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### 2016 RESULTS KEY HIGHLIGHTS

### 2016 financial results are solid

- Group sales up **+2.0%**<sup>1</sup>
- Current operating income up **23%**
- Current Operating Free Cash Flow<sup>2</sup> up 17%
- Ajusted Reported Net Income<sup>2</sup> up 37%

Fnac Darty integration progressing rapidly  $\Rightarrow$  **\in130m** synergies to be delivered one year in advance (end of 2018)

• €9m synergies already delivered in 2016



NB : Pro Forma figures except for net income evolution (reported figures) 1 At comparable scope of consolidation and at constant forex 2 Excluding one off costs related to Darty acquisition





CHARGEZ-MOI LIBREMENT, DE 10 À 250¢ LORS DE VOTRE PASSAGE EN CAISSE TOUTE LA FNAC & TOUT DARTY DANS UNE CARTE CADEAU !



## PRELIMINARY REMARKS

CARTE CADEAU

UN LARGE CHOIX DE 10 MILLIONS DE CADEAUX

### NEW REPORTING SEGMENTS





Brazil accounted under « discontinued operations » (IFRS 5) following launch of divestment process



### REPORTED & PRO FORMA ACCOUNTS DEFINITION

### **Consolidation period for each perimeter**

	Reported accounts		Pro form	a accounts
	2015	2016	2015	2016
FNAC	Jan-Dec	Jan-Dec	Jan-Dec	Jan-Dec
DARTY	/	Aug-Dec	Jan-Dec	Jan-Dec

 Pro forma adjustments recorded in relation to accounting policy differences and Purchase Price Allocation ("PPA") provided in Appendix





## FINANCIAL REVIEW

CLICKOCC COLLECT

CLICK & 00

DARTY INVENTE UN BOUTON POUR TOUS LES APPAREILS

DARI

VOUS APPUVEZ ON VOUS RAPPELLE

DE LA MAISON.

LE BOUTON CONNECTE

- Group sales up +2.0%<sup>1</sup> for the full year 2016
- Current operating income up 23% to €203m
- **€9m** synergies already delivered
- Current Operating Free Cash Flow<sup>2</sup> up 17%
- Ajusted Reported Net Income<sup>2</sup> up 37%

NB : Pro Forma figures except for net income evolution (reported figures) 1 At comparable scope of consolidation and at constant forex

2 Excluding one off costs related to Darty acquisition

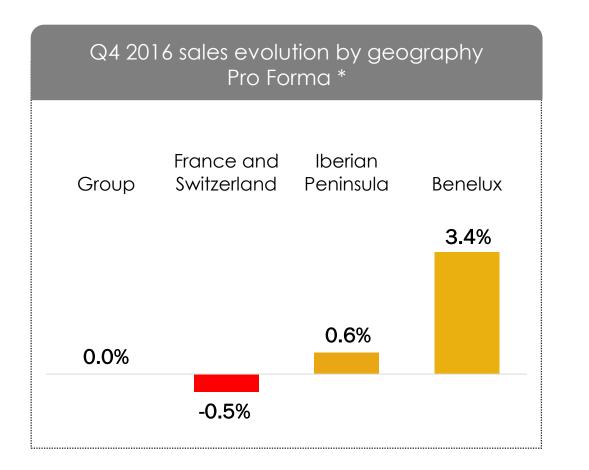




## OPERATIONAL PERFORMANCE

ANALYSIS IN PRO FORMA FIGURES

## SATISFACTORY SALES PERFORMANCE IN Q4 2016



#### Satisfactory stable Q4 2016 at 2,424€m

- Markets under pressure
- Gross margin improving

#### France Switzerland

- Fnac sales slightly growing while Darty sales penalized by market trends
- Double digit growth in internet sales
- Accelerating network expansion (+20 stores)

#### Iberian Peninsula

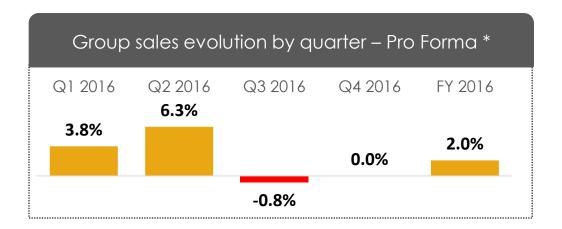
- Strong performance in Portugal
- Spain penalized by weaker markets

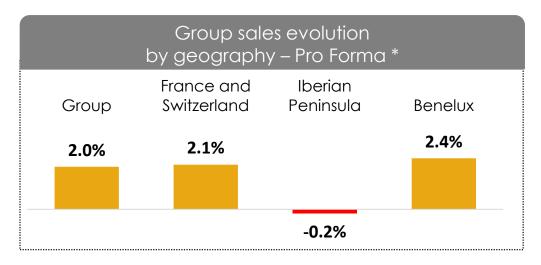
#### Benelux

Growth driven by internet and network
 expansion

\*At comparable scope of consolidation and at constant forex

### FY 2016 GROUP SALES : +2.0%\*





\*Pro Forma At comparable scope of consolidation and at constant forex

#### Context:

- H1 benefiting from TV digital switch in France
- Weaker markets in H2
- Underlying consumption environment remains sluggish
- Competition still strong

### 2016 Group initiatives

- Web performance driven by omnichannel, marketplace and delivery services improvement
- Acceleration of expansion : 67 new stores
- New products and services
- Gross margin under control: strong improvement during the year
  - -20bp in FY 2016
  - +30bp in H2 2016



