Notification and information brochure 2026

COMBINED GENERAL MEETING

FNAC DARTY

FNAC DARTY

Combined General Meeting

(ordinary and extraordinary)

May 27, 2026 at 4:30 p.m.

Urban Station – Espace du Centenaire – 189, rue de Bercy – 75012 Paris

Link to live broadcast: https://edge.media-server.com/mmc/p/28rfkj2d/

To contact us

By e-mail: actionnaires@fnacdarty.com

For more information, please visit the Company's website: www.fnacdarty.com/en

(Investors page > Shareholders)

↗ All our publications can be found on the website at **www.fnacdarty.com/en**

Contents

This is a free translation into English of the Brochure de convocation et d'information to the General Meeting to be held on May 27, 2026 issued in French. It is provided solely for the convenience of English-speaking readers. In the event of a discrepancy, the French version will prevail.

How to participate in the General Meeting

Preliminary formalities to participate in the General Meeting

Shareholders may participate in this meeting regardless of the number of shares they own, notwithstanding any contrary statutory provisions. The right to attend the Company's general meetings is evidenced by the registration of the securities in the name of the shareholder or the intermediary registered on their behalf in accordance with Article R. 22-10-28 of the French Commercial Code, on the fifth business day preceding the meeting, i.e. May 20, 2026, at midnight, Paris time:

- Either in the registered share account held by the Company by its representative **Uptevia (General Meetings Service - Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris-La Défense Cedex**),
- Or in the bearer share account held by an authorized intermediary.

The registration of shares in the bearer share account held by an authorized intermediary must be evidenced by a participation certificate issued by the intermediary, where applicable, electronically in accordance with the provisions of Article R. 225-61 of the French Commercial Code, and attached to the proxy or postal vote form ("Single Voting Form"), or alternatively, to the admission card request issued in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Methods of participation in the General Meeting

Shareholders will be able to choose between one of the following three methods to exercise their voting rights at the General Meeting:

1) attend the General Meeting;

2) appoint the Chairman of the meeting or any natural or legal person as their proxy;

3) vote by mail or online.

In addition to the paper Single Voting Form, shareholders will have the option to submit their voting instructions, appoint or revoke a proxy, or request an admission card online, prior to the meeting on the VOTACCESS website, under the conditions described below.

The VOTACCESS website for this General Meeting will be open from May 11 at 12:00 PM (Paris time) until the day before the meeting, i.e. May 26 at 3:00 PM (Paris time).

To avoid any potential congestion on the website, shareholders are advised not to wait until the day before the meeting to enter their instructions.

To attend the General Meeting in person

Shareholders wishing to attend the meeting in person must request their admission card as follows:

Electronically:

- For pure registered shareholders: They will be able to access the voting site through their Shareholder Portal at the address https://www.investors.uptevia.com/. Pure registered shareholders must log in to their Shareholder Portal with their usual access credentials. After logging in, they should follow the on-screen instructions to access the VOTACCESS site and request their admission card.
- For administered registered shareholders and/or employee shareholders: They will be able to access the voting site via the VoteAG website https://www.voteag.com/. Administered registered shareholders and/or employee shareholders must log in to VoteAG with the temporary credentials provided on the Single Voting Form or in the electronic notice of meeting. Once on the homepage of the site, they should follow the on-screen instructions to access the VOTACCESS site and request an admission card.
- For bearer shareholders: It is the responsibility of the bearer shareholder to find out whether their financial intermediary, who manages their securities account, is connected to the VOTACCESS site. If so, they should inquire about the conditions for using the VOTACCESS site. If the shareholder's financial intermediary is connected to the VOTACCESS site, the shareholder must log in to their intermediary's online portal with their usual credentials. They should then follow the on-screen instructions to access the VOTACCESS site and request their admission card.

By post:

- For registered shareholders: The registered shareholder must complete the Single Voting Form, which will be sent along with the notice of meeting, specifying that they wish to attend the General Meeting and obtain an admission card. The completed form must then be signed and returned using the pre-paid envelope included with the notice of meeting.
- For bearer shareholders: The bearer shareholder must request their financial intermediary, who manages their securities account, to send them an admission card.

Admission card requests by post must be received by Uptevia no later than three days before the meeting, according to the procedures outlined above. Shareholders who have not received their admission card within five business days before the General Meeting are encouraged to:

- For registered shareholders, to go directly to the designated counters on the day of the meeting, bringing an ID card.
- For bearer shareholders, to request their financial intermediary to issue a participation certificate to confirm their status as a shareholder on the fifth business day before the meeting.

To vote by proxy or by mail/post

If unable to attend the meeting in person, shareholders may choose one of the following three options:

- appoint the Chairman of the General Meeting as their proxy.
- appoint any natural or legal person of their choice as their proxy, in accordance with the provisions of Articles L. 22-10-39 and L. 225-106 I of the French Commercial Code.
- vote by mail.

According to the following procedures:

Electronically:

- For pure registered shareholders: They will be able to access the voting site through their Shareholder Portal at https://www.investors.uptevia.com/: Pure registered shareholders must log in to their Shareholder Portal with their usual access credentials. After logging in, they must follow the on-screen instructions to access the VOTACCESS site and vote, or appoint or revoke a proxy.
- For administered registered shareholders and/or employee shareholders: They will be able to access the voting site via the VoteAG website https://www.voteag.com/: Administered registered shareholders and/or employee shareholders must log in to VoteAG with the temporary credentials provided on the Single Voting Form or in the electronic notice of meeting. Once on the homepage of the site, they must follow the on-screen instructions to access the VOTACCESS site and vote, or appoint or revoke a proxy.
- For bearer shareholders: It is the responsibility of the bearer shareholder to find out whether their financial intermediary, who manages their securities account, is connected to the VOTACCESS site. If so, they should inquire about the conditions for using the VOTACCESS site. If the financial intermediary is connected to the VOTACCESS site, the shareholder must log in to their financial intermediary's online portal with their usual credentials. They must then follow the on-screen instructions to access the VOTACCESS site and vote, or appoint or revoke a proxy. If the shareholder's financial intermediary is not connected to the VOTACCESS site, it is specified that the notification of the appointment or revocation of a proxy can still be done electronically in accordance with the provisions of Article R. 22-10-24 of the French Commercial Code, by sending an email to the following address: CT-mandataires-assemblees@uptevia.com. This email must include a scanned copy of the duly completed and signed Single Voting Form as an attachment. Bearer shareholders must also attach the participation certificate issued by their authorized intermediary. Only notifications of proxy appointments or revocations that are duly signed, completed, received, and confirmed by no later than the day before the meeting, at 3:00 PM (Paris time), will be considered.

By post:

- For registered shareholders: The registered shareholder must complete the Single Voting Form, which will be sent with the notice of meeting, and then return it, dated and signed, using the pre-paid envelope included with the notice of meeting.
- For bearer shareholders: The bearer shareholder must request the Single Voting Form from their financial intermediary, who manages their securities account, and then return it, dated and signed. The intermediary will forward it to Uptevia along with a participation certificate.

The Single Voting Forms by post must be received by Uptevia no later than three days before the meeting, according to the procedures outlined above.

It is specified that, for any proxy without an appointed proxyholder, the Chairman of the General Meeting will cast a vote in favor of the adoption of the resolutions proposed or approved by the Board of Directors and a vote against all other resolutions.

The Single Voting Forms are automatically sent to shareholders registered in pure or administered registered accounts by post.

For holders of bearer shares, Single Voting Forms will be sent to them upon request, received by simple mail at **Uptevia – General Meetings Service – Cœur Défense, 90-110 Esplanade du Général de Gaulle - 92931 Paris-La Défense Cedex**, no later than six days before the date of the meeting.

Shareholders who have submitted a request for an admission card, a proxy, or a postal voting form will no longer be able to change their method of participation in the General Meeting.

How to complete the form

Step I **STATE HOW YOU WISH TO PARTICIPATE**

- **If you would like to attend the General Meeting,** check Box **A** to receive your admission card, and date and sign the bottom of the form.
- **If you will not be attending the meeting,** select one of the three absentee voting methods **1**, **2** or **3**.

1 **To vote by mail:**

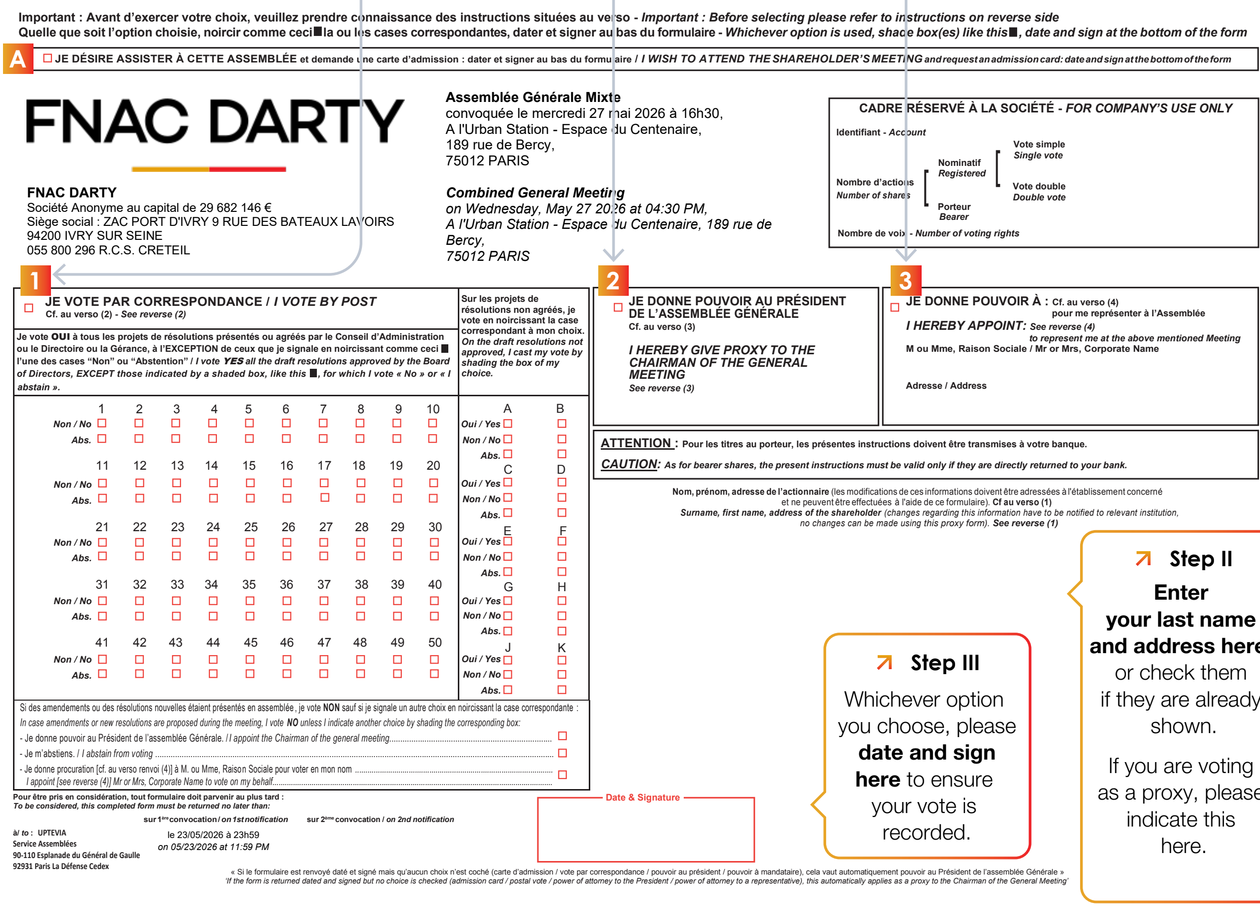
Check here; shade the boxes corresponding to the resolutions that you do not wish to approve.

2 **To give a proxy to the Chairman of the General Meeting:**

Check here, then date and sign the lower part of the form.

3 **To give a proxy to a third party (any individual or legal person of your choice) to vote by mail:**

Check here and enter this person's last and first name, and address.



Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - *Important : Before selecting please refer to instructions on reverse side*
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - *Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form*

A ☐ **JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission : dater et signer au bas du formulaire / ***I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form*

FNAC DARTY

FNAC DARTY
Société Anonyme au capital de 29 682 146 €
Siège social : ZAC PORT D'IVRY 9 RUE DES BATEAUX LAVOIRS
94200 IVRY SUR SEINE
055 800 296 R.C.S. CRETEIL

Assemblée Générale Mixte
convoquée le mercredi 27 mai 2026 à 16h30,
A l'Urban Station - Espace du Centenaire,
189 rue de Bercy,
75012 PARIS

Combined General Meeting
on Wednesday, May 27 2026 at 04:30 PM,
A l'Urban Station - Espace du Centenaire, 189 rue de Bercy,
75012 PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ - *FOR COMPANY'S USE ONLY*
Identifiant - *Account*
Nombre d'actions - *Number of shares*: Nominatif - *Registered* (Vote simple - *Single vote*; Vote double - *Double vote*); Porteur - *Bearer*
Nombre de voix - *Number of voting rights*

1 ☐ **JE VOTE PAR CORRESPONDANCE / *I VOTE BY POST***
Cf. au verso (2) - *See reverse (2)*

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention" / *I vote **YES** all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote « No » or « I abstain ».*

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. *On the draft resolutions not approved, I cast my vote by shading the box of my choice.*

	1	2	3	4	5	6	7	8	9	10
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
	11	12	13	14	15	16	17	18	19	20
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
	21	22	23	24	25	26	27	28	29	30
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
	31	32	33	34	35	36	37	38	39	40
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
	41	42	43	44	45	46	47	48	49	50
Non / No	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐
Abs.	☐	☐	☐	☐	☐	☐	☐	☐	☐	☐

	A	B
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐
	C	D
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐
	E	F
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐
	G	H
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐
	J	K
Oui / Yes	☐	☐
Non / No	☐	☐
Abs.	☐	☐

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote **NON** sauf si je signale un autre choix en noircissant la case correspondante :
*In case amendments or new resolutions are proposed during the meeting, I vote **NO** unless I indicate another choice by shading the corresponding box:*
- Je donne pouvoir au Président de l'assemblée Générale. / *I appoint the Chairman of the general meeting* ☐
- Je m'abstiens. / *I abstain from voting* ☐
- Je donne procuration [cf. au verso renvoi (4)] à M. ou Mme, Raison Sociale pour voter en mon nom / *I appoint [see reverse (4)] Mr or Mrs, Corporate Name to vote on my behalf* ☐

2 ☐ **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
Cf. au verso (3)
I HEREBY GIVE PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

3 ☐ **JE DONNE POUVOIR À :** Cf. au verso (4) pour me représenter à l'Assemblée
***I HEREBY APPOINT:** See reverse (4) to represent me at the above mentioned Meeting*
M ou Mme, Raison Sociale / Mr or Mrs, Corporate Name
Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
***CAUTION:** As for bearer shares, the present instructions must be valid only if they are directly returned to your bank.*

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). **Cf au verso (1)**
Surname, first name, address of the shareholder** (changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). **See reverse (1)

Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than:

sur 1ère convocation / *on 1st notification*: le 23/05/2026 à 23h59 / *on 05/23/2026 at 11:59 PM*
sur 2ème convocation / *on 2nd notification*

à/ *to* : UPTEVIA
Service Assemblées
90-110 Esplanade du Général de Gaulle
92931 Paris La Défense Cedex

Date & Signature

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée Générale »
'If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting'

Step II

Enter your last name and address here, or check them if they are already shown.

If you are voting as a proxy, please indicate this here.

Step III

Whichever option you choose, please **date and sign here** to ensure your vote is recorded.

Written question

Shareholders may submit written questions to the company in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. These questions must be sent to the company's registered office by registered letter with acknowledgment of receipt to the following address: Fnac Darty Legal Department, ZAC Port d'Ivry, 9 rue des Bateaux Lavoirs, 94200 Ivry-sur-Seine, or by email to the following address: actionnaires@fnacdarty.com, no later than the fourth business day preceding the date of the General Meeting, i.e. May 20, 2026. The questions must be accompanied by a proof of registration in the shareholder's account. In accordance with applicable legislation, questions with the same content may be answered together. The answer to a written question will be deemed to have been provided once it appears in a Q&A section on the Company's website.

Request for the inclusion of items or proposed resolutions on the agenda

Shareholders who meet the legal requirements for submitting requests to include items or proposed resolutions on the agenda must send their motivated requests to the registered office at ZAC Port d'Ivry, 9 rue des Bateaux Lavoirs, by registered letter with acknowledgment of receipt, or by email to the following address: actionnaires@fnacdarty.com. These requests must be received no later than twenty-five calendar days before the General Meeting. The requests must be accompanied by a proof of registration in the shareholder's account demonstrating the possession or representation of the capital required by Article R. 225-71 of the French Commercial Code. The list of items added to the agenda and the text of the proposed resolutions will be published on the company's website http://www.fnacdarty.com/en in accordance with Article R. 22-10-23 of the French Commercial Code. The request for the inclusion of proposed resolutions must include the text of the proposed resolutions, which may be accompanied by a brief explanation of the reasons. It is also reminded that the examination by the General Meeting of the agenda items and resolutions to be presented is subject to the transmission by the interested parties, no later than the fifth business day preceding the meeting at midnight, Paris time, of a new certificate proving the registration of their securities in the same conditions as those specified above.

Right of communication

In accordance with the law, all documents that must be provided to this General Meeting will be made available to shareholders within the legal timeframes at the registered office of Fnac Darty and on the company's website http://www.fnacdarty.com/en, or can be sent upon simple request to Uptevia.

Audiovisual Broadcast

In accordance with the provisions of Articles L. 22-10-38-1 and R. 22-10-29-1 of the French Commercial Code, the meeting, in French, will be fully broadcast live and available on the company's website on the page dedicated to the Shareholder General Meeting at the following link: https://edge.media-server.com/mmc/p/28rfkj2d/. A recording of the meeting will be available for viewing on the company's website on the page dedicated to the Shareholder General Meeting, in accordance with legal and regulatory provisions, no later than seven (7) business days after the meeting and for at least two years from the date it is posted online.

– How to get to the General Meeting

By metro and RER:

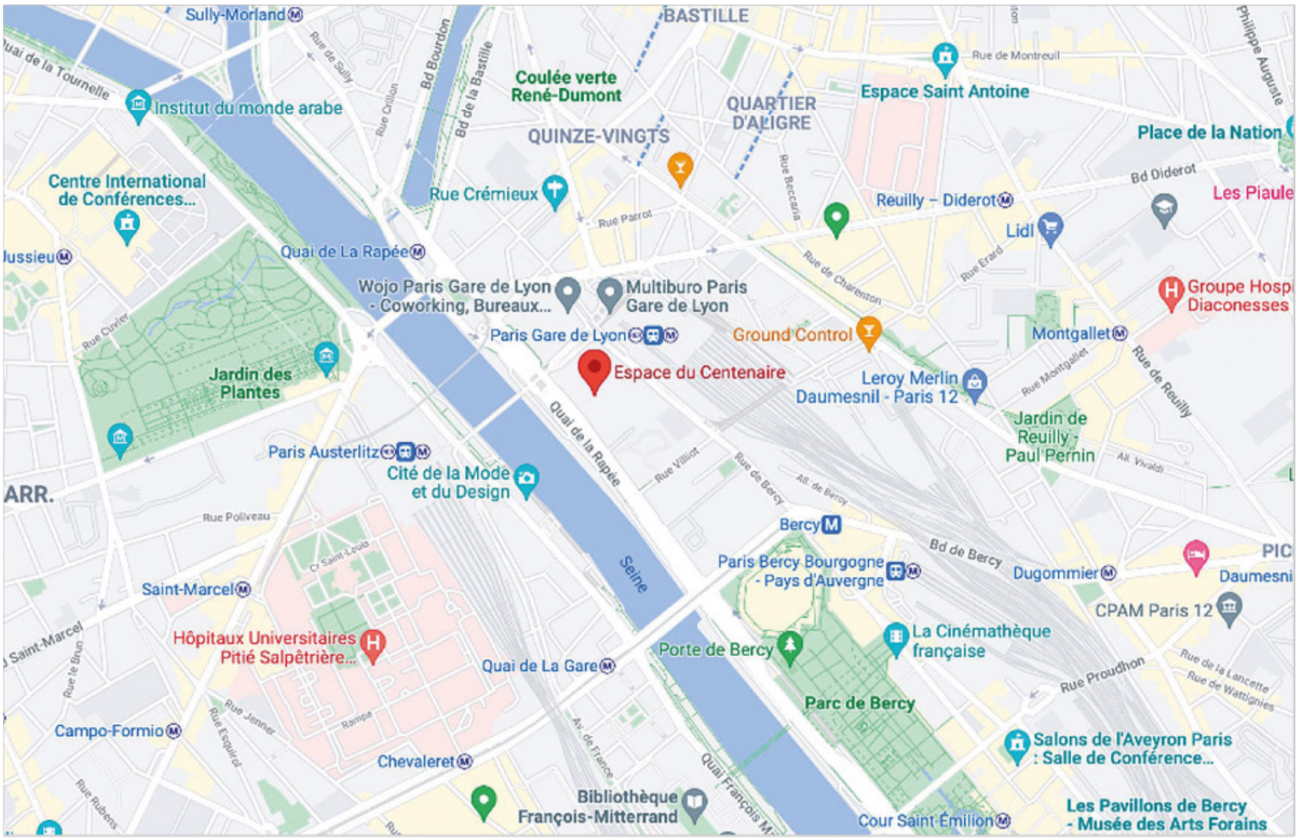
- Metro lines 1 and 14 – station: **Gare de Lyon**
- Metro line 5 – station: **Quai de la Rapée**
- Metro lines 5 and 10 – station: **Gare d'Austerlitz**
- RER A and D – station: **Gare de Lyon**
- RER C – station: **Gare d'Austerlitz**

By bus:

- Lines 20, 24, 57, 61, 63, 65, 87 and 91 – bus stop: **Gare de Lyon**

By car:

- Boulevard Périphérique, Porte de Bercy exit toward Paris-Centre – Gare de Lyon.



Where can I find useful documents for the General Meeting?

All documents available to shareholders may be consulted and downloaded from the Fnac Darty website under Investors/Shareholders/General Meetings/May 27, 2026 Combined General Meeting:

- in French:
  https://www.fnacdarty.com/le-groupe/investisseurs/espace-actionnaires/assemblees-generales/assemblee-generale-du-27-mai-2026/
- in English:
  https://www.fnacdarty.com/en/group/investors/shareholders/general-meetings/may-27th-2026-combined-general-meeting/

Brief overview of Group activities

2.1 – 2025 full-year results

2.1.1 Selected financial information

The reported financial information presented below is derived from the consolidated financial statements for the periods ended December 31, 2024 and 2025, prepared in accordance with IFRS as adopted by the European Union, set forth in Section 4.2 “Notes to the consolidated financial statements for the year ended December 31, 2025” of the 2025 Universal Registration Document.

Since the beginning of 2025, the Group reports its financial information based on the following 2 geographical areas: France and the Rest of Europe (including Italy, Belgium, Portugal, Spain and Switzerland). In addition, the acquisition of Unieuro resulted in the recognition of an amortisation of assets identified resulting from the Purchase Price Allocation (PPA). As announced on January 26, 2026, Nature & Découvertes was reclassified in the consolidated financial statements as of December 31, 2025, in accordance with IFRS 5. In this respect:

- Nature & Découvertes' contributions are isolated and presented in net income from discontinued operations.
- Comparative periods in the P&L and the Cash flow statement will be restated to ensure consistency between reporting periods. The reconciliation tables are presented in the appendix; and
- the Group's financial indicators will be presented, including Unieuro (12 months), excluding Ticketing and Nature & Découvertes, within continuing operations.

