FNAC DARTY

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CHANGES TO FNAC DARTY'S GOVERNANCE FOLLOWING THE TAKEOVER BID INITIATED BY EP GROUP

Following the publication of the results of the Tender Offer initiated by EP FR HOLDCo, a company controlled by EP Group, for the outstanding shares and OCEANEs of Fnac Darty (the "Offer"), showing a stake of 69.3% of the share capital and theoretical voting rights of the Company and resulting in the change of control of the Company, the Board of Directors of Fnac Darty met today in order to adapt the Group's governance to its new shareholder structure.

Changes in the composition of the Board of Directors

The Board of Directors took note of the resignation of Jacques Veyrat, Caroline Grégoire Sainte Marie, Laure Hauseux, Jean-Marc Janaillac, Stefano Meloni, Stefanie Meyer, Javier Santiso, Brigitte Taittinger-Jouyet and Daniela Weber-Rey from their positions as directors, as well as the resignation of Franck Maurin from his position as director representing employees.
The Council thanked them for their commitment and contribution to the work of the Council and the development of the Group.

The Board co-opted Stéphanie Berlioz, Sandrine Doucen, Branislav Miškovič, Martin Plavec and Thomas Métivier as directors. These co-optations will be submitted for ratification at the next Ordinary General Meeting.

As a result of these changes, the Board is composed of nine members, including four independent directors within the meaning of the AFEP-MEDEF Code and one director representing employees. Its composition complies with the applicable legal provisions and the recommendations of the AFEP-MEDEF Code, particularly in terms of independence and gender diversity (50% of independent directors excluding directors representing employees and 5 men, 3 women).

Combination of the functions of President and Chief Executive Officer

The Board decided to combine the functions of Chairman of the Board of Directors and Chief Executive Officer and appointed Enrique Martinez as Chairman of the Board of Directors. He will continue as Chief Executive Officer and thus become Chairman and Chief Executive Officer of Fnac Darty.

The Board considered that this mode of governance was adapted to the Company's new shareholder structure and ensured the continuity and effectiveness of its governance in the implementation of the Group's strategy.

This organization is accompanied by measures to ensure a balance of power within the Board, in particular the presence of four independent directors and the retention of Sandra Lagumina as Vice-Chair.

The Board also decided to keep unchanged the amount and structure of Enrique Martinez's remuneration for 2026, in accordance with the remuneration policy approved by the Annual General Meeting on 27 May 2026.

New composition of the Board of Directors

Director	Function
Enrique Martinez	Chairman and CEO
Sandra Lagumina	Vice-Chair, independent Director
Stéphanie Berlioz	Independent Director
Sandrine Doucen	Independent Director
Olivier Duha	Independent Director
Thomas Métivier	Director representing EP Group
Branislav Miškovič	Director representing EP Group
Martin Plavec	Director representing EP Group
Julien Ducreux	Director representing employees

In view of the changes in its composition, the Board also reviewed the organization of its specialized committees and decided to create a Committee on Compensation, Nominations, Governance and Social and Environmental Responsibility ("RNG-CSR Committee") to replace the Appointments and Remuneration Committee and the Social, Environmental and Social Responsibility Committee. The Board also retains an Audit Committee and a Strategy Committee.

The committees are now composed as follows:

- **Audit Committee:** Sandra Lagumina (Chairwoman, independent director), Stéphanie Berlioz (independent director) and Martin Plavec.
- **RNG-CSR Committee:** Olivier Duha (Chairman, independent director), Sandrine Doucen (independent director), Branislav Miškovič and Julien Ducreux (director representing employees).
- **Strategy Committee:** Olivier Duha (Chairman, independent director), Enrique Martinez (Chairman and Chief Executive Officer), Branislav Miškovič and Martin Plavec.

Enrique Martinez, Chairman and Chief Executive Officer of Fnac Darty, said: *« Following the success of EP Group's tender offer, a new governance structure will be put in place. I would like to take this opportunity to warmly thank the outgoing directors for their commitment and contribution to the work of the Board, and in particular to Jacques Veyrat who served as its Chairman. »*

EP Group has confirmed its intention to maintain the listing of Fnac Darty shares on the regulated market of Euronext Paris and to pursue a financial communication policy in line with the requirements applicable to listed companies.

The Board of Directors and the management team will continue to implement the Group's strategy based on its omnichannel model, the acceleration of its services activities, the pursuit of its digital transformation and the strengthening of its sustainability commitments.

About Fnac Darty

Fnac Darty is a European leader in omnichannel retail, a leading player in the sale of consumer electronics, household appliances, cultural and leisure goods. Present in 15 countries, mainly in France, Italy, Belgium, Portugal, Spain and Switzerland, it has nearly 30,000 employees and a multi-format network of around 1,500 stores, with strong positions on the web and a growing number of subscribers to its services. In 2025, the Group recorded sales of more than €10 billion. With Beyond everyday, its strategic plan for 2030, Fnac Darty is continuing its expansion in Europe and deepening its model based on omnichannel, services and circularity.
For more information: www.fnacdarty.com

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