### CURRENT OPERATING INCOME UP 23% TO €203M PRO FORMA

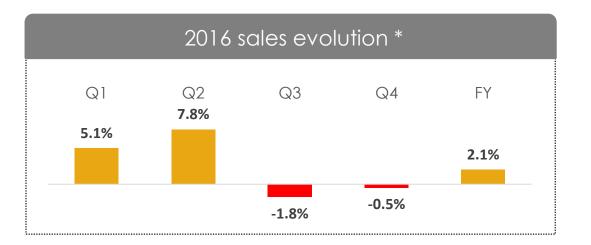
€m	2015 Pro Forma	2016 Pro Forma	% Change
REVENUES	7,278	7,418	1.9%
Gross Margin % Revenues	<b>2,188</b> 30.1%	<b>2,218</b> 29.9%	-20bp
Total costs % Revenues	<b>-2,023</b> -27.8%	<b>-2,015</b> -27.2%	-60bp
Current operating income	165	203	23%
% Revenues	2.2%	2.7%	+50bp

- Sales up **+1.9%** and **+2.0%** at constant Forex
- Gross Margin under control despite Franchise dilutive effect reflecting well managed commercial policy
  - Gross Margin up +30bp in H2 2016
- Costs savings programs progressing well at Fnac and Darty
  - Fnac 2016 costs savings of €43m vs. €30-40m objective
- Synergies ahead of schedule : €9m in 2016
- Current operating income up 23%
- Current operating margin up 50bp at 2.7%



## FRANCE AND SWITZERLAND : STRONG GROWTH

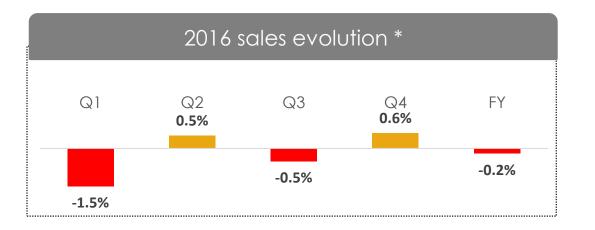
€m	2015	2016	% Change
Revenues	5,734	5,854	2.1%
Life-for-like			2.4%
Current operating income	131.4	176.3	34.2%
Operating margin	2.3%	3.0%	



- Peak in sales in H1 due to TV digital switch, good resilience in H2 in more difficult markets
- Internet and Omnichannel growing faster
- Acceleration of network expansion :
   58 new stores
- Good execution of costs savings plans
- Strong growth in operating margin
   (+70bps at 3.0%)
- Fnac Darty integration progressing well

\*At comparable scope of consolidation and at constant forex

€m	2015	2016	% Change
Revenues	657	656	-0.2%
Life-for-like			-0.6%
Current operating income	24.2	23.2	<b>-4</b> .1%
Operating margin	3.7%	3.5%	

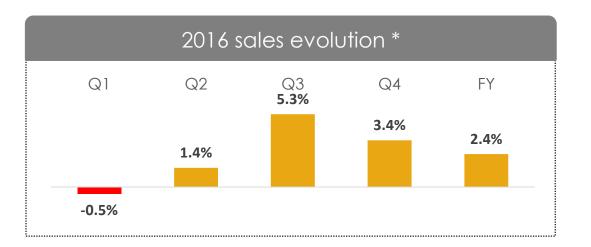


#### Contrasted consumption trends

- Markets difficult and competitive in Spain
- Portugal performance improving quarter after quarter benefiting from consumption trend
- Expansion pace is accelerating : +5 stores in 2016
- Gross margin well controlled
- Excluding exceptional closing costs of Fnac Castellana in Madrid, current operating income +7,4%, margin up 30Bp at 4.0%



€m	2015	2016	% Change
Revenues	887	908	2.4%
Like for Like			1.3%
Current operating income	9.6	3.8	-60.0%
Operating margin	1.1%	0.4%	



- Positive growth notably driven by internet and network expansion (+4 stores)
- Vanden Borre offering a robust and healthy model
- Operating margin impacted mainly by BCC
  - BCC 2016 performance penalized by IT and operating issues in H2 2015
  - Transformation plan defined in Q4 2016

\*At comparable scope of consolidation and at constant forex

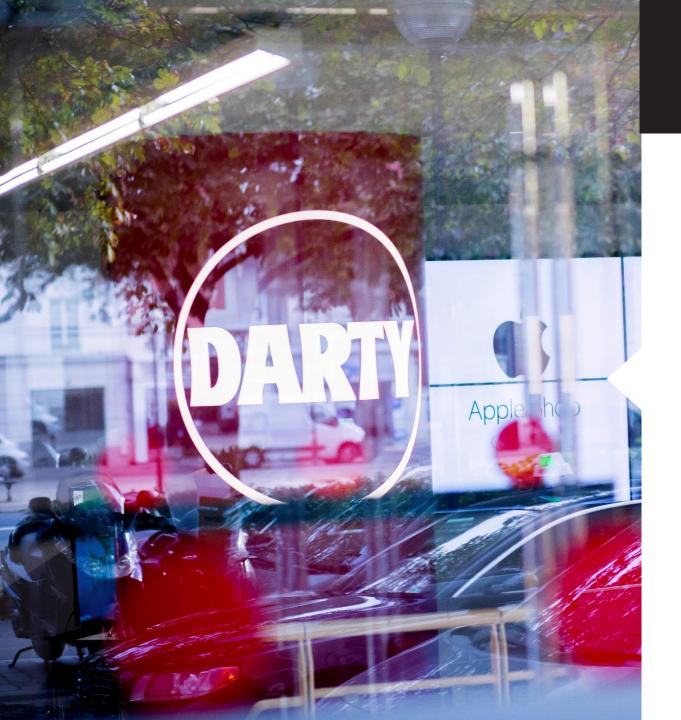
### STRONG FREE CASH FLOW GENERATION

€m	2015	2016	% Change
Cash flow from operations before tax, dividends and interest	198	203	2.5%
Change in working capital	117	138	17.9%
CAPEX	-103	-117	13.6%
Property disposals	34	15	-55.9%
Tax	-33	-46	39.4%
Operating Free Cash flow Pro Forma	213	193	<b>-9.4</b> %
Current Operating Free Cash Flow Pro Forma*	219	256	16.9%

