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DRAFT RESOLUTIONS AND REPORT OF THE BOARD OF DIRECTORS

AGENDA

Ordinary part

1. Approval of the 2019 parent company financial statements
2. Approval of the 2019 consolidated financial statements
3. Allocation of the Company's net income for 2019 and setting of the dividend
4. Appointement of Mr Nicolas Meyers as a Director
5. Appointement of Ms Ilham Kadri as a Director
6. Renewal of Ms Béatrice Guillaume-Grabisch's term of office as a Director
7. Renewal of Mr Jean-Victor Meyers' term of office as a Director
8. Approval of the information on the remuneration of each of the corporate officers required by Article L. 225-37-3 I of the French Commercial Code
9. Approval of the fixed and variable components of the total remuneration and benefits of any kind paid during the 2019 financial year or allocated for that year to the Chairman and Chief Executive Officer, Mr Jean-Paul Agon
10. Approval of remuneration policy for corporate officers
11. Authorisation for the Company to buy back its own shares

Extraordinary part

12. Authorisation given to the Board of Directors to reduce the share capital by cancelling the shares acquired by the Company under article L.225-209 of the French Commercial Code
13. Authorisation granted to the Board of Directors to carry out free grants of existing shares and/or shares to be issued with cancellation of shareholders' preferential subscription right to employees and executive officers
14. Delegation of authority to the Board of Directors for the purpose of carrying out a capital increase reserved for employees with cancellation of shareholders' preferential subscription rights
15. Delegation of authority granted to the Board of Directors for the purpose of carrying out a capital increase reserved for categories of beneficiaries consisting of employees of foreign subsidiaries, with cancellation of preferential subscription rights, within the framework of an employee share ownership plan
16. Amendment to Article 8 of the Articles of Association on the number of Directors representing the employees
17. Powers for formalities

Ordinary part

Resolutions 1, 2, 3: approval of the annual (parent company and consolidated) financial statements for 2019, allocating the company's net income and setting the dividend

EXPLANATORY STATEMENT

Having reviewed the Reports of the Board of Directors and the Statutory Auditors, the Annual General Meeting is called on to approve:

- the parent company financial statements, with an income statement showing net income of €4,105,828,765.28 for 2019, compared with €3,594,895,876.41 for 2018;
- the 2019 consolidated financial statements.

  The details of these financial statements are set out in the 2019 Annual Financial Report and the main data included in the package containing the notice convening the Annual General Meeting.

The Board of Directors proposes to the Annual General Meeting:

- an ordinary dividend of €3.85 per share, an amount identical to that paid for the 2018 financial year.

  The rate of distribution of the ordinary dividend (ordinary dividend paid/net income diluted per share from continuing operations excluding non-recurring items, diluted, attributable to owners of the Company) would be 49.7% in 2019. Over the last five financial years, this rate was:

Year	2014	2015	2016	2017	2018
Rate of distribution	50.6%	50.2%	51.1%	53.4%	54.4%

- A per share bonus dividend of €4.23, corresponding to a 10% increase over the ordinary dividend. This amount is rounded down to the nearest euro cent, pursuant to Article 15 of the Company's Articles of Association.

  The bonus dividend will be granted to the shares held in registered form since 31 December 2017 at the latest, and which continuously remain in registered form until the dividend payment date in 2020. The number of shares eligible for these preferential dividends may not exceed 0.5% of the share capital at the closing date of the past financial year, for the same shareholder.

If the Annual General Meeting approves this proposal, the ex-dividend date for the dividends (both ordinary and preferential) will be July 3rd, 2020 at zero hour, Paris time, and they will be paid on July 7th, 2020.

The amount of the ordinary dividend and the preferential dividend is eligible for the tax deduction provided for in Article 158-3-2° of the French General Tax Code, which is applicable in the event that an individual beneficiary opts to tax his or her income from movable assets on the progressive scale of income tax.

First resolution: approval of the 2019 parent company financial statements

The Annual General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewing the Reports of the Board of Directors and the Statutory Auditors, approves the Report of the Board of Directors and the 2019 parent company financial statements, as presented, and the transactions reported in these financial statements and summarised in these Reports, showing net income of €4,105,828,765.28 compared with €3,594,895,876.41 for the 2018 financial year.

