



RESOLUTIONS SUBMITTED TO THE APPROVAL OF THE ANNUAL GENERAL MEETING

Émilie THIÉRY

SECRETARY OF THE BOARD OF DIRECTORS



ORDINARY PART

1

Approval of the 2024 **parent company financial statements**

L'Oréal net income = €5,677,952,150.95

2

Approval of the 2024 **consolidated financial statements**

3

Allocation of the Company's net income for the financial year 2024 and **setting of the dividend**

- Amount of **ordinary dividend** = €7.00 per share
- Amount of **preferential dividend (10%)** = €7.70 per share

ORDINARY PART

Appointment for a period of four years:

4

TÉTHYS Company



5

Isabelle **SEILLIER**



6

Aurélie **JEAN**



ORDINARY PART

Re-appointment for a period of four years:

7

Nicolas **HIERONIMUS**



8

Paul **BULCKE**



9

Alexandre **RICARD**





ORDINARY PART

10

Establishment of the total maximum amount
allotted to Directors

Increased from €1,700,000 to €2,000,000



ORDINARY PART

Components of remuneration for 2024

- 11 Directors
& Corporate officers
(Chairman, Chief Executive Officer)
- 12 Chairman of the Board
of Directors
- 13 Chief Executive Officer

Remuneration policies for 2025

- 14 Directors
- 15 Chairman of the Board
of Directors
- 16 Chief Executive Officer



ORDINARY PART

17

Autorisation for the company to buy back its own shares

- **PROPOSED MAXIMUM PURCHASE PRICE PER SHARE:**
€700 euros (excluding expenses)
- **LIMIT:** 10% of share capital
- **DURATION OF AUTHORISATION:** 18 months
- Can be used outside public offering periods



EXTRAORDINARY PART

AUTHORISATION GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF:		DURATION
18	Carrying out a share capital increase by issuing ordinary shares, with preferential subscription rights for shareholders	26 months
19	Carrying out a share capital increase by capitalising premiums, reserves, profits or other amounts	26 months
20	Carrying out a share capital increase in order to remunerate the contributions in kind given to the Company in the form of equity securities or securities giving access to the share capital of third party companies	26 months



EXTRAORDINARY PART

AUTHORISATION GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF:

21

Carrying out a capital increase reserved for employees who are subscribers of Employee Savings Scheme

22

Carrying out a capital increase reserved for employees of foreign subsidiaries

LIMIT	DURATION
1% of the shared capital	26 mois
1% of the shared capital	18 mois

The total amount of capital increases that may be carried out may not exceed the maximum amount of 40% of the existing share capital



EXTRAORDINARY PART

23

Amendments to Article 9 of the Articles of Association:

- TO ADAPT THE BOARD OF DIRECTORS' DELIBERATION METHODS TO THE NEW LEGAL PROVISIONS OF THE FRANCE'S "ATTRACTIVENESS ACT"
- TO REMOVE THE FORMER RULES RELATING TO VIDEO CONFERENCE
- TO REGULATE THE VOTE BY CORRESPONDENCE OR VIA WRITTEN CONSULTATION

24

Amendments to Article 12 of the Articles of Association:

- TO FULLY ALIGN WITH FRANCE'S "ATTRACTIVENESS ACT" AND ITS IMPLEMENTING DECREE



EXTRAORDINARY PART

25 Powers for formalities