- Current Free cash flow up +17% to €256m
- Good management of working capital
- Capex under control
- Reduced contribution from real estate disposals (paused in August 2016)
- Significant non-current cash items related to Darty acquisition
- +30% in Current Operating Free Cash flow excluding property disposals

\* Excluding one-off costs related to Darty acquisition





## FINANCIAL RESULTS

ANALYSIS IN REPORTED FIGURES

## 2016 REPORTED P&L AJUSTED NET INCOME UP 37%

€m	2015* reported	2016 reported	% Change
Revenues	3,739	5,369	+43.6%
Current operating income	85	161	+89.5%
Non-current operating income and expenses	-10	-39	N/A
Operating income	75	122	+62.0%
Financial charges	-11	-76	N/A
Тах	-14	-24	
Net income continuing operations	50	22	-56.6%
Net income discontinued operations	-2	-22	
Consolidated Net income	48	0	N/A
Ajusted net income continuing operations **	54	74	37%

- Revenues and current income growths mainly driven by Darty consolidation
- Non current charges related to Darty acquisitions: €21m
- Non current financial charges related to Darty acquisition: €46m
- Discontinued operations include Brazil, (some assets write off following IFRS 5 classification)
- Adjusted net income\*\* continuing operations: +37%

\* Restated following the reclassification of Brazil in discontinued operations

\*\* Excluding one-off costs related to Darty acquisition (financial charges and non-current operating expenses)



### NON CURRENT OPERATING INCOME AND EXPENSES

€m	2015 reported*	2016 reported
Expenses related to Darty acquisition	-6	-21
Restructuring costs	-3	-7
Others	-1	-11
Total non current operating expenses	-10	-39

\* Restated following the reclassification of Brazil in discontinued operations



### FINANCIAL CHARGES

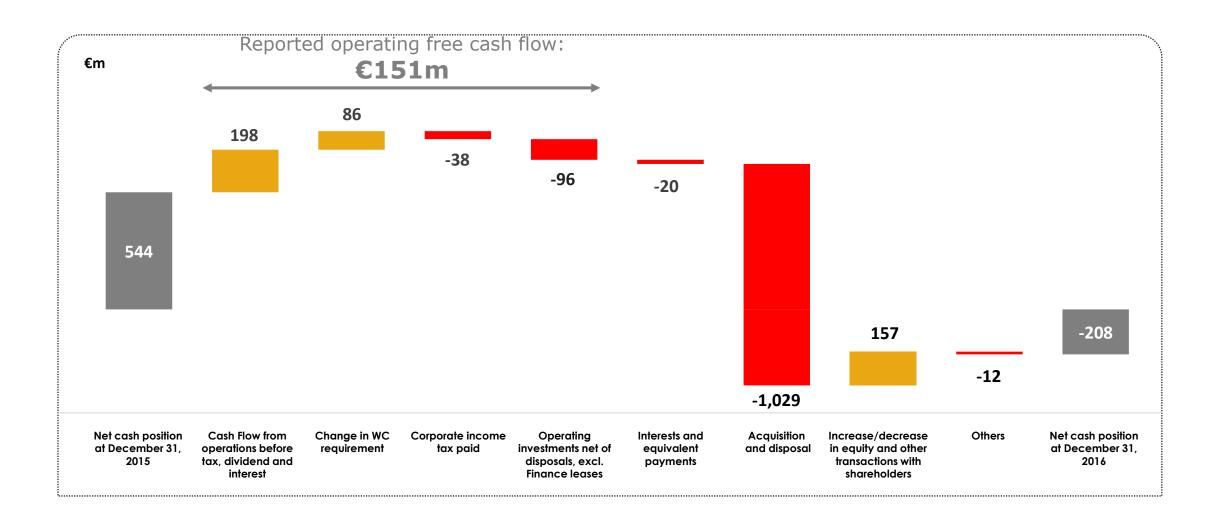
€m	2015 reported *	2016 reported
Cost of net indebtedness	-6	-53
of w. one-off expenses related to Darty acquisition financing		-31
Other financial charges (net)**	-5	-23
of w. Darty bond make - whole payment		-15
Financial charges (net)	-11	-76
of w. one-off expenses related to Darty acquisition		-46

(\*) Restated following the reclassification of Brazil in discontinued operations

(\*\*) Includes expense on the cost of free consumer credit. the impact of discounting assets and liabilities and one-off fees related to the revolving credit facility