Key figures from the Group income statement

(€ million)	2024 reported	2024 on a like-for-like basis[1]	2024 restated[2]	2025
Revenue	8,253.2	10,496.0	10,323.7	10,329.8
Gross margin	2,480.9	2,933.8	2,840.2	2,892.4
Current operating income	188.7	192.5	200.4	203.1
Operating income	157.3	160.4	173.8	80.2
Net income from continuing operations	41.4	23.8	39.2	(62.0)
Net income from continuing operations, Group share	33.8	24.2	42.7	(67.2)
Consolidated net income	43.5	32.0	25.9	(140.4)
Consolidated net income, Group share	35.9	29.5	26.4	(145.6)
(as % of revenue)				
Gross margin rate	30.1%	28.0%	27.5%	28.0%
Current operating margin rate	2.3%	1.8%	1.9%	2.0%
Data not derived from the financial statements				
Current EBITDA (a)	565.1	671.4	651.9	666.7
Current EBITDA excluding IFRS 16 (b)	288.6	326.9	331.6	320.6

(a) Current EBITDA is defined as current operating income before net depreciation, amortization and provisions on fixed operational assets recognized as current operating income.
(b) Current EBITDA including rental expenses within the scope of IFRS 16

(1) Like-for-like basis – LFL: excludes the effect of changes in foreign exchange rates, changes in scope, and store openings and closures. Including Unieuro (over 12 months) and the deconsolidation of the ticketing business.
(2) Restated data: includes the integration of Unieuro (over 12 months) and the deconsolidation of ticketing since January 1, 2024, also including as of January 1, 2024, the restatements related to the allocation of Unieuro's goodwill (PPA) recorded in 2025. It should be noted that these restated figures include the IFRS 5 reclassification of Nature & Découvertes as shown in the IFRS 2025 consolidated financial statements

2.1.2 Key highlights and analysis of 2025 financial results

Comments on 2025 activity

The Group's 2025 **revenue** was €10,330 million, up by +0.1% compared with 2024 restated [(1)] and by +0.7% on a like-for-like basis [(2)].

The impact of fluctuations in foreign exchange rates is limited and primarily consists of the impact of exchange rate fluctuations on the income statements resulting from the translation of the local-currency results of the Group's subsidiaries in Switzerland into euros.

The foreign exchange risk incurred on purchases made by the Group is relatively low as the Group's subsidiaries make the vast bulk of their sales and generate the vast bulk of their costs in the local currency, i.e. primarily in euros.

The following table provides a breakdown of the Group's 2025 revenue by geographical region and by category of products and services.

	Consumer electronics		Domestic appliances		Editorial products		Other products and services		Total	
	(€ million)	*(as % of the region's revenue)*	*(€ million)*	*(as % of the region's revenue)*	*(€ million)*	*(as % of the region's revenue)*	*(€ million)*	*(as % of the region's revenue)*	*(€ million)*	*(as % of combined revenue for all regions)*
France	**2,730.0**	**54.0%**	**1,428.9**	**57.0%**	**964.6**	**70.2%**	**945.4**	**67.9%**	**6,068.9**	**58.8%**
Rest of Europe	**2,328.7**	**46.0%**	**1,077.0**	**43.0%**	**408.8**	**29.8%**	**446.4**	**32.1%**	**4,260.9**	**41.3%**
of which Italy	*1,489.6*	*29.5%*	*777.2*	*31.0%*	*65.9*	*4.8%*	*251.0*	*18.0%*	*2,583.7*	*25.0%*
of which Belgium	*292.5*	*5.8%*	*223.0*	*8.9%*	*64.3*	*4.7%*	*51.4*	*3.7%*	*631.2*	*6.1%*
of which Portugal	*290.5*	*5.7%*	*61.3*	*2.5%*	*109.2*	*8.0%*	*78.0*	*5.6%*	*539.0*	*5.2%*
of which Spain	*143.6*	*2.8%*	*4.2*	*0.2%*	*109.6*	*8.0%*	*38.2*	*2.7%*	*295.6*	*2.9%*
of which Switzerland	*112.5*	*2.2%*	*11.3*	*0.5%*	*59.8*	*4.4%*	*27.8*	*2.0%*	*211.4*	*2.1%*
GROUP REVENUE	**5,058.7**	**100.0%**	**2,505.9**	**100.0%**	**1,373.4**	**100.0%**	**1,391.8**	**100.0%**	**10,329.8**	**100.0%**

In Q4 2025, Group revenue amounted to €3,446 million, up +0.1% LFL[(2)] compared to the restated Q4 of 2024[(1)]. France, down -0.6% LFL[(2)], was impacted by disappointing commercial activity in December. Conversely, the Rest of Europe grew by +1.0% LFL[(2)], with LFL[(2)] high single digit performances in Portugal and Spain.

In 2025, revenue was €10,330 million, up +0.7% LFL[(2)] compared to 2024[(1)].

The **gross margin rate** was 28.0% (+50 bps compared to 2024[(1)], and +60 bps excluding the dilutive effect of the franchise) and is mainly due to the growing contribution of services activities.

Operating costs amounted to €2,689 million at the end of 2025 compared to €2,640 million at the end of 2024[(1)]. The change is mainly due to additional costs related to the indexation of rents, the ramp-up of service activities and an increase in depreciation and amortization, which were only partially covered by the performance plans implemented in all the Group's divisions.

Current EBITDA amounted to €667 million, up €15 million compared to the end of 2024[(1)].

After taking into account depreciation and amortization, and €304 million for the application of IFRS 16, **current operating income** reached €203 million at the end of 2025 compared with €200 million at the end of 2024[(1)] i.e. a current operating margin of 2.0%.

(1) Restated data: includes the integration of Unieuro (over 12 months) and the deconsolidation of ticketing since January 1, 2024, also including as of January 1, 2024, the restatements related to the allocation of Unieuro's goodwill (PPA) recorded in 2025. It should be noted that these restated figures include the IFRS 5 reclassification of Nature & Découvertes as shown in the IFRS 2025 consolidated financial statements

(2) Like-for-like basis – LFL: excludes the effect of changes in foreign exchange rates, changes in scope, and store openings and closures. Including Unieuro (over 12 months) and the deconsolidation of the ticketing business.

Changes by distribution channel

In 2025, online sales grew strongly (+5.8% compared to 2024[3]). The latter represent 22 % of the Group's total sales, driven by the momentum of the marketplace business (direct and reverse). The level of omnichannel sales (Click & Collect) is stable compared to 2024[3] and represents nearly 50% of the Group's online sales, while in-store sales are slowing. These results confirm, once again, the relevance of the omnichannel strategy adopted by Fnac Darty.

Changes by product category

Services continued to grow and posted double-digit growth in most geographies. At the end of 2025, the Group had approximately 2.4 million subscribers across all services.

Diversification is also marked by double-digit growth in the toys and games and stationery categories. The bedding and kitchen are also performing well.

Domestic appliances increased compared to 2024, driven by continued growth in sales of small domestic appliances, particularly in the floor care category. Sales of large domestic appliances are stabilizing with a very good performance of refrigerators and air conditioners, especially during the summer period.

Editorial products are benefiting from the excellent performance of the launch of the Switch 2 console in early June 2025. Books are down slightly in a market with no new products.

Finally, **consumer electronics** declined due to the decline in sales of television and new telephones. Refurbished phones are growing strongly. The PC market is back to growth, driven by the end of support for Windows 10 and the start of a new renewal cycle. Tablets, connected glasses and photography are showing very good growth dynamics. At the same time, the launch of computer components on Fnac.com was a great success

Changes by geographical region

The activity observed in December in France was disappointing, especially in stores. The figures published by the Banque de France[1] confirm a particularly difficult context for the distribution sector with a strong pressure on household purchasing power.

The challenges encountered by Nature & Découvertes for several quarters have persisted despite the initiatives put in place to resume the activity. An active process of finding a partner has been initiated. As a result, the Group has reclassified **Nature & Découvertes** in the consolidated financial statements as of December 31, 2025 in accordance with IFRS 5.

France thus posted a slight increase in revenue of +0.5% LFL[2] in 2025 compared to 2024[3]. The scope effect mainly reflects the permanent closure of the Champs-Elysées store. Current operating income in France amounted to €141 million at the end of December 2025, representing a current operating margin of 2.3%.

Rest of Europe posted a very good increase in LFL[2] revenue at the end of 2025 of +1.1% compared to the end of 2024:

- In Italy, LFL[2] revenue fell by 1.1%, due to strong competitive pressure, particularly in the telephony segment, and a high basis of comparison for television.
- Belgium-Luxembourg recorded LFL[2] sales growth of +1.8 %, mainly due to the increase in online sales, mitigated by a decline in store.
- Portugal posted LFL[2] growth of +7.3% thanks to the dynamism of the two brands across all distribution channels.
- Spain grew LFL[1] by +6.6%, driven by all product categories. The scope effect reflects the temporary closures of stores for renovation and renovations. Since November 2025, all stores have reopened.
- In Switzerland, LFL[2] sales were up +5.2%, driven by very good growth both online and in-store, and growth in services.

Current operating income for Rest of Europe amounted to €62 million at the end of December 2025, representing a current operating margin of 1.5%.

Other income statement items

Net income from continuing operations, Group share amounted to -€67 million as of December 31, 2025, compared to +€43 million as of December 31, 20243. It mainly includes:

- **Non-current income** of -€123 million compared to -€27 million at the end of 2024[3]. The change is mainly due to the recognition of goodwill and brand impairments and fair value adjustments on various IT projects with no impact on the Group's cash position of -€96 million.
- **Net financial income** of -€118 million compared to -€97 million at the end of 2024[3]. The change is mainly due to the increase in the cost of net financial debt (which amounted to -€54 million) due to the Group's new financing conditions and the increase in IFRS 16 expenses which amounted to -€59 million.
- **Tax expense** of -€25 million, compared to -€37 million in 2024[3]. In France, the temporary exceptional corporate income tax applicable to very large companies (art. 48) of the 2025 finance law, to which Fnac Darty is subject, amounts to €10 million.

Net income from continuing operations, Group share – adjusted[4] for non-recurring items, with no impact on Group cash, amounted to €28 million as of December 31, 2025.

The **net income from discontinued operations** of -€78 million as of December 31, 2025, corresponds to the reclassification of Nature & Découvertes in accordance with IFRS 5. It includes -€18 million for 2025 loss and - €60 million of goodwill impairment.

(1) Market data published by the Banque de France on 21 January 2026.
(2) Like-for-like basis – LFL: excludes the effect of changes in foreign exchange rates, changes in scope, and store openings and closures. Including Unieuro (over 12 months) and the deconsolidation of the ticketing business.
(3) Restated data: includes the integration of Unieuro (over 12 months) and the deconsolidation of ticketing since January 1, 2024, also including as of January 1, 2024, the restatements related to the allocation of Unieuro's goodwill (PPA) recorded in 2025. It should be noted that these restated figures include the IFRS 5 reclassification of Nature & Découvertes as shown in the IFRS 2025 consolidated financial statements.
(4) Adjusted for other non-recurring non-cash items (c. €96 million).

Financial structure

Free cash flow from operations excluding IFRS 16 was €145 million compared to €210 million at the end of December 2024(1). The change is mainly due to an increase in investments, especially in Italy with the opening of a new warehouse and in France with renovations and store openings. As a reminder, asset disposals were carried out in 2024 for a total amount of €93 million (including the sale and leaseback of a warehouse in France).

The **Group's net financial debt** excluding IFRS amounted to €958 million as of December 31, 2025, and is mainly composed of a €550 million bond issue due March 2029 and a €300 million bond issue due March 2032.

The Group had a **net cash position** of €146 million as of December 31, 2025, in addition to an RCF credit line and a DDTL for a total of €600 million, undrawn as of December 31, 2025, maturing in March 2030 (with two options to extend to March 2031 and March 2032).

Thanks to this solid liquidity position, the Group is confident in its ability to opportunistically arbitrate the strategic allocation of its resources (return to shareholder, M&A, deleveraging) while remaining attentive to its level of leverage ratio.

In addition, the Group is rated by the rating agencies S&P Global, Scope Ratings and Fitch Ratings, which assigned BB+, BBB- and BB+ ratings respectively, with a "stable" outlook.

Unieuro integration

The integration of Unieuro is ongoing, and the French and Italian teams are working together to deploy the strategic initiatives of the Beyond everyday plan. The operating performance of Italy was very satisfactory and alone contributed to more than 60% of the increase in total EBIT of the Rest of Europe zone.

The target of at least €20 million in synergies by the end of 2026 is confirmed. As previously announced, most of these synergies will be achieved in 2026 taking into account the implementation of the actions concerned.

Beyond everyday: strategic ambition by 2030

With the Everyday plan, Fnac Darty has transformed itself by achieving extensive development of the subscription-based service model, by making sustainability a core part of its vision, by devising and launching new levers for growth, and, finally, by expanding its European footprint with the integration of Unieuro.

With Beyond everyday, published on June 11, 2025, Fnac Darty is building on this profitable growth for a new stage of its development with one ambition: to consolidate its omnichannel and service-based model on a European scale. To that end, the Group will implement three complementary strategic pillars:

- Becoming the benchmark player in high-value-added products and accelerating the rollout of subscription-based home services with circularity at the core.
- Setting market standards for customer experience at all touchpoints.
- Applying the Group's expertise to the benefit of partners and in all geographical locations.

In line with this vision, and assuming that no major changes occur as regards the macroeconomic, geopolitical and fiscal environment, Fnac Darty has announced financial targets for the 2025–2030 period:

- The **operating margin** is expected to increase to at least 3% by 2030.
- The Group expects to generate **cumulative operational free cash-flow**(2) of at least €1.2 billion over the period.

With a level of debt that will remain under control in the long term and target leverage of 1.5x(3) in the medium term, Fnac Darty will pursue a **capital allocation** strategy that maximizes shareholder value. The Group will give priority to financing profitable organic growth, and to paying a dividend with a payout ratio of at least 40% and a minimum dividend of €1 per share per year. The Group may also carry out M&A transactions or pay a special dividend if results allow. The ambitious environmental and social objectives of the plan Everyday remain in place.

EP Group's proposed takeover bid for Fnac Darty

On January 26, 2026, Fnac Darty announced that EP Group, a company controlled by Daniel Křetínský, had submitted to the Board of Directors of Fnac Darty a public **tender offer** for the outstanding shares and OCEANEs of Fnac Darty.

VESA Equity Investment, an affiliate of EP Group, holds 28.5% of Fnac Darty's share capital.

EP Group also indicated that it did not intend to seek the implementation of a squeeze-out procedure at the end of the offer. The proposed offer is not subject to any success threshold other than the achievement of the legal threshold of more than 50% of the share capital or voting rights.

The Board of Directors has taken note of the Offeror's intentions to pursue the main strategic orientations implemented by the Company and its management team as presented in its Beyond everyday strategic plan, to maintain its management team, to maintain its headquarters in France and to change the composition of its Board of Directors following the offer in order to reflect its new shareholder structure. EP Group does not intend to change the Company's dividend policy.

The Board of Directors also noted that the implementation of this project would provide a liquidity opportunity to shareholders who wish to do so at a price of €36 per share, representing a premium of 19% over the last closing share price prior to the announcement of the offer(4), 24% and 26% over the 1- and 3-month volumeweighted average share prices; as well as to holders of OCEANEs at a price of €81.09 per OCEANE(5).

2

(1) Restated data: includes the integration of Unieuro (over 12 months) and the deconsolidation of ticketing since January 1, 2024, also including as of January 1, 2024, the restatements related to the allocation of Unieuro's goodwill (PPA) recorded in 2025. It should be noted that these restated figures include the IFRS 5 reclassification of Nature & Découvertes as shown in the IFRS 2025 consolidated financial statements.

(2) Free cash-flow from operations excluding IFRS 16.

(3) Net debt to EBITDA (IFRS 16) at the end of December.

(4) January 23, 2026.

(5) Corresponding to their par value of €81.03 plus €0.06 accrued interest assuming an interest period starting on March 23, 2026 and ending on July 15, 2026, as the expected settlement date of the initial acceptance period of the offer. The offer price per 2027 OCEANE will be adjusted according to the actual settlement date of the initial acceptance period.

After a thorough examination of the Offeror's proposal, the Board of Directors has unanimously welcomed the proposed transaction, without prejudice to the reasoned opinion that will be issued by the Board of Directors following the submission of the independent expert's report or the opinion of the Group Works Council.

The Company will initiate an information and consultation procedure with the Group Works Council in connection with the proposed offer.

In accordance with the provisions of the AMF General Regulation, the Board of Directors has set up an Ad Hoc committee from among its members, composed mainly of independent directors within the meaning of the AFEP-MEDEF Corporate Governance Code. The Committee is chaired by Mrs. Sandra Lagumina (independent director, chairwoman of the Audit Committee) and also includes Mr. Olivier Duha (independent director, Chairman of the Appointments and Remuneration Committee), Mr. Jean-Marc Janaillac (independent director, Chairman of the Corporate, Environmental and Social Responsibility Committee) and Mr. Jacques Veyrat (Chairman of the Board of Directors).

Ledouble, represented by Mrs. Agnès Piniot, has been appointed by the Board of Directors, on the recommendation of the Ad Hoc Committee, as independent expert to prepare a report on the fairness of the financial conditions of the offer.

Dividends

Fnac Darty will propose to the Annual General Meeting of Shareholders, scheduled for May 27, 2026, to approve the distribution of a **dividend of €1.00 per share**, in line with previous years and the shareholder return policy presented in the Beyond everyday strategic plan. The ex-dividend date is set for June 3, 2026, and the payment date is June 5, 2026.

2.1.3 Recent events, outlook and mid-term ambitions

Recent events

The Board of Directors of Fnac Darty met on March 9, 2026 to issue, in accordance with applicable regulations, its reasoned opinion on the proposed takeover bid for the outstanding shares and OCEANEs launched by EP Group, a company controlled by Daniel Křetínský, on January 26, 2026.

Vesa Equity Investment, acting in concert with EP Group, holds 28.5% of the share capital and voting rights of Fnac Darty.

Having reviewed the draft offer document, the conclusions of Ledouble (acting as independent expert in connection with the Offer) confirming the fairness of the Offer and the recommendation of the ad hoc committee, the Board of Directors of the Company issued a favourable and unanimous reasoned opinion on the Offer, considering that it is in line with the interest of the Company, its shareholders and its employees.

The Board of Directors therefore recommends that Fnac Darty's Shareholders and OCEANEs holders tender their securities to the Offer.

The Board of Directors' reasoned opinion is reproduced in full in the draft response document filed with the French Financial Markets Authority (Autorité des marchés financiers, “AMF”), on March 10, 2026, concurrently with the Offeror's draft offer document.

The draft tender Offer, the draft offer document and the draft response document remain subject to the AMF’s review, which will assess their compliance with the applicable legislative and regulatory provisions.

Subject to the AMF's clearance decision, and the Competition Authority's clearance, the Offer is expected to open during Q2 2026 and to close in the second half of 2026. All the documents are available on the website: EP Group's proposed takeover bid - Fnac Darty.

2026 outlook and mid-term ambitions

The Group expects its current operating margin and free cash flow from operations **to increase in 2026.**

The Group is confident in its ability to implement the strategic roadmap of the Beyond everyday plan presented on June 11, 2025. **The objectives communicated for 2030 are confirmed.**

Information about the Board of Directors

The table below provides a summary presentation of the personal information and experience of the Directors, as well as their involvement in the corporate governance of Fnac Darty as of December 31, 2025.

14 Directors

50% women(1)

4 Nationalities

67% Independent (1)

6 Meetings

100% Attendance rate

Jacques Veyrat *Chairman*	♂	**Stefano Meloni**	♂
Sandra Lagumina *Vice-Chair*	♀ ★	**Stefanie Meyer**	♀ ●
Enrique Martinez *Fnac Darty CEO*	♂ ● ●	**Javier Santiso**	♂ ●
Olivier Duha	♂ ★ ★	**Brigitte Taittinger-Jouyet**	♀ ●
Caroline Grégoire Sainte Marie	♀ ● ●	**Daniela Weber-Rey**	♀ ● ●
Laure Hauseux	♀ ●	**Julien Ducreux**	♂ ✓ ●
Jean-Marc Janaillac	♂ ★	**Franck Maurin**	♂ ✓ ●

- Non-Independent Director
- Independent Director
- ✓ Director representing employees
- ★ Chairman
- ● Member of the Strategy Committee
- ● Audit Committee member
- ● CNR member
- ● CRSES member

(1) *Excluding employee Directors.*

Personal information		Experience	Position on the Board				Participation in committees			
Gender, nationality, age (a)**, date of birth**	**Number of Fnac Darty shares held**	**Number of offices in listed companies** (b)	**Indepen-dence** (c)	**Start of 1st term**	**Expiration of current term**	**Years on the Board** (a)	**Audit Committee**	**Appointments and Compensation Committee**	**CESR Committee**	**Strategy Committee**
Jacques Veyrat (M) Chairman French nationality 63 years (11/04/1962)	250	1		2013	2029 AGM (i)	12 years				
Sandra Lagumina (F) Vice-Chair French nationality 58 years (07/29/1967)	250	0	X	2017 (f)	2029 AGM	8 years	★			
Enrique Martinez (M) Chief Executive Officer of Fnac Darty Spanish nationality 54 years (01/26/1971)	238,012	1		2019	2027 AGM	6 years			●	●
Olivier Duha (M) French nationality 56 years (02/07/1969)	13,300	0	X	2023	2027 AGM	2 years		★		★
Caroline Grégoire Sainte Marie (F) French nationality 68 years (10/27/1957)	500	1	X	2018	2029 AGM	7 years	●		●	

Personal information		Experience	Position on the Board				Participation in committees			
Gender, nationality, age [(a)], date of birth	Number of Fnac Darty shares held	Number of offices in listed companies [(b)]	**Indepen-dence [(c)]**	**Start of 1st term**	**Expiration of current term**	**Years on the Board [(a)]**	Audit Committee	Appointments and Compensation Committee	CESR Committee	Strategy Committee
Laure Hauseux [(F)] French nationality 63 years (08/14/1962)	262	2	X	2022 [(g)]	2028 AGM	3 years				●
Jean-Marc Janaillac [(M)] French nationality 72 years (04/25/1953)	250	1	X	2019	2026 AGM	6 years			★	
Stefano Meloni [(M)] Italian nationality 76 years (01/09/1949)	250	0		2025 [(m)]	2029 AGM	<1 year				
Stefanie Meyer [(F)] German nationality 51 years (02/09/1974)	300	0	X	2022	2028 AGM	4 years				●
Javier Santiso [(M)] French and Spanish nationalities 56 years (03/01/1969)	250	0	X	2019	2027 AGM	6 years		●		
Brigitte Taittinger-Jouyet [(F)] French nationality 66 years (08/07/1959)	250	0		2013	2028 AGM	12 years		●		
Daniela Weber-Rey [(F)] German nationality 68 years (11/18/1957)	250	0	X	2017 [(f)]	2026 AGM	8 years	●		●	
Directors representing employees										
Julien Ducreux [(M)] French nationality 41 years (07/16/1984)	3,880 [(d)]	0	N/A [(e)]	2020	2028	5 years				●
Frank Maurin [(M)] French nationality 70 years (06/01/1955)	746 [(d)]	0	N/A [(e)]	2019	2027	6 years		●		

(a) The ages and years of service indicated are determined in full years as of December 31, 2025.
(b) Outside the Company. In application of the recommendation of the AFEP-MEDEF Code (Article 20.4), a Director must not hold more than four other offices in listed companies, including foreign companies, outside the Group.
(c) The independence criteria are described in Section 3.1.4 of this Universal Registration Document.
(d) The obligation to hold a minimum number of the Company's shares does not apply to Board members representing employees.
(e) N/A not applicable. In accordance with the provisions of the AFEP-MEDEF Code (Article 10.3), members representing employees are not taken into account in establishing the proportion of independent members.
(f) Provisional appointments by the Board of Directors on December 15, 2017 to replace resigning members, ratified by the General Meeting of May 18, 2018.
(g) Coopted by the Board of Directors on July 27, 2022, ratified by the General Meeting on May 24, 2023.
(h) Coopted by the Board of Directors on February 26, 2025, ratified by the General Meeting on May 28, 2025.
(i) Refers to the directorship of Jacques Veyrat, whose chairmanship of the Board expires when he reaches 65 years of age, under the current bylaws.

