



CREDIT INVESTOR PRESENTATION

NOVEMBER 2024

FNAC DARTY

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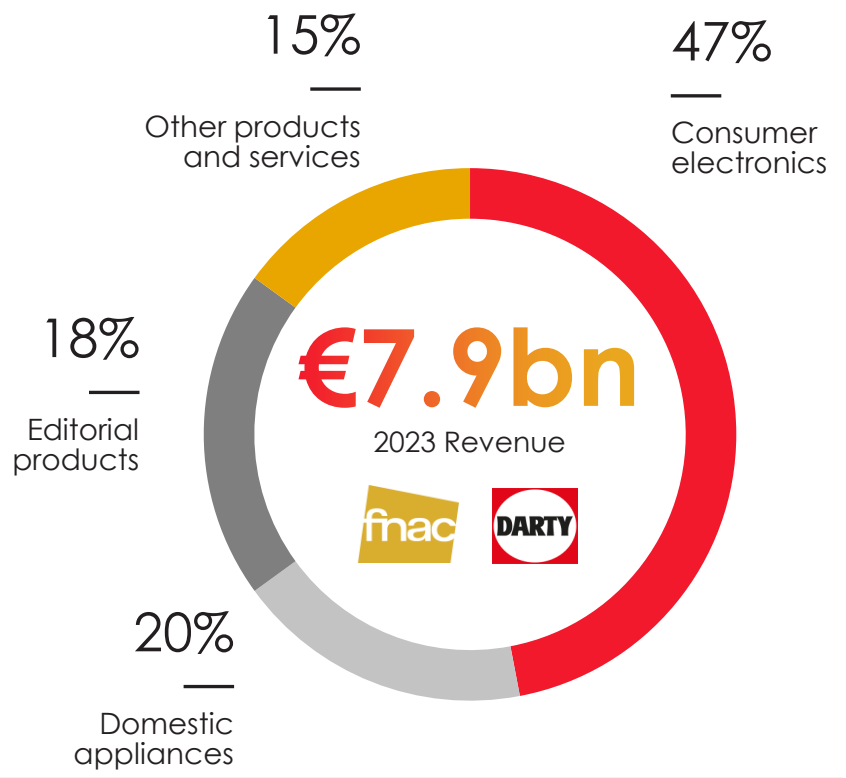
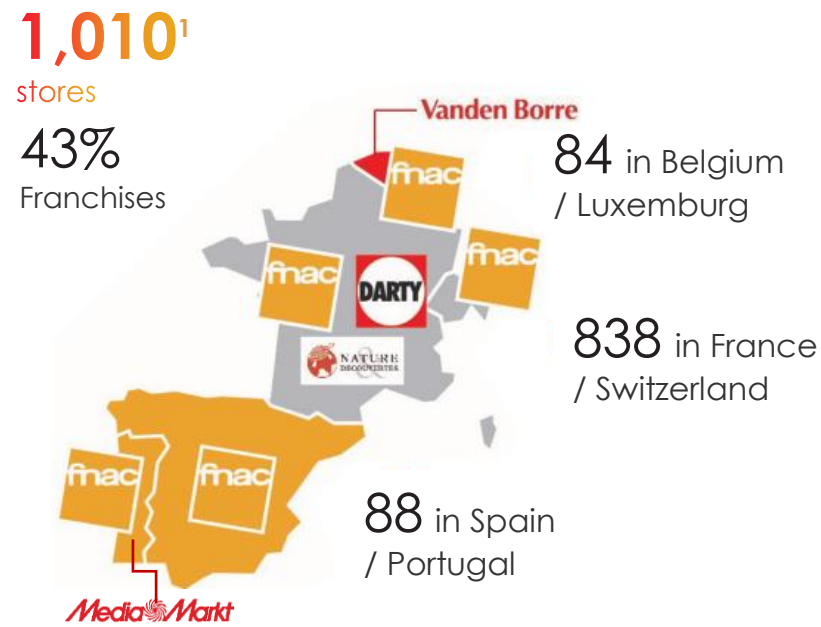
Finally, the tables contain individually rounded data. The arithmetical calculations based on rounded data may present some differences with the aggregates or subtotals reported.

Snapshot of a European omnichannel leader

1
Non-grocery Retailer in France, Belgium and Switzerland

1
E-commerce player in France after Amazon²

20%
market share in average



>50%
of web sales are Omnichannel

90%
of consumers have a store <15 min from home

>27M
Unique online visitors per month in France²

11M
members & subscribers

¹ Store network as of 31 December 2023
² Fevad, average for Fnac and Darty in Q4 2023

9m 2024 Highlights

Revenue

€5,238m +1.0%
on a reported basis vs 9m 2023

Services

**Sustained high single
digit growth**

Gross margin rate

up 50 bps¹
vs 9m 2023

Unieuro

**Successful
acquisition**



**2024 Current
Operating
Income² target
raised,
expected to
exceed €180m**

¹ Excluding dilutive impacts from Franchise and changes of scope

² 2024 Current Operating income previously expected at least equal to that of 2023 (i.e €171m)

