 1 of this Agreement.
13. The Parent hereby confirms that no Major Default is continuing on the date hereof or would result from the commitment of the Term Facility Commitments set forth herein.
14. The conditions precedent to the utilisation of the Term Facility Commitments are those set forth in Part 2 (*Conditions Precedent to the Closing Date*) of Schedule 2 (*Conditions Precedent*) of the Facilities Agreement.
15. The Commitment Fee in respect of the Term Facility Commitments is as set out in Clause 13.4 (*Commitment Fee*) of the Facilities Agreement.
16. This Agreement and any non-contractual obligations arising out of it are governed by French law.
17. This Agreement has been entered into on the date stated at the beginning of this Agreement.

Handwritten notes and signatures at the bottom right of the page, including initials and names such as PV, MC, DGC, HP, and others.

The Schedule
Terms and conditions of the Term Facility

1. Availability Period: the period from and including the date of this notice, to (and including) the date falling one (1) month before the Final Bridge Repayment Date;
2. Identities of the Borrowers: Groupe Fnac;
3. Amount of the Term Facility Commitments allocated to each Term Facility Lender, Facility Office and notice details of each Term Facility Lender and tax status confirmation of each Term Facility Lender:

Name of the Term Facility Lender	Term Facility Commitments (EURO)	Facility Office address, fax number, and attention details for notices and account details for payments	Tax status confirmation of the Term Facility Lender
Arkea Banque Entreprises et Institutionnels	7,500,000.00	Address: Back Office Central / 255 rue de Saint Malo CS 21135, 35011 Rennes Cedex Attention: Sylvie RAULT / Michel LE MARREC Fax number: +33 2 99 29 93 24 Telephone number: +33 2 99 29 92 36 - +33 2 99 29 92 63 E-mail: pei-bo-central@arkea.com Account details for payments: CMBRFR2BXXX FR76 1882 9294 2001 7010 0204 185	is: a) a Qualifying Finance Party (other than a Treaty Finance Party) that it is not incorporated, domiciled or acting through a Facility Office situated in a Non-Cooperative Jurisdiction, and b) a FATCA exempt party
Banco Bilbao Vizcaya Argentaria S.A. Paris Branch	32,500,000	Address: Hub Loans c/clara del rey, 26 Madrid, 28002 Spain Attention: Sarah Crapez Fax number: 00 34 91 374 54 25 Telephone number: 00 34 91 537 60 56 E-mail: sarah.crapez@bbva.com Account details for payments: ES04 0182 0061 7600 8010 3018	is: a) a Qualifying Finance Party that it is not incorporated, domiciled or acting through a Facility Office situated in a Non-Cooperative Jurisdiction, and b) a FATCA exempt party
Belfius Bank NV	5,000,000.00	Address: Boulevard Pacheco 44	is: (a) a

Handwritten signatures and initials including 'PV', 'MC', 'AL', 'HP', 'GMR', 'SR', 'AT', 'AZ', and others.

		E-mail: nathalie.n.antoine@lcl.fr; cedric.thoma@lcl.fr; riana.poupin@lcl.fr Account details for payments: FR12 3000 2056 6300 0099 9491 P51	in a Non-Cooperative Jurisdiction; and (b) a FATCA Exempt Party.
Intesa SanPaolo S.p.A. – Succursale de Paris	20,000,000.00	Address: « Le Centorial », 18 rue du 4 Septembre 75002 Paris Attention: Patrick Veron / Nicolo Tito Fax number: +33 1 42 46 72 93 Telephone number: +33 01 45 23 72 19 / +33 01 45 25 72 80 E-mail: PARIS_TRADE@INTESASANPAOLO.COM patrick.veron@intesasanpaolo.com nicolo.tito@intesasanpaolo.com Account details for payments: IT40R0306940101100100004831 Name and location of the correspondent bank : INTESA SANPAOLO SPA MILAN Swift Code of the correspondent bank: BCITITMM Name of the beneficiary : Intesa Sanpaolo SPA (Paris Branch) Swift code of the beneficiary : BCITFRPP	is: (a) a Qualifying Finance Party (other than a Treaty Finance Party), that it is not incorporated, domiciled or acting through a Facility Office situated in a Non-Cooperative Jurisdiction; and (b) a FATCA Exempt Party.
KBC Bank – Succursale Française	10,000,000.00	Address: Synergie Park 6 rue Nicolas Appert 59260 LEZENNES Attention: Delphine Schelfhout / Sandrine Loof / Carole Vaudreville / Nicolas Henrot / Eulalie Gamot Fax number: +33 3 20 11 61 50 Telephone number: +33 3 20 11 61 08 / +33 3 20 11 61 77 / +33 3 20 11 61 06 / +33 3 20 11 61 40 / +33 3 20 11 61 18 E-mail: delphine.schelfhout@kbc.be / sandrine.loof@kbc.be / carole.vaudreville@kbc.be / nicolas.henrot@kbc.be / eulalie/gamot@kbc.be Account details for payments: SWIFT BIC: KREDBEBB	is: a) a Qualifying Finance Party (other than a Treaty Finance Party) that it is not incorporated, domiciled or acting through a Facility Office situated in a Non-Cooperative Jurisdiction, and b) a FATCA Exempt Party.

