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Oggetto : Final results of the reopening of the tender
period

Testo del comunicato

Published by Unieuro S.p.A. upon request of Fnac-Darty S.A. and RUBY Equity Investment S.à r.l.

FNAC DARTY

Published by Unieuro S.p.A. upon request of Fnac-Darty S.A. and RUBY Equity Investment S.à r.l.
PRESS RELEASE

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FINAL RESULTS OF THE REOPENING OF THE TENDER PERIOD

FNAC DARTY AND RUBY SECURE 91.15% OF THE SHARE CAPITAL OF UNIEURO, WHICH WILL BE DELISTED

- **Final results of the Reopening of the Tender Period: 19.66% of Unieuro's share capital tendered, which cumulated to the 71.48% already owned by Offerors, represents 91.15% of Unieuro's share capital**
- **The payment of the Consideration for the Reopening of the Tender Period will take place on 15 November 2024**
- **The procedure for the fulfillment of the Obligation to Purchase under Art. 108, Par. 2, of the CFA will take place thereafter**

NOTICE PURSUANT TO ARTICLE 41, PARAGRAPH 6, OF THE REGULATION ADOPTED BY CONSOB BY RESOLUTION NO. 11971 OF MAY 14, 1999, AS SUBSEQUENTLY INTEGRATED AND AMENDED (THE "ISSUERS' REGULATION").

With reference to the voluntary public tender and exchange offer (the "Offer") pursuant to Articles 102 and 106, paragraph 4, of the Italian Legislative Decree no. 58 of February 24, 1998, as subsequently integrated and amended (the "CFA"), launched by Fnac Darty SA ("Fnac Darty") and RUBY Equity Investment S.à r.l. ("Ruby" and together with Fnac Darty, the "Offerors") for all of the ordinary shares of Unieuro S.p.A. ("Unieuro" or the "Issuer") not already held by the Offerors, including the treasury shares directly or indirectly held, from time to time, by Unieuro, following the notice issued on 8 November 2024 regarding the preliminary results of the Reopening of the Tender Period (the "Notice of the Preliminary Results of the Reopening of the Tender Period"), the Offerors hereby announce the final results of the Reopening of the Tender Period.

All terms not defined in this press release shall have the same meaning given to them in the offer document, approved by Consob with resolution no. 23231 of 23 August 2024, and published on 24 August 2024 (the "Offer Document") among others, on the website of Unieuro (www.unieurospa.com) and on the website of Fnac Darty (www.fnacdarty.com).

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FINAL RESULTS OF THE REOPENING OF THE TENDER PERIOD

Based on the final results communicated by Intesa Sanpaolo S.p.A., in its capacity as Intermediary Responsible for Coordinating the Collection of Tenders, during the Reopening of the Tender Period, no. 4,099,491 ordinary shares of Unieuro were tendered in the Offer. Such tendered shares represent (i) 19.66% of the share capital of the Issuer and (ii) 20.56% of the Shares Subject to the Offer.

The Offerors did not purchase any Unieuro Shares outside the Offer during the period between the Date of the Offer Document and today's date.

The final results reported above reflect a revision upward of no. 3,750 Shares compared with the preliminary results of the Reopening of the Tender Period announced on 8 November 2024.

It should be noted that, as indicated in the notice on the final results of the Tender Period published on 29 October 2024, at the Payment Date of the Tender Period, taking into account the Unieuro Shares tendered in the Offer during the Tender Period and the Unieuro Shares already held by Fnac Darty before the start of the Tender Period, the Offerors, jointly considered, had come to hold a total of no. 14,904,062 ordinary shares of Unieuro, equal to 71.48% of its share capital.