Unieuro acquisition update

A unique & transforming opportunity

- **Build the leading player** in specialized retail in Western & Southern Europe with >€10bn revenues and #1/#2 positions in its main markets
- Unlock **>€20m of run-rate synergies**
- Value creating **for all stakeholders**

Deal structure

- Acquisition by a **joint investment vehicle** (51% Fnac Darty and 49% Ruby Equity Investment), of up to 100% of Unieuro's share capital
- To date consideration has been paid **partly in cash** (75%) and **partly in newly issued Fnac Darty's shares** (25%) representing less than 10% of current capital
- **Protection of Fnac Darty's balance sheet and Everyday capital allocation policy**



91.15% of the share capital secured

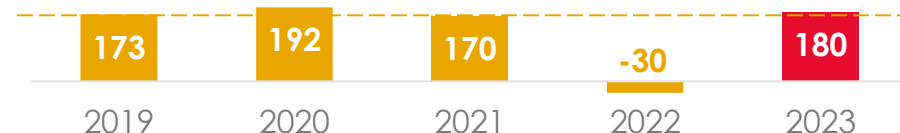
Unieuro will be delisted

Resilient cash flow generation

€m	2022	2023
EBITDA	580	533
IFRS 16 impact	(254)	(264)
Non-current cash items and EBITDA non-cash items	(9)	(38)
Cash-flow before tax, dividends and interest, excluding IFRS 16	317	232
Change in WCR ¹	(146)	55
Operating investments ²	(131)	(115)
Income tax paid	(70)	8
Free cash-flow from operations³	(30)	180
Others	(222)	24
Net cash flow generation	(252)	204

- Free Cash Flow from operations³ reached €180m, fully aligned with our guidance of €500m cumulative for the period 2021-2024

Free cash flow (in €m)



- Clear improvement vs. 2022 thanks to the normalization of the working capital
- Capex level between €100-120m each year

¹ Includes the change in payables and receivables relating to non-current assets.

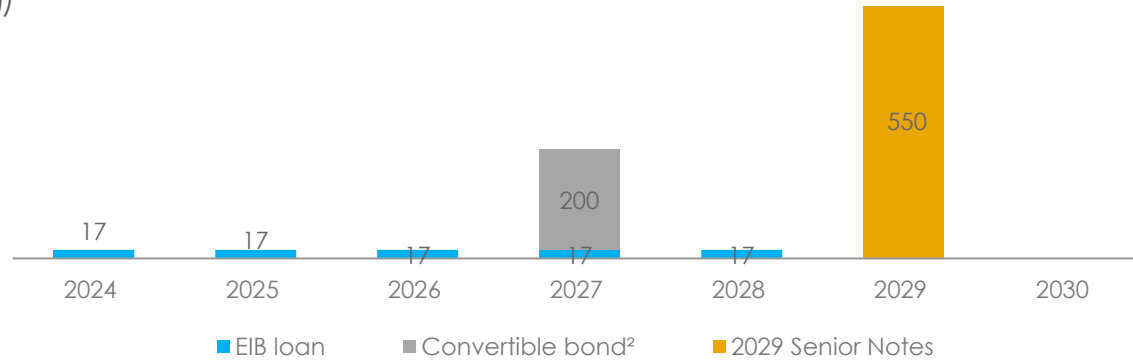
² Investments net of divestments.

³ Excluding IFRS 16.

Sound and long-dated debt maturity profile

Financial debt by repayment maturity

(in €m)



RCF: €500m



DDTL¹: €100m



- **Successful refinancing of 2024 and 2026 senior notes: €550m maturing in April 2029**

Undrawn credit lines:

- RCF: €500m maturing in March 2028 with extension options to March 2029 and March 2030, with unchanged financial conditions
- DDTL¹: €100m maturing in 2028 with extension options to 2029 and 2030

Solicited credit ratings

	S&P Global Ratings	FitchRatings	SCOPE
Corporate Rating	BB+	BB+	BBB
Outlook	Negative February 2024	Stable Septembre 2024	Stable February 2024

- **No major refinancing before April 2029**

¹ Delayed Drawn Term Loan.

² In case of non conversion.

A well-balanced capital structure

€m	2022	2023
Shareholders equity	1,523	1,538
Net cash	(5)	198
<i>Gross financial debt</i>	937	923
<i>Cash and cash equivalents</i>	932	1,121
Leasing debt IFRS 16	1,141	1,145
Net Debt / EBITDA (post IFRS 16)	2.0x	1.8x

- **Net cash position** to €198m excl. IFRS 16 in 2023 and **strong liquidity position of €1.7bn end Dec. 2023**
- **Controlled net debt** with an objective to **deleverage** down to c. 1.5x net leverage¹ in the mid-term
 - **€100m** gross debt already repaid following the refinancing in March 2024
- **Capital allocation ensuring sustainable shareholder returns**
 - **€20m share buy-back program** in 2023/2024
 - **0.45€ dividend per share** paid in July 2024, offering a payout ratio in line with our mid-term target (>30%)
- **Tactical M&A to be done in a disciplined way to remain consistent with net leverage¹ and liquidity targets**
 - **Limited impact of Unieuro** on **liquidity** and **net leverage¹ ratio**

