

FNAC DARTY

Enrique Martinez
Chief Executive Officer

Thank you. Good morning to all of you. Thank you so much for joining us this morning at a very short notice.

Of course, we have some very important information to share with you. And you know we're very committed to maintaining a regular and transparent dialogue with you.

AGENDA

So the agenda, I'll, of course, start by presenting the offer that we've received, and which was the subject of a meeting by our Board over the weekend and then the release this morning. Then Jean-Brieuc will present our preliminary results for 2025 at this stage. And, of course, after that, we'll be happy to take your questions.

TRANSACTION HIGHLIGHTS

So, for those of you connected on the webcast, on page 4 of the presentation.

So, the big news this morning, as you've seen, is that EP Group forwarded to Fnac Darty Board on Friday evening after market close, a public tender offer in cash for all our shares, giving access to Fnac Darty Capital.

As you know, EP Group is the leading group shareholder since 2023 through its subsidiary, VESA, and without prejudging the opinion of the work council and the reasoned opinion of the Board, we already welcome this expression of interest.

Over the years, we've built a relationship of trust with EP Group:

It has allowed us to implement an ambitious strategy. Firstly, with our plan, Everyday that ended in 2025 successfully, and now with, Beyond everyday announced in June 2025 through 2030, also allowed us to get the necessary support for the transformative acquisition of Unieuro in Italy. We're very pleased with that. Jean-Brieuc will state -- of course, will comment on the detailed performance at the end of February, where we can already welcome this transaction in detail.

So what are the characteristics of the offer?

EP Group is proposing a cash purchase offer for Fnac Darty shares of price EUR36 per share as well as the OCEANE convertible bonds of the company unit price of EUR81.09. The offer is subject to the success threshold that's mandatory of 50% of the capital and voting rights planned by the French Financial Markets Authority. EP indicated that it doesn't plan to implement a mandatory squeeze-out procedure after the offer.

The Board met over the weekend and noted the intention of Daniel Kretinsky to continue the main strategic policies employed by the company.

After a detailed review of the planned offer, the Board favourably welcome this transaction. Now, of course, it doesn't any way prejudge the reasoned opinion that it will issue after the report by the independent expert and that of the staff reps Committee.

The Board has set up an ad hoc committee chaired by Sandra Lagumina comprising three other Board members.

On recommendation of the ad hoc committee, the Board appointed Ledouble represented by Madam Agnès Piniot as an independent expert in order to draw up a report on the fair nature of the financial characteristics of the offer. The reasoned opinion of the Board, the expert opinion will be made public in due course of filing to the AMF.

In the event of confirmation, the filing of the public offer should occur before the end of Q1 2026, subject to certain regulatory approvals, notably in respect of financial subsidies and antitrust controls and analysis by entry is planned, but no obstacle to submission the offer.

We go on slide 5.

EP GROUP INTENTIONS

This offer as part of a solid partnership. EP Group, through VESA holds 28.5% of the capital and is the leading shareholder of the group since 2023. It's a milestone to support the acceleration of our strategic plan, Beyond everyday, and they'll conserve the current dividend policy.

So the offer must be reviewed in detail, reviewed all the necessary authorization. We can say is the Board welcomes this expression of interest by our shareholders. It's fully part and parcel of our ambitious strategy to strengthen our leadership on our markets over time define the new retail standards that make sense.

Part of the offer, we published the prelim results for transparency. I'll hand over to Jean-Brieuc in a moment to tell you about that.

But I'd like to say that we've delivered a very strong year in a context that is challenging, particularly in France. We've reached 2% EBIT margin. Cash flow is very positive. The good performance of countries outside France, particularly Italy that has shown very strong increase of its operating income is very satisfactory.

2024 RESTATEMENT

Jean-Brieuc Le Tinier
Chief Financial Officer

Thank you, Enrique. Good morning, and happy New Year to everyone. Thank you for being here.

Let's start with slide 7 with a technical point on the restatement of our numbers for 2024.