★ *Chairman of a committee.*
● *Member of the Audit Committee.*
● *Member of the Appointments and Compensation Committee.*
● *Member of the Corporate, Environmental and Social Responsibility Committee.*
● *Member of the Strategy Committee.*

Diversity policy applied to the Board of Directors

In order to meet the Company's strategic challenges and to promote quality discussions, the Board seeks to maintain balance and complementarity between the various Directors' profiles. To do so, when appointing new Directors or reappointing existing Directors, it strives to ensure a diversity of backgrounds and expertise. These appointments and reappointments take into account the results of the work undertaken by the Appointments and Compensation Committee on the annual assessment of the Board and the committees.

In addition to seeking a balanced representation of women and men and a high proportion of Independent Directors, the Board has focused on maintaining a significant number of Directors with international experience and competence in finance, management, strategy and corporate social responsibility, while boosting its expertise in specialized retail.

Thus, in 2025, the appointment of Stefano Meloni as Director and the re-election of Jacques Veyrat, Sandra Lagumina and Caroline Grégoire Sainte Marie help achieve these targets.

The re-election in 2025 of Jacques Veyrat, Sandra Lagumina and Caroline Grégoire Sainte Marie, who have served on the Board since 2013, 2017 and 2018, respectively, was intended to allow the Board to continue to benefit from their international experience and their expertise in finance, management and strategy, and corporate social responsibility.

In addition, the ratification in 2025 of the appointment of Stefano Meloni was designed to strengthen the Board's expertise in specialized retail (strategy, omnichannel, digital and CSR), as well as benefiting from his knowledge of the Italian market and his experience in the governance of multinationals.

In 2026, the proposed renewal of Mr. Jean-Marc Janaillac's term of office, who has served on the Board of Directors of Fnac Darty since 2019, is intended notably to ensure that the Board continues to benefit from his expertise in finance, governance, management and strategy, as well as in corporate social and environmental responsibility and his understanding of international matters.

Changes in the membership of the Board of Directors and Committees in 2025 and early 2026

The appointments and reappointments helped to maintain the representation of skills and diversity on the Board of Directors and its committees.

Board of Directors

Departures	Appointments	Ratifications	Renewals
	• Stefano Meloni (provisional appointment by the Board on February 26, 2025)	Stefano Meloni (ratification by the General Meeting of May 28, 2025)	• Jacques Veyrat (General Meeting of May 28, 2025) • Sandra Lagumina (General Meeting of May 28, 2025) • Caroline Grégoire Sainte Marie (General Meeting of May 28, 2025)

Following their re-election to the Board by the General Meeting of May 28, 2025, the Board agreed that Jacques Veyrat and Sandra Lagumina should remain in their respective positions as Chairman and Vice-Chairman of the Board.

Committees

Departures	Appointments	Renewals
Appointments and Compensation Committee	• Olivier Duha (member – Board meeting of February 26, 2025) • Olivier Duha (Chairman – Board meeting of February 26, 2025, effective April 17, 2025)	
Audit Committee		• Sandra Lagumina (Board meeting of February 26, 2025, subject to her re-election as Director at the 2025 AGM) • Caroline Grégoire Sainte Marie (Board meeting of February 26, 2025, subject to her re-election as Director at the 2025 AGM)
CESR Committee		• Caroline Grégoire Sainte Marie (Board meeting of February 26, 2025, subject to her re-election as Director at the 2025 AGM)

Diversity of experience and skills within the Board of Directors as of December 31, 2025

	Management/ Strategy	Finance	Retail	International	Technology/ Digital/Cyber	CSR Environment	CSR Human Resources - Social	CSR Governance
Jacques Veyrat	●	●				●		●
Sandra Lagumina	●	●				●		●
Enrique Martinez	●		●	●		●	●	
Olivier Duha	●	●		●	●	●	●	●
Caroline Grégoire Sainte Marie	●	●	●	●		●		
Laure Hauseux	●	●	●	●		●	●	●
Jean-Marc Janaillac	●	●		●		●	●	●
Stefano Meloni		●	●	●		●	●	●
Stefanie Meyer	●	●	●	●	●	●	●	●
Javier Santiso	●	●		●	●		●	
Brigitte Taittinger-Jouyet	●		●	●		●	●	●
Daniela Weber-Rey		●		●		●		●
Julien Ducreux	●		●	●	●	●	●	●
Franck Maurin			●			●		
TOTAL	**86%**	**71%**	**57%**	**79%**	**29%**	**93%**	**64%**	**71%**

Personal information concerning directors whose term of office is subject to the Combined General Meeting of May 27, 2026

Jean-Marc Janaillac

72 years [(a)] (April 26, 1953)
15, rue de Poissy - Paris (75005)

Independent Director

Chairman of the Corporate, Environmental and Social Responsibility Committee

Shares held as of December 31, 2025: **250**

Start of current term of office: **AGM May 18, 2022**
Date of first appointment: **May 23, 2019**
Expiration of current term of office: **2026 AGM**

Jean-Marc Janaillac holds a degree in Law (1976) and is a graduate of École des hautes études commerciales (1975) and École nationale d'administration (1980). From 1980 to 1983, he was chief of staff for the prefects of Finistère and then Val-d'Oise, then became chief of staff for the Secretary of State for Tourism from 1983 to 1984. From 1984 to 1987, he managed the French tourism services for North America in New York, before becoming Chief Executive Officer of Maison de la France, in charge of promoting French tourism abroad from 1987 to 1997. In this capacity, he was a member of the Board of Directors of Air France from 1989 to 1994. After working for AOM, first as Executive Vice-President and then as Chief Operating Officer (1997-1999), Jean-Marc Janaillac joined the Maeva Group, where he held the position of Chairman and Chief Executive Officer before becoming Chairman of the Paris Conventions and Tourism Office from 2002 to 2004. From 2004 to 2012, he was Chief Executive Officer for Group Development at the RATP (Paris public transport system), and Chairman and Chief Executive Officer of RATP Développement. Jean-Marc Janaillac was Chairman and Chief Executive Officer of Transdev from December 2012 to June 2016, then held the office of Chairman of UTP (public and rail transport association) from 2013 to 2015. He was Chairman and Chief Executive Officer of Air France KLM from 2016 to 2018. Since 2019, he has been senior advisor at Antin Infrastructures, and was elected Chairman of the Fondation Nationale pour l'Enseignement de la Gestion des Entreprises (French Foundation for Management Education – FNEGE) in December 2018. He is a member of the Supervisory Board of the Caisse des Dépôts and a Director of Getlink.

Main activities performed outside the Company

- Chairman of Hermina SAS

Offices and positions held during 2025

In Group companies

French companies

- Independent Director of Fnac Darty*
- Chairman of the CESR Committee of Fnac Darty*

Foreign companies

None.

In companies outside the Group

French companies

- Chairman of Hermina SAS
- Chairman of the Fondation Nationale pour l'Enseignement de la Gestion des Entreprises (French Foundation for Management Education, FNEGE)
- Director of the Association pour le Droit à l'Initiative Économique (French Association for the Right to Economic Initiative, ADIE)
- Member of the Supervisory Committee, member of the CESR Committee and Chairman of the Strategy Committee of the Caisse des Dépôts
- Director and Chair of the Audit Committee and Member of the Appointments and Remuneration Committee of Getlink*
- Director, Board member and Chairman of the Strategy Committee of Association Article 1
- Senior Advisor at Antin Infrastructures

Foreign companies

- Director of Proxima (since October 2024)

Offices and positions held over the past five years that are no longer held

French companies

- Member of the Strategy Committee of Fnac Darty* (until July 24, 2024)
- Member of the Strategic Advisory Board of Tikehau Private Equity
- Member of the Supervisory Board of Navya* (until December 2022)

Foreign companies

None.

(a) *The age indicated is determined in the number of full years as of December 31, 2025.*
* *French listed companies.*

Daniela Weber-Rey

68 years [(a)] (November 18, 1957)
Kronberger Strasse 49 - 60323 Frankfurt am Main (Germany)

Independent Director

Member of the Corporate, Environmental and Social Responsibility Committee
Member of the Audit Committee

Shares held as of December 31, 2025: **250**

Start of current term of office: **AGM May 18, 2022**
Date of first appointment: **December 15, 2017**
Expiration of current term of office: **2026 AGM**

Holding a Master's degree in Law from Columbia University, New York, and the Goethe University, Frankfurt, Daniela Weber-Rey was admitted to the Frankfurt Bar Association in Germany in 1984 and to the New York Bar Association in 1986. For nearly 30 years, Daniela Weber-Rey was an attorney and partner with the legal firm of Puender, Volhard & Weber, followed by Clifford Chance. She also served as Counsel to various European organizations, and served for five years on the Board of Directors of BNP Paribas. She was a member of the Governmental Commission of the German Corporate Governance Code until 2020 and a member of the Board of the European Corporate Governance Institute until 2021. She is a member of the Board of the Franco-German University (UFA), a member of the Board of the Leibniz Institute for Financial Research SAFE, a member of the Board of the Max Planck Institute for Brain Research and a member of the Board of the German Literature Archives, Marbach. She was a member of the Board of HSBC Trinkaus & Burkhardt GmbH until June 30, 2023. Between 2013 and 2016, Daniela Weber-Rey worked at Deutsche Bank AG as Chief Governance Officer and Deputy Global Head of Compliance. She was made a Knight of the French Legion of Honor in 2010 for her commitment to Franco-German relations and an Officer of the Order of the Arts and Letters in 2021 for her commitment to cultural collaboration between Germany and France. Daniela Weber-Rey has also been a lecturer for many years at the Frankfurt School for Finance and Management for the "Excellence Program for Supervisory Boards" on the topics of corporate governance, sustainability/CSR and the use of artificial intelligence. She also regularly attends conferences on these topics (round table on "Corporate governance in the era of climate change," Climate Tech Right, the "Impact of AI for corporate governance," University of Dusseldorf).

Main activities performed outside the Company

None.

Offices and positions held during 2025

In Group companies

French companies

- Independent Director of Fnac Darty*
- Member of the CESR Committee of Fnac Darty*
- Member of the Audit Committee of Fnac Darty*

Foreign companies

None.

In companies outside the Group

French companies

None.

Foreign companies

- Member of the Board of the Franco-German University (UFA)
- Member of the Board of the Leibniz Institute for Financial Research SAFE
- Member of the Board of Trustees of the Max Planck Institute for Brain Research

Offices and positions held over the past five years that are no longer held

French companies

- Member of the Board of Directors of BNP Paribas*

Foreign companies

- Director and member of the Risk Committee and Audit Committee of HSBC Trinkaus & Burkhardt AG / GmbH (Düsseldorf)
- Board Member of the European Corporate Governance Institute (Brussels)

(a) The age indicated is determined in the number of full years as of December 31, 2025.
** French listed companies.*

Information about the share capital

4.1 – Capital

4.1.1 Share capital issued and share capital authorized but not issued

As of December 31, 2025, the Company's share capital was €29,682,146 and as of February 28, 2026 it was €29,682,146, divided into the equivalent number of shares with a nominal value of one (1) euro, fully subscribed and paid up and all of the same class. This represents the same number of theoretical voting rights and 29,102,696 actual voting rights as of December 31, 2025, and 29,107,842 actual voting rights as of February 28, 2026.

The difference between the number of theoretical voting rights and the number of actual voting rights corresponds to the treasury shares, to which no voting right is attached. The Company has not, to the best of its knowledge, pledged a significant portion of its capital.

The table below shows the financial delegations and authorizations that were granted by the Company's Combined General Meetings on May 24, 2023 and May 28, 2025.

Date of the General Meeting Resolution No.	Delegations and authorizations valid during 2025	Use during fiscal year 2025
Share buybacks and share capital reduction		
May 28, 2025 Nineteenth Resolution	**Authorization to instruct the Company to buy back its own shares under Article L. 22-10-62 of the French Commercial Code** Duration (expiration): 18 months from the AGM Maximum amount: 10% of the number of shares that make up the share capital on the day of the Meeting Maximum price per share: €80 Maximum amount of the transaction: €237,457,120 Suspension during a public tender offer	See 6.2.3.1
May 28, 2025 Twentieth Resolution	**Authorization to reduce capital by canceling treasury shares** Duration (expiration): 26 months from the AGM Individual cap: 10% of share capital per 24 months	See 6.2.3.2
Issuance of securities		
May 28, 2025 Twenty-Second Resolution	**Issue of ordinary shares and/or investment securities giving access to the Company's share capital and/or debt securities, maintaining preemptive subscription rights** Duration (expiration): 26 months from the AGM Individual cap: Shares: €14.8 million [(a)] Debt issued: €296 million [(a)] Suspension during a public tender offer	None
May 28, 2025 Twenty-Third Resolution	**Issue of ordinary shares and/or investment securities giving access to the Company's share capital and/or debt issued in the form of a public tender offer and/or as payment in a public exchange offer with preemptive subscription rights waived and with an optional priority period** Duration (expiration): 26 months from the AGM Individual cap: Shares: €2.96 million [(b)] Debt issued: €296 million [(a)] Suspension during a public tender offer	None
May 28, 2025 Twenty-Fourth Resolution	**Issue of ordinary shares and/or investment securities giving access to the Company's share capital and/or debt issued, with preemptive subscription rights waived in the form of a private placement** Duration (expiration): 26 months from the AGM Individual cap: Shares: €2.96 million, and up to 20% of the share capital per year [(c)] Debt issued: €296 million [(a)] Suspension during a public tender offer	None
May 28, 2025 Twenty-Sixth Resolution	**Issue of ordinary shares and/or investment securities giving access to share capital in return for contributions in kind of securities or investment securities giving access to share capital** Duration (expiration): 26 months from the AGM Individual cap: Shares: 10% of share capital on the day of the AGM [(c)] Debt issued: €296 million [(a)] Suspension during a public tender offer	None

Date of the General Meeting Resolution No.	Delegations and authorizations valid during 2025	Use during fiscal year 2025
May 28, 2025 Twenty-First Resolution	**Capital increase through the capitalization of reserves, profits and/or premiums** Duration (expiration): 26 months from the AGM Individual cap: €14.8 million (d) Suspension during a public tender offer	None
May 28, 2025 Twenty-Fifth Resolution	**Increase in the number of shares to be issued in the event of a capital increase with or without preemptive subscription rights** Duration (expiration): 26 months from the AGM Individual cap: As limited by applicable regulations (currently 15% of the initial issue) and the caps set by the General Meeting Suspension during the public offer period	None
Issue reserved for employees and Directors		
May 28, 2025 Twenty-Seventh Resolution	**Capital increase through the issue of ordinary shares and/or investment securities giving access to share capital, with preferential subscription rights waived in favor of the members of a company savings plan** Duration (expiration): 26 months from the AGM Individual cap: €1,484,000 (d)	None
May 28, 2025 Twenty-Eighth Resolution	**Award of stock subscription and/or purchase options, with preemptive subscription rights waived** Duration (expiration): 38 months from the AGM Individual cap: 5% of the share capital on the allotment date (d)	None
May 24, 2023 Twenty-Ninth Resolution	**Allotment of existing bonus shares and/or bonus shares to be issued, specifically for the payment of annual variable compensation, to corporate officers of the Company or affiliated companies, with preemptive subscription rights waived** Duration (expiration): 38 months from the AGM Individual cap: 0.5% of the share capital on the allotment date (d)	0.03%
05/24/2023 Thirtieth Resolution	**Allotment of existing bonus shares and/or bonus shares to be issued, specifically for the payment of annual variable compensation, to employees of the Company or affiliated companies (excluding the Company's corporate officers), with preemptive subscription rights waived** Duration (expiration): 38 months from the AGM Individual cap: 2% of the share capital on the allotment date (d)	0.04%
May 28, 2025 Twenty-Ninth Resolution	**Allotment of existing bonus shares and/or bonus shares to be issued to employees and/or some corporate officers of the Company or affiliated companies or economic interest groups, with preemptive subscription rights waived** Duration (expiration): 38 months from the AGM Individual cap: 5% of the share capital on the allotment date (f)	1.71%
May 28, 2025 Thirtieth Resolution	**Allotment of existing bonus shares and/or bonus shares to be issued to employees (excluding corporate officers and members of the Group's Executive Committee), with preemptive subscription rights waived** Duration (expiration): 38 months from the AGM Individual cap: 5% of the share capital on the allotment date (g)	None

(a) All delegations for capital increases count toward this overall cap on capital increases. Shared cap for debt issued.
(b) Shared cap for capital increases without preferential subscription rights of €2.68 million, which the caps referred to in (c) count toward and which itself counts toward the global cap referred to in (a).
(c) Included in the shared cap for capital increases referred to in (b).
(d) Included in the overall cap referred to in (a).
(e) Sub-cap for stock options allotted to executive officers: 0.6% of the share capital within the cap.
(f) Included in the cap on stock options laid out in the Twenty-Eighth Resolution of the General Meeting of May 28, 2025, and in the cap on allotments of bonus shares laid out in the Thirtieth Resolution of the General Meeting of May 28, 2025 and in (a). Sub-cap for allotment to executive corporate officers: 0.6% of the share capital within the cap, shared with the cap on stock options laid out in the Twenty-Eighth Resolution of the General Meeting of May 28, 2025.
(g) Shared cap for authorizations relating to stock options laid out in the Twenty-Eighth Resolution of the General Meeting of May 28, 2025, and to allotment of bonus shares laid out in the Twenty-Ninth Resolution of the General Meeting of May 28, 2025, with it being understood that this cap will be included in (a).
€m: millions of euros

Agenda of the Combined Ordinary and Extraordinary General Meeting of May 27, 2026

For the Ordinary General Meeting

1) Approval of the annual financial statements for the year ended December 31, 2025,

2) Approval of the consolidated financial statements for the year ended December 31, 2025,

3) Approval of the expenses and charges referred to in Article 39-4 of the French General Tax Code,

4) Appropriation of earnings for the period and setting of the dividend,

5) Special auditors' report on regulated agreements and approval of an agreement,

6) Renewal of the term of office of Jean-Marc Janaillac as Director,

7) Renewal of the term of office of Daniela Weber-Rey as Director,

8) Approval of the compensation policy of members of the Board of Directors,

9) Approval of the compensation policy of the Chairman of the Board of Directors,

10) Approval of the compensation policy of the Chief Executive Officer and/or any other executive corporate officer,

11) Approval of the information referred to in point I of Article L. 22-10-9 of the French Commercial Code,

12) Approval of fixed, variable and exceptional components of total compensation and benefits of any kind paid or allocated for the past year to Jacques Veyrat, Chairman of the Board of Directors,

13) Approval of fixed, variable and exceptional components of total compensation and benefits of any kind paid or allocated for the past year to Enrique Martinez, Chief Executive Officer,

14) Authorization to the Board of Directors to instruct the Company to buy back its own shares under Article L. 22-10-62 of the French Commercial Code, duration of authorization, purposes, terms, cap, suspension during a public tender offer,

For the Extraordinary General Meeting

15) Authorization to the Board of Directors to cancel treasury shares held by the Company bought back under Article L. 22-10-62 of the French Commercial Code, duration of authorization, cap,

16) Authorization to the Board of Directors to allot existing bonus shares and/or bonus shares to be issued, specifically for the payment of annual variable compensation, to corporate officers of the Company or affiliated companies, with shareholders' preemptive subscription rights waived,

17) Authorization to the Board of Directors to allot existing bonus shares and/or bonus shares to be issued, specifically for the payment of annual variable compensation, to employees of the Company or affiliated companies (excluding the corporate officers of the Company or affiliated companies), with shareholders' preemptive subscription rights waived,

18) Authorization to the Board of Directors to allot existing shares and/or new shares to be issued as bonus shares to employees and/or certain corporate officers of the Company or related companies or economic interest groups, with shareholders' preemptive subscription rights waived,

19) Authorization to the Board of Directors to allot existing shares and/or new shares to be issued as bonus shares to employees (excluding corporate officers and members of the Group's Executive Committee) of the Company or related companies or economic interest groups, with shareholders' preemptive subscription rights waived,

20) Harmonization of Article 22 of the bylaws concerning the date of registration in the shareholder's account required for participation in the General Meeting,

21) Powers for formalities.

Explanatory statement and draft resolutions to be submitted to the Combined Ordinary and Extraordinary General Meeting of May 27, 2026

– For the Ordinary General Meeting

Approval of the financial statements and appropriation of earnings

Purposes of the First to Fourth Resolutions

The purpose of the **First Resolution** is to approve the annual financial statements of Fnac Darty for 2025, which report a profit of €5,539,122.58.

The purpose of the **Second Resolution** is to approve the consolidated financial statements of Fnac Darty for 2025, which report a loss (Group share) of €145,612,256.63.

The purpose of the **Third Resolution** is to approve the overall amount of expenses connected with the non-tax-deductible long-term leasing of vehicles amounting to €35,897 along with the corresponding tax in the amount of €12,970, as mentioned in the Notes to the annual financial statements.

The purpose of the **Fourth Resolution** is the appropriation of earnings from 2025. It is proposed that you appropriate the income for 2025, i.e. €5,539,122.58, as follows:

Origin	
Profit for the year	€5,539,122.58
Retained earnings	€210,204,525.79
Allocation	
Legal reserve	€190,356.80
Other reserves	€0.00
Dividends	€29,682,146.00
Retained earnings	€185,871,145.57

Thus, the gross dividend for each share shall be €1.00.

When paid to natural persons who are domiciled for tax purposes in France, the dividend is subject to a single lump-sum deduction on gross dividends at the flat rate of 12.8% (Article 200A of the French General Tax Code) or, at the taxpayer's express, irrevocable and comprehensive behest, to income tax according to the progressive scale in particular after a rebate of 40% (Articles 200 and 158 of the French General Tax Code). The dividend is also subject to social security deductions at the rate of 18.6% and, where applicable, to the exceptional contribution on high incomes scheduled in Article 223 sexies of the French General Tax Code.

This dividend will be payable on June 3, 2026 and the ex-dividend date will be June 5, 2026.

In the event of a change in the number of shares eligible for dividends compared to the 29,682,146 shares comprising the share capital on February 25, 2026, the total amount of dividends shall be adjusted accordingly and the amount allocated to retained earnings shall be determined on the basis of the dividends actually paid.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the following dividends and income were distributed over the past three years:

For the year	Income eligible for the tax reduction: Dividends	Income eligible for the tax reduction: Other distributed income	Income not eligible for the tax reduction
2022	€37,620,594.20 [(a)] i.e. €1.40 per share	-	-
2023	€12,500,360.10 [(a)] i.e. €0.45 per share		
2024	€29,682,146 [(a)] i.e. €1.00 per share		

(a) Excluding adjustments due to the change in the number of shares entitled to dividends compared with the number of shares existing on the date the resolution is adopted.

The Management Report for 2025 is available in the 2025 Universal Registration Document, which can be accessed on the Company's website (www.fnacdarty.com/en, under "Investors"). The Statutory Auditors' Reports on the annual financial statements and the consolidated financial statements are in Chapter 4 of the 2025 Universal Registration Document.

First Resolution

Approval of the annual financial statements for the year ended December 31, 2025

The General Meeting, having reviewed the Management Report of the Board of Directors and the Statutory Auditors' Report, approves the annual financial statements for the year ended December 31, 2025, as presented, showing a profit of €5,539,122.58.

Second Resolution

Approval of the consolidated financial statements for the year ended December 31, 2025

The General Meeting, having reviewed the Management Report of the Board of Directors and the Statutory Auditors' Report, approves the consolidated financial statements for the year ended December 31, 2025, as presented, which reported a loss (Group share) of €145,612,256.63.

