

Ivry-sur-Seine, France, February 28, 2024

Remuneration of executive corporate officers

At its meeting on February 26, 2025, on the recommendation of the Appointments and Compensation Committee, the Board of Directors of Fnac Darty considered and approved the following compensation for Mr. Enrique Martinez, Chief Executive Officer.

Variable compensation of Mr Enrique Martinez for 2024

The Board of Directors has validated the achievement of the annual variable remuneration criteria for Mr. Enrique Martinez for the 2024 financial year.

It should be noted that for 2024, the annual variable compensation of the Chief Executive Officer may range from 0% if no objective is met, to 100% of the annual fixed compensation in the event that the objectives are met or may even reach a maximum of €1,125,000, i.e. 140.625% of the annual fixed compensation if objectives are exceeded.

Variable compensation is broken down into 60% for economic and financial targets, 10% for an objective relating to the customer experience, 10% for objectives relating to social and environmental responsibility, and 20% for qualitative goals.

For 2024, the criteria set for the variable portion are as follows:

Economic and financial criteria:

- Group current operating income (COI) corresponding to 20% of the total objective for a target achievement rate of 100%, with a maximum of 151.04% in the event of outperformance.
- Group free cash-flow (FCF) corresponding to 20% of the total objective for a target achievement rate of 100%, with a maximum of 151.04% in the event of outperformance.
- Group revenue corresponding to 20% of the total objective for a target achievement rate of 100%, with a maximum of 151.04% in the event of outperformance.

Criterion relating to customer experience

- Net Promoter Score corresponding to 10% of the total objective for a target achievement rate of 100%, with a maximum of 150% in the event of outperformance.

Criteria relating to the Company's corporate social responsibility:

- Reduction of energy consumption corresponding to 5% of the total objective for a target achievement rate of 100%, with a maximum of 150% in the event of outperformance.
- Group employee engagement corresponding to 5% of the total objective for a target achievement rate of 100%, with a maximum of 150% in the event of outperformance.

The level of attainment for each of the above criteria has been precisely established. Each economic, financial, customer experience, and social and environmental responsibility objective is subject to:

- A trigger point below which no compensation is payable for the criteria concerned; and
- A level of achievement beyond which compensation is capped at 151.04% for economic and financial targets and at 150% for customer experience or social and environmental responsibility objectives.

Qualitative criteria:

- Execution of strategic initiatives with the integration of MediaMarkt Portugal, development of Weavenn, development of the services policy corresponding to 6.67% of the total target for a 100% target achievement rate.
- Execution of the performance plan, cost and productivity management corresponding to 6.67% of the total target for a 100% target achievement rate.
- Quality of the social climate, and success of communications regarding the Olympic Games corresponding to 6.67% of the total target for a 100% target achievement rate.

The potential compensation for qualitative criteria is capped at 100% of the target potential achieved, without possibility of a compensation for outperformance.

The Board of Directors measured each of the economic, financial, customer experience, and social and environmental responsibility criteria based on performance figures throughout 2024. The qualitative criteria were assessed at the same meeting based on the Appointments and Compensation Committee's evaluation, supported in part by figures.

The total achievement rate of the 2024 variable portion was 81.79% of the maximum, and the gross amount due for 2024 is €920,083 euros. 25% of this amount corresponds to an acquisition of 9,534 shares out of the 11,657 shares allotted by the Board of Directors on February 22, 2024, to allow the payment in shares of 25% of the 2024 annual variable compensation. As a reminder, this allotment of shares was valued with a reference price of €24.128 euros, which was the average of the closing share prices over the 20 trading days immediately preceding the Board meeting on February 22, 2024.

Pursuant to the provisions of Article L. 22-10-34 II of the French Commercial Code, the payment of this annual variable compensation is subject to the approval of the compensation and benefits of any kind paid or awarded to Mr. Enrique Martinez for 2024 by the General Meeting on May 28, 2025.

Exceptional compensation of Mr Enrique Martinez for 2024

The remuneration policy applicable to the corporate officers approved by the Shareholders' Meeting of May 29, 2024 provides for the possibility of paying the Chief Executive Officer of the Company exceptional compensation in very special circumstances justified in particular by a major event such as the completion of a major transaction for the Company, or the measurement of a particular outperformance, not measured in the context of the annual variable compensation. The policy provides that such exceptional compensation may represent a maximum of 100% of the annual fixed compensation and the maximum annual variable compensation and may only be made after approval by the General Meeting in accordance with the provisions of Article L. 22-10-34, II of the French Commercial Code.

The acquisition of Unieuro in 2024 represented a major and key strategic step in the Group's development by consolidating Fnac Darty's presence in Europe while offering significant potential for operational synergies with a player whose vision and strategic ambitions are convergent.

The completion of this transaction, in line with the Group's strategic roadmap, represents strong value creation for shareholders: the geographical diversification of activities, the optimization of purchasing conditions with a significant potential for synergies, cross-performance levers of the two companies, particularly in digital and omnichannel and an expected increase in net earnings per share.

Since this transaction constitutes a major operation for the Group and the variable compensation for 2024 for the term of office of Chief Executive Officer does not in any way reward this exceptional and strategic contribution, the Board of Directors on February 26, 2025, on the proposal of the Appointments and Remuneration Committee, proposed to grant an exceptional compensation of €500,000 to the Chief Executive Officer, amount below the ceiling of 100% of the annual fixed compensation and the maximum annual variable compensation referred to in the compensation

policy approved at the last general shareholders' meeting.

This exceptional compensation will be paid in two equal parts. A first part (€250,000 gross) in 2025 after the general meeting of May 28, 2025 and a second part (€250,000 gross) in January 2026, subject to the absence of voluntary departure before this date.