¹ Financial debt incl. IFRS 16 / consolidated 12m rolling EBITDA IFRS 16

2024 Outlook revised up

- First encouraging signals from macro indicators : decreasing inflation and interest rates
- Solid performance of Services
- Major end-of-year sales events will be decisive high points
- Assuming no unfavorable change in the economic and geopolitical context, **the Group revises upwards its guidance (excluding envisaged Unieuro acquisition)**

Current Operating Profit

≥€180M

in 2024

Compared to ≥€171M previously

Cumulative FCF¹

€500M

over 2021-2024 period

unchanged



Q&A

FNAC DARTY




APPENDICES UNIEURO

FNAC DARTY

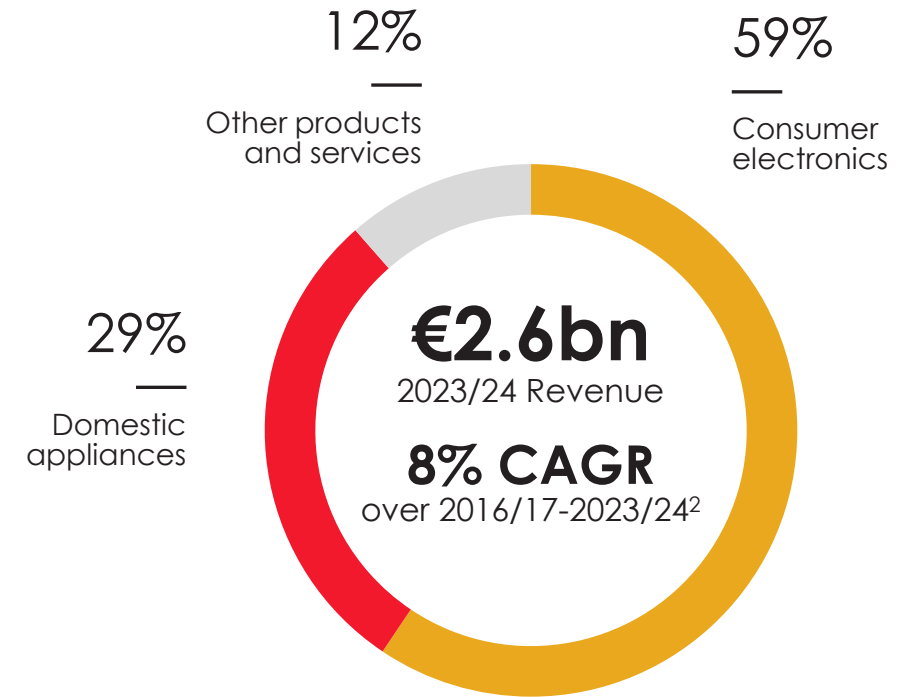
Unieuro: A retail leader in Italy

outperforming its market



#1

17%
market share



€35m
Adj. EBIT in 2023/24
1.3% as a % of revenue

c.€300m
FCF generation cumulated over the last 5 years

Net cash³
Despite recent acquisition of Covercare

~5,000
employees

¹ Store network as of July 2024

² Unieuro's fiscal year at end-February

³ Net cash position of c.€0m as of May 2024 and c.€44m as of February 2024

Transaction rationale

FNAC DARTY & **Unieuro** a unique opportunity, delivering sustainable value

Unique opportunity

- Consolidate our European leadership in **specialized retail**
- Key combined figures: **>€10bn revenue**, ~30,000 professionals and > 1,500 stores
- **Leading positions** in our main markets
- **Strong strategic fit** with similar priorities

Value creation

- Opportunity **to enhance Unieuro profitability** while diversifying the Group
- Strong **>€20m run-rate synergies potential**
- **Double digit EPS accretion** in 2025e, post run-rate synergies
- **Positive contribution to Fnac Darty current operating income and free cash flow**