### CHANGE IN NET DEBT





### LONG TERM FINANCING IS IN PLACE

#### FINANCING

 BOND
 Coupon: 3.25%

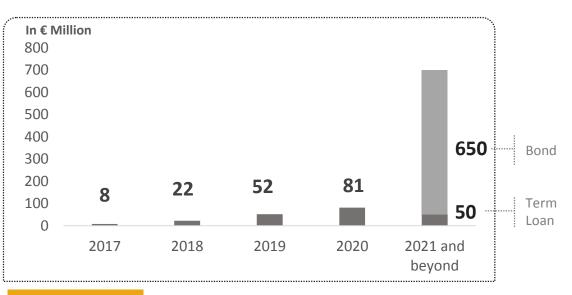
 €650M
 Maturity: Sept 2023

TERM LOANEuribor +250bps€200MMaturity: avril 2021



Euribor +200bps Maturity: avril 2021 Undrawn at the end of 2016

### **MATURITY PROFILE**



### RATING

Standard & Poor's: BB Moody's: Ba2

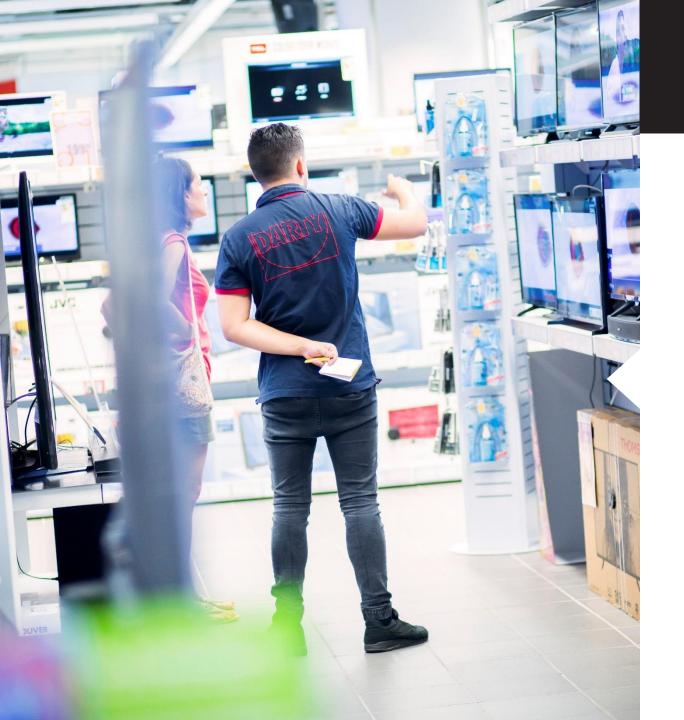


€m	31/12/2015	31/12/2016
Shareholders' funds	564	1,040
Net Debt	-544	208

Strong equity

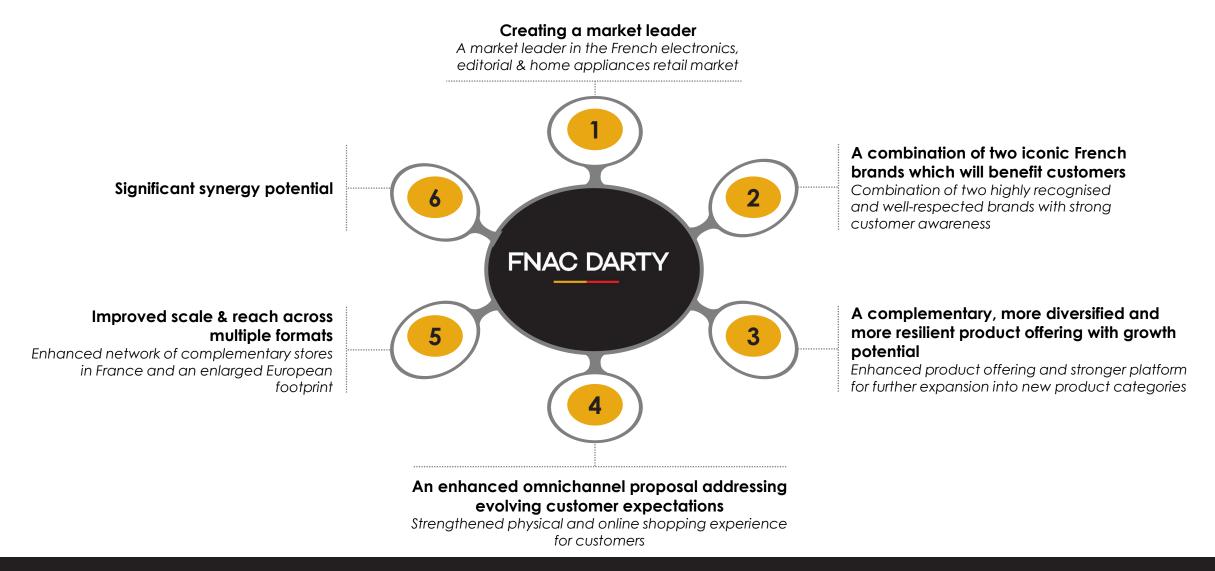
- Reasonable leverage
- Ownership of a significant real estate portfolio from Darty





