

FNAC DARTY



Paris, 11 May 2026

Notice to holders of the bonds convertible into new shares and/or exchangeable for existing shares (OCEANE) issued on 23 March 2021 (ISIN FR0014002JO2) (the “Bonds”) in relation to the Public Offer Conversion/Exchange Ratio in effect during the Public Offer Adjustment Period

Capitalised terms not otherwise defined in this notice shall have the meaning given to them in the terms and conditions of the Bonds (the “Conditions”).

The holders of the Bonds issued by Fnac Darty, listed on Euronext Access Paris, are hereby notified, in accordance with Conditions 2.6.C and 2.9 that, as a result of (and subject to) the AMF having declared admissible (*avis conforme*), on 7 May 2026, the voluntary tender offer filed by EP FR HoldCo on the shares and Bonds of Fnac Darty,

the Conversion/Exchange Ratio applicable to any Bond in respect of which the Conversion/Exchange Right is exercised such that the Request Date (as defined below) of such exercise falls during the Public Offer Adjustment Period (as defined below) shall be adjusted to be equal to the Public Offer Conversion/Exchange Ratio (as defined below) in effect on the Exercise Date in respect of any such exercise.

The “**Public Offer Conversion/Exchange Ratio**” or “**POCER**” in respect of any exercise of the Conversion/Exchange Right has the meaning given to this term in Condition 2.6.C, and is determined pursuant to the following formula, based on the Conversion/Exchange Ratio in effect on the Exercise Date (“**CER**”) in respect of such exercise:

$$\text{POCER} = \text{CER} * [1 + 50\% * (315 / 2,191)]^{(*)}$$

Illustratively, based on the Conversion/Exchange Ratio currently in effect of 1.167 Fnac Darty shares per each Bond (in the principal amount of €81.03 each) (being CER in the above formula), the Public Offer Conversion/Exchange Ratio based on such Conversion/Exchange Ratio would therefore be 1.251 Fnac Darty shares per each Bond.

The Conversion/Exchange Ratio is expected to be adjusted with effect from 5 June 2026 pursuant to Condition 2.6.B.10 in respect of the Dividend of €1.00 per Fnac Darty share to be paid on such date. As a result, from 5 June 2026, the Public Offer Conversion/Exchange Ratio will also be adjusted pursuant to the above formula based on such adjusted Conversion/Exchange Ratio. Notice of any such adjustment to the Conversion/Exchange Ratio (and the resulting Public Offer Conversion/Exchange Ratio) shall be given by Fnac Darty in accordance with the Conditions.

^(*) where (in accordance with the formula set out in Condition 2.6.C) 315 is the number of the number of days from the Offer Opening Date (inclusive) to the Maturity Date (exclusive), and 2,191 is the number of days from the Issue Date (inclusive) to the Maturity Date (exclusive)

Holders of the Bonds are reminded that, in accordance with the Conditions:

- (1) the “**Public Offer Adjustment Period**” is the period from (and including) the 1st day on which the Shares may be tendered to the aforementioned voluntary tender offer filed by EP FR HoldCo (i.e. from 12 May 2026) (being the Offer Opening Date) to (and including) the date that is the earlier of (I) (x) if the AMF (or its successor) declares that the offer is successful, the date that is ten (10) Business Days after the date of publication by the AMF (or its successor) of the notice of result of the offer or, if the offer is re-opened, the date that is five (5) Business Days after the date of publication by the AMF (or its successor) of the notice of result of the re-opened offer or (y) if the AMF (or its successor) declares that the offer is unsuccessful, the date of publication by the AMF (or its successor) of the notice of result of the offer or (z) if EP FR HoldCo withdraws its offer, the date on which such withdrawal is published, and (II) the last day of the Exercise Period (being the 7th Business Day preceding the Maturity Date or, as the case may be, the 7th Business Day prior to any early redemption date);
- (2) to exercise the Conversion/Exchange Right in respect of any Bond, the holder of such Bond must make a request (which shall be irrevocable) to that effect to the Account Holder holding such Bonds in a securities account, and:
 - (a) the “**Request Date**” of any such exercise shall be the date on which such request shall be deemed to be made for the purposes of the Conditions and shall be the day on which the last of conditions (I) and (II) below shall have been satisfied (provided that if any such condition is satisfied on a day which is not a Business Day, or after 5:00 p.m. (Paris time) on a Business Day, it shall be deemed to have been satisfied instead on the following Business Day):
 - (I) the Centralising Agent having received the exercise request transmitted by the Account Holder holding the Bonds in a securities account; and
 - (II) the corresponding Bonds having been transferred to the Centralising Agent by the relevant Account Holder;
 - (b) the “**Exercise Date**” in respect of any such exercise will be deemed to be the Request Date and the corresponding Shares will be delivered within a maximum of three (3) Business Days of such Exercise Date.

As of the date of this notice, €45,708,860.94 in aggregate nominal value of the Bonds remain outstanding.

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