A major milestone

towards building a leading player in Western and Southern Europe

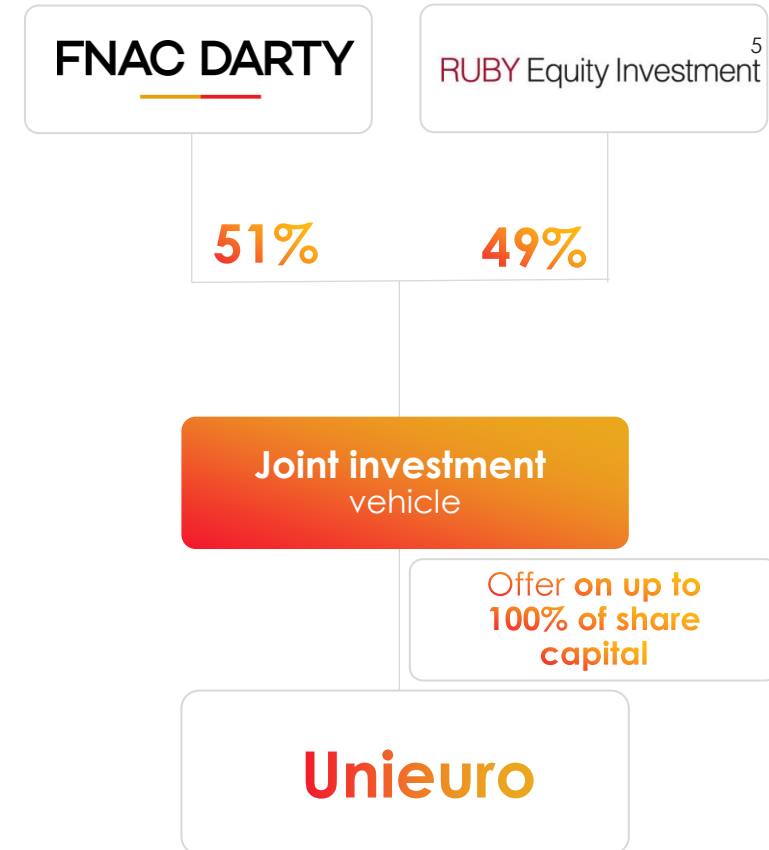
Transaction highlights

Key transaction terms

- Fnac Darty and Ruby Equity Investment to launch a **mixed public tender offer**¹ for each Unieuro share
 - **€9.0 in cash**
 - **0.10 newly issued Fnac Darty shares**²
 - **c. €12 per share** representing a **premium of 42%** over spot VWAP and a **premium of 34%** over 3m VWAP³
 - **Equity value of ~€249m**⁴
 - **Expected completion in Q4 2024**

Deal structure

- Acquisition by a **joint investment vehicle** (51% Fnac Darty and 49% Ruby Equity Investment), of up to 100% of Unieuro's share capital
- Consideration offered to all Unieuro's shareholders would be paid **partly in cash** (75%) and **partly in newly issued Fnac Darty's shares** (25%) representing less than 10% of current capital
- **Protection of Fnac Darty's balance sheet and Everyday capital allocation policy**



¹ Through a joint investment vehicle held at 51% by Fnac Darty and 49% by Ruby Equity Investment (an affiliate of Vesa Equity Investment)

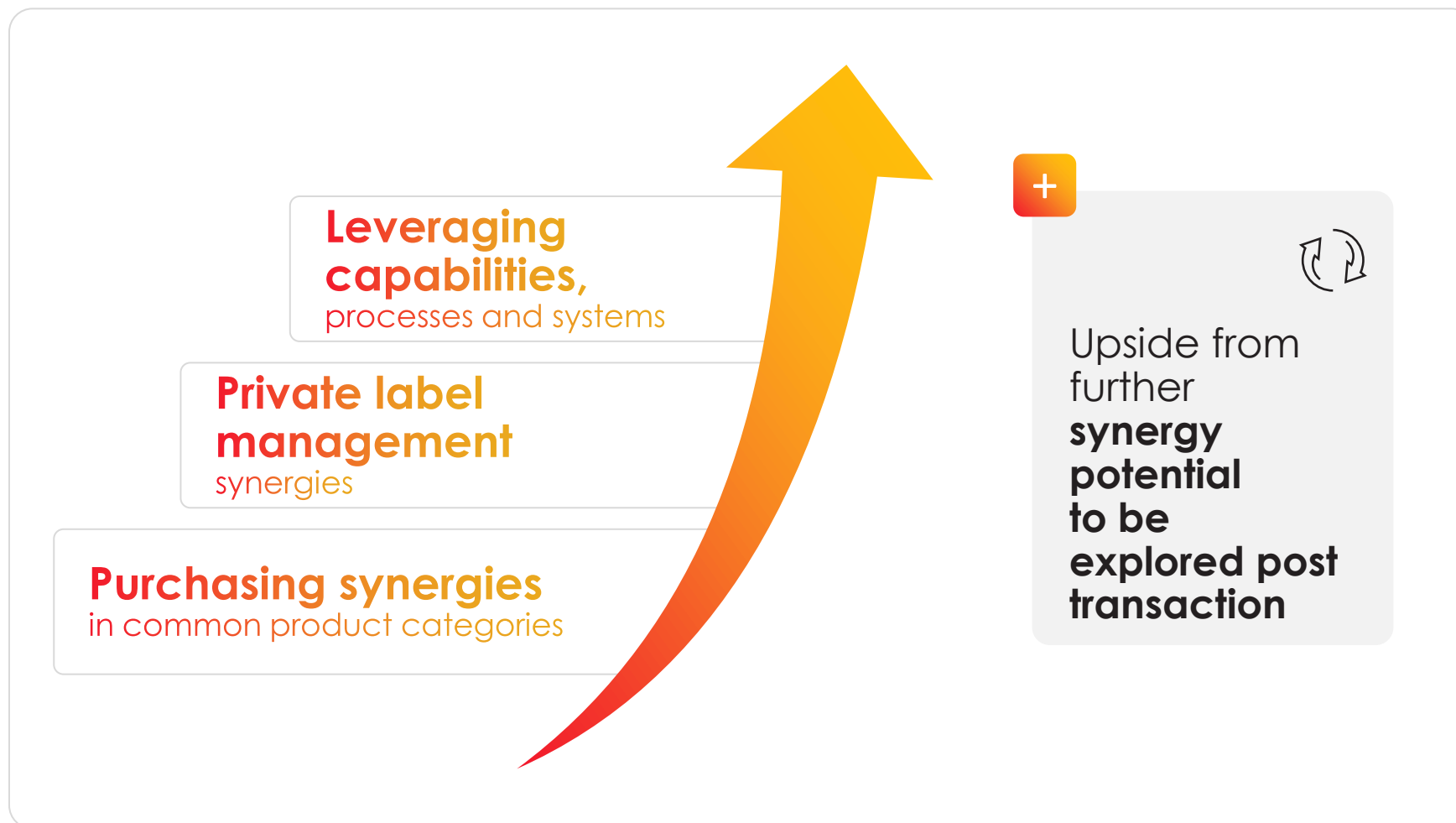
² Corresponding to 3.02€ based on Fnac Darty latest closing share price of €30.20 as of July 15, 2024