## STRATEGIC REVIEW

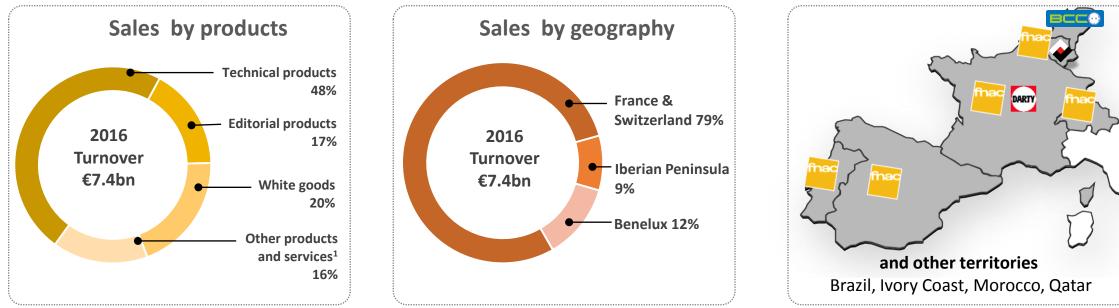
### FNAC DARTY CREATION OF A LEADER





### FNAC DARTY PROFILE

- €7,4Bn revenue 27 000 employees
- Top 3 European Omnichannel Retailer in household appliances, consumer electronics and entertainment products
  - Strong leadership positions in key markets
  - Inspiring, well-respected and complementary brands
- Dense store network in 10 countries and a powerful online presence
  - 664 stores worldwide #2 e-commerce site in France
- Large base of loyal customers
- Leadership position in Ticketing in France



<sup>1</sup> Include: Ticketing, B2B, after sales service, membership fees, franchise fees, insurance, consumer credit



## ICONIC COMPLEMENTARY BRANDS



#### Values:

Independence, Passion, Discovery

**72%** spontaneous brand awareness for Editorial Products in France<sup>(1)</sup>

**47%** spontaneous brand awareness for Consumer Electronics in France<sup>(1)</sup>



"Le contrat de confiance"

#### Values:

Service, Confidence, Accessible

Top-of-mind brand awareness in home appliances in France

Darty enjoys **61%** spontaneous brand awareness for White Goods in France<sup>(2)</sup>

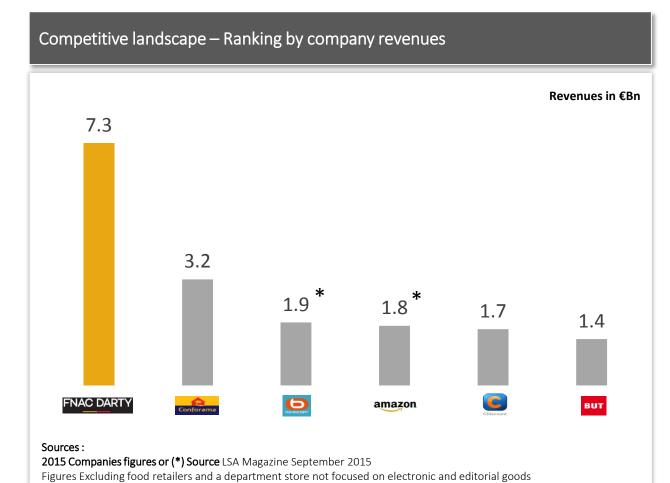
(1) Source: CSA – 2014 brand awareness survey

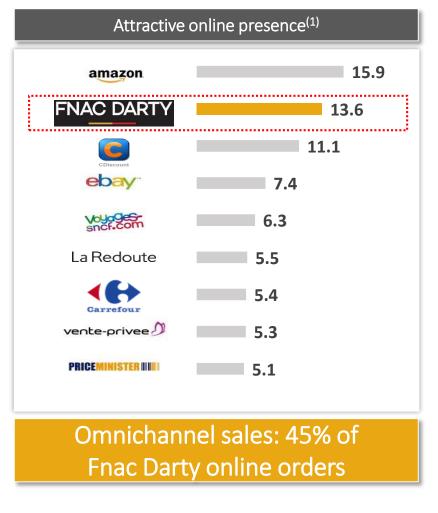
(2) Source: TNS report March 2016

Spontaneous brand awareness: independently recalling a brand's name in a given sector, without any aid or suggestion



### STRONG LEADERSHIP POSITION

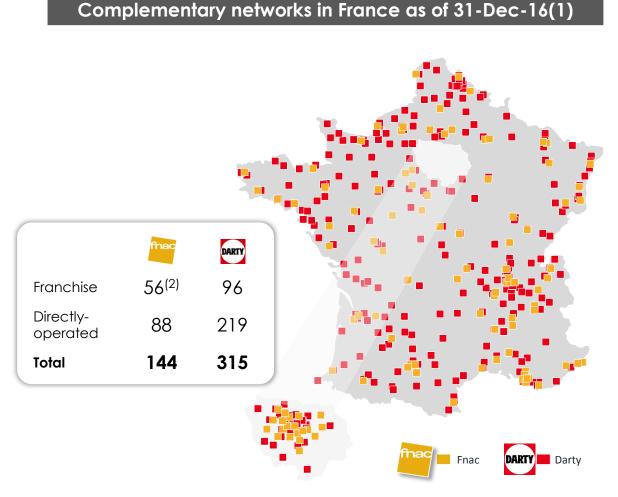




(1) MEDIAMETRIE FEVAD - Number of monthly unique visitors in France in millions in the first quarter of 2016



### A DENSE MULTIFORMAT STORE NETWORK ENHANCING CUSTOMER PROXIMITY



(1) Squares can indicate more than one store(2) including franchise operations in Qatar, Morocco and Ivory Coast

#### International presence as of 31-Dec-16 fnac Spain: 29 stores Portugal: 23 stores fnac Belgium: 74 stores Netherlands: 73 stores Switzerland: 6 stores **Diversified store formats** Traditional High street or prime shopping centres **Outskirts** ac Retail parks outside larger cities