Therefore, taking into account (i) the no. 4,099,491 ordinary shares of Unieuro tendered in the Offer during the Reopening of the Tender Period and (ii) the no. 14,904,062 Unieuro Shares already held by the Offerors prior to the beginning of the Reopening of the Tender Period, the Offerors, jointly considered, will come to hold a total of no. 19,003,553 ordinary shares of Unieuro, equal to 91.15% of the share capital of the Issuer. Including the no. 70,004 Treasury Shares held by the Issuer as of today's date, the total stake held in the share capital of Unieuro by the Offerors, directly and as regards the Treasury Shares, indirectly, at the end of the Reopening of the Tender Period consists of no. 19,073,557 shares, representing 91.48% of the Issuer's share capital.

PAYMENT DATE OF THE REOPENING OF THE TENDER PERIOD

It is reminded that the Consideration due to the holders of ordinary shares of Unieuro tendered in the Offer during the Reopening of the Tender Period is equal to Euro 9.00, as per the Cash Portion, and no. 0.1 newly issued Fnac Darty shares, as per the Share Portion, for each Unieuro Share tendered in the Offer during the Reopening of the Tender Period.

In order to pay the Consideration to the shareholders of Unieuro who have tendered in the Offer during the Reopening of the Tender Period, Fnac Darty, in execution of the Offer Capital Increase, will issue no. 409,949 Fnac Darty shares, equal to 1.4% of Fnac Darty's share capital on the Payment Date of the Reopening of the Tender Period. Following such issue, the subscribed and paid-in share capital of Fnac Darty will be represented by no. 29,587,592 ordinary shares.

The shareholders of Unieuro who tendered their shares in the Offer during the Reopening of the Tender Period will receive the Consideration on the Payment Date of the Reopening of the Tender Period, i.e. 15 November 2024, against the transfer of such Unieuro shares to the Offerors, according to the methods described in Section F, Paragraph F.6 of the Offer Document (including with reference to the treatment of any Fractional Parts).

The obligation of the Offerors to pay the Consideration will be considered fulfilled when the Consideration and any Cash Amount of the Fractional Part are transferred to the Responsible Intermediaries. The tendering shareholders of Unieuro bear the entire risk of the Responsible Intermediaries or the Depositary Intermediaries failing to transfer the Consideration or any Cash Amount of the Fractional Part to the entitled parties (including their heirs, where applicable) or delaying the transfer thereof.

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OBLIGATION TO PURCHASE UNDER ART. 108, PAR. 2, OF THE CFA

Considering that the Offerors, following the completion of the Reopening of the Tender Period, on the basis of the final results thereof, have reached, directly and indirectly (as to the Treasury Shares, which - for the purpose of calculating the thresholds provided for by Article 108, Paragraph 2, of CFA and Articles 108, Paragraph 1, and 111 of CFA - shall be added to the Offerors' shareholding (numerator) without being deducted from the Issuer's share capital (denominator)), a shareholding above 90% of the Issuer's share capital, the Offerors announce that the legal requirements for the fulfillment of the Obligation to Purchase under Art. 108, Par. 2, of the CFA have been met.

Therefore, the Offerors – as stated in the Offer Document – will not restore a free float sufficient to ensure the regular trading of Unieuro Shares and will fulfill the Obligation to Purchase under Art. 108, Par. 2, of the CFA in relation to the remaining 1,845,955 Unieuro Shares (the "Remaining Shares"), equal to approximately 8.85% of the Issuer's share capital. It should be noted that the Remaining Shares include also the Treasury Shares (no. 70,004 ordinary shares of the Issuer representing 0.34 % of the Issuer's share capital).

The terms and timing of the procedure through which the Offerors will comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA (the "Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA") are described below.