Third Resolution

Approval of the expenses and charges referred to in Article 39-4 of the French General Tax Code

In line with the provisions of Article 223 quater of the French General Tax Code, the General Meeting approves the total amount of expenses and charges, in this case totaling €35,897, referred to in point 4 of Article 39 of the French General Tax Code, as well as the corresponding tax in the amount of €12,970, given in the Notes to the financial statements.

Fourth Resolution

Appropriation of earnings for the period and setting of the dividend

On the proposal of the Board of Directors, the General Meeting resolved to allocate the income for the financial year ended December 31, 2025 as follows:

Origin	
Profit for the year	€5,539,122.58
Retained earnings	€210,204,525.79
Allocation	
Legal reserve	€190,356.80
Other reserves	€0.00
Dividends	€29,682,146.00
Retained earnings	€185,871,145.57

The General Meeting noted that the gross dividend for each share is set at €1.00.

When paid to natural persons who are domiciled for tax purposes in France, the dividend is subject to a single lump-sum deduction on gross dividends at the flat rate of 12.8% (Article 200A of the French General Tax Code) or, at the taxpayer's express, irrevocable and comprehensive behest, to income tax according to the progressive scale in particular after a rebate of 40% (Articles 200A, 13 and 158 of the French General Tax Code). The dividend is also subject to social security deductions at the rate of 18.6%.

The ex-dividend date is June 3, 2026 and dividends will be paid on June 5, 2026.

In the event of a change in the number of shares eligible for dividends compared to the 29,682,146 shares comprising the share capital on February 25, 2026, the total amount of dividends shall be adjusted accordingly and the amount allocated to retained earnings shall be determined on the basis of the dividends actually paid.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the General Meeting notes that it has been reminded that the following dividends and income were distributed over the past three years:

	Income eligible for the tax reduction		Income not eligible for the tax reduction
For the year	Dividends	Other distributed income	
2022	€37,620,594.20 [(a)] i.e. €1.40 per share	-	-
2023	€12,500,360.10 [(a)] i.e. €0.45 per share		
2024	€29,682,146 [(a)] i.e. €1.00 per share		

(a) *Excluding adjustments due to the change in the number of shares entitled to dividends compared with the number of shares existing on the date the resolution is adopted.*

Regulated agreements

Purposes of the Fifth Resolution

The purpose of the **Fifth Resolution** is to ask the General Meeting to approve the regulated agreement mentioned in the special auditors' report on regulated agreements.

This agreement concerns the conclusion, on January 25, 2026, between Fnac Darty and EP FR HoldCo, in the presence of EP Group, of an agreement entitled Tender Offer Agreement, the purpose of which is to organize the cooperation between Fnac Darty and EP FR HoldCo with respect to the proposed all-cash public tender offer that the latter intends to submit.

It is also set out in the relevant special auditors' report, which will be presented to you at the General Meeting and which is available on the Company's website. Information on this agreement has been published on the Company's website in accordance with the regulations.

Fifth Resolution

Special auditors' report on regulated agreements and approval of an agreement

The General Meeting deciding on the special auditors' report on regulated agreements, as presented to it, approves the new agreement mentioned therein.

Directors' terms of office

Purposes of the Sixth and Seventh Resolutions

Under the **Sixth** and **Seventh Resolutions**, and in view of their involvement in the corporate life of the Company, on the Board of Directors and on the specialized committees, and their professional skills and experience described in their biographies in Section 3.1.3 "Corporate governance" of the Universal Registration Document available on the Company's website (www.fnacdarty.com/en, under "Investors"), we ask the General Meeting, on the recommendation of the Appointments and Compensation Committee, to renew the terms of office of **Jean-Marc Janaillac** (Sixth Resolution) and **Daniela Weber-Rey** (Seventh Resolution), for a term of two years, expiring at the close of the General Meeting held in 2028 to approve the financial statements for the previous year, in accordance with the authority provided for in Article 12 of the bylaws authorizing the appointment of directors for a shortened term of two or three years in order to preserve the staggering of terms of office.

This term would ensure a balanced and controlled staggering of terms of office on the Board of Directors, thus ensuring both continuity and stability of governance while preserving the capacity to adapt to possible changes in the Company's environment, including its shareholder structure.

It should be noted that Jean-Marc Janaillac and Daniela Weber-Rey are considered to be independent (in accordance with the independence criteria contained in the AFEP-MEDEF Code, which the Company adopts as the benchmark code for corporate governance, which were reviewed by the Board of Directors at its meeting of February 25, 2026 on the proposal of the Appointments and Compensation Committee). In this respect, it should be noted that Jean-Marc Janaillac and Daniela Weber-Rey have no business relationship with the Group.

Jean-Marc Janaillac is Chairman of the Corporate, Environmental and Social Responsibility Committee.

Daniela Weber-Rey is a member of the Audit Committee and the Corporate, Environmental and Social Responsibility Committee.

As a result, at the end of the General Meeting and subject to a favorable vote, the Board of Directors will still consist of 14 members, eight of whom are Independent Directors, two of whom represent employees, and six of whom are women. The composition of the Board would therefore comply with the AFEP-MEDEF Code as regards the number of Independent Directors and the legally required minimum of 40% representation of each gender on the Board.

Information concerning Jean-Marc Janaillac and Daniela Weber-Rey can be found on pages 19 and 20.

Sixth Resolution

Renewal of the term of office of Jean-Marc Janaillac as Director

The General Meeting resolves to renew the term of office of Jean-Marc Janaillac as Director for a two-year term expiring at the close of the General Meeting to be held in 2028 to approve the financial statements for the previous year.

Seventh Resolution

Renewal of the term of office of Daniela Weber-Rey as Director

The General Meeting resolves to renew the term of office of Daniela Weber-Rey as Director for a two-year term expiring at the close of the General Meeting to be held in 2028 to approve the financial statements for the previous year.

Approval of the compensation policy for corporate officers

Purposes of the Eighth to Tenth Resolutions

In accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, it is proposed to the General Meeting (Eighth to Tenth Resolutions):

- By the **Eighth Resolution**, to approve the compensation policy of the members of the Board of Directors;
- By the **Ninth Resolution**, to approve the compensation policy of the Chairman of the Board of Directors;
- By the **Tenth Resolution**, to approve the compensation policy of the Chief Executive Officer and/or any other executive corporate officer.

The compensation policy of the members of the Board of Directors, the Chairman of the Board of Directors and the CEO and/or any other executive corporate officer is presented in the Report on Corporate Governance, as set out in the 2025 Universal Registration Document, Section 3.3.1.

Eighth Resolution

Approval of the compensation policy of members of the Board of Directors

The General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy of the members of the Board of Directors presented in the Report on Corporate Governance set out in Sections 3.3.1.1 and 3.3.1.4 of the 2025 Universal Registration Document.

Ninth Resolution

Approval of the compensation policy of the Chairman of the Board of Directors

The General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy of the Chairman of the Board of Directors presented in the Report on Corporate Governance set out in Sections 3.3.1.1 and 3.3.1.2 of the 2025 Universal Registration Document.

Tenth Resolution

Approval of the compensation policy of the Chief Executive Officer and/or any other executive corporate officer

The General Meeting, acting pursuant to Article L. 22-10-8 of the French Commercial Code, approves the compensation policy of the Chief Executive Officer and/or any other executive corporate officer presented in the Report on Corporate Governance set out in Sections 3.3.1.1 and 3.3.1.3 of the 2025 Universal Registration Document.

Approval of the information referred to in point I of Article L. 22-10-9 of the French Commercial Code

Purposes of the Eleventh Resolution

In accordance with Article L. 22-10-34 I of the French Commercial Code, it is proposed to the General Meeting, by the vote on the Eleventh Resolution, to approve the information referred to in point I of Article L. 22-10-9 of the French Commercial Code, presented in the Report on Corporate Governance, as set out in Section 3.3.2 of the 2025 Universal Registration Document.

Eleventh Resolution

Approval of the information referred to in point I of Article L. 22-10-9 of the French Commercial Code

The General Meeting, acting pursuant to Article L. 22-10-34 I of the French Commercial Code, approves the information laid down in point I of Article L. 22-10-9 of the French Commercial Code referred to in the Report on Corporate Governance set out in Section 3.3.2 of the 2025 Universal Registration Document; the specific resolutions concerning the approval of the fixed, variable and exceptional elements comprising the total compensation and benefits of any kind paid during or allocated in respect of the period ended December 31, 2025 to the Chairman and the Chief Executive Officer are subject to vote.

Approval of fixed, variable and exceptional components of total compensation and benefits of any kind paid during or allocated for the past year to Jacques Veyrat, Chairman of the Board of Directors and Enrique Martinez, Chief Executive Officer

Purposes of the Twelfth and Thirteenth Resolutions

Purposes of the Twelfth Resolution (ex-post Say on Pay of Jacques Veyrat)

In accordance with Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past year or allocated in respect of that year to Chairman of the Board of Directors Jacques Veyrat, determined in accordance with the compensation policy approved by the General Meeting of May 28, 2025 in its Fourteenth Resolution, are submitted for the approval of the shareholders.

These components, described in Section 3.3.2.1 of the 2025 Universal Registration Document, are presented below:

The Chairman's 2025 gross annual fixed compensation was set at €200,000 and has not changed since 2017.

The gross amount allocated in respect of and paid during 2025 to Jacques Veyrat was €200,000 (amount subject to a vote).

Jacques Veyrat received no other compensation or benefits.

Purposes of the Thirteenth Resolution (ex-post Say on Pay of Enrique Martinez)

By the vote on the Thirteenth Resolution, and in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past year or allocated in respect of that year to Chief Executive Officer Enrique Martinez for the performance of his duties, in accordance with the compensation policy approved by the General Meeting of May 28, 2025 in its Fifteenth Resolution, are submitted for the approval of the shareholders. These components, described in Section 3.3.2.2 of the 2025 Universal Registration Document, are presented below:

2025 fixed compensation

For financial year 2025, the Chief Executive Officer's annual fixed compensation was set at €800,000 gross, as specified in Section 3.3.1.3 of the 2025 Universal Registration Document.

The gross amount allocated in respect of and paid during 2025 to Enrique Martinez for his role as Chief Executive Officer was €800,000 (amount subject to a vote).

2024 annual variable compensation paid in 2025

The amount of annual variable compensation allocated to the Chief Executive Officer for 2024 and paid during the past year was €920,083 gross (amount subject to a vote).

This amount was paid in May 2025, subsequent to the General Meeting of May 28, 2025, in line with the applicable provisions. It is recalled that the total achievement rate of the variable compensation allocated in respect of 2024 was 81.79% of the maximum potential.

25% of this amount corresponds to an acquisition of 9,534 shares of the 11,657 shares allocated by the Board of Directors on February 22, 2024 for the purposes of paying the 2024 annual variable compensation in shares. This allocation of 11,657 shares was valued with a reference price of €24,128, which is the average of the 20 closing prices prior to the Board of Directors' meeting on February 22, 2024.

There is a two-year lock-in obligation on these performance shares for all corporate officers. Then, they must hold a minimum number of shares for the rest of their term in office, as per the obligations for holding and retaining shares applying to corporate officers.

2025 annual variable compensation (to be paid in 2026 after the General Meeting of May 27, 2026 subject to a favorable vote).

The criteria for individual variable compensation for 2025 are specified in Section 3.3.1.3 of the 2024 Universal Registration Document.

At its meeting called to approve the annual financial statements, the Board of Directors measures each of the criteria (economic, financial and social and environmental responsibility) that make up the executive corporate officer's variable compensation, based on their performance for the whole of the year in question. The qualitative criteria are assessed at the same meeting on the basis of the Appointments and Compensation Committee's evaluation.

Current operating income excluding Unieuro amounted to €170 million at the end of 2025: The target Group COI excluding Unieuro is between the threshold and target and was met at 88.1% The percentage of compensation under this criterion is 58.33% of the maximum compensation attached to this criterion. This result reflects the decline in France's performance in the fourth quarter, which was not offset by the growth of the Rest of Europe.

Unieuro's current operating income at the end of 2025 is in line with the target of a threefold increase in Italy's COI by 2030. The result is above the target, with an achievement level of 110.4%. The percentage of compensation under this criterion is 89.6% of the maximum compensation attached to this criterion.

The Group generated free cash-flow from operations of €145 million in 2025, in line with 2024, restated for real estate disposals. The result falls between the threshold and target, with an achievement level of 74.4%. The percentage of compensation under this criterion is 49.24% of the maximum compensation attached to this criterion.

With revenue of €10,330 million in 2025, the Group has once again demonstrated the strength and uniqueness of its omnichannel model and its ability to outperform the market at a particularly challenging time for the retail sector, with significant pressure on household purchasing power. The result falls between the threshold and the target, with an achievement level of 98.9%. The percentage of compensation under this criterion is 63.2% of the maximum compensation attached to this criterion.

Also experiencing a sharp upturn compared with 2024, the Net Promoter Score objective was exceeded and is above the target threshold. As such, the objective was met at 105.50%, and the percentage of compensation under this criterion is 100% of the maximum compensation attached to this criterion.

After validation by the Audit Committee at its meeting of February 23, 2026, the level of reduction in scope 1 and 2 emissions since 2019 decreased by -2.47% in 2025 with respect to the level reached in 2024. As a result, the Group's scope 1 and 2 reductions reached the threshold and the percentage of compensation under this criterion was set at 53.4% of the maximum compensation attached to this criterion.

The employee engagement objective was exceeded, with a further increase seen in the indicator measured from the employees' own responses. These results are achieved thanks to an analysis of the monthly results of the Group's employee surveys and the concrete actions they enable. The result is above the cap, with an achievement level of 104.7%. The percentage of compensation under this criterion is 100% of the maximum compensation attached to this criterion.

The qualitative goals were assessed by the Board of Directors' meeting on February 25, 2026. As a reminder, three criteria had been set for the qualitative variable:

- the construction and launch of the 2025–2030 strategic plan resulting from the broad guidelines set by the Board (accounting for 40% of the qualitative variable);
- the implementation of the performance plan, cost and productivity management, and further development of the services policy (accounting for 30% of the qualitative variable);
- the quality of the social climate and quality of the integration of our subsidiary Unieuro, measured by the retention rate of its management (accounting for 30% of the qualitative variable).

On the recommendation of the Appointments and Compensation Committee, the Board of Directors acknowledged the quality of the work carried out by Enrique Martinez with regard to all these objectives.

The board:

- praised the quality of the work carried out with regard to the launch and communication of the plan Beyond everyday and its favorable reception by the market and employees, and awarded a 100% achievement rate for this criterion.
- acknowledged the near achievement of the performance plan target and the excellent 2025 performance of the services policy, whose targets have been largely exceeded: it awarded a 100% achievement rate for this criterion.
- noted a good social climate, reflected in particular by the signing of numerous agreements within the Group in 2025 in an economic environment still under pressure and the reorganization of certain scopes. Moreover, it noted both the good level of the e-NPS (monthly measure of employee satisfaction) and the high retention rate of Unieuro managers in their first year of integration within the Group: it awarded a 100% achievement rate for this criterion.

With regard to these component factors, the Board of Directors, on the recommendations of the Appointments and Compensation Committee, evaluated the qualitative criteria at an achievement rate of 100%.

Thus, the total achievement rate of the 2025 variable portion was 71.6% of the maximum, and the gross amount due for 2025 is €805,684 (amount submitted to vote).

Note that 75% of this amount will be paid in cash. 25% of this amount corresponds to an acquisition of 6,386 shares of the 8,917 shares allocated by the Board of Directors on May 28, 2025 for the purposes of paying the 2025 annual variable compensation in shares. This share allocation was valued with a reference price of €31,542, which is the average of the 20 closing prices prior to the Board of Directors' meeting on May 28, 2025 (i.e. an accounting valuation of €201,427).

There is a two-year lock-in obligation on the performance shares acquired in this way for all corporate officers. Then, they must hold a minimum number of shares for the rest of their term in office, as per the obligations for holding and retaining shares applying to corporate officers.

The Chief Executive Officer must comply with the lock-in obligation provided by the Board of Directors which, in accordance with Articles L. 225-185 and L. 225-197-1 of the French Commercial Code, decided this at its meeting on February 22, 2024 and reaffirmed it at its meetings on February 26, 2025 and February 25, 2026 that:

- the executive corporate officers must hold, in registered form, until the end of their term of office, a minimum number of shares corresponding to 25% of their fully vested shares (net of fees and taxes and the disposals necessary to exercise options) on each of the bonus share and option plans allotted to them by the Board on or after the date of their appointment; it is specified that the plans from which they may have benefited earlier as employees are not included in this requirement;
- however, this percentage would be reduced to 10%, as a result of the decision of the Board of Directors of February 23, 2023, renewed annually and again on February 25, 2026, once the number of shares held by the executive corporate officers under the bonus 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 shares that the executive corporate officers must hold in registered form until the termination of their duties under Section 23 of the French AFEP-MEDEF Code.

6

Lastly, in accordance with the recommendations of the AFEP-MEDEF Code, Enrique Martinez has formally committed not to hedge his risk on the options or shares resulting from the exercise of options, or on the performance shares, until the end of the share lock-up period set by the Board of Directors.

It should also be noted that, to the Company's knowledge, no hedging instruments have been put in place by Enrique Martinez for the options or shares resulting from the exercise of options, or the performance shares, and that this shall be the case until the end of the share lock-up period set by the Board of Directors.

Pursuant to the provisions of Article L. 22-10-34 II of the French Commercial Code, payment of this annual variable compensation in cash and in the form of bonus shares is subject to the approval by the General Meeting of May 27, 2026 of the compensation and benefits of any kind paid during the 2025 financial year or awarded in respect of the 2025 financial year to Enrique Martinez.

Long-term compensation, stock options and performance shares

The Chief Executive Officer is eligible for the long-term incentive plans granted by the Board of Directors, which may take the form of stock option plans, bonus shares subject to performance conditions, or plans paid in cash, also subject to performance conditions.

In accordance with the recommendations of the AFEP-MEDEF Code, the grant value of these plans as adopted under IFRS 2 is proportionate to the annual fixed and variable component of the compensation, and is capped at up to 50% of total compensation (this being the sum of fixed annual compensation, the maximum variable compensation, and the long-term compensation) in accordance with the compensation policy approved by the General Meeting of May 28, 2025 in its Fifteenth Resolution. It is determined by the Board of Directors in light of market practices in accordance with the compensation policy approved by the General Meeting.

Performance shares awarded during the period to the Chief Executive Officer in respect of long-term compensation

At its meeting on May 28, 2025, on the recommendation of the Appointments and Compensation Committee, and in accordance with the authorization granted to it by the extraordinary Twenty-ninth Resolution of the General Meeting of May 28, 2025, the Board of Directors decided to implement a long-term compensation system in the form of free performance shares.

This system applies to all managers eligible for the long-term profit-sharing schemes set up each year.

These shares will be vested upon expiration of a three-year vesting period (May 28, 2025 to May 27, 2028), subject to the beneficiary's continued employment within the Group at the end of the vesting period. The vesting of the shares will be conditional upon:

- for 25%, achieving stock market performance conditions measured in 2028 by the following two criteria, each accounting for 12.5% of the plan:
  - the Company's Total Shareholder Return (TSR) when compared to a panel of companies in the retail distribution sector, measured by taking into account the stock 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 increase of the Company's stock market price, measured in the same way as the criterion above, but in absolute terms, with no comparison to a panel of companies;
- For 50%, achieving financial performance conditions measured in 2028 by the following two criteria, each accounting for 25% of the plan:
  - the free cash-flow measured by taking into account the cash-flow generated by the Group during the 2025 to 2027 financial years,
  - revenue measured by taking into account the Group's average revenue for the 2025–2027 financial years;
- for 25%, achieving the performance conditions linked to Corporate Social Responsibility measured in 2028 by the following two criteria, each accounting for 12.5% of the plan:
  - the diversity of the management bodies, with female representation in the Leadership Group assessed by taking into account the percentage measured in 2027;
  - the reduction in CO_2 emissions measured for the Group scope (excluding Unieuro) by taking into account the level of Group CO_2 emissions in 2027 compared to its emissions level in 2019.

On May 28, 2028, when the vesting period ends, 81,394 shares, representing 0.27% of the share capital, may be vested under this plan. The valuation of the gross amounts at the grant date and according to IFRS 2 rules, before apportionment of expenses over the vesting period of the equivalent in bonus shares granted in 2025, was €1,875,008. This valuation, for market items, was calculated using the Monte Carlo method with a reference share price equal to €30.05 per share (price on the first day of vesting, May 28, 2025). For non-market items, the valuation was calculated based on the best estimate of the achievement of future performance conditions.

Each performance condition is measured at the end of the plan. Each performance criterion has a trigger threshold below which no shares linked to this criterion may be vested. As regards the comparative TSR criterion, the Company's target objective is to be in the first quartile. Furthermore, if performance falls below the median performance of the selection of companies from the retail distribution sector during the period measured, no shares will vest.

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

	Criterion weighting	By criterion, % of shares vested below the threshold	By criterion, % of shares vested at threshold	By criterion, % of shares vested at target	Threshold objective	Target objective
Comparative TSR	12.50%	0.00%	6.25%	12.50%	Median	1st quartile
Share price growth	12.50%	0.00%	0.00%	12.50%	0%	Target
Free cash-flow	25.00%	0.00%	12.50%	25.00%	83% of the target	Target
Revenue	25.00%	0.00%	12.50%	25.00%	98% of the target	Target
Female representation in the Leadership Group	12.50%	0.00%	6.25%	12.50%	92% of the target	Target
Reduction in CO_2 emissions	12.50%	0.00%	6.25%	12.50%	83% of the target	Target
TOTAL	**100.00%**	**0.00%**	**43.75%**	**100.00%**		

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

Performance shares fully vested by the Chief Executive Officer during the financial year

For reference, in 2022, under Plan no. 7 2022, Enrique Martinez was awarded 48,316 bonus shares due to fully vest on May 17, 2025.

The full vesting of these bonus shares is conditional upon:

- for 25%, a Fnac Darty share performance condition based on the Company's Total Shareholder Return (TSR) compared with a panel of companies in the retail distribution sector;
- for 50%, a performance condition linked to achieving a level of free cash-flow;
- for 15%, the Company's Corporate Social Responsibility performance, measured taking into account the improvement in the sustainability score; and
- for 10%, the Company's Corporate Social Responsibility performance, measured taking into account the reduction in CO_2 emissions.

In 2025, TSR is measured in respect of 2022-2024, for the entire period. The average level of free cash-flow is assessed in 2025 after publication of the Group's annual results for 2024, taking into account the average cash-flow generated by the Group during 2022, 2023 and 2024, for the entire period, and the Company's Corporate Social Responsibility performance is assessed by taking into account the improvement in the Group's sustainability score for 2022, 2023 and 2024, over the entire period, and the reduction in the Group's CO_2 emissions for 2022, 2023 and 2024, also over the entire period.

Each performance condition is measured at the end of the plan, taking into account the performance over the entire period. Each performance criterion has a trigger threshold below which no shares linked to this criterion may be vested.

The full vesting of these bonus shares containing a single tranche is also subject to a three-year service condition (May 18, 2022 – May 17, 2025).

The Total Shareholder Return (TSR) was measured in 2025 for the period 2022–2024. The objective for this period was partially achieved. The target objective for the Company was to be in the first quartile of the panel of companies in the retail distribution sector, i.e. in second place. The result is situated at the median of the panel, in fifth place, which reaches the trigger threshold. Therefore, the vesting rate is 50% for this criterion.

In view of the exceptional circumstances resulting from the economic and geopolitical crisis, which has severely impacted the Company's business with, among other things, a particularly high inflationary environment in 2022, at its meeting on February 22, 2024, Fnac Darty's Board of Directors, on the recommendation of the Appointments and Compensation Committee and in accordance with the legal rules and the AFEP-MEDEF Code, decided to change the measurement of an internal performance condition of the long-term profit-sharing schemes awarded in 2022, for all beneficiaries, including the Chief Executive Officer.

