

## REGULATED INFORMATION

### Information regarding the arrangements for taking part in the combined general meeting of May 29, 2024

#### Conditions for obtaining or consulting the documents prepared for the meeting

The shareholders of the Company are invited to participate in the Shareholders' Meeting to be held on Wednesday, May 29, 2024 at 4.30 pm (Paris time) at:

**Urban Station - ESPACE DU CENTENAIRE  
189, rue de Bercy – 75012 Paris**

The general meeting will be broadcast live [here](#) (in French only) and a replay will also be available on the Company's website [www.fnacdarty.com](http://www.fnacdarty.com).

Proxy/postal voting forms must be received by Uptevia by Saturday, May 25, 2024 at the latest.

In addition, the Votaccess online voting platform will be open at 9 a.m. on Monday, May 13, 2024 and will remain open until 3 p.m. on Tuesday, May 28, 2024 (Paris Time).

The preliminary notice of meeting containing the agenda and the proposed resolutions has been published in the Bulletin des Annonces Légales Obligatoires (BALO – French bulletin of legal notices) dated April 22, 2024 (Bulletin n°49) and the notice of meeting will be published in the BALO and in a journal of legal notice on May 13, 2024. All those documents and information related to this general meeting will be made available to shareholders in accordance with the legal and regulatory provisions in force. Documents and information provided for by Article R.22-10-23 of the French Commercial Code are made available on the website of Group ([www.fnacdarty.com](http://www.fnacdarty.com) section Investors / Shareholders / Documents relating to the General Meetings / May, 29th 2024 Combined General Meetings), as of today.

It should be noted that following a change in the numbering of the draft resolutions subsequent to the filing of the 2023 Universal Registration Document, the resolution initially numbered 12 referred to on page 195 of the Universal Registration Document concerning the ex ante

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remuneration of the executive corporate officer is now submitted to the vote of shareholders in the thirteenth resolution.

Exceptionally, and as specified in the Group's press release dated February 23, 2024 relating to the compensation of executive corporate officers, the Board of Directors of Fnac Darty, at its meeting on February 22, 2024, on the recommendation of the Appointments and Compensation Committee, decided, in compliance with legal rules and the AFEP-MEDEF Code, to modify the measurement period for one of the criteria of the long-term compensation plans granted in 2021 and 2022 in view of the exceptional circumstances brought about by the economic and geopolitical crisis, which has had an extraordinary impact on the company's business.

The Board of Directors decided to make the specific changes below pertaining exclusively to the performance share plans allocated in 2021 and 2022. This decision was made in an effort to prevent the impact of the economic crisis on the year 2022 from disproportionately affecting the ongoing long term incentive plans as a whole, which would not only undermine the objectives of motivating key managers and aligning their long-term interests with those of shareholders, but would also overlook the very high level of commitment shown by Fnac Darty's teams — the source of the Group's resilience thus far.

The final vesting of these performance shares was primarily contingent on the achievement of an average level of free cash flow, assessed for the entire 2024 vesting period in the case of the plan allocated in 2021, taking into account the cash flow generated by the Group during the 2021, 2022 and 2023 financial years. And in the case of the plan allocated in 2022, the same condition applied for the entire 2025 vesting period, 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, the year 2022 will be offset when measuring the entire period's cashflow performance. Consequently, the number of shares initially granted under this condition will be reduced by one-third to reflect this change relating to the year 2022. However, the average free cash flow objective to be achieved for each plan remains unchanged.

With regard to the plan allocated in 2021 and maturing in 2024, this amendment could increase the vesting rate of shares allocated under this plan from 20% to 53.3%, subject to maximum achievement of the non-financial performance criterion.

This plan provides for the measurement of the following performance conditions:

- The Company's Total Shareholder Return (TSR) compared with that of SBF 120 companies, for 30%. With a 66th place over the period within the SBF 120, no shares can be acquired under this criterion.
- Free cash flow generated by the company, which initially accounted for 50% and whose weighting would be reduced to 33.3% in view of the changes presented above. The high levels

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of cash flow generated in 2021 and 2022 could enable shares to be acquired under this criterion.

- A non-financial rating, for 20%. This rating is in the process of being obtained.

In addition, in accordance with applicable regulatory provisions:

- Registered shareholders can, until the fifth day (inclusive) before the meeting, request from the Company to receive the documents referred to in Articles R.225-81 and R.225-83 of the French Commercial Code, including at their request, by way of an electronic mail. For holders of bearer shares, the exercise of this right is subject to the presentation of a certificate of registration in the bearer share accounts kept by the empowered intermediary;
- All shareholders can consult the documents referred to in Articles L.225-115 and R.225-83 of the French Commercial Code at the Company's registered office from the date of the notice of meeting and for at least fifteen days prior to the date of the meeting.

Finally, shareholders are entitled to submit written questions before the general meeting. Any questions should be submitted, (preferably by email to [actionnaires@fnacdarty.com](mailto:actionnaires@fnacdarty.com) or by registered letter with confirmation of receipt sent to the Company's registered office), no later than the fourth business day before the date of the general meeting, namely Thursday, May 23, 2024 included. They must be accompanied by a certificate of registration.

## About Fnac Darty

*Operating in 13 countries, Fnac Darty is a European leader in the retail of entertainment and leisure products, consumer electronics and domestic appliances. The Group, which has almost 25,000 employees, has a multi-format network of more than 1,000 stores at the end of December 2023, and is ranked as a major e-commerce player in France (more than 27 million unique visitors per month on average) with its three merchant sites, [fnac.com](http://fnac.com), [darty.com](http://darty.com) and [natureetdecouvertes.com](http://natureetdecouvertes.com). A leading omnichannel player, Fnac Darty's revenue was around €8 billion in 2023, 22% of which was realized online. For more information: [www.fnacdarty.com](http://www.fnacdarty.com)*

## CONTACTS

### ANALYSTS / INVESTORS

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