³ Based on Unieuro spot VWAP of €8.45 and a 3m VWAP of €8.95 as of July 15, 2024

⁴ Based on Unieuro common shares of 20.7m and Fnac Darty closing share price of €30.20

⁵ An affiliate of VESA Equity Investment

FNAC DARTY & Unieuro : Sustainable value creation



>€20m

run-rate synergies¹
(pre-tax, in 2025)

**Positive
impact**

on current operating
income and free cash
flow

>10%

EPS 2025e accretion post
run-rate synergies²

¹ Excluding implementation costs

² Based on equity value of c.€249m for 20.7m Unieuro shares and on 29.8m Fnac Darty shares post transaction

Perfectly aligned with Fnac Darty's strategy

EVERYDAY

FNAC DARTY

Build
a digitized
omnichannel retail

Scale
the next in-home
subscription-based
assistance **service**

Lead
durable behaviors

✓
Omnichannel

✓
Services

✓
Sustainability

Unieuro

Strengthen
the **omnichannel** trade

Grow
beyond trade
(services, retail media, private
label and 2nd Life)

Responsible
Innovation

FNAC DARTY

Dec. 31, 2023

Unieuro

Feb. 28, 2024

Combination

Incl. synergies



Revenue

€7.9bn



€2.6bn



€10.5bn

Adj. EBIT¹

As a % of revenue

€171m
2.2%



€35m
1.3%



€226m

2.2%

Headcount

~25,000



~5,000



~30,000

Store network

>1,000



>500



>1,500

¹ Corresponds to EBIT adjusted for (i) non-recurring expenses/(income), (ii) the effects of adjusting extended warranty service revenues, net of the related estimated future service costs as a result of the change in the business model for directly operated service support services (iii) non-recurring amortization, depreciation and write-downs and (iv) amortization, depreciation and write-downs deriving from the Purchase Price Allocation

Combined revenue of >€10bn

attractive balance, both by product category and geography

FNAC DARTY

Dec. 31, 2023

Unieuro

Feb. 28, 2024

Combination

Revenue

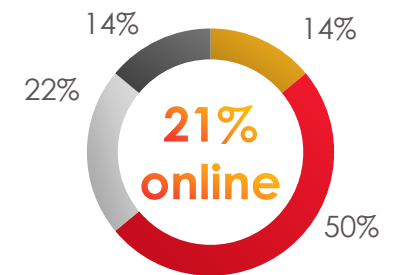
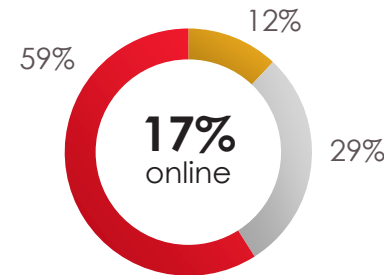
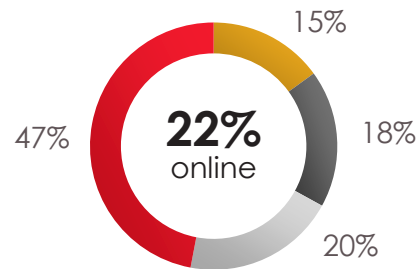
€7.9bn