Handwritten notes and signatures at the bottom right of the page, including initials and names like "J. D. 266 MC", "GMR", "BHP", "N", "V", "R", "MC", "N", "V", "R", "MC", "N", "V", "R", "MC".

		ACCOUNT NAME: KBC Bank France SWIFT BIC: KREDFRPP ACCOUNT NUMBER: 480 942 0631 96 IBAN NUMBER: BE65 4809 4206 3196 REF: (if applicable) FNAC / 2016	
La Banque Postale	25,000,000.00	Address: CP X 213 115 rue de Sèvres 75 275 PARIS Cedex 06 Attention: Stéphanie Destruel / Laurence Goldingas / Lydia Klikovac Fax number: +33 (0)1 57 75 55 35 Telephone number: +33 (0)1 57 75 43 24 / +33 (0)1 57 75 68 02 / +33 (0)1 57 75 48 71 E-mail: Stephanie.destruel@labanquepostale.fr / laurence.goldingas@labanquepostale.fr middle-office-credits-PMO@labanquepostale.fr Account details for payments: NAME OF THE BENEFICIARY : LA BANQUE POSTALE SWIFT CODE OF THE BENEFICIARY : PSSTFRPPTRE ACCOUNT NUMBER : FRBDFEPPSSTFRPPTRE	is: a) a Qualifying Finance Party (other than a Treaty Finance Party) that it is not incorporated, domiciled or acting through a Facility Office situated in a Non-Cooperative Jurisdiction, and b) a FATCA Exempt Party.
Natixis	5,000,000.00	Address: 30 avenue Pierre Mendès-France, 75013 Paris Adresse Postale : BP 4 - 75060Paris Cedex 02 Attention: Pascal Jumeau/Laurence Benoit Fax number: +33 1 58 32 24 87 / +33 1 58 32 24 88 Telephone number: +33 1 58 32 41 64 / +33 1 58 32 62 22 E-mail: pascal.jumeau@natixis.com / laurence.benoit@natixis.com Account details for payments: NATIXIS Paris Swift code : NATXFRPPXXX Account number : 30007 99999 R7015263000 48	is: a) a Qualifying Finance Party (other than a Treaty Finance Party) that it is not incorporated, domiciled or acting through a Facility Office situated in a Non-Cooperative Jurisdiction, and b) a FATCA Exempt Party.
Raiffeisen Bank International	25,000,000.00	Address: Am Stadtpark 9, 1030 Vienna, Austria Attention:	is: (a) a Qualifying

Handwritten notes and signatures:

Ne-
 AN
 MC
 266
 64
 300
 FR
 SD
 115
 112

AG		<p>Ms.Christine Neuberger / Verena Walter</p> <p>Fax number: 0043 1 71707 3022</p> <p>Telephone number: 0043 1 71707 ext. 1186 or 1398</p> <p>E-mail: projectfinance@rbinternational.com</p> <p>Account details for payments: DZ Bank AG, Frankfurt SWIFT-Code: GENODEFF Account-Number:DE 3750 0604 0000 0901 1447</p> <p>Name of Beneficiary: Raiffeisen Bank International AG, Vienna</p> <p>SWIFT-Code of Beneficiary: RZBAATWW Reference: FNAC/attn. APRF Support</p>	<p>Finance Party (other than a Treaty Finance Party), that it is not incorporated, domiciled or acting through a Facility Office situated in a Non-Cooperative Jurisdiction; and</p> <p>(b) a FATCA Exempt Party.</p>
Société Générale	10,000,000.00	<p>Address: 17, cours Valmy, 92987 Paris La Défense Cedex</p> <p>Attention: Florian Degunst</p> <p>Fax number: +33.1.46.92.46.19</p> <p>Telephone number:+331.58.98.54.04</p> <p>E-mail: Florian.degunst@sgcib.com</p>	<p>is:</p> <p>a) a Qualifying Finance Party (other than a Treaty Finance Party) that it is not incorporated, domiciled or acting through a Facility Office situated in a Non-Cooperative Jurisdiction, and</p> <p>b) a FATCA Exempt Party.</p>
Total	200,000,000		

4. Margin: As set out in the Facilities Agreement;
5. Commitment fees payable to the Term Facility Lender(s) in connection with the provision of Term Facility Commitments: as set out in the Facilities Agreement;
6. Scheduled repayments: As set out in the Facilities Agreement;
7. Final Maturity Date: the Final Term Facility Repayment Date;
8. Currency or currencies in which the Term Facility Commitments may be drawn: Euro;
9. Purpose of the Term Facility Commitments: As set out in the Facilities Agreement.

Handwritten signatures and initials:

rf, ll, MC, HP, GMR, FR, SD, KS, NZ

r/ m,
 Hc
 6C
 AU
 HP
 GMR PRM
 HJ AZ

Annex 1

Allocations of the Commitments as of the date hereof

	Bridge Facility Commitments (EUR)	Term Loan Facility Commitments (EUR)	Revolving Facility Commitments (EUR)	Total (EUR)
Arkea Banque Entreprises et Institutionnels	5,000,000	7,500,000	20,000,000	32,500,000
Banco Bilbao Vizcaya Argentaria S.A. Paris Branch	35,000,000	32,500,000	12,500,000	80,000,000
Banco de Sabadell	5,000,000	-	25,000,000	30,000,000
Barclays Bank PLC	-	-	20,000,000	20,000,000
Belfius Bank NV	5,000,000	5,000,000	22,500,000	32,500,000
BNP Paribas	42,500,000	20,000,000	30,000,000	92,500,000
BRED Banque Populaire	10,000,000	5,000,000	5,000,000	20,000,000
CaixaBank SA	35,000,000	25,000,000	20,000,000	80,000,000
Commerzbank Aktiengesellschaft, Filiale Luxemburg	-	-	10,000,000	10,000,000
Crédit Agricole Corporate and Investment Bank	140,000,000	5,000,000	25,000,000	170,000,000
Crédit Industriel et Commercial	30,000,000	-	45,000,000	75,000,000
Crédit Lyonnais SA	40,000,000	5,000,000	25,000,000	70,000,000
Intesa SanPaolo S.p.A. – Succursale de Paris	35,000,000	20,000,000	25,000,000	80,000,000
KBC Bank – Succursale Française	5,000,000	10,000,000	20,000,000	35,000,000
La Banque Postale	-	25,000,000	10,000,000	35,000,000
Natixis	170,000,000	5,000,000	45,000,000	220,000,000
Société Générale	180,000,000	10,000,000	40,000,000	230,000,000

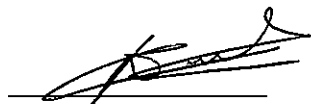
PVK
 MC
 26C
 6M
 3BB
 8R
 12
 14C
 17C

	Bridge Facility Commitments (EUR)	Term Loan Facility Commitments (EUR)	Revolving Facility Commitments (EUR)	Total (EUR)
Raiffeisen Bank International AG	12,500,000	25,000,000	-	37,500,000
Grand Total	750,000,000	200,000,000	400,000,000	1,350,000,000

PV LL
 MC
 AGG
 HP
 BB
 FR
 NZ

This Agreement is accepted as a Term Facility Commitment Notice for the purposes of the Facilities Agreement by the Agent and the effective date is confirmed as 23 June 2016.