CONSIDERATION FOR THE OBLIGATION TO PURCHASE UNDER ART. 108, PAR. 2, OF THE CFA

In the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, the Offerors will pay, to any shareholder of the Issuer who requests the Offerors to purchase his/her/its Remaining Shares, the following consideration for each Remaining Share, set in accordance with Article 108, Paragraphs 3 and 5, of the CFA:

- (i) a consideration equal to the Consideration of the Offer, i.e. for each Unieuro Share, Euro 9.00, as Cash Portion, and no. 0.1 newly issued Fnac Darty shares, as Share Portion (the "Consideration for the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA"); or, alternatively,
- (ii) only to those shareholders so requesting in the Request for Sale (as defined below), with respect to all Remaining Shares that are the subject of such request, a cash consideration per each Unieuro Share whose amount, determined pursuant to Article 50-ter, Paragraph 1, letter a), of the Issuers' Regulation, will be equal to the sum of (x) the weighted average of the official prices of the Fnac Darty shares recorded on Euronext Paris during the five Trading Days prior to the Payment Date of the Reopening of the Tender Period (i.e. 8, 11, 12, 13 and 14 November 2024) multiplied by 0.1 and (y) Euro 9.00 (the "Full Cash Alternative Consideration").

The exact amount of the Full Cash Alternative Consideration will be announced by the Offerors through a notice that is expected to be published by 15 November 2024.

PERIOD FOR THE SUBMISSION OF THE REQUESTS FOR SALE

The period during which the Offerors will comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA and the holders of Remaining Shares may, by submitting a Request for Sale, request the Offerors to acquire such shares (the "Period for the Submission of the Requests for Sale") will be agreed with Borsa Italiana and will be announced by the Offerors through a specific notice, as soon as it will be agreed with Borsa Italiana (and in any event prior to the beginning of the Procedure to Comply with the Obligation to Purchase under Article 108, Paragraph 2, of the CFA).

PROCEDURE FOR THE SUBMISSION OF THE REQUESTS FOR SALE AND THE DEPOSIT OF THE REMAINING SHARES

The holders of the Remaining Shares who intend to request the Offerors to purchase such shares in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA (the "Requesting Shareholders") shall submit a request for sale by executing and delivering to a Responsible Intermediary, by the end of the Period for the Submission of the Requests for Sale, the

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specific form (which will be available, *inter alia*, at the offices of the Intermediary Responsible for Coordinating the Collection of Tenders and the Responsible Intermediaries and at the Issuer's and Offerors' websites) duly completed in all of its parts (the "Request for Sale") and simultaneously depositing the remaining Shares with such Responsible Intermediaries. The Responsible Intermediaries that will collect the Requests for Sale are the same Responsible Intermediaries that have collected the tenders in the Offer (as indicated in Section B, Paragraph B.3, of the Offer Document), i.e. Intesa Sanpaolo S.p.A. (the Intermediary Responsible for Coordinating the Collection of Tenders), Banca Monte dei Paschi di Siena S.p.A., BNP Paribas Securities Services – Italian Branch, and Equita SIM S.p.A. The holders of Remaining Shares can also deliver the Requests for Sale to, and deposit the remaining Shares indicated therein with, any of the Depositary Intermediaries, provided that the delivery and deposit are made in time for the Depositary Intermediaries to deposit the Remaining Shares with a Responsible Intermediary no later than the last day of the Period for the Submission of the Requests for Sale.

Only those Remaining Shares that are duly registered (in dematerialized form) and available in an account of the Requesting Shareholder opened at a Depositary Intermediary may be sold to the Offerors in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA. Moreover, such shares shall be freely transferable to the Offerors, free from encumbrances of any kind and nature, whether *in rem*, obligatory or personal. Finally, the Remaining Shares obtained through transactions performed on the market may be the subject matter of a Request for Sale only after settlement of such transactions in the context of the clearing system.

The Requests for Sale by minors or persons under guardianship or receivership, in accordance with applicable legal provisions, which are executed by the parent(s), guardian(s) or receiver(s), if not accompanied by the authorization of the guardianship or receivership court, will be accepted under reservation and will be counted for purposes of determining the percentages of tenders in the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA only if the authorization is received by the Depositary Intermediary or the Responsible Intermediary before the end of the Period for the Submission of the Requests for Sale and the payment of the consideration relating to such Requests for Sale will occur in any case only after the authorization is received. Once authorization has been obtained from the guardianship judge, the Requesting Shareholder must inform the Responsible Intermediary so that the "reserve" is no longer applicable and therefore definitively accepted the Request for Sale. In the case of Remaining Shares recorded in the name of minors and subject to usufruct, the authorization of the competent court is also required for the purpose of extinguishing the usufruct on the Remaining Shares and the reconstitution of the usufructs on the Fnac Darty shares, as the case may be.

