

Capital increase reserved for the employees

Fnac Darty will launch on the 12th of June a capital increase reserved for the employees.

The key terms of this transaction are described below.

ISSUING COMPANY

Fnac Darty SA (*société anonyme*), a company incorporated in France

Listing: Euronext Paris (France)

Ordinary share ISIN code: FR0011476928

OBJECTIVES OF THE TRANSACTION

Fnac Darty's objective, through this transaction, which will be implemented in 6 countries, is to associate its employees more closely with the Group's development and performance.

TRANSACTION FRAMEWORK - SECURITIES OFFERED

At the Combined General Meeting of 23 May 2019, the Company's shareholders delegated to the Board of Directors the authority to decide to increase the share capital of the Company by issuing new shares reserved for employees of the Company, and its affiliated French and foreign companies, who are members of a Group savings plan.

In accordance with this delegation of authority, the Board of Directors, on 23 May 2019, decided in principle of a capital increase of up to a maximum of 530 000 ordinary Fnac Darty shares, reserved for the Company's employees, former employees and eligible corporate officers, members of a Fnac Darty Group savings plan, and those of its affiliated French and foreign subsidiaries, pursuant to the provisions of Articles L. 3332-1 *et seq.* of the French Labour Code. The number of shares issued under the transaction will be limited to the number of shares actually subscribed by the beneficiaries.

In accordance with the delegation granted by the Board of Directors, the Chief Executive Officer set the subscription price per share for this transaction at € 56.24 by a decision dated 7 June 2019. It is equal to the average opening price of the Fnac Darty share on the Euronext Paris market during the twenty trading days preceding this decision, minus a discount of 20%.

The shares issued will be entitled to dividend rights immediately and will be fully assimilated with existing shares as soon as they are issued.

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TERMS OF THE TRANSACTION

Beneficiaries of the offer

The offer is made pursuant to Article L. 3332-18 *et seq.* of the French Labour Code in the context of the Fnac Darty Group's Group Savings Plan (*PEG*) and International Group Savings Plan (*PEGI*).

It is open to employees of the Group subject to at least three months' service in the Group and located in the following countries: Belgium, Spain, France, Netherlands, Portugal and Switzerland.

Former retired and pre-retired employees who have retained assets in the PEG since leaving the Group are eligible for the transaction, without the benefit of the matching contribution.

Subscription formula

Beneficiaries will be able to subscribe Company's shares through a single subscription formula which presents a risk of capital loss insofar as the subscriber's investment will follow the evolution of the Fnac Darty share price upwards or downwards.

Employees will receive a matching contribution under the conditions described in the documentation prepared for them.

Shares holding method

The subscription will be carried out through an employee shareholding fund (*FCPE*) or through direct shareholding. Voting rights for the shares held in the FCPE will be exercised by the FCPE's Supervisory Board. Voting rights for the shares held directly will be exercised by the subscriber.

Lock-up period

Pursuant to Article L. 3332-25 of the Labour Code, the shares subscribed directly and the FCPE units will be blocked for a period of five years, unless one of the cases for early release provided for by Articles L. 3332-25 and R. 3334-22 of the Labour Code were to occur, as applicable in the various countries where the offer will be rolled out.

PROVISIONAL CALENDAR FOR THE TRANSACTION

Setting of the subscription price: 7 June 2019

Subscription period: from 12 June to 25 June 2019

Settlement-delivery of the offer: scheduled for 17 July 2019

SHARE LISTING

Fnac Darty's shares are listed on the Euronext Paris regulated stock exchange. Admission to trading on the Euronext Paris market for the Fnac Darty shares issued under the transaction will be requested as soon as possible after the capital increase. They will be admitted on the same listing line as the existing ordinary shares (ISIN code: FR0011476928) and will be fully assimilated upon their admission to trading.

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SPECIAL MENTION FOR INTERNATIONAL

This press release does not constitute an offer to sell or subscribe Fnac Darty shares. The Fnac Darty share offer is strictly reserved for the beneficiaries mentioned above and will only be carried out in the countries where the offer has been registered or notified to the proper local authorities and/or following the approval of a prospectus by the local authorities, or in consideration of an exemption from the requirement to draw up a prospectus or make a registration or notification of the offer.

This press release constitutes the information document required under Article 212-4 5° of the AMF General Regulation and AMF Instruction 2016-04.

CONTACTS

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