€2.6bn

€10.5bn

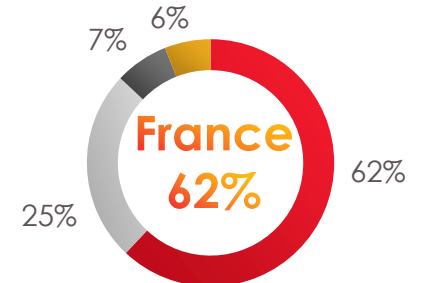
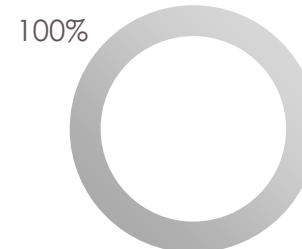
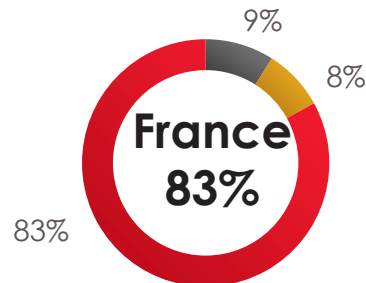
By product category

- Consumer electronics
- Domestic appliances
- Editorial products
- Other products and services



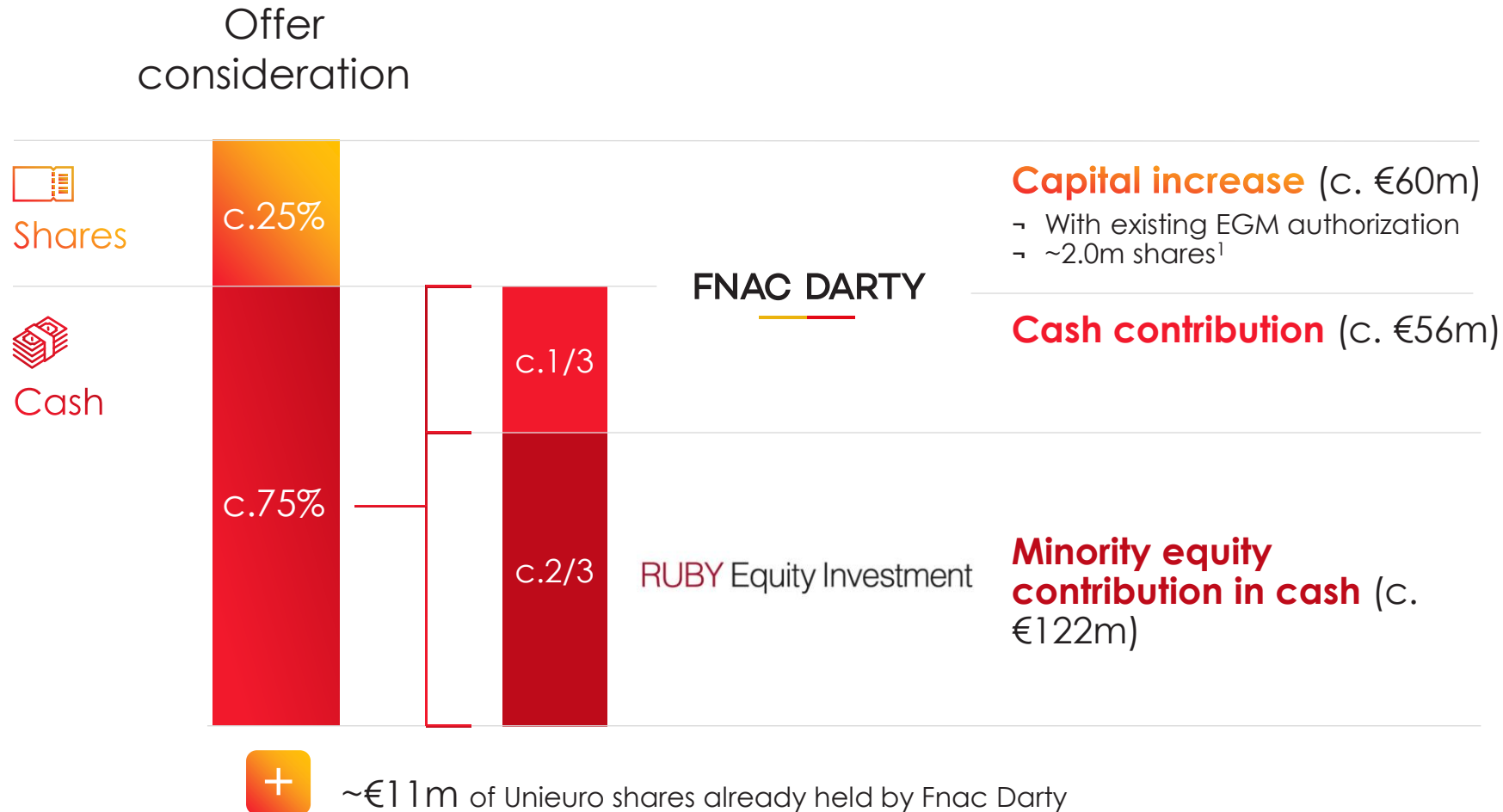
By geography

- France and Switzerland
- Iberian Peninsula
- Italy
- Belgium and Luxembourg



Mixed cash and shares offer

protecting Fnac Darty's balance sheet and capital allocation



~6.6%
 Dilution of Fnac Darty shareholders²

€56m
 additional net debt³

+0.3pt
 impact on leverage ratio⁴

VESA
 (through Ruby Equity Investment)
 Strong commitment to Fnac Darty strategy

Implied amounts for 100% Unieuro issued share capital (20.7m)
¹ Based on Fnac Darty spot share price of €30.20 as of July 15, 2024
² Based on Fnac Darty number of issued shares post transaction of 29.8m