Indeed, in this environment Fnac Darty's cash flow was slightly negative in 2022, whereas it had historically been around €180 million. This performance level was again achieved in 2023, thereby demonstrating the atypical nature of 2022.

To prevent the impact of the economic crisis in 2022 from disproportionately affecting the ongoing long-term profit-sharing schemes as a whole, which would run counter to the objectives of motivating key managers and aligning their long-term interests with those of shareholders, and would not recognize the great extent to which Fnac Darty's teams contributed to the Group's strong resilience until now, the Board of Directors decided to make the following targeted changes affecting only the performance share plans awarded in 2022.

The full vesting of these performance shares was mainly contingent on the achievement of an average free cash flow measured, as regards the plan awarded in 2022, 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.

To limit the impact of this crisis, 2022 will be eliminated when measuring the cash-flow performance of the entire period of each of the plans. As a result, the number of shares initially allocated under this criterion will be reduced by a third to take account of this change relating to 2022.

The average level of free cash-flow was assessed in 2025 for the years 2023 and 2024. With an average free cash-flow over the period of €189.6 million, the objective for 2025 was achieved in full. The result is above the target. Therefore, the vesting rate is 100% of two-thirds of the shares awarded under this criterion.

Fnac Darty's non-financial performance was assessed in 2025 both on the increase in the sustainability score, which rose from 114 in 2021 to 133 in 2024, and on the reduction in CO_2 emissions, which fell significantly. The results are above the targets. Therefore, the vesting rate is 100% for these two criteria.

Given the relative weight of each criterion, Enrique Martinez acquired 70.83% of the bonus shares initially awarded in 2022, i.e. 34,226 shares with a gross acquisition price of €1,134,591.90, valued at €33.15 per share, Fnac Darty's opening price on May 19, 2025.

In accordance with the recommendations of the AFEP-MEDEF Code, Enrique Martinez has formally committed not to hedge his risk on the options or shares resulting from the exercise of options, or on the performance shares, until the end of the share lock-up period set by the Board of Directors.

It should also be noted that, to the Company's knowledge, no hedging instruments have been put in place by Enrique Martinez for the options or shares resulting from the exercise of options, or the performance shares, and that this shall be the case until the end of the share lock-up period set by the Board of Directors.

Exceptional compensation

For the record, the acquisition of Unieuro in 2024 represented a major key strategic step in the Group's development, consolidating Fnac Darty's presence in Europe while offering significant potential for operational synergies with a player whose vision and strategic ambitions converge with those of the Group.

The finalization of this transaction, in line with the Group's strategic roadmap, creates strong value for shareholders: geographical diversification of activities, optimization of purchasing conditions with a significant potential for synergies, intersecting performance levers between the two companies, particularly in the digital and omnichannel sectors, and an expected increase in net earnings per share.

Since this transaction represents a major transaction for the Group, in accordance with Section 3.3.1.3 of the 2023 Universal Registration Document, and since the Chief Executive Officer's variable compensation for 2024 did not reward this exceptional and strategic contribution, the Board of Directors, on a proposal from the Appointments and Compensation Committee, proposed to pay the Chief Executive Officer exceptional compensation of €500,000 (below the ceiling of 100% of annual fixed compensation and the maximum annual variable compensation provided for in the compensation policy approved at the General Meeting in May 2024). It proposed to pay this exceptional compensation in two installments, the first (€250,000 gross) in 2025 (paid in June) and the second (€250,000 gross) in January 2026, subject to the absence of any voluntary departure by the Chief Executive Officer before that date.

It should be noted that this exceptional compensation of €500,000 allocated in respect of 2024 was approved under Article L. 22-10-34 of the French Commercial Code by the General Meeting of May 28, 2025. The first installment of €250,000 gross paid in June 2025 subsequent to that meeting was subject to a vote with respect to the compensation components paid in 2025.

Other benefits

In 2025, Enrique Martinez benefited from membership in an unemployment insurance plan for non-salaried corporate officers, the premiums for which were paid in the amount of €15,282 (submitted to vote). These contributions are subject to social security and employer taxes and are therefore treated as benefits in kind.

In 2025, as Chief Executive Officer, Enrique Martinez had a company car, which is a benefit in kind valued at €5,481 for the period (accounting valuation – submitted to vote).

Supplementary pension scheme

The Board of Directors authorized Enrique Martinez's participation in the supplementary defined-contribution pension scheme (PERO) (Article 83 of the French General Tax Code) which benefits all executives of Fnac Darty's French companies included in this policy.

Contributions paid for his role as Chief Executive Officer in 2025 amounted to €12,967.

Provident insurance plan

On July 17, 2017, the Board of Directors authorized Enrique Martinez's participation in the provident insurance plan that benefits all employees of Fnac Darty's French companies included in this policy.

Contributions paid by the Company for his role as Chief Executive Officer in 2025 amounted to €11,894.

Compensation awarded in respect of the office of Director

On the occasion of the renewal of his term of office, to be put to the vote of the shareholders at the General Meeting of May 24, 2023, the Board of Directors decided, on February 23, 2023, on the recommendation of the Compensation Committee, to allow Enrique Martinez to receive compensation for his office as a Director in accordance with the rules applicable to Directors.

Enrique Martinez therefore received compensation of €55,510 (the amount of which was put to a vote) for his directorship for 2025.

In addition, for 2025 Enrique Martinez received €170,500 for his services as Director and Chairman of the Board of Unieuro and €19,444 for his services as Director of Pontis.

Non-compete agreement

The Board of Directors has approved a non-compete agreement with Enrique Martinez in the specialized retail market for entertainment and electronic products and domestic appliances for the consumer market in the countries where the Group operates.

This non-compete agreement is limited to two years starting at the end of his term of office. In consideration of this agreement, Enrique Martinez will receive, in installments for its duration, a gross allowance representing 70% of his fixed monthly compensation, for a period of two years from the effective end of his term of office. The Board of Directors is entitled to waive implementation of this clause. The payment of compensation under the non-compete agreement is precluded as soon as the executive exercises his or her pension rights. In any event, no such compensation may be paid when the recipient is older than 65 years.

No amount is payable by the Company for the year 2025.

This commitment was implemented by the Board of Directors on July 17, 2017 and was approved by the General Meeting of May 18, 2018. On February 20, 2019, it was revised by the Board of Directors in order to align it with the new recommendations of the AFEP-MEDEF Code of June 2018. This amendment was approved by the General Meeting of May 23, 2019.

With the exception of the non-compete agreement (and excluding the pension), there is no arrangement to pay Enrique Martinez any severance package, allowance or benefits in the event of his termination or change of function.

↗ Twelfth Resolution

Approval of fixed, variable and exceptional components of total compensation and benefits of any kind paid or allocated for the past year to Jacques Veyrat, Chairman of the Board of Directors

In accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the General Meeting approves the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or allocated for the past year to Chairman of the Board of Directors Jacques Veyrat for the performance of his duties, as described in Section 3.3.2.1 of the 2025 Universal Registration Document and presented in the explanatory statement.

↗ Thirteenth Resolution

Approval of fixed, variable and exceptional components of total compensation and benefits of any kind paid or allocated for the past year to Enrique Martinez, Chief Executive Officer

In accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, the General Meeting approves the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or allocated for the past year to Chief Executive Officer Enrique Martinez for the performance of his duties, as described in Section 3.3.2.2 of the 2025 Universal Registration Document and presented in the explanatory statement.

Share buyback

Purposes of the Fourteenth Resolution

The authorization granted on May 28, 2025 by the General Meeting to the Board of Directors to trade in the shares of the Company will expire on November 27, 2026. In the **Fourteenth Resolution**, we ask you to renew, for a further period of 18 months, the Board of Directors' authorization to trade in the Company's shares, up to a maximum number of shares that may not represent more than 10% of the number of shares comprising the share capital as of the day of the meeting, adjusted, as applicable, to take into account any capital increases or reductions that may occur while the program is in place, at a maximum purchase price of €60 per share, subject to a cap of €178,092,840.

Acquisitions may be made for the following purposes:

- to stimulate the secondary market or liquidity for Fnac Darty shares via a liquidity agreement with an investment services provider in accordance with the practice permitted by the regulations, it being understood that the number of shares used to calculate the aforementioned limit is the number of shares purchased minus the number of shares sold,
- to hold the purchased shares for future sale as exchange or payment in the context of potential merger, demerger, asset transfer or external growth transactions,
- to cover stock purchase options and/or bonus share allotment plans (or similar) for the benefit of employees and/or corporate officers of the Group, including associated economic interest groups and companies, as well as allotments of shares in connection with a company or group savings plan (or similar), company profit-sharing plan and/or any other form of share allotments to employees and/or corporate officers of the Group, including associated economic interest groups and companies,
- to cover investment securities that establish the right to allotment of Company shares, as required by applicable regulations, and
- to potentially cancel the purchased shares, in accordance with the authorization granted or to be granted by an Extraordinary General Meeting.

This program is also intended to enable the Company to trade in its shares using any means and for any other authorized purpose or using any market practice permitted now or subsequently by applicable laws and regulations or those accepted by the French Financial Markets Authority, the AMF. If the Company undertakes any transactions outside the purposes mentioned above, it will inform its shareholders by means of a press release.

Acquisitions, disposals, trades and transfers may be arranged by any means, including by acquiring blocks of shares, and the Company shall reserve the right to use options or derivative instruments subject to applicable regulations.

Unless authorized in advance by the General Meeting, the Board may not use this delegation for the remainder of the period of a public tender offer once a third-party tender offer has been filed for the Company's shares.

In accordance with the regulations, the Company may not hold, at any time, more than **10% of the shares** comprising its share capital. The number of shares acquired to be held and for subsequent surrender in a merger, demerger or capital contribution may not exceed 5% of the share capital.

Use of the share buyback program in 2025:

- **Redemptions under the liquidity agreement**

The implementation of the market surveillance and liquidity agreement for Fnac Darty ordinary shares, in accordance with the practice permitted by the regulations, was entrusted to BNP Paribas Financial Markets as of February 1, 2024.

During the 2025 financial year, 541,729 shares were purchased at an average price of €29.34 and 596,864 shares were sold at an average price of €29.66.

As of the December 31, 2025 valuation date, 39,484 shares representing 0.13% of the capital and €745,697 were in the liquidity account.

The liquidity agreement has been suspended since January 26, 2026, the date the proposed acquisition offer by EP Group for all Fnac Darty securities was announced.

- **Redemptions under the share buyback program**

On June 11, 2025, Fnac Darty entrusted Natixis with implementing a share buyback program for a maximum amount of €5 million. The purpose of this program is to cover share purchase options and/or bonus share allotment plans for the employees and/or corporate officers of the Group.

On July 23, 2025, Fnac Darty signed an amendment bringing the maximum amount to be purchased to €10 million.

This mandate ended on September 4, 2025, when 320,019 shares were purchased at an average price of €31.25 for a total amount of €9,999,973.

In addition, during the financial year, 352,126 shares were distributed as part of the final acquisition of bonus shares.

As of December 31, 2025, the number of treasury shares held under the buyback program in exchange for bonus shares amounted to 537,615 shares representing 1.8% of the capital.

Fourteenth Resolution

Authorization to the Board of Directors to instruct the Company to buy back its own shares under Article L. 22-10-62 of the French Commercial Code

The General Meeting, having reviewed the Report of the Board of Directors, authorizes the latter, with the right to sub-delegate, for a period of eighteen months and in accordance with Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, to buy, on one or more occasions and at such times as it considers appropriate, up to a maximum number of shares that may not represent more than 10% of the number of shares comprising the Company's share capital on the day of said meeting, adjusted, if necessary, to take into account any capital increases or reductions that may occur during the term of the program.

This authorization terminates the authorization granted to the Board of Directors by the Nineteenth Ordinary Resolution of the General Meeting of May 28, 2025.

Acquisitions may be made for the following purposes:

- to stimulate the secondary market or liquidity for Fnac Darty shares via a liquidity agreement with an investment services provider in accordance with the practice permitted by the regulations, it being understood that the number of shares used to calculate the aforementioned limit is the number of shares purchased minus the number of shares sold,
- to hold the purchased shares for future sale as exchange or payment in the context of potential merger, demerger, asset transfer or external growth transactions,
- to cover stock purchase options and/or bonus share allotment plans (or similar) for the benefit of employees and/or corporate officers of the Group, including associated economic interest groups and companies, as well as allotments of shares in connection with a company or group savings plan (or similar), company profit-sharing plan and/or any other form of share allotments to employees and/or corporate officers of the Group, including associated economic interest groups and companies,
- to cover investment securities that establish the right to allotment of Company shares, as required by applicable regulations, and
- to potentially cancel the purchased shares, in accordance with the authorization granted or to be granted by an Extraordinary General Meeting.

This program is also intended to enable the Company to trade in its shares using any means and for any other authorized purpose or using any market practice permitted now or subsequently by applicable laws and regulations or those accepted by the French Financial Markets Authority, the AMF. If the Company undertakes any transactions outside the purposes mentioned above, it will inform its shareholders by means of a press release.

Acquisitions, sales, trades and transfers may be arranged by any means, including by acquiring blocks of shares, and at any time deemed appropriate by the Board of Directors, and the Company reserves the right to use options or derivative instruments subject to applicable regulations.

Unless authorized in advance by the General Meeting, the Board may not use this delegation for the remainder of the period of a public tender offer once a third-party tender offer has been filed for the Company's shares.

The maximum purchase price is set at €60 per share. In the event of transactions affecting the share capital, specifically the splitting or consolidation of shares or the allotment of bonus shares to shareholders, the amount indicated above shall be adjusted in the same proportions (multiplied by the ratio of number of shares constituting the capital before the transaction and the number of shares constituting the share capital after the transaction).

The maximum nominal value of the transaction is set at €178,092,840.

The General Meeting grants all powers to the Board of Directors, with the right to sub-delegate, for the execution such transactions, to set their terms and conditions, to enter into any agreements and to complete all formalities.

For the Extraordinary General Meeting

Authorization to the Board of Directors to cancel shares bought by the Company under Article L. 22-10-62 of the French Commercial Code

Purposes of the Fifteenth Resolution

In connection with the renewed authorization granted in the Fourteenth Resolution for the Board of Directors to trade in Company shares, you are also asked to renew the authorization to the Board to reduce the share capital on one or more occasions in any amount and at any time it deems appropriate, by canceling any amount of treasury shares which it may decide within the limits authorized by law.

On the date of each cancellation, the maximum number of shares canceled by the Company during the 24-month period preceding such cancellation, including the shares subject to such cancellation, may not exceed 10% of the shares comprising the Company's share capital on that date, it being understood that this limit applies to any capital adjusted to take into account transactions affecting the share capital after this General Meeting.

This authorization will be granted for a period of 26 months from the date of this General Meeting.

Fifteenth Resolution

Authorization to the Board of Directors to cancel treasury shares held by the Company bought back under Article L. 22-10-62 of the French Commercial Code

The General Meeting, having taken note of the Report of the Board of Directors and the special auditors' report, authorizes the Board of Directors, on one or more occasions, in such proportions and at such times as it may decide, to reduce the share capital by canceling any amount of treasury shares within the limits authorized by law, in accordance with the provisions of Articles L. 22-10-62 et seq. and L. 225-213 of the French Commercial Code.

The maximum number of shares that may be canceled by the Company by virtue of this authorization, over a 24-month period, is 10% of the shares comprising the Company's share capital on the date of the decision to cancel, it being understood that this limit applies to an amount of the Company's share capital which will, if necessary, be adjusted to take into account the transactions affecting the share capital after this General Meeting.

This authorization is granted for a period of 26 months counting from today.

The General Meeting grants all powers to the Board of Directors, with the right to sub-delegate in accordance with the regulations in force, to carry out the cancellation of or reduction in the share capital as may be permitted by this authorization, to set the methods and declare the completion, to impute the difference between the book value and par value of the canceled shares to any reserves or premiums, to make the corresponding amendments to the bylaws, and to complete all formalities.

Authorization to the Board of Directors to allot existing bonus shares and/or bonus shares to be issued, specifically for the payment of annual variable compensation, to corporate officers of the Company or affiliated companies, with shareholders' preemptive subscription rights waived

Purposes of the Sixteenth Resolution

In the **Sixteenth Resolution**, we propose that you authorize the Board of Directors, in accordance with Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code, to proceed, on one or more occasions and within the framework of a multi-year plan, with the allotment of ordinary shares of the Company, either existing or to be issued, to corporate officers (or certain corporate officers) both of Fnac Darty and of companies or economic interest groups that are related to it within the meaning of Article L. 225-197-2 of the French Commercial Code;

The total number of bonus shares that may be allotted to the Company's executive officers under this authorization may not correspond to more than 0.5% of the Company's share capital on the date of the allotment decision, it being specified that this cap would be deducted from the amount of the overall cap provided for in the Twenty-second Resolution of the Meeting of May 28, 2025 and that it does not take into account the nominal amount of the shares to be allotted or the capital increase necessary to preserve the rights of the beneficiaries of bonus share allotments in the event of transactions on the Company's capital during the vesting period.

The Board of Directors would determine:

- the total number of bonus shares that may be allotted to the Company's executive officers;
- the percentage of bonus shares allotted that beneficiaries would have to hold in registered form until the end of their term of office;
- the vesting period at the end of which the allotment of shares to beneficiaries would be definitive, which may not be less than one year;
- the minimum retention period, starting from the definitive allotment of the shares, which may not be less than two years;
- knowing that the combined duration of the vesting period and, if applicable, the retention period for the shares may not be less than three years;

As an exception, the final allotment would take place before the end of the vesting period, in the event of the beneficiary's disability corresponding to the classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code and that the shares will be freely transferable. Similarly, in the event of the beneficiary's disability, corresponding to classification in one of the two aforementioned categories of the French Social Security Code, before the end of the retention period, the shares will be freely transferable.

It should be noted that this authorization would automatically entail, for the benefit of the beneficiaries of allotments of ordinary shares to be issued, the waiver by shareholders of their preemptive subscription rights to the ordinary shares that would be issued as part of the final allotment of shares, and of any right to the bonus ordinary shares allotted on the basis of this authorization.

We propose that you grant full powers to the Board of Directors to:

- adjust, if necessary, during the vesting period, the number of shares related to any transactions on the Company's capital within the meaning of Article L. 225-181 of the French Commercial Code, in order to preserve the rights of the beneficiaries;
- implement this authorization in accordance with legal and regulatory provisions, and in particular to:

a) set the conditions and, if applicable, the criteria for the allotment of existing shares or shares to be issued, and define the list of share beneficiaries,

b) allow for the possibility of temporarily suspending allotment rights,

c) set any other terms and conditions for the allotment of shares,

d) complete all formalities to perform share buybacks and/or to finalize any capital increase(s) that may be carried out under this authorization, make corresponding amendments to the bylaws and, generally, take any measures necessary for the implementation of this authorization, with the option of sub-delegation under the conditions laid down by law.

This authorization would be valid for a period of thirty-eight months and would supersede the unused portion of the authorization granted by the General Meeting of May 24, 2023 in its Twenty-ninth Resolution. Furthermore, it is specified that this authorization has no effect on other authorizations concerning the allotment of outstanding bonus shares.

Sixteenth Resolution

Authorization to the Board of Directors to allot existing bonus shares and/or bonus shares to be issued, specifically for the payment of annual variable compensation, to corporate officers of the Company or affiliated companies, with shareholders' preemptive subscription rights waived

The General Meeting, having reviewed the report of the Board of Directors and the special auditors' report, and in accordance with the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code:

1) authorizes the Board of Directors to proceed, on one or more occasions, with allotments of existing bonus shares or bonus shares to be issued of Fnac Darty to the beneficiaries, as part of a multi-year plan;

2) resolves that the beneficiaries of the shares, who will be decided by the Board of Directors, may be corporate officers (or certain corporate officers) both of Fnac Darty and of companies or economic interest groups that are related to it within the meaning of Article L. 225-197-2 of the French Commercial Code;

3) resolves that the total number of bonus shares that may be allotted to the Company's executive officers under this authorization may not correspond to more than 0.5% of the share capital of the Company on the date of the decision by the Board of Directors, it being specified that this cap shall be deducted from the overall cap provided for in the Twenty-second Resolution of the Meeting of May 28, 2025 and that it does not take into account the nominal amount of the shares to be allotted or the capital increase necessary to preserve the rights of the beneficiaries of bonus share allotments in the event of transactions on the Company's capital during the vesting period;

4) recalls that the Board of Directors must, under the conditions provided for by law, set a percentage of the bonus shares allotted that the beneficiaries must hold in registered form until the end of their term of office;

5) resolves that the allotment of shares to their beneficiaries will only be definitive at the end of a vesting period to be determined by the Board of Directors, which may not be less than one year;

6) resolves that the Board of Directors may also impose a minimum retention period upon the beneficiaries, starting from the definitive allotment of the shares, which may not be less than two years;

7) establishes that the combined duration of the vesting period and, if applicable, the retention period for the shares may not be less than three years;

8) resolves that the allotment of bonus shares shall take place immediately, before the end of the vesting period, in the event of the beneficiary's disability corresponding to the classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code and that the shares will be freely transferable. Similarly, in the event of the beneficiary's disability, corresponding to classification in one of the two aforementioned categories of the French Social Security Code, before the end of the retention period, the shares will be freely transferable;

9) authorizes the Board of Directors to adjust, if necessary, during the vesting period, the number of shares related to any transactions on the Company's capital within the meaning of Article L. 225-181 of the French Commercial Code, in order to preserve the rights of the beneficiaries;

10) authorizes the Board of Directors to use the authorizations already granted or granted in the future by the General Meeting, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code;

11) notes that this authorization automatically entails, for the benefit of the beneficiaries of allotments of ordinary shares to be issued, the waiver by shareholders of their preemptive subscription rights to the ordinary shares that will be issued as part of the final allotment of shares, and of any right to the bonus ordinary shares allotted on the basis of this authorization;

12) resolves that the Board of Directors shall have all powers necessary to implement this authorization in accordance with legal and regulatory provisions, and in particular to:

a) set the conditions and, if applicable, the criteria for the allotment of existing shares or shares to be issued, and define the list of share beneficiaries,

b) allow for the possibility of temporarily suspending allotment rights,

c) set any other terms and conditions for the allotment of shares,

d) complete all formalities to perform share buybacks and/or to finalize any capital increase(s) that may be carried out under this authorization, make corresponding amendments to the bylaws and, generally, take any measures necessary for the implementation of this authorization, with the option of sub-delegation under the conditions laid down by law

13) sets the period of validity of this authorization at thirty-eight months from this meeting.

This authorization supersedes the unused portion of the authorization granted by the General Meeting of May 24, 2023 in its Twenty-ninth Resolution.

Authorization to the Board of Directors to allot existing bonus shares and/or bonus shares to be issued, specifically for the payment of annual variable compensation, to employees of the Company or affiliated companies (excluding the corporate officers of the Company or affiliated companies), with shareholders' preemptive subscription rights waived

Purposes of the Seventeenth Resolution

In the **Seventeenth Resolution**, we propose that you authorize the Board of Directors, in accordance with Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code, to proceed, on one or more occasions and within the framework of a multi-year plan, with the allotment of ordinary shares of the Company, either existing or to be issued, to employees (or certain categories of employee) both of Fnac Darty and of companies or economic interest groups that are related to it within the meaning of Article L. 225-197-2 of the French Commercial Code, with corporate officers of the Company and of related companies expressly excluded.

The total number of bonus shares that may be allotted to the designated beneficiaries – employees of the Company or of affiliated companies – under this authorization may not correspond to more than 2% of the share capital of the Company on the date of the allotment decision, it being specified that this cap would be deducted from the overall cap provided for in the Twenty-second Resolution of the Meeting of May 28, 2025 and that it does not take into account the nominal amount of the shares to be allotted or the capital increase necessary to preserve the rights of the beneficiaries of bonus share allotments in the event of transactions on the Company's capital during the vesting period.

