

# FNAC DARTY

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OR JAPAN

Ivry-sur-Seine, April 23, 2019

## Fnac Darty S.A. launches €650 Million Senior Notes Offering

Fnac Darty S.A. (the “Issuer”) announced today the launch of an offering of senior notes in an aggregate principal amount of €650 million (the “Offering”), consisting of €300 million in aggregate principal amount of senior notes due 2024 (the “2024 Notes”) and €350 million in aggregate principal amount of senior notes due 2026 (the “2026 Notes” and, together with the 2024 Notes, the “Notes”). The Notes will be guaranteed on a senior basis by certain of the Issuer’s subsidiaries within 90 days after the date of closing of the Offering. The Notes will be offered exclusively to investors outside of the United States.

Following the closing of the Offering, the Issuer expects to use the proceeds from the Offering, together with cash on hand, to fully redeem its outstanding €650 million 3.25% Senior Notes due 2023 (the “Redemption”) and pay the premium, costs, fees and expenses incurred in connection with the Offering and the Redemption.

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There will be no public offering of the Notes. The Notes will be offered and sold only to investors outside the United States in accordance with Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”). No assurance can be given that the offering will be completed or, if completed, as to the terms on which it will be completed. This announcement is for informational purposes only and does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any jurisdiction in which, or to any person to whom, such offer or solicitation would be unlawful. The Notes have not been, and will not be, registered under the Securities Act. The Notes may not be offered or sold in the United States absent registration or an exemption from registration. Any public offering of the Notes to be made in the United States will be made by means of a prospectus that may be obtained from the Issuer and that will contain detailed information about the Issuer and management, as well as financial statements.

This announcement is being distributed only to, and is directed at, (a) persons who are outside the United Kingdom, (b) persons who have professional experience in matters relating to investments who fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”), (c) high net worth entities, and other persons to whom it may otherwise lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order or (d) persons to whom an invitation or inducement to engage in an investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). The investments to which this announcement relates are available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such investments will be available only to or will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents. Persons distributing this announcement must satisfy themselves that it is lawful to do so.

This announcement does not constitute and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer within the meaning of the Directive 2010/73/EU (the “Prospectus Directive”). The offer and sale of the Notes will be made pursuant to an exemption under the Prospectus Directive, as implemented in Member States of the European Economic Area, from the requirement to produce a prospectus for offers of securities.

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This announcement has not been prepared and is not being distributed in the context of a public offering of financial securities in France within the meaning of Article L.411-1 of the French Monetary and Financial Code (“*Code monétaire et financier*”) and Title I of Book II of the *Règlement Général* of the French financial market authority (“*Autorité des marchés financiers*”). The Notes have not been and will not be offered or sold to the public in France and shall not be distributed or caused to be distributed to the public in France. The offering memorandum or any other offering material relating to the Notes and such offers, sales and distributions have been and will be made available in France only to (a) persons providing investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d’investissement de gestion de portefeuille pour compte de tiers*), and/or (b) qualified investors (*investisseurs qualifiés*) acting for their own account, as defined in, and in accordance with, Articles 411-1, L. 411-2 and D. 411-1, D. 411-4, D. 744-1, D. 754-1 and D. 764-1 of the French Monetary and Financial Code.

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views are based on a number of assumptions and are subject to various known and unknown risks, uncertainties and other facts, which in some cases are beyond our control. Such forward-looking statements are not guarantees of future performance and no assurance can be given that any future events will occur or that the Issuer's assumptions will prove to be correct.

The Issuer's ordinary share capital is listed on Euronext Paris. Pursuant to the commission implementing regulation (EU) 2016/1055 of June 29, 2016 laying down implementing technical standards with regard to the technical means for appropriate public disclosure of inside information and for delaying the public disclosure of inside information in accordance with Regulation (EU) No 596/2014 of the European Parliament and of the Council, this press release may contain inside information and has been sent to the Issuer's authorized broadcaster on April 23, 2019 at 17:45 CET.

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