³ Excluding transaction fees
⁴ Net Debt / EBITDA excl. IFRS 16 and excl. run rate synergies

Indicative transaction timeline

Expected completion in Q4 2024

Announcement
July 16, 2024 ✓

Offer filing
July 29, 2024 ✓

Offer opening
September 2, 2024 ✓

Offer closing

Integration

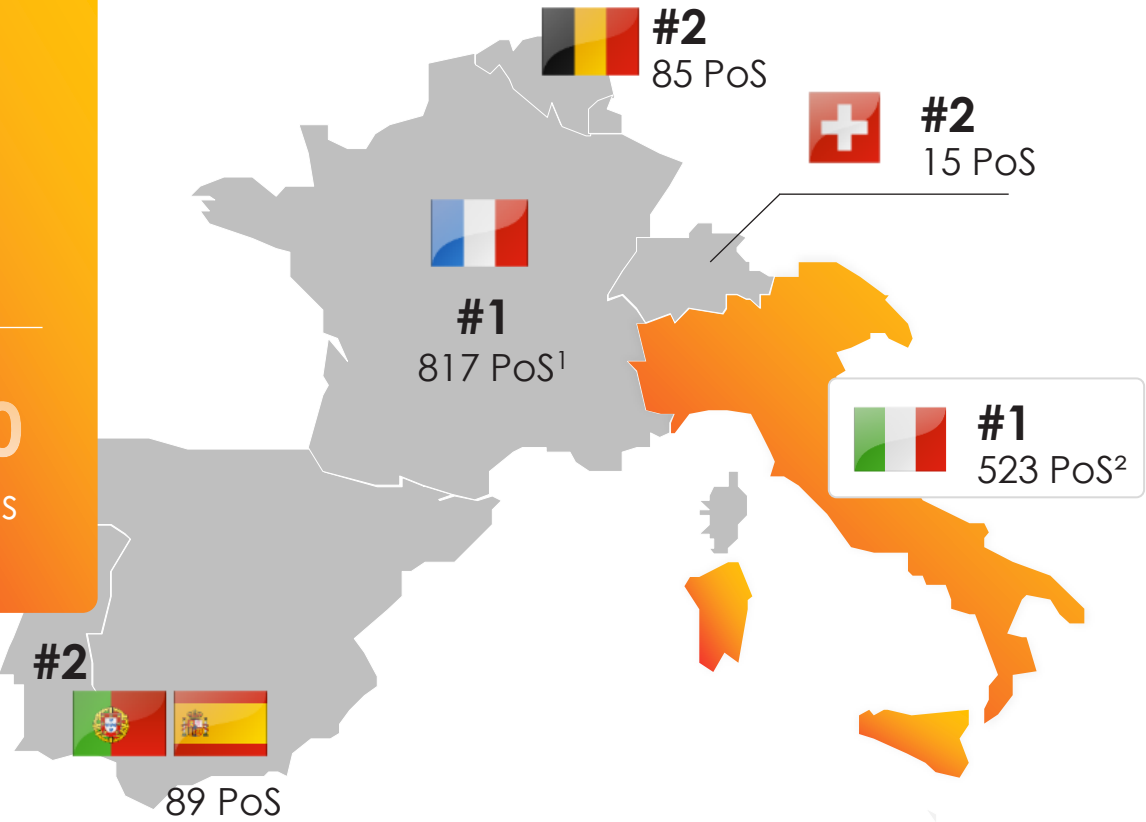


**Approval by Italian
Market Authority** ✓

Competition and other regulatory approval ongoing

FNAC DARTY & Unieuro : a unique & transforming opportunity

#1
Western & Southern Player
30,000
Employees



● FNAC DARTY 2023 Footprint (Owned stores + Franchises)

#X Market rank

¹ Including International Franchise
² Store network as of July 2024

Build the leading Player
In specialized retail in Western & Southern Europe with **>€10bn revenues and #1/#2 positions** in its main markets

Unlock >€20m of run-rate synergies

Value creating for all stakeholders

Envisaged deal structure benefits

- Long term commitment with main shareholder
- Limits financial risks
- Protects Fnac Darty's balance sheet and capital allocation policy