Since H1 2025, we've based our financial communication on 2024 data deemed comparable that is including the integration of any euro in 12 months and the deconsolidation of the ticketing business.

Today we present the 2024 data restated to take into account two major events.

First, the reclassifying under IFRS 5, at the bottom of the P&L of Nature & Découvertes. The challenges met for a number of quarters continued in spite of the initiatives taken to relaunch the activity to stimulate the business.

And therefore, we looked for -- we started a process to look for a partner with a view to enabling the brand to have a shareholding and governance framework more in line with its model and its transformational needs.

And so, the business is now reclassified under IFRS 5 in the consolidated financial statements at 31 December 2025. So this means that there's 172 million less in revenue, but a positive effect on current operating profit to the tune of 14 million.

And the second restatement is more marginal. It's that Unieuro, as part of the acquisition, we recognized asset depreciation resulting from purchase price allocation to the tune of EUR6 million in 2024, allocated to the rest of Europe area because it's about Italy.

So the numbers which we will comment are based on the 2024 numbers restated, i.e., EUR10.3 billion in revenue and EUR200 million in operating profit.

2025 PRELIMINARY UNAUDITED RESULTS

Passons maintenant à nos résultats 2025 préliminaires en slide 8.

Let's move on to the preliminary results for 2025, slide 8.

Business in France was down, especially in stores. The numbers published by the French Central Bank confirmed a particularly challenging context for the retail industry, with strong pressure on consumption and household confidence.

And in this context, nonetheless, Fnac Darty maintained to overperform the market with its multichannel strategy and service-oriented policy. The rest of Europe generated a very satisfactory performance.

Revenue for the group at end 2025 is expected to be stable at 0.7% on a like-for-like basis to the tune of EUR10.3 billion at the end of the year, with a negative impact from France in Q4, minus 0.6% on a like-for-like basis. The operating profit at end 2025 is expected to be up 1.2% to EUR203.1 million. Current operating profit for France should be down with a negative quarter Q4, whereas that of rest of Europe is slightly up, thanks to Italy. We'll tell you more in February.

If you take into account the restatement in IFRS under IFRS 5 on Nature & Découvertes and the PPA mentioned, with the acquisition of Unieuro, current operating margin is expected to reach 2% at end 2025, up 5 basis points;

With an optimized management of WCR, free cash flow from operations is expected to reach EUR145 million in line with 2024, not including asset disposal in H1 2024. Net CapEx has showed an income of EUR21 million and not an expenditure because we disposed of assets, a logistic warehouse in the Paris area.

We're confident for the implementation of a strategic plan Beyond everyday presented in last June, and we confirm the targets for 2030.

We'll now can take your questions with Enrique waiting for the full presentation of our annual results on February '25.

QUESTIONS AND ANSWERS

Operator (Fnac Darty): Ladies and gentlemen, if you would like to ask a question, please press star 1 on your phone's keypad.

First question comes to us from Alexandre Casas, Casas & Associés. Over to you.

Alexandre Casas (Casas & Associés): Yes, hello to both of you. I have three questions, please. Already, on slide 7 on the 2024 revised accounts, I wonder if there is not a typo in your presentation, since you announce 193 million for Fnac Darty, a negative impact of Nature & Découvertes of 14 million, which would bring us to 207, and a negative impact of 6 million euros for Unieuro, which would bring us to 213 million.

So, I wonder if the negative 6 million of Unieuro, it's not the opposite, it's 6 million positive, which would be 207 and minus 6, that is to say the 200 million you're talking about.

So, am I wrong about this slide 7?

The second question concerns the cost price of the 28% of Fnac Darty's capital held by Kretinsky. Can you remind us of that, given the recent transactions he has made, in particular the slight sale?

And the third question concerns your relationship with Ceconomy. Have you contacted Ceconomy, which therefore owns 22% of Fnac Darty's capital, in fact 21.9% of the capital to be precise? And if so, what was his response? Bearing in mind that the Darty Fnac securities facts at Ceconomy have been the subject of small restatements with an accounting provision. And according to my calculations and from what I see, the cost price would be 262 million for Ceconomy. And so at 36 euros, its cost price would be negative by 33 million since it would be 230 million. So we would have a new depreciation of 30 million at Ceconomy.