Since the Unieuro Shares are held in a dematerialized form, the execution and delivery of the Request for Sale will constitute an irrevocable mandate and instruction given by each holder of the Remaining Shares to the Responsible Intermediary, or to the relevant Depositary Intermediary at whose securities account the shares are deposited, to perform all the necessary formalities for the transfer of the Remaining Shares to the Offerors, including through temporary accounts at such intermediaries, if applicable.

For the entire period that the Remaining Shares set forth in a Request for Sale are bound to the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA and, thus, until the payment date of the Procedure to comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, the Requesting Shareholders may still exercise the ownership rights (e.g., option rights) and administrative rights (such as the right to vote) pertaining to the Remaining Shares, which shall remain the property of such Requesting Shareholders. However, during the same period, the Requesting Shareholders may not transfer or dispose of the Remaining Shares.

The Requests for Sale submitted by the holders of Remaining Shares (or by their duly empowered representatives) during the Period for the Submission of the Requests for Sale may not be withdrawn.

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DATE AND PROCEDURE FOR THE PAYMENT OF THE CONSIDERATION FOR THE OBLIGATION TO PURCHASE UNDER ART. 108, PAR. 2, OF THE CFA. HANDLING OF THE FRACTIONAL PARTS

The transfer to the Offerors of the ownership of the Remaining Shares subject of the Requests for Sale and the payment to the Requesting Shareholders of the consideration for the Procedure to Comply with the Obligation to Purchase under Art.108, Par. 2, of the CFA will be made on the fifth Trading Day following the end of the Period for the Submission of the Requests for Sale.

In particular, on the payment date of the consideration for the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA:

- (i) the Share Portion will be paid through the transfer of the Fnac Darty shares due in the securities accounts at the Responsible Intermediaries or the Depositary Intermediaries owned by the Requesting Shareholders;
- (ii) the Cash Portion or, if any, the Full Cash Alternative Consideration will be paid through the transfer of the relevant amount to the Responsible Intermediaries, which shall transfer the funds to the Depositary intermediaries, which in turn shall credit such funds to the Requesting Shareholders in accordance with the instructions issued by the Requesting Shareholders (or their representatives) in the Requests for Sale;

all in compliance with the procedures set forth in the Requests for Sale.

No interest will be paid by the Offerors or any other person on the Cash Portion and on the Full Cash Alternative Consideration.

If the Requesting Shareholder (who did not request the Full Cash Alternative Consideration in his/her/its Request for Sale) is entitled to a Share Portion composed of a non-integer number of Fnac Darty shares (including in the event the Requesting Shareholder request the sale of a number of Unieuro Shares lower than 10, which is the minimum number of Unieuro Shares that, when multiplied by 0.1, allows to obtain at least 1 Fnac Share as Share Portion of the Consideration), the Responsible Intermediary or the Depositary Intermediary to which the Requesting Shareholder submitted his/her/its Request for Sale will indicate on the Request for Sale the fractional component of such non-integer number (any such fractional component, a "Fractional Part"). Each Responsible Intermediary, also on behalf of the Depositary Intermediaries that have delivered Requests for Sale to it, will inform the Intermediary Responsible for Coordinating the Collection of Tenders of the number of Fnac Darty shares resulting from the aggregation of all the Fractional Parts delivered to such Responsible Intermediary.

