

FNAC DARTY

A French limited company (société anonyme) with share capital of €26,658,135
9, rue des Bateaux-Lavois, ZAC Port d'Ivry
94200 Ivry-sur-Seine
055 800 296 RCS Créteil

COMBINED GENERAL MEETING OF MAY 18, 2018

ADDENDUM TO THE NOTIFICATION BROCHURE

Dear Shareholders,

In accordance with articles L.225-105, R.225-71 and R.225-73 of the French Commercial Code (Code de commerce), the company SFAM Développement requested, by registered mail with confirmation of receipt, dated April 19, 2018, and by email dated April 20, 2018, that two draft resolutions be added to the agenda of the Combined General Meeting of May 18, 2018. These draft resolutions ("Resolution A" and "Resolution B") relate to the appointment of two directors.

These requests having occurred after the finalization of the notification brochure relating to the May 18, 2018 Combined General Meeting, the following elements are inserted in the present Addendum:

- draft resolutions A and B;
- the motives given by SFAM Développement;
- the Board's position on those resolutions; and
- information about the candidates whose appointment is hereby proposed.

RESOLUTIONS FOR THE ORDINARY GENERAL MEETING, PROPOSED BY SFAM DÉVELOPPEMENT

(unapproved)

MOTIVES GIVEN BY SFAM DÉVELOPPEMENT

"The SFAM Group, as a reference shareholder of Fnac Darty, wishes, via a presence on Fnac Darty's Board of Directors, to participate in the company's deployment of its diversification and business enrichment strategy.

It therefore presents two candidates for a position of Director of the company: Nicole Guedj and Kilani Sadri Fegaier. In accordance with the law, a presentation of the candidates is attached.

Kilani Sadri Fegaier is founder and executive since 1999 of the SFAM Group, European leader in Affinity Insurance for mobile phones and multimedia products.

Nicole Guedj is a lawyer at the Paris Bar since 1979, French Secretary of State for Justice in 2004 and 2005, Mission Manager in charge of innovative technology and telecommunications to the French President of the Republic in 2005 and 2006, Councillor of State (*Conseiller d'État*) in availability.

SFAM Développement invites shareholders to **approve** these two resolutions."

TEXT OF THE RESOLUTIONS PROPOSED BY SFAM DÉVELOPPEMENT

Resolution A (Appointment of Kilani Sadri FEGAIER as director)

The Annual General Meeting resolves to appoint Kilani Sadri FEGAIER as Director for a three year term expiring at the close of the Annual General Meeting to be held in 2021 to approve the financial statements for the previous year.

Résolution B (Appointment of Nicole GUEDJ as director)

The Annual General Meeting resolves to appoint Nicole GUEDJ as Director for a three year term expiring at the close of the Annual General Meeting to be held in 2021 to approve the financial statements for the previous year.

POSITION OF THE BOARD OF DIRECTORS ON THE RESOLUTIONS PROPOSED BY SFAM DÉVELOPPEMENT

The Board of Directors duly noted SFAM Développement's decision to file two draft resolutions pertaining to the appointment of two Directors, Kilani Sadri FEGAIER and Nicole GUEDJ.

The Board of Directors, after taking note of the recommendation of the Appointments and Compensation Committee, unanimously considered that it did not have, in such a short time, the possibility to sufficiently review the candidates' profiles and the opportunity of these appointments for the company, which would moreover increase to 14 the total number of members of the Board of Directors.

The two candidates present links to the SFAM Group, which is both the second largest shareholder of the company and a commercial

partner of the Fnac Darty Group. This appointment project would therefore have required an in-depth review, particularly of potential conflicts of interest.

The board has always endeavored to see its composition evolve with the permanent concern to preserve its independence while respecting the interests of all shareholders of the company.

Draft resolutions A and B, which have been added to the General Meeting's agenda following a request by SFAM Développement, have thus not been approved by the Board of Directors.

The agenda for the General Meeting is therefore as follows:

AGENDA

For the Ordinary General Meeting:

1. Approval of the parent company financial statements for the year ended December 31, 2017,
2. Approval of the consolidated financial statements for the year ended December 31, 2017,
3. Approval of expenses and costs under Article 39-4 of the French General Tax Code (CGI),
4. Allocation of net income for the year ended December 31, 2017,
5. Statutory Auditors' special report on Regulated Agreements and Commitments and approval of these commitments,
6. Renewal of the term of office of Nonce PAOLINI as Director,
7. Appointment of Caroline GRÉGOIRE SAINTE MARIE as Director to replace Arthur SADOUN,
8. Ratification of the provisional appointment of Sandra LAGUMINA as Director,
9. Ratification of the provisional appointment of Delphine MOUSSEAU as Director,
10. Ratification of the provisional appointment of Daniela WEBER-REY as Director,
11. Renewal of the term of office of Sandra LAGUMINA as Director,
12. Approval of fixed, variable and exceptional components of total compensation and benefits in kind paid or allocated for the past year to Alexandre BOMPARD, Chairman and Chief Executive Officer up to July 17, 2017,
13. Approval of fixed, variable and exceptional components of total compensation and benefits in kind paid or allocated for the past year to Jacques VEYRAT, Chairman of the Board of Directors from July 17, 2017,