**Proximity** wwntown location (smaller cities)



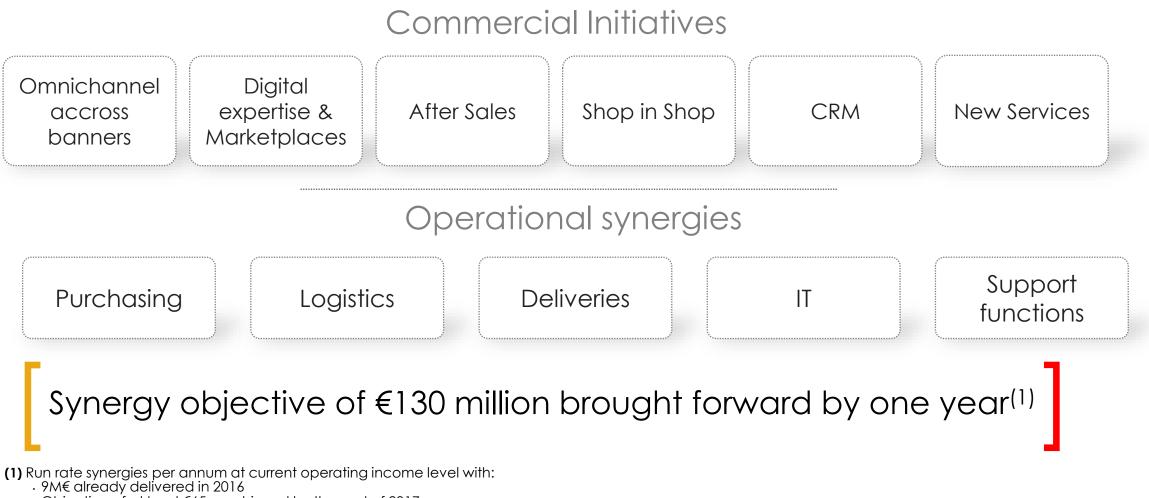
**Connect** Dedicated to smartphones and connected devices



**Travel** Railway & airports (including Duty free areas)



### FNAC DARTY OFFERS STRONG VALUE CREATION POTENTIAL



- Objective of at least €65m achieved by the end of 2017.
- €110m one-off implementation costs, including Capex



### NEW INITIATIVES BEYOND SYNERGIES

SEAMLESS OMNICHANNEL EXPERIENCE

THREE DIFFERENCIATING PILLARS **Store** Multi-format expansion in franchise Customer service Digital store experience

### **Customers**

Powerful value proposition Personalized relationship Membership programs Data analytics/ targeting Best value proposition: Innovation Omnichannel & Services **Digital** Marketplace Mobile Renowned delivery services

### After sales

Efficient and distinctive service Innovative assistance solutions

### New Products and services

Kitchen, Leasing, Insurance





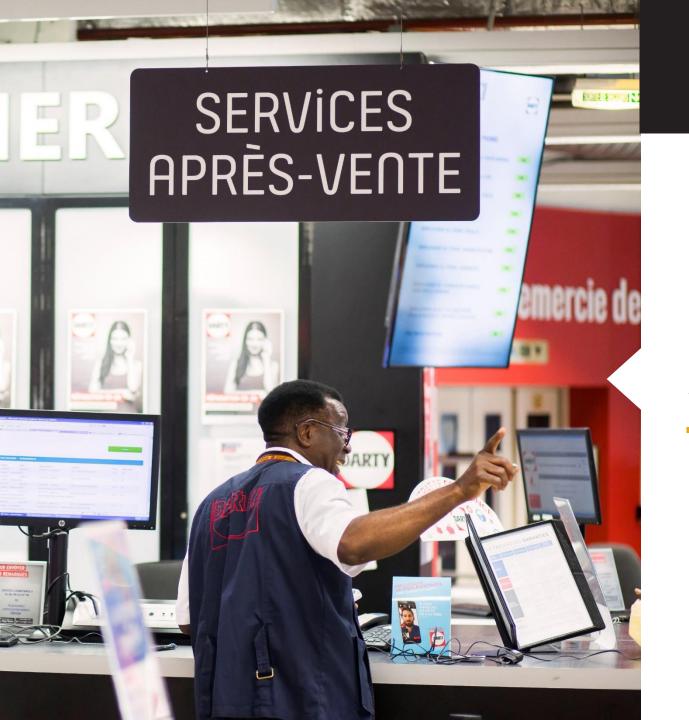
## CONCLUSION

2016 results demonstrate Fnac Darty strong potentials

■ €130M Synergies one year ahead of schedule

Fnac Darty ready to roll-out new initiatives





### APPENDICES

### DEFINITIONS

#### Pro-forma

The figures present the situation by taking into account Darty's inclusion in the scope of consolidation as from January 1, 2015.

The *pro-forma* financial information includes the consolidated income statements of Fnac and Darty produced on an individual basis after alignment of the accounting policies and impacts of purchase price allocation.

#### **Definition of current operating income**

The monitoring of the Group's operating performance uses the current operating income as the main operating balance. It is defined as the difference between the total operating profit and the "Other non-current operating income and expenses". Recurring operating income is an intermediate line item intended to facilitate the understanding of the entity's operating performance that can be used as a way to estimate recurring performance.

#### **Definition of EBITDA and EBITDAR**

EBITDA = Current operating income before depreciation, amortization and provisions on fixed operational assets. EBITDAR = EBITDA before rent costs.

#### Definition of free cash flow from operations

This financial indicator measures net operating cash flow and gross operating investment flow (defined as purchases and sales of tangible and intangible non-current assets, and the change in supplier accounts payable for non-current assets).