The Intermediary Responsible for Coordinating the Collection of Tenders – on behalf and in the name of the Requesting Shareholders and based on the communication received by each Responsible Intermediary (also through the Depositary Intermediaries) – will aggregate all the Fractional Parts of the Fnac Darty shares and sell the resulting integer number of the Fnac Darty shares on Euronext Paris at market conditions. The cash proceeds of such sales will then be transferred to each Responsible Intermediary that will distribute the respective Cash Amount of the Fractional Part to the relevant Requesting Shareholders as follows: within 10 Trading Days after the payment date of the Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the CFA, the Intermediary Responsible for the Collection of Tenders will credit the proceeds of the sale (in Euro) to the relevant Depositary Intermediaries, through the Responsible Intermediaries, proportionally to the Cash Amounts of the Fractional Part due to the Requesting Shareholders that submitted a Request for Sale (without requesting the Full Cash Alternative Consideration) through each of the Depositary Intermediaries. The Depositary Intermediaries will, in turn, distribute and credit such proceeds to the Requesting Shareholders, according to the procedures indicated in the Request for Sale.

Owners of the Remaining Share shall not bear any cost or commission neither for the allotment of the Fnac Darty shares nor for the payment of the Cash Amount of the Fractional Part. In any event, no interest will be paid on the Cash Amount of the Fractional Part.

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The Offerors' obligation to pay the consideration for the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA shall be deemed to have been met when the Consideration for the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA and the Cash Amount of the Fractional Part (if applicable), or, should the Full Cash Alternative Consideration be requested, the relevant cash amount of the Full Cash Alternative Consideration, will have been transferred to the Responsible Intermediaries. The Requesting Shareholders will bear the entire risk that the Responsible Intermediaries and/or the Depositary Intermediaries fail to transfer the Consideration for the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA or the Cash Amount of the Fractional Part or the Full Cash Alternative Consideration to them (or their successor), or delay such transfer.

GUARANTEES OF FULL PERFORMANCE OF THE PROCEDURE TO COMPLY WITH THE OBLIGATION TO PURCHASE UNDER ART. 108, PAR. 2, OF THE CFA

Fnac Darty will issue up to no. 184,596 new Fnac Darty shares to be delivered as Share Portion of the Consideration for the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA (assuming that all the holders of Remaining Shares submit Requests for Sale for all their Unieuro Shares without requesting the Full Cash Alternative Consideration), on or before the payment date of the consideration for the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA.

Before the Period for the Submission of the Requests for Sale starts, the Offerors shall set up the guarantee to comply with the obligation to pay the Cash Portion of the Consideration for the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2 and the Full Cash Alternative Consideration that should be due at the payment date of the Consideration for the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA.

POSSIBLE RIGHT TO SQUEEZE-OUT PURSUANT TO ARTICLE 111 OF THE CFA AND OBLIGATION TO PURCHASE UNDER ART. 108, PAR. 1, OF THE CFA

As declared in the Offer Document, if in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, the Offerors come to own - as a result of the acquisition of the Remaining Shares that are the subject of the Requests for Sale - a total shareholding equal to or above 95% of the Issuer's share capital, the Offerors will exercise their Right to Squeeze-Out pursuant to Article 111 of the CFA and, concurrently, will fulfill the Obligation to Purchase under Art. 108, Par. 1, of the CFA vis-à-vis the shareholders of the Issuer that so request through a specific Joint Procedure that will be agreed with CONSOB and Borsa Italiana (the "Joint Procedure"). The terms of the Joint Procedure will be announced by the Offerors prior to its commencement. The Joint Procedure will target all of the remaining outstanding Unieuro Shares not yet held by the Offerors and will result in the transfer of ownership of each of those shares to the Offerors.