Can you give us details of your possible contacts on this subject? Thank you on these three questions.

Enrique Martinez (Fnac Darty): I can start maybe for the second and third, and then I let Jean-Brieuc complete for the accounts.

No, we do not know the cost, the price of the Fnac Darty, you see the position was built up over time in a more assertive manner since 2023, but I'll let you do the math. So there may be some other analysts who can assist us with that. But I'll let you do the math, maybe there will be analysts in the audience.

Jean-Brieuc Le Tinier (Fnac Darty): We have a little small idea of that.

Enrique Martinez : Yes. I'm sure you do. I'm sure you have a precise idea about that.. And on Ceconomy, as far as we know, they discovered the news, a bit like everyone else, and we are not aware of the contacts between our shareholders.

Maybe there were some, I don't know. Frankly, I won't speculate. They'll assess others' expression of interest and their contribution or not ou pas.

But once again, we're not going to speculate as to what they -- in due course they'll speak out and speak their mind. We're waiting. We don't know. We're like you.

Jean-Brieuc Le Tinier: To answer the first question, Alexander, on the bridging of accounts. Last year, there was EUR192.5 million in operating profit. There was EUR14 million in losses from Nature & Decouvertes.

As to the PPA, it is an expense in 2025. It was negative in '25. So it's removed on both sides.

So it's 193, plus 14, minus 6. Okay. The display is a bit misleading. We'll correct that

Alexandre Casas: Oh okay. Thank you very much.

Operator: The next question comes from Karine Elias, Barclays. It's up to you.

Karine Elias (Barclays): I have two questions. A technical question. EP already is a shareholder of the company. My understanding is that the change of control would not be triggered by the bonds unless there was a change in the rating. I'd like to clarify that point.

The second question is about the way you could reach -- you can -- the 50% threshold. Do you need to get funds outside Fnac Darty?

And then for the refinancing because of this new offer, is there anything on the cards?.

Jean-Brieuc Le Tinier : OK. Regarding the bonds, there's a change of control that applies if there is a downgrade by two rating agencies. And so, we'll have to wait what the rating agencies have to say on this -- about this tender to see whether this CoC can apply. We don't know whether they did.

As to Kretinsky's quota, how he will finance this, he said on his own funds, there would be no additional debt for Fnac Darty.

And de facto, as you can well imagine, there's no need for refinancing. We have two bonds due in 2029 and 2032, and an RCF, which is in 2030, with two extra years. So nothing in the short run.

Karine Elias: Okay. Well, thank you for these clarifications.

Jean-Brieuc Le Tinier: Just to be clear, Daniel Kretinsky will have in his tender backstops to respond to this.

Karine Elias: Thank you.

Operator: If you want to ask a question, please press star 1 on your phone's keypad.

Next question comes from Alexandre Casas, Casas & Associés. Over to you.

Alexandre Casas : Yes. Since there are no further questions, and it's a highly important topic, Nature & Decouvertes disposal announced this morning.

Could you tell us a bit more about the underlying reasons you've mentioned in the presentation. Do you have any ideas on the possible acquirer, French or foreign and an order, not of the transaction price, but what is the cost and what criteria might you view the valuation the company has these past few quarters experienced some challenging times. Question concerns Nature & Decouvertes.

Enrique Martinez: Yes. Thanks for your question.

We state this briefly in the presentation and Jean-Brieuc referred to it.

We intensively, these past few years, set up a transformation plan set to lead to turnaround Nature & Decouvertes that's showing an operating loss, as you see, it was a very intense plan.

It was conducted very brilliantly, but we arrived at the conclusion with the agreement of the Board for the next stage, for the next cycle set to lead to sustaining the model transformation that this is not the best shareholder. There was a disruption of the model for Fnac Darty and the market. So we must look at how best to turn it around, transform it. That's a discussion to be had with the potential buyer and the reality with its successive strategic plans, acquisition in Italy.

