FNAC DARTY

Ivry-sur-Seine – France, 28 May 2025

Executive Corporate Officer Compensation

In accordance with the compensation policy approved by the General Meeting on May 28, 2025, and on the recommendation of the Appointments and Compensation Committee, the Fnac Darty Board of Directors decided, at its meeting held on that same date, to implement a long-term incentive scheme for Mr. Enrique Martinez, the Chief Executive Officer, and determined the terms of payment for his variable compensation.

Long-Term Compensation

The allocated plan benefits the Chief Executive Officer and, under the same conditions, managers eligible for the long-term profit-sharing schemes set up each year. As for the Chief Executive Officer, the scheme consists of allotting 81,394 performance shares as part of a three-year plan (from May 28, 2025 to May 27, 2028 at midnight).

The vesting of these performance shares is subject to:

- For 25%, the fulfillment of market performance conditions to be measured in 2028 based on the following two criteria, which each account for 12.5% of the plan:
    - the Company's Total shareholder Return (TSR) compared with a selection of mass-market retailers, assessed based on the market performance between the start of the plan (the 60 trading days prior to May 1, 2025) and the end of the plan (the 60 trading days prior to May 1, 2028);
    - the growth of the Company's share price, assessed in exactly the same way as the previous criterion, but expressed in terms of absolute growth rather than in relation to a selection of other companies.
- For 50%, the fulfillment of financial performance conditions to be measured in 2028 based on the following two criteria, which each account for 25% of the plan:
    - free cash-flow, assessed based on the cash-flow generated by the Group during the years 2025-2027.
    - revenue, assessed based on the Group's average revenue for the years 2025–2027.
- For 25%, the fulfillment of CSR performance conditions to be measured in 2028 based on the following two criteria, which each account for 12.5% of the plan:
    - reduction in CO_2 emissions at Group level (excluding Unieuro), assessed by taking the Group's CO_2 emissions in 2027 and comparing them with its emissions in 2019.
    - the Feminization Rate of the group leadership at the end of 2027.
- The condition of still being at the Company on May 27, 2028, at midnight.

These performance criteria do not permit vesting of the shares in the event that a trigger threshold is not reached.

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

	Weight of each criterion	Per criterion, % shares acquired under the threshold	Per criterion, % shares acquired at the threshold	Per criterion, % shares acquired at target	Threshold objective	Target objective
Market Performance						
Relative TSR	12.5%	0.00%	0.00%	12.50%	Median	1st quartile
Share price growth	12.5%	0.00%	6.25%	12.50%	0%	Target
Financial Performance						
Free Cash-Flow	25.00%	0.00%	12.50%	25.00%	83% of target	Target
Revenue	25.00%	0.00%	12.50%	25.00%	98% of target	Target
CSR Performance						
Feminization of the leadership group	12.50%	0.00%	6.25%	12.50%	92% of target	Target
Reduction in CO_2 emissions	12.50%	0.00%	6.25%	12.50%	83% of target	Target
Sum	**100.00%**	**0.00%**	**43.75%**			

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

2025 Annual Variable Compensation paid in shares

Furthermore, pursuant to, first, the compensation policy of the Chief Executive Officer and/or any other executive corporate officer and, second, the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid or awarded to Mr. Martinez, Chief Executive Officer, for the preceding financial year, approved by the General Meeting on May 28, 2025, the Fnac Darty Board of Directors decided to grant the following compensation to Mr. Martinez at its meeting on May 28, 2025:

- 8,917 shares in respect of his 2025 annual variable compensation, paid 25% in shares and 75% in cash. This number of shares corresponds to 25% of maximum potential of the 2025 annual variable remuneration (i.e 25% x €1,125,000 = €281,250). The vesting of these performance shares is subject to the performance conditions set out in Section 3.3.1.3 of the Company's most recent Universal Registration Document and to the approval of the General Meeting, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code.

It should be noted that this share allotment:

- Is valued with a reference price of € 31.542, which is the average of the closing share prices over the 20 trading days immediately preceding the Board meeting on May 28, 2025.
- may only be vested after a one-year vesting period.
- is subject to a two-year lock-up period, followed by the retention requirement in accordance with the provisions of the French Commercial Code and set out below.

FNAC DARTY

Shareholding and Retention Requirement

On the recommendation of the Compensation Committee, the Board of Directors, at its meeting on February 26, 2025, 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 allotments and the exercise of options, in accordance with the following terms and conditions:

Executive corporate officers are required to hold a minimum number of registered shares, until the termination of their duties, corresponding to 25% of the vested 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 subscription options plans granted to them by the Board from the date of their appointment. It is specified that any plans from which they may previously have benefited as employees are not included.

However, this percentage is reduced to 10% if the number of shares held by the executive corporate officers under the free share allotment and the exercise of options, under all plans, represents an amount that is equal to twice their gross annual fixed compensation, which is the minimum number of registered shares that the executive corporate officers must hold until the termination of their duties under Section 24 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 either on options or shares resulting from the exercise of options or on performance shares, until the end of the share retention period set by the Board of Directors.