The Board of Directors:

- would set the vesting period at the end of which the allotment of shares to beneficiaries would be definitive, which may not be less than one year;
- may impose a minimum retention period upon the beneficiaries, starting from the definitive allotment of the shares,
- knowing that the combined duration of the vesting period and, if applicable, the retention period for the shares may not be less than two years.

As an exception, the final allotment would take place before the end of the vesting period, in the event of the beneficiary's disability corresponding to the classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code and that the shares will be freely transferable. Similarly, in the event of the beneficiary's disability, corresponding to classification in one of the two aforementioned categories of the French Social Security Code, before the end of the retention period, the shares will be freely transferable.

It should be noted that this authorization would automatically entail, for the benefit of the beneficiaries of allotments of ordinary shares to be issued, the waiver by shareholders of their preemptive subscription rights to the ordinary shares that would be issued as part of the final allotment of shares, and of any right to the bonus ordinary shares allotted on the basis of this authorization;

We propose that you grant full powers to the Board of Directors to:

- adjust, if necessary, during the vesting period, the number of shares related to any transactions on the Company's capital within the meaning of Article L. 225-181 of the French Commercial Code, in order to preserve the rights of the beneficiaries;
- use the authorizations already granted or granted in the future by the General Meeting, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code;
- implement this authorization in accordance with legal and regulatory provisions, and in particular to:

a) set the conditions and, if applicable, the criteria for the allotment of existing shares or shares to be issued, and define the list of share beneficiaries,

b) allow for the possibility of temporarily suspending allotment rights,

c) set any other terms and conditions for the allotment of shares,

d) complete all formalities to perform share buybacks and/or to finalize any capital increase(s) that may be carried out under this authorization, make corresponding amendments to the bylaws and, generally, take any measures necessary for the implementation of this authorization, with the option of sub-delegation under the conditions laid down by law.

This authorization would be valid for a period of thirty-eight months and would supersede the unused portion of the authorization granted by the General Meeting of May 24, 2023 in its Thirtieth Resolution. Furthermore, it is specified that this authorization has no effect on other authorizations concerning the allotment of outstanding bonus shares.

Seventeenth Resolution

Authorization to the Board of Directors to allot existing bonus shares and/or bonus shares to be issued, specifically for the payment of annual variable compensation, to employees of the Company or affiliated companies (excluding the corporate officers of the Company or affiliated companies), with shareholders' preemptive subscription rights waived

The General Meeting, having reviewed the report of the Board of Directors and the special auditors' report, and in accordance with the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code:

1) authorizes the Board of Directors to proceed, on one or more occasions, with allotments of existing bonus shares or bonus shares to be issued of Fnac Darty to the beneficiaries, as part of a multi-year plan;

2) resolves that the beneficiaries of the shares, who will be decided by the Board of Directors, may be employees (or certain categories of employee) both of Fnac Darty and of companies or economic interest groups that are related to it within the meaning of Article L. 225-197-2 of the French Commercial Code, with corporate officers of the Company and affiliated companies expressly excluded;

3) resolves that, under this authorization, the Board of Directors may allot a total number of shares corresponding to a maximum of 2% of the share capital of the Company (as at the date on which it makes such a decision), it being specified that this cap shall be deducted from the overall cap provided for in the Twenty-second Resolution of the General Meeting of May 28, 2025 and that it does not take into account the nominal amount of the shares to be allotted or the capital increase necessary to preserve the rights of the beneficiaries of bonus share allotments in the event of transactions on the Company's capital during the vesting period;

4) resolves that the allotment of shares to their beneficiaries will only be definitive at the end of a vesting period to be determined by the Board of Directors, which may not be less than one year;

5) resolves that the Board of Directors may also impose a minimum retention period upon the beneficiaries, starting from the definitive allotment of the shares;

6) establishes that, in accordance with the law, the combined duration of the vesting period and, if applicable, the retention period for the shares may not be less than two years;

7) resolves that the allotment of bonus shares shall take place immediately, before the end of the vesting period, in the event of the beneficiary's disability corresponding to the classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code and that the shares will be freely transferable. Similarly, in the event of the beneficiary's disability, corresponding to classification in one of the two aforementioned categories of the French Social Security Code, before the end of the retention period, the shares will be freely transferable;

8) authorizes the Board of Directors to adjust, if necessary, during the vesting period, the number of shares related to any transactions on the Company's capital within the meaning of Article L. 225-181 of the French Commercial Code, in order to preserve the rights of the beneficiaries;

9) authorizes the Board of Directors to use the authorizations already granted or granted in the future by the General Meeting, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code;

10) notes that this authorization automatically entails, for the benefit of the beneficiaries of allotments of ordinary shares to be issued, the waiver by shareholders of their preemptive subscription rights to the ordinary shares that will be issued as part of the final allotment of shares, and of any right to the bonus ordinary shares allotted on the basis of this authorization;

11) resolves that the Board of Directors shall have all powers necessary to implement this authorization in accordance with legal and regulatory provisions, and in particular to:

a) set the conditions and, if applicable, the criteria for the allotment of existing shares or shares to be issued, and define the list or categories of share beneficiaries,

b) allow for the possibility of temporarily suspending allotment rights,

c) set any other terms and conditions for the allotment of shares,

d) complete all formalities to perform share buybacks and/or to finalize any capital increase(s) that may be carried out under this authorization, make corresponding amendments to the bylaws and, generally, take any measures necessary for the implementation of this authorization, with the option of sub-delegation under the conditions laid down by law;

12) sets the period of validity of this authorization at thirty-eight months from this meeting.

This authorization supersedes the unused portion of the authorization granted by the General Meeting of May 24, 2023 in its Thirtieth Resolution.

Authorization to the Board of Directors to allot existing shares and/or new shares to be issued as bonus shares to employees and/or certain corporate officers of the Company or related companies or economic interest groups, and waiver of shareholders' preemptive subscription rights

Purposes of the Eighteenth Resolution

In the **Eighteenth Resolution**, we propose that you authorize the Board of Directors, in accordance with Articles L. 225-197-1, L. 225-197-2, L. 22-10-59 and L. 22-10-60 of the French Commercial Code, to proceed, on one or more occasions, with the allotment of ordinary shares of the Company to:

- employees of the Company or of companies or economic interest groups that are directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code;
- and/or corporate officers who meet the conditions set forth in Article L. 225-197-1 of the French Commercial Code.

The total number of bonus shares allotted under this authorization may not exceed 5% of the share capital on the date of the allotment decision.

To this amount would be added, where applicable, the nominal amount of the capital increase necessary to preserve the rights of the beneficiaries of bonus share allotments in the event of a transaction on the Company's capital during the vesting period.

It is specified that the total number of shares to which the options that may be allotted by the Board of Directors under the authorization provided for in the Twenty-eighth Resolution of the General Meeting of May 28, 2025 give entitlement, and the total number of bonus shares that may be allotted by the Board of Directors under the authorization granted by this General Meeting in its Nineteenth Resolution, would be deducted from this cap, and that the nominal amount of the capital increases that may be carried out pursuant to this authorization would be deducted from the overall cap provided for in the Twenty-second Resolution of the General Meeting of May 28, 2025.

The total number of bonus shares that may be allotted to the Company's executive officers may not exceed 0.6% of the share capital within this amount, common to this authorization and that provided for by the Twenty-eighth Resolution of this General Meeting of May 28, 2025.

The Board of Directors would determine:

- the identity of the beneficiaries of the allotment;
- a vesting period at the end of which the allotment of shares to beneficiaries would be definitive, which may not be less than three years.

As an exception, the final allotment would take place before the end of the vesting period, in the event of the beneficiary's disability corresponding to the classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code and that the shares will be freely transferable. Similarly, in the event of the beneficiary's disability, corresponding to classification in one of the two aforementioned categories of the French Social Security Code, before the end of the retention period, the shares will be freely transferable.

The General Meeting would authorize the Board of Directors to decide whether or not to provide for an obligation to retain shares at the end of the vesting period.

With certain exceptions, the final allotment of shares would be decided by the Board of Directors, subject to the achievement of several performance conditions, it being noted that:

- one performance condition of the plan would be linked to a stock market performance objective,
- one performance condition of the plan would be linked to a criterion of social and environmental responsibility,
- and one performance condition of the plan would be linked to an economic criterion (metric linked to the balance sheet and/or the income statement),
- when performance against a criterion is measured in relative terms by comparison with an index or a peer group, the performance threshold below which no compensation for the criterion is allocated is either the median or the average of the index of the comparison group.

We propose that you grant full powers to the Board of Directors to:

- set the conditions and, if applicable, the criteria for the allotment and performance conditions of the shares;
- determine the identity of the beneficiaries and the number of shares allotted to each of them;
- where applicable:
  - confirm the existence of sufficient reserves and transfer to an unavailable reserve account the sums necessary to pay up the new shares to be allotted,
  - decide, in due course, on the capital increase(s) by incorporation of reserves, premiums or profits corresponding to the issue of the new bonus shares,
  - purchase the shares required under the share buyback program and allocate them to the allotment plan,
  - determine the impact on the rights of beneficiaries of transactions modifying the capital or likely to affect the value of the shares allotted and carried out during the vesting period and, consequently, to modify or adjust, if necessary, the number of shares allotted to preserve the rights of the beneficiaries,
  - decide whether or not to impose an obligation to retain shares at the end of the vesting period and, if so, to determine the duration of this obligation and to take all necessary measures to ensure compliance by beneficiaries,
- and, in general, to do all that is necessary under current legislation to implement this authorization.

This authorization would automatically entail the waiver by the shareholders of their preemptive subscription rights to the new shares issued by capitalization of reserves, premiums and profits.

This authorization would be valid for a period of thirty-eight months and would supersede the unused portion of the authorization granted by the General Meeting of May 28, 2025 in its Twenty-ninth Resolution while having the same purpose. Furthermore, it is specified that this authorization has no effect on other authorizations for the allotment of outstanding bonus shares

Eighteenth Resolution

Authorization to the Board of Directors to allot existing shares and/or new shares to be issued as bonus shares to employees and/or certain corporate officers of the Company or related companies or economic interest groups, and waiver of shareholders' preemptive subscription rights

The General Meeting, having reviewed the report of the Board of Directors and the special auditors' report, authorizes the Board of Directors, in accordance with Articles L. 225-197-1, L. 225-197-2, L. 22-10-59 and L. 22-10-60 of the French Commercial Code, to proceed, on one or more occasions, with the allotment of ordinary shares of the company, either existing or to be issued, within the framework of a multi-year plan, to:

- employees of the Company or of companies or economic interest groups that are directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code,
- and/or corporate officers who meet the conditions set forth in Article L. 225-197-1 of the French Commercial Code.

The total number of bonus shares allotted under this authorization may not exceed 5% of the share capital on the date of the allotment decision.

To this cap would be added, where applicable, the nominal amount of the shares to be allotted or the capital increase necessary to preserve the rights of the beneficiaries of bonus share allotments in the event of transactions on the Company's capital during the vesting period.

It is specified that the total number of shares to which the options that may be allotted by the Board of Directors under the authorization provided for in the Twenty-eighth Resolution of the General Meeting of May 28, 2025 give entitlement, and the total number of bonus shares that may be allotted by the Board of Directors under the authorization granted by this General Meeting in its Nineteenth Resolution, shall be deducted from this cap, and that the nominal amount of the capital increases that may be carried out pursuant to this authorization shall be deducted from the overall cap provided for in the Twenty-second Resolution of the General Meeting of May 28, 2025.

The total number of bonus shares that may be allotted to the Company's executive officers may not exceed 0.6% of the share capital within this amount, common to this authorization and that provided for by the Twenty-eighth Resolution of the General Meeting of May 28, 2025.

The allotment of shares to beneficiaries will be definitive at the end of a vesting period to be determined by the Board of Directors, which may not be less than three years.

As an exception, the final allotment will take place before the end of the vesting period, in the event of the beneficiary's disability corresponding to the classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code. Similarly, in the event of the beneficiary's disability, corresponding to classification in one of the two aforementioned categories of the French Social Security Code, before the end of the retention period, the shares will be freely transferable.

The General Meeting authorizes the Board of Directors to decide whether or not to provide for an obligation to retain shares at the end of the vesting period. With certain exceptions, the final allotment of shares will be subject to the Board of Directors' decision to meet several performance conditions, it being noted that:

- one performance condition of the plan would be linked to a stock market performance objective,
- one performance condition of the plan would be linked to a criterion of social and environmental responsibility,
- and one performance condition of the plan would be linked to an economic criterion (metric linked to the balance sheet and/or the income statement),
- when performance against a criterion is measured in relative terms by comparison with an index or a peer group, the performance threshold below which no compensation for the criterion is allocated is either the median or the average of the index of the comparison group.

All powers are granted to the Board of Directors to:

- set the conditions and, if applicable, the criteria for the allotment of the shares;
- determine the identity of the beneficiaries and the number of shares allotted to each of them;
- where applicable:
  - confirm the existence of sufficient reserves and transfer to an unavailable reserve account the sums necessary to pay up the new shares to be allotted,
  - decide, in due course, on the capital increases by capitalization of reserves, premiums or profits corresponding to the issue of the new bonus shares,
  - purchase the shares required under the share buyback program and allocate them to the allotment plan,
  - determine the impact on the rights of beneficiaries of transactions modifying the capital or likely to affect the value of the shares allotted and carried out during the vesting period and, consequently, to modify or adjust, if necessary, the number of shares allotted to preserve the rights of the beneficiaries;
  - decide whether or not to impose an obligation to retain shares at the end of the vesting period and, if so, to determine the duration of this obligation and to take all necessary measures to ensure compliance by beneficiaries;
- and, in general, to do all that is necessary under current legislation to implement this authorization.

This authorization automatically entails the waiver by the shareholders of their preemptive subscription rights to the new shares issued by capitalization of reserves, premiums and profits.

It is granted for a period of thirty-eight months from the date of this General Meeting.

It supersedes the unused portion of the authorization granted by the General Meeting of May 28, 2025 in its Twenty-ninth Resolution while having the same purpose.

Authorization to the Board of Directors to allot existing shares and/or new shares to be issued as bonus shares to employees (excluding corporate officers and members of the Group's Executive Committee) of the Company or related companies or economic interest groups, and waiver of shareholders' preemptive subscription rights

Purposes of the Nineteenth Resolution

In the **Nineteenth Resolution**, we propose that you authorize the Board of Directors, in accordance with Articles L. 225-197-1, L. 225-197-2 and L. 22-10-59 of the French Commercial Code, to proceed, on one or more occasions, with the allotment of ordinary shares of the Company, either existing or to be issued, to employees, with the express exception of corporate officers and members of the Executive Committee, of the Company or of companies or economic interest groups that are directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code.

The total number of bonus shares allotted under this authorization may not exceed 5% of the share capital on the date of the allotment decision.

To this amount would be added, where applicable, the nominal amount of the capital increase necessary to preserve the rights of the beneficiaries of bonus share allotments in the event of a transaction on the Company's capital during the vesting period.

It is specified that the total number of shares to which the options that may be allotted by the Board of Directors under the authorization granted in the Twenty-eighth Resolution of the General Meeting of May 28, 2025 give entitlement, and the total number of bonus shares that may be allotted by the Board of Directors under the authorization granted in its Eighteenth Resolution, would be deducted from this cap, and that the nominal amount of the capital increases that may be carried out pursuant to this authorization would be deducted from the overall cap provided for in the Twenty-second Resolution of the General Meeting of May 28, 2025.

The Board of Directors would determine:

- the identity of the beneficiaries of the allotment;
- a vesting period at the end of which the allotment of shares to the beneficiaries would be definitive, which may not be less than one year; it may or may not provide for an obligation to retain the shares at the end of the vesting period, it being stipulated that the total of the two periods may not be less than two years;
- any performance conditions to which the acquisition of these shares would be subject.

As an exception, the final allotment would take place before the end of the vesting period, in the event of the beneficiary's disability corresponding to the classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code and that the shares will be freely transferable. Similarly, in the event of the beneficiary's disability, corresponding to classification in one of the two aforementioned categories of the French Social Security Code, before the end of the retention period, the shares will be freely transferable.

We propose that you grant full powers to the Board of Directors to:

- set the conditions and, if applicable, the criteria for the allotment and performance conditions of the shares;
- determine the identity of the beneficiaries and the number of shares allotted to each of them;
- where applicable:
  - confirm the existence of sufficient reserves and transfer to an unavailable reserve account the sums necessary to pay up the new shares to be allotted,
  - decide, in due course, on the capital increase(s) by incorporation of reserves, premiums or profits corresponding to the issue of the new bonus shares,
  - purchase the shares required under the share buyback program and allocate them to the allotment plan,
  - determine the impact on the rights of beneficiaries of transactions modifying the capital or likely to affect the value of the shares allotted and carried out during the vesting period and, consequently, to modify or adjust, if necessary, the number of shares allotted to preserve the rights of the beneficiaries,
  - decide whether or not to impose an obligation to retain shares at the end of the vesting period and, if so, to determine the duration of this obligation and to take all necessary measures to ensure compliance by beneficiaries,
- and, in general, to do all that is necessary under current legislation to implement this authorization.

This authorization would automatically entail the waiver by the shareholders of their preemptive subscription rights to the new shares issued by capitalization of reserves, premiums and profits.

This authorization would be valid for a period of thirty-eight months and would supersede the unused portion of the authorization granted by the General Meeting of May 28, 2025 in its Thirtieth Resolution while having the same purpose. Furthermore, it is specified that this authorization has no effect on other authorizations concerning the allotment of outstanding bonus shares.

In order to preserve the interests of shareholders and control effective dilution, this resolution, combined with the Sixteenth, Seventeenth and Eighteenth Resolutions subject to the vote of this General Meeting and the Twenty-eighth Resolution approved by the Combined General Meeting of May 28, 2025, would not lead to the allotment of more than 3% in total of the Company's capital in the form of shares to be issued; a portion of the shares acquired under the aforementioned resolutions may be definitively allotted to beneficiaries in the form of outstanding shares.

A summary of the overall caps provided for in these resolutions is presented below:

Nature of the allotment	Beneficiaries	Subject of the allotment	Resolution number	Date of the General Meeting	Term of the resolution	Initial allotment cap [(a) (b)]	Common cap for vesting or final allotment in shares to be issued
Stock options	Corporate officers and employees	Multi-year plan	Twenty-eighth	05/28/2025	38 months	5% (of which 0.6% for corporate officers) [(a)]	3%
Allotment of bonus shares	Corporate officers	Annual variable plan	Sixteenth	05/27/2026	38 months	0.50%	
Allotment of bonus shares	Employees – excluding corporate officers	Annual variable plan	Seventeenth	05/27/2026	38 months	2%	
Allotment of bonus shares	Corporate officers and employees	Multi-year plan	Eighteenth	05/27/2026	38 months	5% (of which 0.6% for corporate officers) [(a)]	
Allotment of bonus shares	Employees – excluding corporate officers and members of the Executive Committee	Multi-year plan	Nineteenth	05/27/2026	38 months	5% [(a)]	

(a) *The Twenty-eighth Resolution of the General Meeting of May 28, 2025 and the Eighteenth and Nineteenth Resolutions of the General Meeting of May 27, 2026 would allow allotments within a common cap of 5% of the capital on the allotment date. The 0.6% sub-cap provided for in the Twenty-eighth Resolution of the General Meeting of May 28, 2025 and the Eighteenth Resolution of the General Meeting of May 27, 2026 for the Company's executive officers is shared by these authorizations.*

(b) *The nominal amount of the capital increases that may be carried out under all these resolutions is deducted from the overall cap set in the Twenty-second Resolution of the General Meeting of May 28, 2025;*

Nineteenth Resolution

Authorization to the Board of Directors to allot existing shares and/or new shares to be issued as bonus shares to employees (excluding corporate officers and members of the Group's Executive Committee) of the Company or related companies or economic interest groups, and waiver of shareholders' preemptive subscription rights

The General Meeting, having reviewed the report of the Board of Directors and the special auditors' report, authorizes the Board of Directors, in accordance with Articles L. 225-197-1, L. 225-197-2 and L. 22-10-59 of the French Commercial Code, to proceed, on one or more occasions, with the allotment of ordinary shares of the company, either existing or to be issued, within the framework of a multi-year plan, to:

- employees of the Company, with the express exception of corporate officers and members of the Executive Committee, or of companies or economic interest groups that are directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code.

The total number of bonus shares allotted under this authorization may not exceed 5% of the share capital on the date of the allotment decision.

To this cap would be added, where applicable, the nominal amount of the shares to be allotted or the capital increase necessary to preserve the rights of the beneficiaries of bonus share allotments in the event of transactions on the Company's capital during the vesting period.

It is specified that the total number of shares to which the options that may be allotted by the Board of Directors under the authorization granted in the Twenty-eighth Resolution of the General Meeting of May 28, 2025 give entitlement, and the total number of bonus shares that may be allotted by the Board of Directors under the authorization granted by the General Meeting in its Eighteenth Resolution, shall be deducted from this cap, and that the nominal amount of the capital increases that may be carried out pursuant to this authorization shall be deducted from the overall cap provided for in the Twenty-second Resolution of the General Meeting of May 28, 2025.

The allotment of shares to beneficiaries will be definitive at the end of a vesting period to be determined by the Board of Directors, which may not be less than one year.

The General Meeting authorizes the Board of Directors to decide whether or not to provide for an obligation to retain shares at the end of the vesting period, the aggregate of the two periods not being less than two years.

As an exception, the final allotment will take place before the end of the vesting period, in the event of the beneficiary's disability corresponding to the classification in the second or third category provided for in Article L. 341-4 of the French Social Security Code. Similarly, in the event of the beneficiary's disability, corresponding to classification in one of the two aforementioned categories of the French Social Security Code, before the end of the retention period, the shares will be freely transferable.

All powers are granted to the Board of Directors to:

- set the conditions and, if applicable, the criteria for the allotment of the shares;
- determine the identity of the beneficiaries and the number of shares allotted to each of them; - as the case may be:
  - confirm the existence of sufficient reserves and transfer to an unavailable reserve account the sums necessary to pay up the new shares to be allotted,
  - decide, in due course, on the capital increases by capitalization of reserves, premiums or profits corresponding to the issue of the new bonus shares,
  - purchase the shares required under the share buyback program and allocate them to the allotment plan,
  - determine the impact on the rights of beneficiaries of transactions modifying the capital or likely to affect the value of the shares allotted and carried out during the vesting period and, consequently, to modify or adjust, if necessary, the number of shares allotted to preserve the rights of the beneficiaries;
  - decide whether or not to impose an obligation to retain shares at the end of the vesting period and, if so, to determine the duration of this obligation and to take all necessary measures to ensure compliance by beneficiaries;
- and, in general, to do all that is necessary under current legislation to implement this authorization.

This authorization automatically entails the waiver by the shareholders of their preemptive subscription rights to the new shares issued by capitalization of reserves, premiums and profits.

It is granted for a period of thirty-eight months from the date of this General Meeting.

It supersedes the unused portion of the authorization granted by the General Meeting of May 28, 2025 in its Thirtieth Resolution while having the same purpose.