14. Approval of fixed, variable and exceptional components of total compensation and benefits in kind paid or allocated for the past year to Enrique MARTINEZ, Chief Executive Officer from July 17, 2017,
15. Approval of the principles and criteria for determination, breakdown and allocation of the fixed, variable and exceptional components of the total compensation and benefits in kind allocatable to the Chairman of the Board of Directors,
16. Approval of the principles and criteria for determination, breakdown and allocation of the fixed, variable and exceptional components of total compensation and benefits in kind allocatable to the Chief Executive Officer and to any other executive corporate officer,
17. Total attendance fees granted to the Board of Directors,
18. Authorization to be given to the Board of Directors to trade in the Company's shares.

For the Extraordinary General Meeting:

19. Authorization to the Board of Directors to cancel shares bought back by the Company under Article L. 225-209 of the French Commercial Code,
20. Harmonization of Article 19 of the Articles of Association.

For the Ordinary General Meeting:

21. Powers for formalities,
- A. Appointment of Kilani Sadri FEGAIER as Director,
- B. Appointment of Nicole GUEDJ as Director.

CANDIDATES FOR THE POSITIONS OF DIRECTOR

Sadri Fegaier

38 years old

Number of Fnac Darty shares held: 0

Positions and offices held at Fnac Darty: none

Founder and executive since 1999 of the SFAM Group, European leader in Affinity Insurance for mobile phones and multimedia products.

Offices and positions held over the past five years:

- General Manager of SFK Group (538 476 037 RCS ROMANS), itself President of the following companies, part of the SFAM Group and the SFK Group (patrimonial and trustee activities):
 - SFAM GROUP, 834 866 824 RCS ROMANS
 - SFAM DEVELOPPEMENT, 815 221 353 RCS ROMANS
 - SFAM, 424 736 213 RCS ROMANS
 - SMARTPHONE RECYCLE, 438 024 168 RCS ROMANS
 - FORIOU SAS, 808 242 820 RCS ROMANS
 - MEDIA ONE, 807 864 574 ROMANS
 - SMAF ROANNE, 824 562 391 ROANNE
 - HUBSIDE, 808 905 921 ROMANS
 - MEDIA ONE 1, 834 267 072 ROMANS
 - MEDIA ONE 2, 834 266 835, ROMANS
 - MEDIA ONE 3, 834 266 868 ROMANS
 - MEDIA ONE 4, 834 266 900, ROMANS
 - MEDIA ONE 5, 834 267 106, ROMANS
 - MEDIA ONE ALENCON, 834 266 470, ROMANS
 - MEDIA ONE DOUAI, 834 290 611, ROMANS
 - MEDIA ONE FAREBERSVILLER, 834 290 785 ROMANS
 - MEDIA ONE SAINT EGREVE, 834 291 247 ROMANS
 - MEDIA ONE HOLDING, 834 291 080 ROMANS
 - CYRANA, currently being registered
 - ACTUALYS, 444 441 604 RCS NANTERRE barred on 27/11/2017 following a transfer of assets to HUBSIDE
 - SFK PRESTIGE, 839 008 489 RCS ROMANS
 - A.M.V., 831 093 968 RCS ROMANS
 - HARAS DES GRILLONS, 750 161 929 ROMANS
- General Manager for SFK Immo SCI, 810 966 879 RCS ROMANS
- CEO of SFAM 424 736 213 RCS ROMANS
- President and Director of SFAM Suisse IDE CHE-353 556 415

Nicole Guedj

62 years old

Number of Fnac Darty shares held: 0

Positions and offices held at Fnac Darty: none

- Lawyer at the Paris Bar since 1979
- French Secretary of State for Justice in 2004 and 2005
- Mission Manager in charge of innovative technology and telecommunications to the French President of the Republic in 2005 and 2006
- Councillor of State (*Conseiller d'État*) in availability

Offices and positions held over the past five years:

- Since 2015: General Manager of SELARL Nicole Guedj (814 837 350 RCS PARIS)
- Since 2013: Vice-President of the executive committee of the « The House of the rising stars » Foundation in Geneva
- Since 2014: General Manager of Tomlou SCI (801 697 350 RCS PARIS)
- From 2013 to 2017: Director of SA Foncière Vindi (RCS Paris 438 400 723)
- From 2013 to 2017: Director of Foncière Volta (RCS Paris 338 620 834)
- From 2013 to 2015: Director of Guibor (RCS Paris 343 256 673)
- Since 2010: Vice-President of Hadassah France (1st hospital centre in the Middle-East)
- Since 2010: Member of the « Social Entrepreneurship » Chair of PSB – Paris Business School
- From May 2009 to May 2018: President of the France Israël Foundation, organization recognized as serving the public good
- From 2008 to 2016: Director of Terrafemina
- Since 2008: President of WICO France (Women's International Coalition for Culture of Peace, Non-Violence and Empowered Women)
- Since 2007: Director of the Casip-Cojasor Foundation
- Since 2006: Founder and President of the Casques Rouges Foundation

The Board of Directors