Group Fnac
as Parent



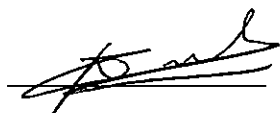
By:

Address: ZAC Port d'Ivry, 9 rue des Bâteaux-Lavois, 94200 Ivry-sur-Seine, France

Fax: +33 (0)1 55 21 57 20

Attention: Nadine Coulm and Catherine Bertini

Group Fnac
as Original Borrower and Original Guarantor

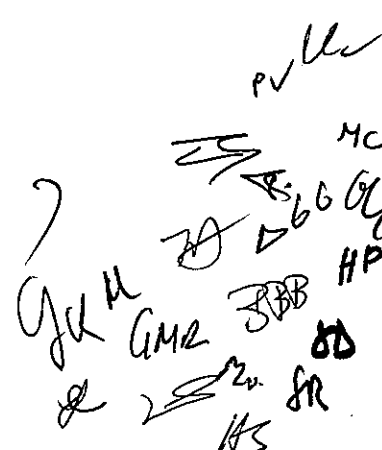


By:

Address: ZAC Port d'Ivry, 9 rue des Bâteaux-Lavois, 94200 Ivry-sur-Seine, France


Fax: +33 (0)1 55 21 57 20

Attention: Nadine Coulm and Catherine Bertini



Acknowledged and agreed.

Arkea Banque Entreprises et Institutionnels

_____ 

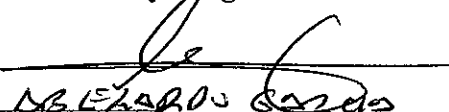
By:

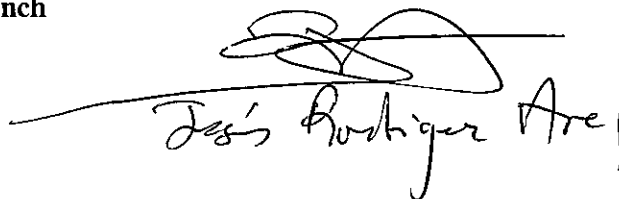
Address: 255 rue de Saint Malo CS 21135, 35011 Rennes Cedex

Fax: +33 2 99 29 93 24

Attention: Sylvie RAULT / Michel LE MARREC

Banco Bilbao Vizcaya Argentaria S.A. Paris Branch

_____ 

_____ 

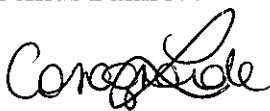
By:

Address: Hub Loans, c/clara del rey, 26 Madrid, 28002 Spain

Fax: 00 34 91 374 54 25

Attention: Sarah Crapez

Belfius Bank NV

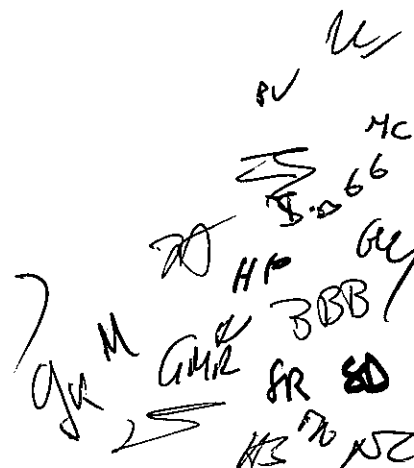
_____ 

By: Laura Casagrande
Senior Advisor


Address: ~~Specialised Corporate Lending~~ Boulevard Paeneco 44, 1000 Brussels (Belgium)

Fax: 00 32 2 222 7980

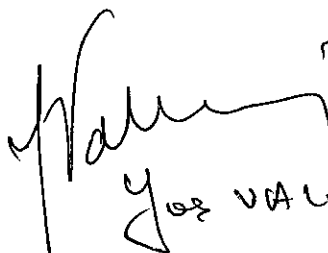
Attention: Katrien De Schepper / Niek Poppe (Operation matters) / Laura Casagrande (Credit matters)



BNP Paribas



 Matthieu Charrier


 Yves Valetti


By:

Address: BOCI CFI 1 TEAM, 150, rue du Faubourg Poissonnière, 75010 Paris

Fax: 33.1.40.14.74.67

Attention: Matthieu Charrier / Yves Valetti

BRED Banque Populaire



 Elodie Vannespenne

By:

Address: Back Office Crédits Syndiqués, 18, quai de la Rapée, 75012 PARIS

Fax: 33 1 40 04 76 20

Attention: Elodie Vannespenne

CaixaBank SA

By:

Address: Calle Provençals 39 Planta 1 08019 Barcelona

Fax: 00 34 93 404 64 66

Attention: Eduard Sin / Susanna Farnos / Mar Saiz / Luis Carlos Garcia

pv ll
 I. → MC
 20 66
 HP AM
 2 BBB
 M GMR 8R 875
 44 2 143 172

Crédit Agricole Corporate and Investment Bank

By: Stephane Lavoie

Nicolas Laforge

Address: 9 quai du Président Paul Doumer, 92920 Paris la Défense cedex
And as of June 27th, 2016 : 12 place des Etats-Unis, CS70052, 92547 Montrouge Cedex

Fax: 00 33 1 41 89 47 90

Attention: Myriam Rabin / Rosa Blanchaud

Crédit Lyonnais SA

By: de Premaison

Address: Banque des Entreprises, Direction des Grandes Entreprises, BC 11-15, 19, Boulevard des Italiens, 75002 PARIS

Fax: 00 33 1 42 98 83 38

Attention: Nathalie Antoine

Intesa SanPaolo S.p.A. – Succursale de Paris

By: C. VERON

Armand du C Rozay

Address: "Le Centorial", 18 rue du 4 septembre, 75002 Paris

Fax: +33 01 42 46 72 93

Attention: Patrick Veron / Nicolo Tito

Handwritten notes and symbols:

- Handwritten "PV" and "u" at the top.
- A diagram showing a box labeled "MC" with an arrow pointing to it from the left.
- Handwritten "GR" and "66" below the diagram.
- Handwritten "GMR" and "20" below the diagram.
- Handwritten "PR" and "SD" below the diagram.
- Handwritten "H3" and "H4" at the bottom.

KBC Bank – Succursale Française



By: 

Address: Synergie Park 6 rue Nicolas Appert 59260 LEZENNES

Fax: +33 3 20 11 61 50

Attention: Delphine Schelfhout / Sandrine Loof / Carole Vaudreville / Nicolas Henrot / Eulalie Gamot

La Banque Postale



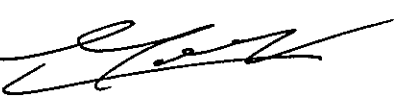
By:

Address: CP X 213 : 115 rue de Sèvres, 75275 PARIS Cedex 06

Fax: +33 (0)1 57 75 55 35

Attention: Stéphanie Destruel / Laurence Goldingas

Natixis





By: *Philippe VLAERINCK*

Thomas SALVADORI

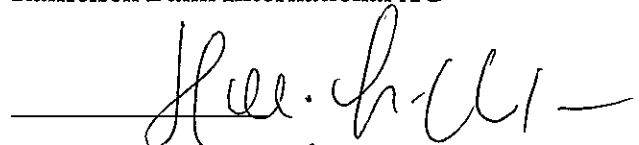
Address: 30 avenue Pierre Mendès-France, 75013 Paris
Adresse postale : BP4 – 75060 Paris cedex 02

Fax: 00 33 1 58 32 24 87 / 00 33 1 58 32 24 88

Attention: Pascal Jumeau / Laurence Benoit

Handwritten notes and signatures:
 PV ES UN
 MC
 66
 PR 80
 HP 147 ATZ
 GMR
 DBB
 147

Raiffeisen Bank International AG



By: *Harald STOFFANELLER*

Address: Am Stadtpark 9, 1030 Vienna, Austria

Fax: 0043 1 71707 3022

Attention: Ms.Christine Neuberger / Verena Walter

Société Générale






By: *Stéphane Renard*

Address: 17, cours Valmy, 92987
Paris La Défense Cedex

Fax: +33.1.46.92.46.19

Attention: Florian Degunst

Handwritten notes and signatures:
) GK   HC
 BB
 M GMR 
 HP KS AT