### KPI - PRO FORMA & REPORTED

	Reported				Pro forma	
€m	2015	2016	Var.	2015	2016	Var.
Revenues	3,739	5,369	43.6%	7,278	7,418	1.9%
Current operating income	85	161	89.5%	165	203	23.1%
Consolidated net income continued operations	50	22	-56.6%			
Current* net income continued operations	54	74	+37%			

Operating free cash flow	97	151	55.7%	213	193	-9.4%
Current* operating free cash flow	n/a	n/a		219	256	17%

\* excluding Darty acquisition costs



## Q4 AND FY REVENUE REPORTED

		Cł	nange vs Q4 2	2015		Change vs 2015			
€m	Q4 2016	Reported	at constant FX and comparable scope of consolidation	Like for like at constant FX	2016	Reported	at constant FX and comparable scope of consolidation	Like for like at constant FX	
France and Switzerland	1,937	81.9%	82.0%	81.8%	4,219	45.5%	45.7%	45.4%	
lberian Peninsula	224	0.6%	0.6%	-0.4%	656	-0.2%	-0.2%	-0.6%	
Benelux	263	326.4%	326.4%	312.3%	494	170.0%	170.0%	164.7%	
Group	2,424	79.6%	79.7%	79.0%	5,369	43.6%	43.7%	43.3%	



## Q4 AND FY REVENUE PRO FORMA

		C	hange vs Q4 :	2015		Change vs 2015			
€m	Q4 2016	Change	at constant FX and comparable scope of consolidation	Like for like at constant FX	2016	Change	at constant FX and comparable scope of consolidation	Like for like at constant FX	
France and Switzerland	1,937	-0.5%	-0.5%	-0.3%	5,854	2.1%	2.1%	2.4%	
lberian Peninsula	224	0.6%	0.6%	-0.4%	656	-0.2%	-0.2%	-0.6%	
Benelux	263	3.4%	3.4%	2.7%	908	2.4%	2.4%	1.3%	
Group	2,424	0.0%	0.0%	0.0%	7,418	1. <b>9</b> %	2.0%	2.0%	



## Q1-Q2-Q3 REVENUE PRO FORMA

		Ch	ange vs Q´	2015		Chc	ange vs Q2	2 2015		Chc	inge vs Q3	3 2015
€m	Q1 2016	Change	at constant FX and comparable scope of consolidation	Like for like at constant FX	Q2 2016	Change	at constant FX and comparable scope of consolidation	FX	Q3 2016	Change	at constant FX and comparable scope of consolidatio n	Like for like at constant FX
France and Switzerland	1,348	5.1%	5.1%	5.4%	1,254	7.7%	7.8%	7.9%	1,315	-1.8%	-1.8%	-1.3%
Iberian Peninsula	149	-1.5%	-1.5%	-2.2%	134	0.5%	0.5%	-0.5%	150	-0.5%	-0.5%	-0.7%
Benelux	226	-0.5%	-0.5%	-2.9%	194	1.4%	1.4%	1.2%	225	5.3%	5.3%	4.2%
Group	1,723	3.7%	3.8%	3.6%	1,582	6.2%	6.3%	6.3%	1,690	-0.8%	-0.8%	-0.6%



### 2016 SALES BY CATEGORY PRO FORMA

		Change			
€m	2016	Change	at constant FX and comparable scope of consolidation		
Technical products	3,554	2.9%	2.9%		
Editorial products	1,245	-4.1%	-4.2%		
White goods	1,452	0.2%	0.2%		
Other products and services	1,167	8.6%	8.8%		
Total sales	7,418	1.9%	2.0%		



### H1 AND H2 REVENUE PRO FORMA

		Change vs H1 2015				Change vs H2 2015		
€m	H1 2016	Change	at constant FX and comparable scope of consolidation	Like for like at constant FX	H2 2016	Change	at constant FX and comparable scope of consolidation	Like for like at constant FX
France and Switzerland	2,602	6.3%	6.4%	6.5%	3,252	-1.0%	-1.0%	-0.7%
lberian Peninsula	282	-0.6%	-0.6%	-1.4%	374	0.1%	0.1%	-0.5%
Benelux	420	0.3%	0.3%	-1.0%	488	4.2%	4.2%	3.4%
Group	3,304	<b>4.9</b> %	4.9%	4.9%	4,114	-0.3%	-0.3%	-0.2%



### H1 AND H2 P&L PRO FORMA

€m	H1 2016	H2 2016
Revenues	3,304	4,114
Gross Margin	988	1,229
Personnel costs	-553	-580
Other expenses	-431	-450
Current operating income	4	199
Non-current operating income and expenses	-36	-55
Operating income	-32	145



#### P&L PRO FORMA AND REPORTED

<b>2016</b> in €m	2016 Reported	Period adjustements	Accounting adjustements	PPA effects <sup>**</sup>	2016 Pro forma
Revenues	5,369	2,050	-0		7,418
Current operating income	161	38	7	-3	203
<b>2015</b> in €m	2015 Reported*	Period adjustements	Accounting adjustements	PPA effects <sup>**</sup>	2015 Pro-forma
Revenues	3,739	3,539	-0		7,278
Current operating income	85	89	-0	-9	165

\* Restated following the reclassification of Brazil in discontinued operations

\*\* PPA: Purchase price allocation



#### PRO FORMA EBITDA & EBITDAR

	2015	2016
Current operating income	165	203
Net depreciation and amortization charges	108	102
EBITDA	273	305
Rents	213	206
EBITDAR	487	511