APPENDICES

FNAC DARTY

Subscription service generating more recurring, sticky revenues

 **> 1.1 million subscribers**
in 2023

 **2 million subscribers**
in 2025


Subscription rolled out at




 **Vanden Borre**

 **sofinco**


 **HomeServe**




Essentiel
€11.99/month




Evolution
€16.99/month



Intégral
€21.99/month





x1.5 repeat shops
compared to a standard
Darty customer



x1.7 average cart size
compared to a standard
Darty customer



12 million products covered
for repairs



Fnac Darty, a standard-setting player aiming to become a subscription provider

Simplified P&L

€m	2022	2023
Revenue	7,949	7,875
Current operating income	231	171
Non-current operating income and expenses	(27)	(131)
• <i>Exceptional elements</i> ¹	(4)	(106)
• <i>Other non-current elements</i>	(23)	(25)
Operating income	204	40
Financial expense	(45)	(79)
Tax	(54)	(31)
Consolidated net income from continuing operations, Group share	100	(75)
Net income from continuing operations, Groupe share - adjusted ²	104	31
Net income from discontinued operations	(132)	125
Consolidated net income, Group share	(32)	50

¹ 2023 Exceptional elements: ADLC fine for €85m and brand impairment for €20m

² Net income from continuing operations, Group share adjusted from exceptional elements

2023 Balance sheet

Assets in €m	31 Dec. 2022	31 Dec. 2023
Goodwill	1,654	1,680
Intangible assets	562	566
Tangible assets	570	544
Rights of use relating to lease agreements	1,115	1,105
Investments in associates	2	1
Non-current financial assets	44	22
Deferred tax assets	60	63
Other non-current assets	0	0
Non-current assets	4,008	3,981
Inventories	1,144	1,158
Accounts receivable	250	189
Current tax receivables	6	8
Other current financial assets	19	22
Other current assets	389	536
Cash & cash equivalents	932	1,121
Current assets	2,739	3,034
Assets held for sale	0	0
Total assets	6,747	7,015

Equity and Liabilities in €m	31 Dec. 2022	31 Dec. 2023
Share capital	27	28
Reserves related to equity	971	987
Conversion reserves	(4)	(6)
Other reserves	518	513
Equity, Group share	1,512	1,522
Equity attributable to minority interests	11	17
Equity	1,523	1,538
Long-term liabilities	917	604
Long-term leasing debt	897	898
Provisions for retirement and similar benefits	145	167
Other non-current liabilities	22	9
Deferred tax liabilities	165	199
Non-current liabilities	2,147	1,876
Short-term liabilities	20	319
Short-term leasing debt	244	246
Other current financial liabilities	10	9
Accounts payable	1,965	2,153
Provisions	37	115
Tax liabilities	0	1
Other current liabilities	803	758
Current liabilities	3,078	3,600
Liabilities associated with assets classified as held for sale	0	0
Total liabilities and equity	6,747	7,015

Store network

	December 31, 2023			September 30, 2024		
	Owned	Franchised	Total	Owned	Franchised	Total
France and Switzerland ¹	407	431	838	406	434	840
Iberian Peninsula	82	6	88	80	5	85
Belgium and Luxembourg	84	0	84	84	0	84
Group	573	437	1,010	570	439	1,009

¹ Including 13 stores abroad (1 in Saudi Arabia, 3 in Qatar, 6 in Tunisia, 2 in Senegal, 2 in Ivory Coast, 1 in Congo, 1 in Cameroon), 18 stores in the French overseas territories as well as Nature & Découvertes subsidiaries managed from France.

Definitions (1/2)

- **Definition of like-for-like (LFL) sales growth**

- This indicator measures changes in revenue excluding exchange rate fluctuations, the impact of change in scope and the impact of the opening and closing of directly owned stores since January 1, N-1.

- **Definition of current operating income**

- The monitoring of the Group's operating performance uses current operating income as the main operating balance. It is defined as the difference between the total operating profit and "non-current operating income and expenses."
- Current operating income is an intermediate line item intended to facilitate the understanding of the entity's operating performance and that can be used as a way to estimate recurring performance.

Definitions (2/2)

With application of IFRS 16	IFRS 16 restatement	Without application of IFRS 16
<p>Current EBITDA</p> <p>Current operating income before depreciation, amortization and provisions on fixed operational assets recognized in current operating income</p>	<p>Rents within the scope of IFRS 16</p>	<p>Current EBITDA excluding IFRS 16</p> <p>Current EBITDA including rental expenses within the scope of IFRS 16</p>
<p>Free cash-flow from operations</p> <p>Net cash provided by operating activities less operating investments</p>	<p>Disbursement of rents within the scope of IFRS 16</p>	<p>Free cash-flow from operations excluding IFRS 16</p> <p>Free cash-flow from operations including cash impacts relating to rents within the scope of IFRS 16</p>
<p>Net financial debt</p> <p>Gross financial debt less gross cash and cash equivalents</p>	<p>Leasing debt</p>	<p>Net financial debt excluding IFRS 16</p> <p>Net financial debt excluding leasing debt</p>
<p>Net financial income</p>	<p>Financial interest on leasing debt</p>	<p>Net financial income excluding financial interest on leasing debt</p>



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