The consideration due for the Unieuro Shares purchased by the Offerors as a result of the exercise of the Right to Squeeze-Out and in compliance with the Obligation to Purchase under Art. 108, Par. 1, of the CFA would be set in compliance with Article 108, Paragraphs 3 and 5, of the CFA, as referred to in Article 111 of the CFA, as well as in compliance with Articles 50, 50-bis and 50-ter of the Issuers' Regulation as referred to in Article 50-quater of the Issuers' Regulation and, thus, will be equal to the consideration for the Obligation to Purchase pursuant to Art. 108, Par. 2, of the CFA. Hence, upon conclusion of the Joint Procedure, the remaining Unieuro Shareholders would receive, for each Unieuro Share, the Consideration for the Obligation to Purchase under Art. 108, Par. 2, of the CFA, unless, in the context of the Joint Procedure, they have actively requested to receive the Full Cash Alternative Consideration.

The Offerors will announce whether the legal requirements for the Right to Squeeze-Out pursuant to Article 111 of the CFA and for the Obligation to Purchase under Art. 108, Par. 1, of the CFA – i.e. for the Joint Procedure – have been met, inter alia, in the notice concerning the results of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA.

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DELISTING OF UNIEURO SHARES

In accordance with article 2.5.1, paragraph 6, of the Stock Exchange Regulations, since the requirements for the fulfilment of the Obligation to Purchase under Art. 108, Par. 2, of the CFA have been met and the Offerors will carry out the mentioned procedure as described above, all of the Unieuro Shares will be delisted from Euronext STAR Milan as from the Trading Day following the payment date of the consideration for the Obligation to Purchase under Art. 108, Par. 2, of the CFA, unless the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA is followed by the Joint Procedure (in which case the delisting will apply with the timing indicated in the paragraph below). Should the delisting occur subsequent to the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, Unieuro shareholders that have not tendered their shares in the Offer and will not request the Offerors to purchase their shares in accordance with the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, will eventually hold financial instruments that are not traded on any regulated market, with consequent difficulties in liquidating their investment.

If, in the context of the Procedure to Comply with the Obligation to Purchase under Art. 108, Par. 2, of the CFA, the Offerors come to own a total shareholding equal to or above 95% of the Issuer's share capital, and, consequently, carry out the Joint Procedure, Borsa Italiana, in accordance with article 2.5.1, paragraph 6, of the Stock Exchange Regulations, will order the suspension from trading of the Issuer's shares and/or the Delisting, taking into account the time required to exercise the Right to Squeeze-Out.

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Legal Disclaimer

The Offer is being launched exclusively in Italy and will be made on a non-discriminatory basis and on equal terms to all holders of Unieuro shares, as set out in the notice published pursuant to Article 102 of Italian Legislative Decree No. 58 of February 24, 1998 and as further described in the Offer Document that will be published in accordance with the applicable regulations.

The Offer has not been and will not be made in the United States of America (including its territories and possessions, any state of the United States of America and the District of Columbia) (the "United States"), Canada, Japan, Australia and any other jurisdictions where making the Offer or tendering therein would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority (such jurisdictions, including the United States, Canada, Japan and Australia, the "Excluded Countries"), by using national or international instruments of communication or commerce of the Excluded Countries (including, by way of illustration, the postal network, fax, telex, e-mail, telephone and internet), through any structure of any of the Excluded Countries' financial intermediaries or in any other way. No actions have been taken or will be taken to make the Offer possible in any of the Excluded Countries.

Copies, full or partial, of any documents relating to the Offer, including this press release, are not and should not be sent, or in any way transmitted, or otherwise distributed, directly or indirectly, in the Excluded Countries. Any person receiving any such documents shall not distribute, send or dispatch them (whether by post or by any other mean or device of communication or international commerce) in the Excluded Countries. Any document relating to the Offer, including this press release, do not constitute and shall not be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the Excluded Countries. No securities may be offered or sold in the Excluded Countries without specific authorization in accordance with the applicable provisions of the local law of the Excluded Countries or a waiver thereof.

This press release is not an offer to sell or a solicitation of offers to purchase or subscribe for shares.

This press release and the information contained herein are not for distribution in or into the United States. This press release does not constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any securities in the United States. The securities of Fnac Darty have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States.

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, darty.com and 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

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