In accordance with the provisions of Article L.22-10-34 II of the French Commercial Code, the payment of this exceptional compensation will be subject to the approval by the General Meeting of May 28, 2025 of the elements of compensation and benefits of any kind paid during the 2024 financial year or awarded in respect of the 2024 financial year to Mr. Enrique Martinez.

It should be noted that a bonus of an equivalent amount was paid and distributed to certain employees who accompanied Mr. Enrique Martinez in carrying out the acquisition project and who are expected to play a key role in the integration work planned for 2025 and 2026.

Fixed and Variable Compensation of Mr. Enrique Martinez for 2025

On February 26, 2025, the Board of Directors, on the recommendation of the Appointments and Remuneration Committee, decided to maintain the fixed annual compensation of the Chief Executive Officer at €800,000 gross.

The annual variable compensation potential still represents 100% of the fixed compensation in the event of target objectives being achieved and capped at €1,125,000 gross in the event of outperformance on all criteria, i.e. a maximum potential of 140.625% of the fixed compensation. The maximum annual variable compensation amount is therefore unchanged since 2019.

Regarding variable compensation for 2025, the Group's economic and financial criteria remain paramount for the variable compensation for 2025. Variable compensation is broken down into 62.5 % for economic and financial targets, 7.5% for an objective relating to the customer experience, 10% for objectives relating to social and environmental responsibility, and 20% for qualitative goals.

As in 2024, the potential compensation for qualitative goals is capped at 100% of the target potential achieved on these criteria, without possibility of a compensation for outperformance. The compensation potential for objectives related to customer experience and corporate social responsibility is set at 150%. The maximum unallocated potential compensation is reallocated to the financial criteria whose maximum potential reaches 151% in case of outperformance.

In accordance with the provisions of Article L.22-10-8 of the French Commercial Code, the change in the weights of certain variable compensation criteria for better alignment with 2025 challenges will be reported in the compensation policy for corporate officers for the 2025 financial year, which will be submitted to the vote of the Shareholders' Meeting on May 28, 2025.

For 2025, the criteria set for the variable portion are as follows:

Economic and financial criteria:

- Group current operating income corresponding to 20% of the total objective for a target achievement rate of 100%, with a maximum of 151 % in the event of outperformance.
- Unieuro current operating income corresponding to 10 % of the total objective for a target achievement rate of 100%, with a maximum of 151 % in the event of outperformance.
- Group free cash flow corresponding to 20% of the total objective for a target achievement rate of 100%, with a maximum of 151% in the event of outperformance.
- Group revenue corresponding to 12.5 % of the total objective for a target achievement rate of 100%, with a maximum of 151% in the event of outperformance.

Criterion relating to customer experience:

- Net Promoter Score corresponding to 7.5% of the total objective for a target achievement rate of 100%, with a maximum of 150% in the event of outperformance.

Criteria relating to the Company's corporate social responsibility:

- Reduction in CO₂ emissions, scope 1 and 2 (in line with the SBTi targets of the decarbonisation plan) corresponding to 5% of the total objective for a target achievement rate of 100%, with a maximum of 150% in the event of outperformance.
- Commitment of employees corresponding to 5% of the total objective for a target achievement rate of 100%, with a maximum of 150% in the event of outperformance.

Qualitative criteria:

- Construction and launch of the 2025-2030 strategic plan resulting from the main orientations set by the Board, which will carry out the Group's ambitions by 2030.
- Completion of the performance plan, cost and productivity management to bring the Everyday strategic plan to fruition.
- Quality of the social climate, which remains a major issue. It should be noted that as part of the integration of the Group's new Italian subsidiary, the quality of the social climate within the latter will be assessed in the light of the retention rate of its managers.

The criterion related to the construction of the 2025-2030 strategic plan represents 40% of annual variable compensation allotted to qualitative criteria, for a target attainment rate of 100%, each of the other 2 criteria counts for 30%.

The potential compensation for qualitative criteria is capped at 100% of the target potential achieved, without possibility of a compensation for outperformance.

The objectives associated with each of the above criteria are established precisely in advance.

Since 2023, the Board of Directors, on the recommendations of the Appointments and Compensation Committee, allots the annual variable compensation of executive corporate officers in whole or in part in the form of performance shares.

The method of payment of annual variable compensation, whether in cash or in the form of an allotment of performance shares, has no influence on the performance conditions or on the ceiling for annual variable compensation.

For 2025, 25% of Mr. Enrique Martinez's annual variable compensation will be paid in the form of performance shares and 75% in cash.

Remuneration of the offices of directors and specialized committees of the Board of Directors of Fnac Darty for 2025

The change in the size of the Group due to the acquisition of Unieuro, the continued development of the Group and the management and anticipation of both regulatory and competitive constraints and opportunities has led the Board of Directors, on the proposal of the Appointments and Remuneration Committee, to propose to the Annual General Meeting on May 28, 2025:

- a reassessment of the directors' remuneration package by €100,000 to reach an annual budget of €420,000.
- remuneration of the Strategy Committee, which has not been paid until now, at €70,000, which sets the overall annual remuneration package for the specialized committees at €300,000.

The method of distribution of these envelopes is unchanged: the envelope dedicated to the board is broken down into a fixed part equivalent to 30% and a variable part equivalent to 70%, the latter part

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being allocated according to the presence of the members at the meetings of the board of directors; The envelope dedicated to specialized committees is allocated according to the presence of members at committee meetings. Committee chairs and the chair of the board receive a 50% increase per meeting held, the rules of jurisdiction in effect related to the holding of joint committee meetings are unchanged.

As a result of this reassessment of the remuneration of the directors and specialised committees submitted to the Annual General Meeting of 28 May 2025, the remuneration of Mr Enrique Martinez's term of office as a director and member of the Strategy and CSR Committee will be increased in accordance with the rules referred to above.