

*Ivry-sur-Seine, London, 1 July 2016*

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### **Clean Team Confidentiality Agreement**

Groupe Fnac S.A. ("Fnac") and Darty plc ("Darty") announce that they have entered into a clean team confidentiality agreement dated 30 June 2016 with the Boston Consulting Group, Inc. ("BCG"), (the "Clean Team Agreement").

BCG will provide services to Fnac relating to the post-completion integration of Fnac's and Darty's respective businesses. The Clean Team Agreement provides that each of Fnac and Darty may disclose certain information to BCG in order to facilitate the provision of these services. However, the Clean Team Agreement prevents the exchange of competitively sensitive information, and certain confidential information and/or personal data between Fnac and Darty, either directly, or indirectly via BCG.

A copy of the Clean Team Agreement has been published on Fnac's website at [www.groupe-fnac.com](http://www.groupe-fnac.com) and on Darty's website at [www.dartygroup.com](http://www.dartygroup.com) in accordance with Rule 26 of the City Code on Takeovers and Mergers.

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If you have any questions relating to the Offer, please telephone D.F. King Ltd on 0800 014 8163 (or, if calling from outside the United Kingdom, on +44 800 014 8163) or the Receiving Agent, Computershare Investor Services PLC, on 0370 873 5882 (or, if calling from outside the United Kingdom, on +44 370 873 5882).

**About Groupe Fnac** - [www.groupe-fnac.com](http://www.groupe-fnac.com): Groupe FNAC is a leading French retail distributor of entertainment and leisure products (including consumer electronics) and a notable player in several other countries in which it operates (Spain, Portugal, Brazil, Belgium, Switzerland, Morocco, Qatar and Ivory Coast). At year-end 2015, Fnac's multi-format network included a total of 199 stores (124 of which were located in France). The Group's network also includes e-commerce websites, including Fnac.com, the third largest French e-commerce website based on average unique visitors (c. 9 million unique visitors per month). An established multi-channel player, Fnac's consolidated revenues totalled €3.9 billion in 2015 and it had more than 14,000 employees.

The International Securities Identification Number for Fnac's ordinary shares is: FR0011476928.

#### **About Darty plc**

Darty group is a leading multi-channel service led electrical retailer operating 400 stores in three European countries. It generated an annual turnover of over €3.5 billion in 2014/15 through operations in Darty and Mistergooddeal.com in France, Vanden Borre in Belgium and BCC in the Netherlands. Its ordinary shares are listed with the UK Listing Authority and trade on the market for listed securities on the London Stock Exchange under the symbol DRTY.L. It is also listed on the NYSE Euronext Paris.

For further information, please visit the company's website, [www.dartygroup.com](http://www.dartygroup.com)

#### **Important Information**

This announcement is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Third Increased Final Offer or otherwise, nor shall there be any sale, issuance or transfer of securities of Fnac pursuant to the Third Increased Final Offer in any jurisdiction in contravention of applicable laws. The terms of the Third Increased Final Offer are set out in the Offer Document published by Fnac on 18 May 2016. Where the context permits, terms used in this announcement shall have the meaning given to them in the Offer Document.

#### **Overseas Jurisdictions**

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom or France may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom or France should inform themselves about, and observe, any applicable requirements. The information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom or France.

**Important Notices relating to Financial Advisers**

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

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

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

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

Morgan Stanley & Co. International plc, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Darty and no-one else in connection with the Third Increased Final Offer. In connection with such matters, Morgan Stanley & Co. International plc, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the Third Increased Final Offer, the contents of this announcement or any other matter referred to herein.

Lazard & Co., Limited, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Darty and no-one else in connection with the Third Increased Final Offer. In connection with such matters, Lazard & Co., Limited, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the Third Increased Final Offer, the contents of this announcement or any other matter referred to herein.

UBS Limited, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting exclusively for Darty and no-one else in connection with the Third Increased Final Offer. In connection with such matters, UBS Limited, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in relation to the Third Increased Final Offer, the contents of this announcement or any other matter referred to herein.

**Disclosure requirements of the City Code**

Under Rule 8.3(b) of the City Code, any person who is, or becomes, interested (directly or indirectly) in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a dealing disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A dealing disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s), save to the extent that these details have previously been disclosed under Rule 8 and have not changed. A dealing disclosure by a person to whom

Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant dealing.

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

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

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

For the purpose of this section (Disclosure requirements of the City Code) of this announcement, "Business Day" means a day on which the London Stock Exchange is open for the transaction of business.

#### **Publication on websites**

This announcement will be made available on the Fnac website, [www.groupe-fnac.com](http://www.groupe-fnac.com), and the Darty website, [www.dartygroup.com](http://www.dartygroup.com), in accordance with Rule 26.1(b) of the City Code. The content of the websites referred to in this announcement is not incorporated into and does not form part of this announcement.

Fnac Shareholders may request a hard copy of this announcement by contacting Nadine Coulm at Fnac during business on +33 (0)1 55 21 18 63. It is important that Fnac Shareholders note that unless they make such a request and save as otherwise required by the City Code, a hard copy of this announcement will not be sent to them.