## CASH FLOW STATEMENT

€m	December 31, 2015	December 31, 2016
Net cash as of January 1	535	544
Operating Free Cash Flow	97	151
Interest paid net of interest and dividens received	-3	-20
Acquisition / disposal of subsidiaries net of cash transferred	-3	-1,029
Acquisition / disposal of other financial assets (net)	-4	1
Increase / decrease in equity and other transactions with shareholders	-66	157
Cash flow related to discontinued activities	-13	-9
Others	2	-3
Change in Net Cash	9	-752
Net Cash as of December 31	544	-208

\* Restated following the reclassification of Brazil in discontinued operations



### WORKING CAPITAL

€m	As of December 31, 2015	As of December 31, 2016
Inventories	467	1,061
Accounts receivable	87	191
Accounts payable	-761	-1,449
Other operational working capital including accounts receivable and payable related to CAPEX	-286	-608
Operational Working capital	-493	-805
Financial account receivable	6	16
Accounts receivable and payable relative to tax	-8	-34
Working capital	-495	-823



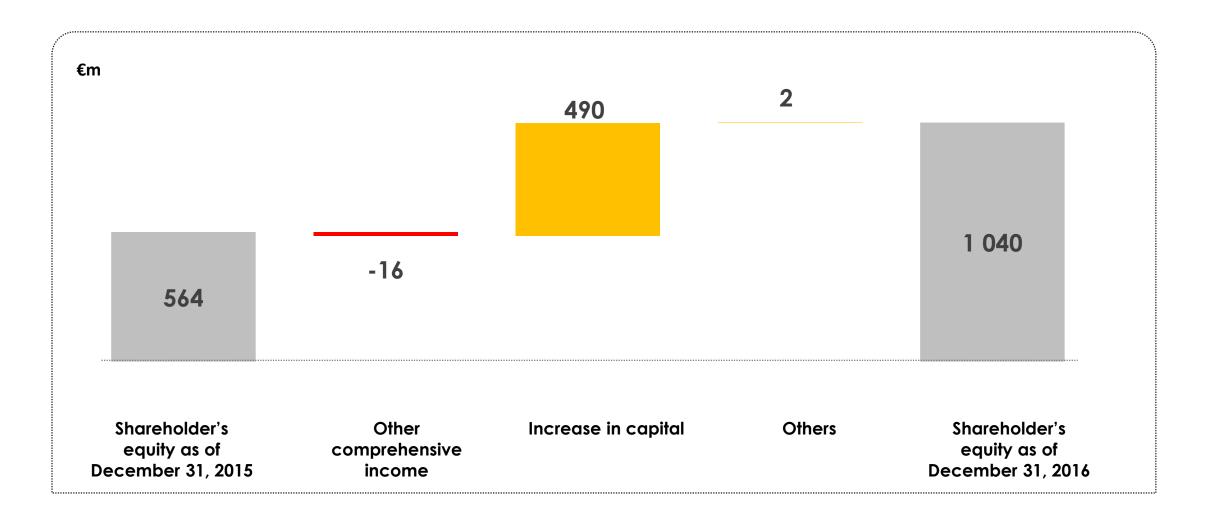
# BALANCE SHEET

Assets in €m	FY 2015	FY 2016
Goodwill	332	1,605
Intangible assets	71	458
Tangible assets	157	436
Investments in associates	0	20
Non-current financial assets	8	16
Deferred tax assets	37	45
Other non-current assets	0	0
Non-current assets	606	2,579
Inventories	467	1,061
Accounts receivable	104	210
Current tax receivables	6	19
Other current financial assets	12	26
Other current assets	173	339
Cash & cash equivalents	545	655
Current assets	1,307	2,310
Assets held for sale	0	71
Total assets	1,913	4,960

Equity and Liabilities in €m	FY 2015	FY 2016
Share capital	17	26
Reserves related to equity	497	978
Conversion reserves	-14	-4
Other reserves	57	34
Equity Group Share	557	1,033
Equity attributable to minority interests	7	7
Equity	564	1,040
Long-term liabilities	0	855
Provisions for retirement and similar benefits	77	186
Deferred tax liabilities	0	133
Other non current liabilities	0	192
Non-current liabilities	78	1,367
Short-term liabilities	0	8
Other current financial liabilities	6	10
Accounts payable	817	1,599
Provisions	14	32
Tax liabilities	14	53
Other current liabilities	420	816
Current liabilities	1,271	2,518
Liabilities associated with assets classified as held for sale	0	35
Total liabilities and equity	1,913	4,960



### SHAREHOLDERS' FUNDS





#### EXCHANGE RATES

vs EUR	2015	2016
BRL (Brazil)	3.69	3.86
CHF (Switzerland)	1.07	1.09
GBP (UK)	0.73	0.82



	December 31, 2015			December 31, 2016		
	Owned	Franchised	Total	Owned	Franchised	Total
France and Switzerland*	314	99	413	313	152	465
Iberian Peninsula	48	1	49	50	2	52
Benelux	146	0	146	147	0	147
Group**	508	100	608	510	154	664

\*Included 4 Fnac foreign stores: 1 in Morocco,1 in Qatar and 2 in Ivory Coast;

7 Darty overseas stores: 1in Martinique, 1 in Guadeloupe, 1in French Guiana, 1 in Réunion et 3 in New Caledonia.

\*\* Brazil has 12 stores on December 31, 2016