For the Ordinary General Meeting

Amendments to the by laws

Purposes of the Twentieth Resolution

Harmonization of Article 22 of the bylaws concerning the date of registration in the shareholder's account required for participation in the General Meeting

In the Twentieth **Resolution**, we propose that you amend the third paragraph of Article 22 of the bylaws as follows, in order to take into account the provisions of Article R. 22-10-28 of the French Commercial Code as amended by Decree no. 2026-94 of February 13, 2026 concerning the date of registration in the shareholder's account required for participation in the General Meeting:

Old version	New version
(…)	(…)
Any shareholders is entitled to attend shareholders' meetings in person or by proxy, under the conditions set by applicable laws and regulations, by providing proof of their identity and title to their shares by the registration of said securities in accounts in their name (or as long as the company's shares are admitted to trading on a regulated market, in the name of the intermediary registered on the shareholder's behalf pursuant to the applicable regulation) no later than two business days preceding the meeting at midnight Paris time, or in the registered shares accounts kept by the company, or, provided that the company's shares are admitted to trading on a regulated market, in the accounts for bearer shares of an authorized intermediary. Proof of the capacity of a shareholder can be provided electronically, under the conditions set by the applicable laws and regulations.	Any shareholder is entitled to attend shareholders' meetings in person or by proxy, under the conditions set by applicable laws and regulations, by providing proof of their identity and ownership of their shares by the registration of said securities in accounts in their name (or as long as the Company's shares are admitted to trading on a regulated market, in the name of the intermediary registered on the shareholder's behalf pursuant to the applicable regulation) no later than **five** business days preceding the meeting at midnight Paris time, either in the registered share accounts kept by the company, or, provided that the company's shares are admitted to trading on a regulated market, in the hearer share accounts held by an authorized intermediary. Proof of the capacity of a shareholder can be provided electronically, under the conditions set by the applicable laws and regulations.
(…)	(…)

Twentieth Resolution

Harmonization of Article 22 of the bylaws concerning the date of registration in the shareholder's account required for participation in the General Meeting

The General Meeting, having considered the report of the Board of Directors, resolves to amend the third paragraph of Article 22 of the bylaws as follows, in order to take into account the provisions of Article R. 22-10-28 of the French Commercial Code as amended by Decree no. 2026-94 of February 13, 2026 concerning the date of registration in the shareholder's account required for participation in the General Meeting:

Old version	New version
(…)	(…)
Any shareholders is entitled to attend shareholders' meetings in person or by proxy, under the conditions set by applicable laws and regulations, by providing proof of their identity and title to their shares by the registration of said securities in accounts in their name (or as long as the company's shares are admitted to trading on a regulated market, in the name of the intermediary registered on the shareholder's behalf pursuant to the applicable regulation) no later than two business days preceding the meeting at midnight Paris time, or in the registered shares accounts kept by the company, or, provided that the company's shares are admitted to trading on a regulated market, in the accounts for bearer shares of an authorized intermediary. Proof of the capacity of a shareholder can be provided electronically, under the conditions set by the applicable laws and regulations.	Any shareholder is entitled to attend shareholders' meetings in person or by proxy, under the conditions set by applicable laws and regulations, by providing proof of their identity and ownership of their shares by the registration of said securities in accounts in their name (or as long as the Company's shares are admitted to trading on a regulated market, in the name of the intermediary registered on the shareholder's behalf pursuant to the applicable regulation) no later than **five** business days preceding the meeting at midnight Paris time, either in the registered share accounts kept by the company, or, provided that the company's shares are admitted to trading on a regulated market, in the hearer share accounts held by an authorized intermediary. Proof of the capacity of a shareholder can be provided electronically, under the conditions set by the applicable laws and regulations.
(…)	(…)

Powers for formalities

Purposes of the Twenty-first Resolution

This Resolution grants the bearer of an original, extract or copy of the minutes of this General Meeting full powers to make or complete any necessary filings or formalities, including digitally with an electronic signature, in accordance with applicable laws.

Twenty-first Resolution

Powers for formalities

The General Meeting grants all powers to the bearer of an original, copy or extract of these minutes to fulfill all the formalities of filing and publicity required by law.

Your Board of Directors invites you to vote to approve the text of the resolutions it proposes.

Statutory Auditors’ Report and reports of the auditors of the sustainability information

7.1 – Statutory Auditors' Report on the consolidated financial statements

Year ended December 31, 2025

To the General Meeting of Fnac Darty SA,

Opinion

In compliance with the engagement entrusted to us by the General Meeting, we have audited the accompanying consolidated financial statements of FNAC DARTY for the year ended December 31, 2025.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group for the past year, and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (Code de commerce) and the French Code of Ethics (Code de déontologie) for statutory auditors, for the period from January 1, 2025, to the date of our report, and specifically we did not provided any prohibited non-audit services referred to Article 5, Section 1 of Regulation (EU) 537/2014.

Justification of the Assessments – Key Audit Matters

In accordance with the requirements of Articles L. 821-53 and R. 821-180 of the French Commercial Code (Code de commerce) regarding the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These assessments are in the context of the audit of the consolidated financial statements as a whole and of the formation of our opinion expressed above. We do not provide a separate opinion on specific items of the consolidated financial statements.

Valuation and recognition of discounts and commercial cooperation received and to be received from suppliers

(Notes 2.3.2 and 2.19 of the Notes to the consolidated financial statements)

Risk identified	Audit response provided
Within the Group, there is many purchasing contracts and agreements with suppliers that stipulate: • commercial discounts given to the Group based on quantities purchased or other contractual conditions, such as reaching thresholds or growth in purchasing volumes ("discounts"); • amounts paid to the Group in respect of services to suppliers ("commercial cooperation"). Discounts and commercial cooperation received and to be received by the Group from its suppliers are valued based on contracts signed with suppliers. These are recognized as a reduction in the cost of sales. Given the large number of contracts and the features specific to each supplier, the correct valuation and recognition of discounts and commercial cooperation received and to be received with respect to contractual provisions and annual purchasing volumes constitute a key point of the audit.	We were informed of the internal control process and key controls established by the Group concerning the process to value and recognize discounts and commercial cooperation and tested their effectiveness on a sampling of contracts. Our other work, involving surveys, consisted of: • reconciling the commercial terms used in the calculation of discounts and commercial cooperation with the conditions stipulated in the purchasing contracts and agreements with suppliers; • comparing the estimates made of discount and commercial cooperation amounts for the previous year with the corresponding actual data in order to assess the reliability of the estimation process; • corroborating the volumes of business chosen with the volumes of business recorded in the Group's purchasing information systems to calculate the amount of rebates to be collected at the end of the financial year; • obtaining evidence of the completion of the services rendered as of December 31, 2025; • obtaining evidence of payment for amounts already collected as of December 31, 2025.

Valuation of the Darty and Vanden Borre brands

(Notes 2.3.2, 2.7, 2.10, 10, 16 and 19 of the Notes to the consolidated financial statements)

Risk identified	Audit response provided
The Darty and Vanden Borre brands are recognized for a net amount of €261.2 million and €35.3 million respectively. They were valued using the relief from royalty method (for royalties received from franchisees for use of the brand) by an independent expert, for the purpose of allocating the Darty purchase price in 2016. During each financial year, when events or circumstances indicate that impairment is likely to occur, management ensures that the net book value of these brands is not greater than their recoverable value. The recoverable value of the brands is their fair value minus exit costs or their value-in-use, whichever is higher. The recoverable value of the brands was determined based on their value-in-use, which is calculated by discounting the royalty savings generated by and received from the franchisees for the use of the brand (net of maintenance costs and taxes). Royalty savings projections were made in the second half of the year, for a three-year period, based on budgets and medium-term plans. To calculate recoverable value, a terminal value equal to capitalization in perpetuity of a normative saving is added to the value of the expected future savings. As of December 31, 2025, depreciation tests recognized an additional €9.9 million impairment of the Darty brand. In this context, we considered the measurement of the recoverable value and specifically the calculation of the recoverable value of the Darty and Vanden Borre brands to be a key point of the audit because of their particularly material amount on the balance sheet assets as of December 31, 2025, uncertainties related to the probability of achieving the budgets and medium-term plans used as the basis for projections of flows of future royalty savings used in the measurement of their recoverable value, and sensitivity to changes in the data and assumptions on which the estimates were based.	We were informed of the process implemented by management to determine the value-in-use of the Darty and Vanden Borre brands. Our work consisted of: • assessing the relevance of the principles and method for determining values-in-use in terms of market practices used to value brands; • assessing the consistency of the projected revenue growth rates with available outside analyzes, and with regard to the inflationary environment; • assessing the royalty rates applied to the brands in calculating value based on future revenue; • assessing the reasonable nature of the discount rates applied to the estimated royalty flows, specifically by verifying that the various parameters comprising the weighted average cost of capital for each brand can approach the rate of return expected by market participants for similar activities; • performing sensitivity tests on the various assumptions. We also assessed the appropriateness of the information presented in note 19 to the consolidated financial statements.

Assessment of the recoverable value of goodwill allocated to the France and Switzerland Cash Generating Unit (CGU)

(Notes 2.3.2, 2.6, 2.10, 15 and 19 of the Notes to the consolidated financial statements)

Risk identified	Audit response provided
The Cash Generating Units (CGUs) to which the goodwill is allocated are subject to a systematic annual impairment test in the second half of the year and whenever events or circumstances indicate that a loss of value may occur. If the recoverable value of a CGU is lower than its net book value, an impairment is recognized. The recoverable value of a CGU is its fair value less exit costs or its value-in-use, whichever is higher. Value-in-use is determined in relation to projections of the expected future cash flows of a CGU, considering the time value and specific risks related to the CGU. Cash flow projections were made during the second half of the year, for a period of three years, based on budgets and medium-term plans. For the value-in-use calculation, a terminal value equal to capitalization in perpetuity of a normative annual cash flow is added to the value of expected future cash flows. As of December 31, 2025, the net book value of the goodwill allocated to the France and Switzerland CGU was €1,400.3 million. Given the decision made at the end of the year to sell the Nature & Découvertes subsidiary, the Group decided to reclassify this entity as assets and liabilities held for sale, in accordance with IFRS 5. This includes €60.2 million of the goodwill allocated to the France and Switzerland CGU, which was subsequently fully impaired as part of its fair value measurement. This impairment was classified within discontinued operations, as was the net income of Nature & Découvertes. We considered the measurement of the recoverable value of the goodwill allocated to the France and Switzerland CGU to be a key point of the audit because of its weight in total assets as of December 31, 2025, uncertainties related to the probability of achieving the projected future cash flows used in the measurement of the value-in-use, and sensitivity to changes in the financial data and assumptions used.	We were informed of the process implemented by management to determine the recoverable value of the goodwill allocated to the France and Switzerland CGU. Our work consisted of: • checking that the items comprising the net book value of the France and Switzerland CGU to which the goodwill is attached are appropriate; • ensuring that the principles and methods for determining the recoverable value of the France and Switzerland CGU are consistent with IAS 36; • assessing the reasonableness of the cash-flow projections for the France and Switzerland CGU in terms of management's assumptions and the economic environment in which the Group operates in France and Switzerland, particularly with regard to the inflationary environment;assessing the consistency of the growth rate used for projected flows for calculating the terminal value with information from available outside analyses and with the help of our specialists; • assessing the reasonableness of the discount rate applied to the cash flows, estimated with the help of our specialists, by specifically verifying that the various parameters comprising the weighted average cost of capital of the France and Switzerland CGU approaches the rate of return expected by market participants for similar activities; • comparing the accounting estimates of cash flow projections from previous periods with the corresponding actual data to assess reliability; • performing sensitivity tests on the various assumptions. We also assessed the appropriateness of the information presented in note 19 to the consolidated financial statements.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information relating to the Group in the Board of Directors' Management Report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Report on Other Legal and Regulatory Requirements

Format of presentation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the consolidated financial statements mentioned in Article L. 451-1-2 of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of the Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation No. 2019/815 of December 17, 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

Deloitte & Associés was appointed statutory auditor of FNAC DARTY by the General Meeting of June 22, 1993, and KPMG SA, was appointed at the General Meeting of April 17, 2013.

As of December 31, 2025, the two firms were in the thirteenth year of their appointment since the Company's shares were admitted to trading on a regulated market. Deloitte & Associés is in the thirty-third year of its appointment without interruption, and KPMG SA in its thirteenth year.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Responsibilities of the Statutory Auditors for the Audit of the Consolidated Financial Statements

Audit purpose and approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 821-55 of the French Commercial Code (Code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit. Furthermore:

- he identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- he obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- he evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;
- he assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- he evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- he obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters, that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for by Article 6 of Regulation (EU) 537/2014 confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 821-27 to L. 821-34 of the French Commercial Code (Code de commerce) and in the French Code of Ethics (Code de déontologie) for the statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, March 6, 2026

Statutory Auditors

KPMG SA

Caroline Bruno-Diaz
Partner

Deloitte & Associés

Guillaume Crunelle
Partner

7.2 – Statutory Auditors’ Report on the parent company financial statements

Year ended December 31, 2025

To the General Meeting of Fnac Darty SA,

Opinion

In compliance with the engagement entrusted to us by the General Meetings, we have audited the accompanying financial statements of Fnac Darty for the year ended December 31, 2025.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company for the past year, and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our opinion.

Our responsibilities under those standards are further in the section “Statutory auditors’ responsibilities for the audit of the financial statements” contained in this report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (Code de commerce) and the French Code of Ethics (Code de déontologie) for statutory auditors, for the period from January 1, 2025, to the date of our report, and specifically we did not provided any prohibited non-audit services referred to Article 5, Section 1 of Regulation (EU) 537/2014.

Remarks

Without calling into question the opinion expressed above, we would like to draw your attention to the implications of the first application of ANC Regulation No.°2022-06 set out in the note 2.9 “Impacts of the adoption of the new French General Accounting Plan (PCG)” to the financial statements.

Justification of the Assessments – Key Audit Matters

In accordance with the requirements of Articles L. 821-53 and R. 821-180 of the French Commercial Code (Code de commerce) relating to the justification of our assessments, we inform you of the key audit matter relating to the risk of material misstatement that, in our professional judgment, was of most significance in our audit of the financial statements of the current period, as well as how we addressed that risk.

These assessments are in the context of the audit of the annual financial statements as a whole and of the formation of our opinion expressed above. We do not provide a separate opinion on specific items of the financial statements.

Valuation of equity investments

(*Notes 2.1 "Non-current financial assets," 4 "Net financial income," 8 "Net non-current financial assets" and 19 "Table of subsidiaries and shareholdings" in the notes to the annual financial statements*)

Risk identified	Audit response provided
As of December 31, 2025, equity investments are accounted for in the balance sheet at a net book value of €2,082.6 million, or 85% of total assets, including mainly Darty Limited stocks for €1,116.8 million, Fnac Darty Participations et Services (FDPS) stocks for €838.4 million and Fidere stocks for €127.4 million. On the entry date, they are recognized at acquisition cost, including related costs and fees. At year-end, the book value of equity investments is compared to their value-in-use. The value-in-use of the equity investments of Darty Limited, FDPS and Fidere is determined based on the discounted future cash flows that Darty Limited, FDPS and Fidere, as well as their respective subsidiaries, contribute to Fnac Darty. By applying economic criteria, this value-in-use can be allocated between the three subsidiaries. This valuation takes the Company's debt into account. When this value-in-use is lower than the book value, an impairment is recorded for the amount of this difference. Estimating the value-in-use of equity investments requires significant judgment by Management, to determine the discounted future cash flows contributed by each of the three subsidiaries. Given the weight of equity investments on the balance sheet and assumptions taken, we have considered the correct assessment of the value-in-use of equity investments as a key point of our audit.	To assess the reasonableness of the estimate of the value-in-use of the equity investments between the Darty Limited, FDPS and Fidere equities, based on the information provided to us, our work mainly consisted of assessing: • whether the estimated value-in-use for each of the three subsidiaries determined by Management is based on appropriate justification of the valuation method and the figures used; • the reasonableness of the cash flow forecasts provided to the Group by each of the three subsidiaries and their respective subsidiaries with regard to Management's assumptions and the economic environment in which the Group operates; • the consistency of the growth rate used for projected flows for calculating the terminal value with information from available outside analyses and with the help of our valuation specialists; • the reasonableness of the discount rate applied to the estimated cash flows, with the help of our specialists; • the consistency and arithmetical control of how the chosen allocation criteria were distributed between the equity investments of the subsidiaries of Darty Limited, FDPS and Fidere.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

Information given in the Management Report and in the other documents with respect to the financial position and the financial statements provided to the shareholders

We have no matters to report as to the fair presentation and consistency with the financial statements of the information given in the Board of Directors' Management Report, the documents with respect to the financial position, and the financial statements provided to shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to the payment deadlines mentioned in Article D. 441-6 of the French Commercial Code (Code de commerce).

Information on corporate governance

We attest that the section of the Board of Directors' Management Report devoted to corporate governance sets out the information required by Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French Commercial Code.

Concerning the information in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code (Code de commerce) relating to remunerations and benefits received by or awarded to corporate officers and any other commitments made in their favor, we have verified the consistency with the financial statements, or with the underlying information used to prepare these statements and, where applicable, with the information obtained by your Company from controlled companies controlled by included in the scope of consolidation. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your company considered likely to have an impact in the event of a public purchase or exchange offer, provided pursuant to Article L. 22-10-11 of the French Commercial Code, we have verified its compliance with the source documents communicated to us. Based on these procedures, we have no observations to make on this information.

Report on Other Legal and Regulatory Requirements

Format of presentation of the financial statements intended to be included in the Annual Financial Report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2 of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of the Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation No. 2019/815 of December 17, 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

Deloitte & Associés was appointed statutory auditor of FNAC DARTY by the General Meeting of June 22, 1993, and KPMG SA, was appointed at the General Meeting of April 17, 2013.

As of December 31, 2025, the two firms were in the thirteenth year of their appointment since the Company's shares were admitted to trading on a regulated market. Deloitte & Associés is in the thirty-third year of its appointment without interruption, and KPMG SA in its thirteenth year.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

Audit purpose and approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 821-55 of the French Commercial Code (Code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit. In addition:

- he identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- he obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- he evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements;
- he assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- he evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for by Article 6 of Regulation (EU) 537/2014 confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 821-27 to L. 821-34 of the French Commercial Code (Code de commerce) and in the French Code of Ethics (Code de déontologie) for the statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, March 6, 2026
Statutory Auditors

KPMG SA	Deloitte & Associés
Caroline Bruno-Diaz	Guillaume Crunelle
Partner	*Partner*

7.3 – Special Auditors' Report on Regulated agreements

General Meeting called to approve the financial statements for the year ended December 31, 2025

To the General Meeting of Fnac Darty,

As the Statutory Auditors of your Company, we are presenting our report on regulated agreements.

On the basis of the information provided to us, it is our responsibility to inform you of the characteristics, principal terms and conditions and reasons justifying the interest for the Company of the agreements of which we have been informed or which we may have discovered during our assignment. We are not required to express an opinion as to their utility or suitability, nor to investigate whether other agreements exist. Under Article R. 225-31 of the French Commercial Code, it is your responsibility to assess the appropriateness of entering into these agreements for the purpose of approving them.

In addition, it is our responsibility, as applicable, to communicate to you the information stipulated in Article R. 225-31 of the French Commercial Code regarding the previous year's performance of the agreements already approved by the General Meeting.

We have applied the procedures we considered necessary pursuant to the professional standards of the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) for this assignment. These procedures consisted in verifying the consistency of the information given to us with the basic documents from which it came.

Agreements subject to approval by the General Meeting

Agreements authorized and concluded during the last year

We hereby inform you that we have not been advised of any agreements entered into or authorized in the past year that would require the approval of the General Meeting under the terms of Article L. 225-38 of the French Commercial Code.

Agreements authorized and entered into since the close of the fiscal year

We have been notified of the following agreement, authorized and entered into since the close of the past fiscal year, which was subject to prior authorization by your Board of Directors.

Conclusion of a Tender Offer Agreement between Fnac Darty and EP FR HoldCo, with the backing of EP Group

Person concerned: Vesa Equity Investment, a shareholder holding more than 10% of the capital and voting rights of your company, EP FR HoldCo (the "Initiator") and EP Group are ultimately controlled by Mr. Daniel Křetínský.

Nature and purpose:

The agreement entitled "Tender Offer Agreement" entered into between Fnac Darty and the Initiator, in the presence of EP Group, is intended to organize cooperation between your company and the Initiator in connection with the proposed all-cash public tender offer to be filed by the Initiator (the "Offer"). The Tender Offer Agreement sets out in particular:

- the customary commitments for mutual cooperation in connection with the Offer, in particular with a view to obtaining the necessary regulatory authorizations and preparing the Offer documentation;
- the parties' commitments to file the draft information document and the draft response document, respectively, shortly after your Board of Directors issues its justified opinion;
- a commitment by the Company not to seek a competing offer;
- the Offeror's intentions for the 12 months following completion of the Offer, as set out in its draft information document;
- a commitment by the Offeror to provide the Company with bank financing to refinance the amount of bank debt that may become due as a result of the Offer and the change of control of the Company; and
- a commitment by the Company to maintain normal business operations.

The Tender Offer Agreement is entered into with the backing of EP Group, which is acting jointly with the Offeror and guarantees the performance of the Offeror's obligations under the Tender Offer Agreement. A description of the content of the Tender Offer Agreement will be included in the draft information document to be filed by the Offeror with the French Markets Authority.

Terms and conditions:

At its meeting on January 25, 2026, your Board of Directors gave prior approval for the conclusion of the Tender Offer Agreement, which was signed on the same day. The signing of the Tender Offer Agreement does not imply the payment of a price by your company to the Initiator.

Reasons justifying its interest for the Company:

Your Board of Directors decided that it was in Fnac Darty's corporate interest to sign the Tender Offer Agreement, since:

- the draft Offer was unanimously welcomed by the Board of Directors on January 25, 2026; and
- the Tender Offer Agreement provides for the customary cooperation between your company and the Offeror without prohibiting the Board of Directors from discharging its fiduciary duties.

Agreements already approved by the General Meeting

Agreements approved in previous periods which continued to be executed during the last year

Pursuant to Article R. 225-30 of the French Commercial Code, we have been informed that the following agreements, already approved by the General Meeting in previous financial years, continued to be performed during the past financial year.

Agreements entered into with Ruby Equity Investment SARL.

Person concerned: Ruby Equity Investment SARL ("Ruby"), as a company controlled by the same entity as that controlling Vesa Equity Investment, a shareholder holding more than 10% of the capital and voting rights of Fnac Darty (the "Company" or "Fnac Darty").

As part of the draft joint offer co-initiated for all shares of the Italian company Unieuro (the "Offer"), announced by press on July 16, 2024, the Board of Directors authorized the following two agreements with Ruby at its meeting on July 16, 2024:

1) Investment Protocol entitled "Investment Agreement" (the "Protocol")

Nature and purpose: The purpose of the Protocol, signed on July 16, 2024, is to define the rights and obligations of Fnac Darty and Ruby as part of the proposed Offer.

Terms and conditions: Under the offer, the Company undertook to offer Unieuro shareholders a consideration denominated in part in cash and in part in new Fnac Darty shares.

The Protocol specified, in particular, (i) the characteristics of the Offer, including the price, the financing of the Offer as well as the conditions of completion to which the Offer was subject, and (ii) the operations subsequent to the completion of the Offer, including the completion of contributions of Unieuro shares held by Fnac Darty and Ruby to a joint entity ("HoldCo," since renamed "Pontis"), whose capital and voting rights had to be held 51% by Fnac Darty and 49% by Ruby following said contributions.

In accordance with the terms of the Protocol and following the execution of the Offer in the second half of the 2024 financial year, in January 2025 your company transferred the Unieuro shares to Pontis, which is 51% owned by your company, via its wholly and directly owned subsidiary, Fidere.

2) Agreement entitled Shareholders' Agreement (the "Agreement")

Nature and purpose: The Agreement, signed on July 16, 2024, is part of the draft joint offer co-initiated for all Unieuro shares announced in the press on July 16, 2024 (the "Offer").

Terms and conditions: The purpose of the Agreement is to define the governance and liquidity rights of Fnac Darty and Ruby as partners of the entity whose purpose is to hold the Unieuro shares acquired by Fnac Darty and Ruby in connection with the aforementioned Offer, as a result of the latter's contributions of said Unieuro shares ("HoldCo," subsequently renamed "Pontis"). It is specified that Pontis is now exclusively controlled and consolidated by Fnac Darty.

