

Executive Corporate Officer remuneration

The Board of Directors of Fnac Darty, in its meeting on May 18, 2022, on the recommendation of the Appointments and Compensation Committee, decided to implement a long-term incentive scheme for Mr. Enrique Martinez, Chief Executive Officer.

Long-term remuneration

The scheme consists of allocating 48,316 performance shares as part of a three-year plan (from May 18, 2022 to May 17, 2025).

The final vesting of these performance shares is subject to:

- 25% of the fulfilment of a stock market performance condition measured by the Company's Total Shareholder Return (TSR) compared to a panel of companies in the consumer distribution sector, for the entire period of acquisition in 2025 for the 2022-2024 period, it being specified that no shares may be acquired under this criterion in the event of performance below the median of the panel;
- 50% of the fulfilment of a performance condition linked to the achievement of a level of Free Cash-Flow assessed for the entire vesting period in 2025 taking into account the cash-flow generated by the Group during the 2022, 2023 and 2024 financial years;
- 15% of the fulfilment of a performance condition linked to the company's social and environmental responsibility assessed for the entire vesting period in 2025, taking into account the growth of the Group's sustainability score during fiscal years 2022, 2023 and 2024;
- 10% of the fulfilment of a performance condition linked to the company's social and environmental responsibility assessed for the entire vesting period in 2025, taking into account the reduction of the Group's CO2 emissions during fiscal years 2022, 2023 and 2024;
- A condition of presence on May 17, 2025, the end date of the plan.

These performance criteria do not permit final acquisition of the shares in the event that a trigger threshold is not achieved.

The performance conditions of the performance share plan are detailed below:

	Criterion weight	By criterion, % shares acquired below the threshold	By criterion, % shares acquired at the threshold	By criterion, % shares acquired at target	Goal Threshold	Objective Target
Relative TSR	25%	0,00%	12,50%	25,00%	Median	1st quartile
Free Cash-Flow	50%	0,00%	12,50%	50,00%	80% of Target	Target
CSR - Average annual growth rate of sustainability score	15%	0,00%	3,75%	15,00%	Target - 0.6 points	Target
CSR - Average annual reduction rate of CO2 emissions	10%	0,00%	2,50%	10,00%	Target + 0.71 points	Target
Total	100%	0%	31,25%	100%		

TSR panel: Kingfisher, Currys, Best Buy, WH Smith, Carrefour, Casino, Maison du Monde, Ceconomy, Fnac Darty

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Shareholding and retention requirement

On the recommendation of the Compensation Committee, the Board of Directors, at its meeting on April 28, 2017, defined the retention requirements under Articles L. 225-185 and L. 225-197-1 of the French Commercial Code applicable to shares arising from free share allocations and the exercise of options, in accordance with the following terms and conditions:

Executive corporate officers are required to hold a minimum number of shares in their own names, until the termination of their duties, corresponding to 25% of the finally acquired shares (net of expenses and taxes and of any divestments required for the exercise of options) for each of the free share allotment plans and stock options plans granted to them by the Board from the date of their appointment, whereby it is specified that any plans from which they may previously have benefited as employees are not included.

However, this percentage is reduced to 5% if the number of shares held by the executive corporate officers under the free share allocation and the exercise of options, under all plans, represents an amount that is equal to twice their gross annual fixed remuneration, which is the minimum number of shares that the executive corporate officers must hold in their own names until the termination of their duties under Section 23 of the French AFEP-MEDEF Code.

In accordance with the recommendations of the AFEP-MEDEF Code, executive corporate officers who are beneficiaries of stock options and/or performance shares make a formal commitment not to use hedging transactions on either options or shares from exercising of options or performance shares, until the end of the share retention period set by the Board of Directors.