

AGREEMENT

BETWEEN

FNAC-DARTY

AND

RUBY

**FOR THE AMENDMENT OF THE MINIMUM ACCEPTANCE CONDITION PURSUANT
TO ARTICLE 2.2, LET. B, OF THE INVESTMENT AGREEMENT DATED 16 JULY 2024**

Dated 7 October 2024

AGREEMENT FOR THE AMENDMENT OF THE MINIMUM ACCEPTANCE CONDITION PURSUANT TO ARTICLE 2.2, LET. B, OF THE INVESTMENT AGREEMENT DATED 16 JULY 2024

BETWEEN

- (1) **FNAC-DARTY**, a *société anonyme* organized under the laws of France, whose registered office is located at ZAC Port d'Ivry, 9 rue des Bateaux Lavoires, 94200, Ivry-sur-Seine, France, with a share capital of €27,778,578 and whose identification number is 055 800 296 RCS Créteil, duly represented for the purpose hereof,

being hereinafter referred to as the “**Fnac-Darty**”;

AND

- (2) **RUBY Equity Investment S.à r.l.**, a limited liability company organized under the laws of Luxembourg, whose registered office is located at 2 Place de Paris, 2314 Luxembourg, Grand Duchy of Luxembourg and whose identification number is B222534, duly represented for the purpose hereof,

being hereinafter referred to as the “**Ruby**”;

Fnac-Darty and Ruby are hereinafter referred to individually as a “**Party**” and collectively as the “**Parties**”.

WHEREAS:

- A.** On 16 July 2024 the Parties entered into an investment agreement setting forth (i) the terms and conditions of the overall transaction involving, among other things, the launch of a public voluntary tender and exchange offer on all the shares of Unieuro (the “**Voluntary Tender Offer**” or “**VTO**” or “**Offer**”) and (ii) the undertakings of each of the Parties in connection therewith (the “**Investment Agreement**”);
- B.** the initial period during which the shareholders of Unieuro may tender their Unieuro shares to the Offer started on 2 September 2024 and will end on 25 October 2024;
- C.** with this agreement the Parties intend (i) to amend the definition of “Minimum Acceptance Condition” under Article 1.1 of the Investment Agreement, in order to reduce the relevant stake in the share capital of Unieuro from 90% to 66.67% as well as (ii) to make the relevant additional amendments to the Investment Agreement required for coordination purposes.

THE PARTIES HEREBY AGREE AS FOLLOWS:

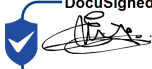
Article 1. AMENDMENT OF THE MINIMUM ACCEPTANCE CONDITION AND OTHER CONSEQUENT AMENDMENTS

- (a) In compliance with Article 2.2, let. b) of the Investment Agreement, the Parties hereby agree to amend the definition of «Minimum Acceptance Condition» under Article 1.1 (« Definitions») of the Investment Agreement as follows: «Fnac-Darty and Ruby, as well as any person acting in concert with them, coming to hold, upon completion of the initial acceptance period of the Offer – as a result of tenders in the Offer and/or any purchases made outside the Offer pursuant to applicable Law during or ahead of the initial acceptance period – a direct and/or indirect stake equal at least to 66.67% of the Company’s share capital».
- (b) The Parties hereby agree to amend Article 6.2, let.(a) (ii) («Closing of the HoldCo Contributions») of the Investment Agreement as follows: «the latest of the Initial Offer Closings if the Results Notice is such that the Sell-Out and the Squeeze-Out are not applicable».

Article 2. MISCELLANEOUS

- (a) This agreement shall not supersede, replace or novate the Investment Agreement which, save as expressly set out in this letter, shall remain in full force and effect.
- (b) Articles 13 (Miscellaneous), 14 (Electronic signature), 15 (legal assistance) and 16 (Governing Law – Disputes) shall apply, mutatis mutandis, also to this agreement.

Executed electronically by means of an identification process implemented by DocuSign in accordance with article 1366 *et seq.* of the French Civil Code.

DocuSigned by:

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Fnac-Darty
By: Enrique Martinez
As: CEO

DocuSigned by:

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Ruby
By: Marek Spurny
As: Director A

Signé par :

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Ruby
By: Pascal Leclerc
As: Director B