The Agreement organizes relations between Pontis's partners and specifies in particular: (i) the governance rules intended to apply to Pontis and Unieuro; (ii) the rules relating to transfers of Pontis securities, including a clause on the inalienability of securities until June 30, 2028, and then upon the expiration of this clause a right of first offer as well as a right of joint exit of the partners, it being specified that transfers to affiliates of the partners (subject to the usual reservations) as well as transfers between partners, are authorized; (iii) the liquidity conditions of Pontis securities, namely that from June 1, 2026 to May 31, 2028, your company:

- may offer to purchase from Ruby the Pontis securities it holds in exchange for Fnac Darty securities, it being specified that (i) Fnac Darty will be valued in reference to the VWAP and (ii) the valuation of Fnac Darty will make it possible to generate a multiple used to value Pontis; and
- will have the option to purchase all Pontis securities held by Ruby at the higher of the following two prices: (i) Ruby's investment value plus capitalized interest of 15% per year and (ii) the value of Pontis securities established by an independent expert.
- As of June 30, 2028, if your company or Ruby receives a bona fide offer from a third party for all of its Pontis securities, each party will have a drag-along right against the other party.
- As of June 1, 2030, if Ruby still holds its Pontis securities, your company and Ruby may each request the launch of an exit procedure under which (i) Ruby will give its valuation of Pontis, (ii) your company may then either purchase Ruby's Pontis securities at the valuation given by Ruby, plus the equivalent of Pontis's benchmark EBITDA, or alternatively sell its Pontis securities to Ruby at the valuation given by Ruby.

The Agreement is entered into for a maximum period of 10 years (subject to Italian mandatory rules imposing a shorter period for certain stipulations).

Paris-La Défense, March 6, 2026

Statutory Auditors

KPMG SA	Deloitte & Associés
Caroline Bruno-Diaz *Partner*	Guillaume Crunelle *Partner*

7.4 – Sustainability statement: certification of sustainability information

Fnac Darty sustainability information certification report and verification of the disclosure requirements provided for under Article 8 of Regulation (EU) 2020/852.

Year ended December 31, 2025

To the General Meeting of Fnac Darty,

This report is issued in our capacity as statutory auditors of the financial statements of FNAC DARTY. It covers the sustainability information and the information provided for in Article 8 of Regulation (EU) 2020/852, relating to the year ended December 31, 2025 included in Sections 2.1 to 2.5 of the Group Management Report and presented in Chapter 2 of the Universal Registration Document (hereinafter the "sustainability statement").

Our work on this information was carried out in a changing environment characterized by uncertainty regarding the interpretation of texts and the development of market practices.

Pursuant to Article L. 233-28-4 of the French Commercial Code, FNAC DARTY is required to include the above information in a separate section of the Group Management Report.

This information helps to understand the impact of FNAC DARTY's business on sustainability matters, as well as how these matters influence the development of the Group's business, results and situation. Sustainability matters include environmental, social and corporate governance matters.

Pursuant to II of Article L. 821-54 of the aforementioned code, our assignment consists of carrying out the work necessary to issue an opinion, expressing limited assurance, on:

- compliance with the requirements arising from the sustainability-related disclosure standards adopted by the European Commission pursuant to Article 29b of Directive (EU) 2013/34 of the European Parliament and of the Council of June 26, 2013, as amended by Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 (hereinafter ESRS for European Sustainability Reporting Standards) of the process implemented by Fnac Darty to determine the information disclosed, which includes, where the entity is subject to it, the obligation to consult the social and economic committee provided for in the sixth paragraph of Article L. 2312-17 of the French Labor Code;
- compliance of the sustainability information included in the sustainability statement with the requirements of Article L. 233-28-4 of the French Commercial Code, including with the ESRS; and
- compliance with the disclosure requirements under Article 8 of Regulation (EU) 2020/852.

The assignment is carried out in compliance with the ethical rules, including independence, and quality rules laid down by the French Commercial Code.

It is also governed by the guidelines of the French High Council of Statutory Auditors *"Sustainability information certification report and verification of the disclosure requirements provided for under Article 8 of Regulation (EU) 2020/852."*

In the three separate sections of this report that follow, we present, for each of the areas covered by our assignment, the nature of the audits we performed, the conclusions we drew from these verifications and, in support of these conclusions, the matters which required our particular attention and the procedures we performed in relation to these matters. We would like to draw your attention to the fact that we do not express a conclusion on these items considered individually, and that the procedures described should be considered in the overall context of the conclusions reached on each of the three aspects of our assignment.

Finally, where we feel it is necessary to draw your attention to one or more of the sustainability disclosures made by Fnac Darty in the Group Management Report, we have included a paragraph of remarks.

Limits of our assignment

As the purpose of our assignment is to provide limited assurance, the nature (choice of control techniques), scope (extent) and duration of the work are less than those required to provide reasonable assurance.

This assignment does not consist of guaranteeing the viability or quality of Fnac Darty's management, in particular in making an assessment, which would go beyond compliance with the ESRS information requirements, of the relevance of the choices made by Fnac Darty in terms of action plans, targets, policies, scenario analyses and decarbonization plans.

Furthermore, with regard to forward-looking information, which by its nature is uncertain, future results may differ significantly from the forward-looking information presented in the Group Management Report.

However, our mission allows conclusions to be expressed regarding the process for determining published sustainability information, the information itself, and the information published pursuant to Article 8 of Regulation (EU) 2020/852, as to the lack of identification or, conversely, the identification of errors, omissions or inconsistencies of such importance that they may influence the decisions that readers of the information that is the subject of our audits may make.

Sustainability information and the information provided for in Article 8 of Regulation (EU) 2020/852 may be subject to uncertainty inherent in the state of scientific knowledge and the quality of the external data used. Certain information is sensitive to the methodological choices, assumptions and/or estimates used to prepare it and presented in the Group Management Report.

Compliance with the requirements arising from the ESRS in the process implemented by Fnac Darty to determine the information disclosed

Nature of the audits

Our work consisted of verifying that:

- the process defined and implemented by Fnac Darty has enabled it, in accordance with the ESRS, to identify and assess its impacts, risks and opportunities related to sustainability matters, and to identify those material impacts, risks and opportunities that have led to the disclosure of sustainability information presented in the sustainability statement, and
- the information provided on this process also complies with the ESRS.

Conclusion of the audits

Based on the audits we have performed, we have not identified any material errors, omissions or inconsistencies concerning the compliance of the process implemented by FNAC DARTY with the ESRS.

Items that received particular attention

Below we present the items that have been the subject of particular attention on our part concerning the compliance, with the ESRS, of the process implemented by FNAC DARTY to determine the information disclosed.

Information on how the entity updated its DMA analysis to reflect the integration of Unieuro and Covercare, and concluding that this revision did not result in any significant change in the results of the initial DMA analysis, except for the identification of an additional IRO, is provided in Section 2.1.4.1. [ESRS2-IRO-1] "Description of the processes to identify and assess material impacts, risks and opportunities" of the Group Management Report.

Through interviews with management and/or individuals we considered appropriate, and through the review of available documentation, we have become aware of:

- the internal and external factors that led to the review of the DMA process. These include changes to the reporting scope, particularly in connection with the integration of Unieuro and Covercare into the sustainability statement.

Based on our professional judgment, our procedures included:

- applying our critical thinking to the documentation of the analyses carried out by the entity and to the approach implemented by the latter to identify the internal and external factors to be considered;
- assessing the appropriateness of the entity's process for the assessment of impact and financial materiality to determine the material information disclosed (including the setting of thresholds) in light of our knowledge of the entity and the facts and circumstances specific to the entity;
- assessing the appropriateness of the description given in this regard in Section 2.1.4.1 [ESRS2-IRO-1] "Description of the processes to identify and assess material impacts, risks and opportunities" of the Group Management Report.

The compliance of the sustainability information included in the sustainability statement with the requirements of Article L. 233-28-4 of the French Commercial Code, including with the ESRS.

Nature of the audits

Our work consisted of verifying that, in accordance with legal and regulatory requirements, including the ESRS:

- the information provided allows for an understanding of the preparation and governance methods for the sustainability information included in the sustainability statement, including the methods for determining the value chain information and the selected disclosure exemptions;
- the presentation of this information ensures that it is easy to read and understand;
- the scope adopted by FNAC DARTY for this information is appropriate; and
- on the basis of a selection, based on our analysis of the risks of non-compliance of the information provided and the expectations of its users, this information does not contain any material errors, omissions or inconsistencies, i.e. that could influence the judgment or decisions of the users of this information.

Conclusion of the audits

Based on the audits we have performed, we have not identified any material errors, omissions or inconsistencies concerning the compliance of the sustainability information included in the sustainability statement with the provisions of Article L. 233-28-4 of the French Commercial Code, including with the ESRS.

Remarks

Without questioning the conclusion expressed above, we draw your attention to the information in the paragraph "Partial or missing information in 2025 due to methodological limitations" in Section 2.1.1.2 [ESRS2-BP-2] "Disclosures in relation to specific circumstances" of the sustainability statement, which highlights the methodological limitations of the information not included on non-hazardous waste from sites that do not use private waste management providers.

Items that received particular attention

- **Information provided pursuant to environmental standards (ESRS E1 to E5)**

The climate change information disclosed (ESRS E1) is mentioned in Section 2.2.1 "Climate change [ESRS-E1]," while information disclosed on resource use and the circular economy (ESRS E5) is mentioned in the sustainability statement.

Below we present the items that have been the subject of particular attention on our part concerning the compliance of this information with the ESRS.

Our procedures consisted of:

- based on interviews with management or relevant individuals, in particular CSR and climate management, we assessed whether the description of the policies, actions and targets implemented by the entity covers the areas of climate change mitigation and energy efficiency;
- assessing the appropriateness of the information presented in Section 2.2.1 "Climate Change [ESRS-E1]" of the sustainability statement included in the Group Management Report and its overall consistency with our knowledge of the entity.

More specifically, with regard to the information disclosed concerning greenhouse gas (GHG) emissions:

- We assessed the consistency of the scope considered for the assessment of greenhouse gas emissions with the scope of the consolidated financial statements, the activities under operational control, and the upstream and downstream value chain;
- We reviewed the protocol used by the entity to establish its greenhouse gas emissions inventories for the purpose of assessing its greenhouse gas emissions and assessed its application to a selection of emissions categories and sites, covering scope 1, scope 2 and scope 3 emissions.
- With regard to scope 3 emissions, we assessed:
  - The justification for the inclusion and exclusion of different categories and the transparency of the information provided in this regard,
  - The information collection process;
- We assessed the appropriateness of the emission factors used and the calculation of the related conversions, as well as the calculation and extrapolation assumptions, given the uncertainty inherent in the state of scientific or economic knowledge and the quality of the external data used;
- We spoke with management to understand the main changes in activities that occurred during the financial year and that could have an impact on the greenhouse gas emissions assessment;
- For physical data (such as energy consumption), we reconciled, on a sample basis, the underlying data used to prepare the greenhouse gas emissions report with supporting documentation;
- We implemented analytical procedures;
- With regard to the estimates we considered to be fundamental, which the entity used to prepare its greenhouse gas emissions assessment:
  - Through interviews with management, we learned about the methodology used to calculate the estimated data and the sources of information on which these estimates are based;
  - We assessed whether the methods were applied consistently or whether there had been any changes since the previous period, and whether these changes were appropriate;
- We verified the arithmetical accuracy of the calculations used to establish this information.

Compliance with the disclosure requirements under Article 8 of Regulation (EU) 2020/852

Nature of the audits

Our work consisted of verifying the process implemented by FNAC DARTY to determine the eligibility and alignment of the activities of the entities included in the scope of consolidation.

It also consisted of verifying the information published pursuant to Article 8 of Regulation (EU) 2020/852, which involved verifying:

- compliance with the rules for presenting this information, ensuring that it is easy to read and understand;
- on the basis of a selection, the absence of material errors, omissions or inconsistencies in the information provided, i.e. information likely to influence the judgment or decisions of users of this information.

Conclusion of the audits

Based on the audits we have performed, we have not found any material errors, omissions or inconsistencies regarding compliance with the requirements of Article 8 of Regulation (EU) 2020/852.

Items that received particular attention

We determined that there was nothing to communicate in our report.

Paris-La Défense, March 6, 2026

Statutory Auditors,

KPMG	Deloitte & Associés
Caroline Bruno-Diaz Partner	Guillaume Crunelle Partner
	Julien Rivals Partner

7.5 – Statutory Auditors' Report on the capital reduction

Combined General Meeting of May 27, 2026 – Fifteenth Resolution

To the General Meeting of Fnac Darty,

In our capacity as Statutory Auditors of your company and in order to perform the assignment provided for in Article L. 22-10-62 of the French Commercial Code in the event of a capital reduction through the cancellation of purchased shares, we have prepared this report in order to give you our assessment of the reasons for, and conditions of, the planned capital reduction.

Your Board of Directors has proposed that you delegate to it, for a period of 26 months as of the date of this General Meeting, all powers to cancel, up to a limit of 10% of its equity, per 24-month period, the shares purchased as part of the implementation of an authorization for the purchase by your company of its own shares, in accordance with the provisions of the aforementioned article.

We have applied the procedures we considered necessary pursuant to the professional standards of the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) for this assignment. The purpose of these procedures is to ascertain whether the reasons for, and conditions of, the planned capital reduction, which is not likely to undermine the equality of the shareholders, are lawful.

We have no observations to make as to the reasons for, and conditions of, the planned capital reduction.

Paris La Défense, April 27, 2026

Statutory Auditors

KPMG SA

Caroline Bruno-Diaz
Partner

Deloitte & Associés

Guillaume Crunelle
Partner

7.6 – Statutory auditors' report on the authorization to grant bonus shares, whether existing or to be issued

Combined General Meeting of May 27, 2026 – Sixteenth Resolution

To the General Meeting of Fnac Darty,

In our capacity as statutory auditors of your company (the "Company") and pursuant to the engagement provided for in Article L. 225-197-1 of the French Commercial Code, we hereby present our report on the proposed authorization to grant, on one or more occasions, bonus ordinary shares, either existing or to be issued, for the purpose of paying annual variable compensation, to the corporate officers (or some of them), of both the Company and the companies and economic interest groupings affiliated with it within the meaning of Article L. 225-197-2 of the French Commercial Code, a transaction on which you are asked to vote.

The total number of shares that may be granted under this authorization may not represent more than 0.5% of the Company's share capital as at the date of the decision of the Board of Directors, it being specified that (i) this ceiling shall be deducted from the overall ceiling provided for in the 22nd resolution of the Combined General Meeting of May 28, 2025, and (ii) it does not take into account the nominal amount of the shares to be granted or of the capital increase required to preserve the rights of beneficiaries of free share grants in the event of transactions affecting the Company's share capital during the vesting period.

On the basis of its report, your Board of Directors recommends that you authorize it, for a period of 38 months from the date of this General Meeting, to grant bonus shares, whether existing or to be issued.

It is the responsibility of the Board of Directors to prepare a report on this transaction, with which it wishes to proceed. It is our responsibility to inform you of our observations, if any, regarding the information provided to you on the proposed transaction.

We have applied the procedures we considered necessary pursuant to the professional standards of the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) for this assignment. These procedures consisted in particular of verifying that the terms envisaged and set out in the Board of Directors' Report are in accordance with the provisions of the law.

We have no comment to make on the information provided in the Board of Directors' Report on the proposed authorization to grant bonus shares.

Paris-La Défense, April 27, 2026

Statutory Auditors

KPMG SA

Caroline Bruno-Diaz
Partner

Deloitte & Associés

Guillaume Crunelle
Partner

7.7 – Statutory auditors' report on the authorization to grant bonus shares, whether existing or to be issued

Combined General Meeting of May 27, 2026 – Seventeenth Resolution

To the General Meeting of Fnac Darty,

In our capacity as statutory auditors of your company (the "Company") and pursuant to the engagement provided for in Article L. 225-197-1 of the French Commercial Code, we hereby present our report on the proposed authorization to grant, on one or more occasions, bonus ordinary shares, either existing or to be issued, for the purpose of paying the annual variable remuneration, to employees, or certain categories of employees, of both the Company and the companies and economic interest groupings related to it within the meaning of Article L. 225-197-2 of the French Commercial Code, expressly excluding the corporate officers of the Company and of its related companies, an operation on which you are called upon to vote.

The total number of shares that may be granted under this authorization may not represent more than 2% of the Company's share capital as at the date of the decision of the Board of Directors, it being specified that (i) this ceiling will be deducted from the overall ceiling provided for in the 22nd resolution of the Combined General Meeting of May 28, 2025, and (ii) it does not take into account the nominal amount of the shares to be granted or of the capital increase required to preserve the rights of the beneficiaries of free share grants in the event of transactions affecting the Company's share capital during the vesting period.

On the basis of its report, your Board of Directors recommends that you authorize it, for a period of 38 months from the date of this General Meeting, to grant bonus shares, whether existing or to be issued.

It is the responsibility of the Board of Directors to prepare a report on this transaction, with which it wishes to proceed. It is our responsibility to inform you of our observations, if any, regarding the information provided to you on the proposed transaction.

We have applied the procedures we considered necessary pursuant to the professional standards of the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) for this assignment. These procedures consisted in particular of verifying that the terms envisaged and set out in the Board of Directors' Report are in accordance with the provisions of the law.

We have no comment to make on the information provided in the Board of Directors' Report on the proposed authorization to grant bonus shares.

Paris-La Défense, April 27, 2026

Statutory Auditors

KPMG SA

Caroline Bruno-Diaz
Partner

Deloitte & Associés

Guillaume Crunelle
Partner

7.8 – Statutory auditors' report on the authorization to grant bonus shares, whether existing or to be issued

Combined General Meeting of May 27, 2026 – Eighteenth Resolution

To the General Meeting of Fnac Darty,

In our capacity as statutory auditors of your company (the "Company") and pursuant to the engagement provided for in Article L. 225-197-1 of the French Commercial Code, we hereby present our report on the proposed authorization to grant bonus ordinary shares, either existing or to be issued, under a multi-year plan, to (i) employees of the Company or of companies or economic interest groupings directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code, and/or (ii) corporate officers who meet the conditions set out in Article L. 225-197-1 of the French Commercial Code, an operation on which you are called upon to vote.

The total number of shares that may be granted under this authorization may not represent more than 5% of the existing share capital as at the date of the grant decision, it being specified that:

- **i)** where applicable, the nominal amount of the shares to be granted or of the capital increase required to preserve the rights of the beneficiaries of free share grants in the event of transactions affecting the Company's share capital during the vesting period shall be added to this ceiling;
- **ii)** the total number of shares to which options that may be granted by your Board of Directors pursuant to the authorization provided for in the 28th resolution of the Combined General Meeting of May 28, 2025, as well as the total number of shares that may be granted free of charge by your Board of Directors pursuant to the authorization granted by this General Meeting in its 19th resolution, shall be deducted from this ceiling;
- **iii)** the nominal amount of the capital increases that may be carried out pursuant to this authorization shall be deducted from the overall ceiling provided for in the 22nd resolution of the Combined General Meeting of May 28, 2025; and
- **iv)** the total number of shares that may be granted free of charge to the Company's executive corporate officers may not exceed 0.6% of the share capital within the common envelope covering this authorization and the authorization granted by the 28th resolution of the Combined General Meeting of May 28, 2025.

On the basis of its report, your Board of Directors recommends that you authorize it, for a period of 38 months from the date of this General Meeting, to grant bonus shares, whether existing or to be issued.

It is the responsibility of the Board of Directors to prepare a report on this transaction, with which it wishes to proceed. It is our responsibility to inform you of our observations, if any, regarding the information provided to you on the proposed transaction.

We have applied the procedures we considered necessary pursuant to the professional standards of the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) for this assignment. These procedures consisted in particular of verifying that the terms envisaged and set out in the Board of Directors' Report are in accordance with the provisions of the law.

We have no comment to make on the information provided in the Board of Directors' Report on the proposed authorization to grant bonus shares.

Paris-La Défense, April 27, 2026

Statutory Auditors

KPMG SA

Caroline Bruno-Diaz
Partner

Deloitte & Associés

Guillaume Crunelle
Partner

7.9 – Statutory auditors' report on the authorization to grant bonus shares, whether existing or to be issued

Combined General Meeting of May 28, 2025 – Nineteenth Resolution

To the General Meeting of Fnac Darty,

In our capacity as statutory auditors of your company (the "Company") and pursuant to the engagement provided for in Article L. 225-197-1 of the French Commercial Code, we hereby present our report on the proposed authorization to grant bonus ordinary shares, either existing or to be issued, under a multi-year plan, to employees, expressly excluding corporate officers and members of the Executive Committee, of the Company or of companies or economic interest groupings directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code, an operation on which you are called upon to vote.

The total number of shares that may be granted under this authorization may not represent more than 5% of the share capital as at the date of the grant decision, it being specified that:

- **i)** where applicable, the nominal amount of the shares to be granted or of the capital increase required to preserve the rights of the beneficiaries of free share grants in the event of transactions affecting the Company's share capital during the vesting period shall be added to this ceiling;
- **ii)** the total number of shares to which options that may be granted by your Board of Directors pursuant to the authorization granted by the 28th resolution of the Combined General Meeting of May 28, 2025, as well as the total number of shares that may be granted free of charge by your Board of Directors pursuant to the authorization granted by this General Meeting in its 18th resolution, shall be deducted from this ceiling; and
- **iii)** the nominal amount of the capital increases that may be carried out pursuant to this authorization shall be deducted from the overall ceiling provided for in the 22nd resolution of the Combined General Meeting of May 28, 2025.

On the basis of its report, your Board of Directors recommends that you authorize it, for a period of 38 months from the date of this General Meeting, to grant bonus shares, whether existing or to be issued.

It is the responsibility of the Board of Directors to prepare a report on this transaction, with which it wishes to proceed. It is our responsibility to inform you of our observations, if any, regarding the information provided to you on the proposed transaction.

We have applied the procedures we considered necessary pursuant to the professional standards of the French national auditing body (Compagnie Nationale des Commissaires aux Comptes) for this assignment. These procedures consisted in particular of verifying that the terms envisaged and set out in the Board of Directors' Report are in accordance with the provisions of the law.

We have no comment to make on the information provided in the Board of Directors' Report on the proposed authorization to grant bonus shares.

Paris-La Défense, April 27, 2026

Statutory Auditors

KPMG SA

Caroline Bruno-Diaz
Partner

Deloitte & Associés

Guillaume Crunelle
Partner

Request for documents and information

To be submitted to:

Fnac Darty, Direction juridique, Le Flavia, 9 rue des Bateaux Lavoirs, 94200 Ivry-sur-Seine, France

or by e-mail to the following address: actionnaires@fnacdarty.com

(Articles R. 225-81, R. 225-83 and R. 225-88 of the French Commercial Code)

I, the undersigned:

Last name ....

First name(s) ....

Address ....

E-mail address ....

Owner of .... REGISTERED SHARE(S) of Fnac Darty

and/or .... BEARER SHARES of Fnac Darty (attach a copy of the certificate of registration in the bearer share account held by your financial intermediary)

request the documents and information not available on the Company's website regarding the Combined General Meeting of May 27, 2026, as stipulated in Articles R. 225-81 and R. 225-83 of the French Commercial Code on commercial companies.

Issued in.., on................................ 2026

Signature

NOTE: In accordance with the provisions of Article R. 225-88 of the French Commercial Code, as amended by Decree no. 2026-94 of February 13, 2026, the Company shall not send the documents that are published on its website at https://www.fnacdarty.com/en/group/investors/shareholders/general-meetings/.

NOTE: shareholders holding registered shares may, by means of a single request, obtain from the Company the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code for each upcoming Shareholders' Meeting, when such documents and information are not available on the Company's website. If shareholders wish to take advantage of this option, they must indicate this via this request form.

Conception et Réalisation

POMELO
PARADIGM
pomelo-paradigm.com

FNAC DARTY

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94200 Ivry-sur-Seine, France

www.fnacdarty.com/en

Fnac Darty
French limited company (société anonyme) with capital of €29,682,146
Créteil Trade and Companies Registry 055 800 296