Opening up to service has shifted the strategy of the group and Nature & Decouvertes is less central to our projects.

In spite of the work undertaken by the teams that we welcome, which will continue to operate and change the transformation model, we believe it's interesting to open up new horizons and to identify a new buyer who'll be able to carry forward the brand successfully.

It's too soon. I mean, the decision has just been made. We're at the end of the year.

So we're opening up potential opportunities here to accompany us to deliver this process according to the right timeline. We're very attentive to the quality of the partners plan in the full interest of the company. But it's too soon to say and we're not making any forecasts on values, et cetera. We'll have time to set that out or not during the course.

Alexandre Casas: If I may, I've just got one final question on Bercy, the Finance Ministry, the French Ministry of the Economy was directly involved the takeover by the Chinese JD to see economy attentive to what was happening to Fnac Darty.

Have you contacted the Finance Ministry? I mean, since yesterday, it was actually yesterday that appeared that your Board met. Have you contact -- what the position of the French Finance Ministry might be on this?

Enrique Martinez: Well, of course, I mean, they were informed since this morning, there have been exchanges in the coming hours and days. There'll be deeper contexts to undertake all the administrative procedures and get the necessary green lights on this deal.

We're in no way, of course, prejudice being what the authority stands for. We're very confident this project is [fully planned], [passed] of the company's interest.

There's, of course, a rationale of rooting sovereignty around France and Europe, around the retail and service sector that are committed for sustainable transformation, a plan that should be supported at every level. We're not prejudging what the view of the authorities will be.

All that is planned in the timeline in the context that will be forged rapidly.

Alexandre Casas: Thanks for that.

Operator: Next question from Marie-Line Fort from Bernstein.

Marie-Line Fort (Bernstein): Yes. I have a question on Nature & Decouvertes. Thank you, Alexander for raising the point.

A question about Glas, they have 10% of the shares and the cost price is high. Is that why the tender offer is taking a commitment for -- no squeeze out because you have two shareholders with high-cost prices. Is that the reason?

Enrique Martinez: Thank you, Marie-Line. I believe they found the tender offer just now, and they will have plenty of time to see for themselves whether they can provide shares for sale. It's a bit early days to know what they will do. They have to analyze things and to arrive at a decision.

Marie-Line Fort: Ok. Thank you.

Operator: Next question comes from Tiffany Serfaty at Jefferies.

Tiffany Serfaty (Jefferies): I had three questions.

Can you give us details regarding the regulatory authorizations that are required for this?

And can you give us details on the timetable, the closing, especially?

And then, regarding dividends, EP said they didn't want to change their dividend policy. Can we expect a similar payout as last year, as you told on Bloomberg? Or is this a new situation, a new deal?

Jean-Brieuc Le Tinier: Well, the authorizations, and this is pretty standard procedure, we have the FDI, FSR and antitrust procedures, that administrative work will take some time. So we cannot be definite on the closing.

And we know when the offer will be open, but the closing will be when we have the antitrust on timing. Investment we have -- well, the authorizations must be achieved by EP prior to the offer being -- the tender being offered. And the antitrust part will be while the offer is going.

So de facto, that can take some time. That can take some time. And as to the date of the closing, I cannot give you an actual date.

As to the dividend policy, yes, it was confirmed -- well, they said they would maintain the dividend policy in the future. The dividend -- the payout is 40% with a €1 per share floor.

And well, we'll discuss the exact numbers with the Board when we have the final numbers and when we finalize the allocation of profits on 25 February.

Stéphanie Serfaty: Thank you.

Operator: Apparently, there are no further questions. I'll give the floor to the moderator for the conclusions.

Enrique Martinez: Okay, well, I think we were very clear. Thank you for your attendance and of course for your question. The IR team, Domitille et Laura, Jean-Brieuc and myself are available to take your questions. And see you at the end of February for our annual results. Thanks very much.