Second resolution: approval of the 2019 consolidated financial statements

The Annual General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the Reports of the Board of Directors and the Statutory Auditors, approves the 2019 consolidated financial statements and the transactions included in these financial statements and summarised in these Reports.

Third resolution: allocation of the Company's net income for 2019 and setting of the dividend

The Annual General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, on the proposal of the Board of Directors, decides to allocate the net income for the 2019 financial year, amounting to €4,105,828,765.28 as follows:

No allocation to the legal reserve which already represents over one-tenth of the share capital	-
Amount allocated to the shareholders as dividend * (including bonus dividend)	€2,172,647,800.80
Balance that will be allocated to the "Other reserves" item	**€1,933,180,964.48**

* *Including an initial dividend equal to 5% of the amounts paid up on the shares, i.e. the total amount of the share capital.*

This amount is calculated on the basis of the number of shares forming the capital at 31 December 2019 and will be adjusted to reflect:

- the number of shares issued between 1 January 2020 and the date of payment of this dividend following the exercise of stock options or the final vesting of new free shares granted and giving entitlement to such dividend;
- the final number of shares eligible for the bonus dividend, taking into account sales or transfers to a bearer account between 1 January 2020 and the date of payment of the dividend.

The Annual General Meeting therefore declares an ordinary dividend of €3.85 per share, the bonus dividend entitling eligible holders to a total of €4.23 per share. The preferential dividend will be granted to the shares held in registered form since 31 December 2017 at the latest, and which continuously remain in registered form until the dividend payment date, it being specified that the number of shares giving entitlement to such a bonus dividend cannot exceed 0.5% of share capital for any one shareholder. The ex-dividend date for the dividends (both ordinary and preferential) will be July 3rd, 2020 at zero hour (Paris time) and they will be paid on July 7th, 2020.

In the event that, at the time of payment of the dividend, the Company holds treasury shares, the distributable profit corresponding to the unpaid dividend due to the holding of such shares would be allocated to the "Other reserves" item.

For individuals domiciled in France, the dividend is subject to income tax at a flat rate, but may be taxed progressively if the shareholder so chooses. In such a case, the dividend is eligible for the tax deduction provided for in Article 158–3-2° of the French General Tax Code.

The table set out below gives the amounts of the dividends distributed that were fully eligible for the tax deduction provided for in Article 158–3-2° of the French General Tax Code, for the last three financial years:

	2016	2017	2018
Ordinary dividend per share	€3.30	€3.55	€3.85
Preferential dividend per share	€0.33	€0.35	€0.38

Resolutions 4, 5, 6 & 7: offices of Directors

EXPLANATORY STATEMENT

1. Composition of L'Oréal's Board of Directors at 31 December 2019

The Directors of L'Oréal come from different backgrounds. They complement one another due to their different professional experience, their skills and their nationalities. They have good knowledge of the Company. The Directors are present, active and closely involved. These are all assets which contribute to the quality of the Board's deliberations in the context of the decisions it is called on to make.

The Directors (whose biographies are included below) are attentive and vigilant and exercise complete freedom of judgement. This freedom of judgment enables them in particular to participate, in complete independence, in the decisions or work of the Board and its Committees.

Jean-Paul Agon, age 63, joined the L'Oréal Group in 1978. Following an international career as General Manager of the Consumer Products Division in Greece and of L'Oréal Paris in France, International Managing Director of Biotherm, General Manager of L'Oréal Germany, General Manager of the Asia Zone, Chairman and Chief Executive Officer of L'Oréal USA, Jean-Paul Agon was appointed as Deputy Chief Executive Officer of L'Oréal in 2005, and then Chief Executive Officer in April 2006, and finally Chairman and Chief Executive Officer in 2011. A Director of L'Oréal since 2006, he is also the Chairman of the Strategy and Sustainable Development Committee. Jean-Paul Agon is also the Chairman of the L'Oréal Corporate Foundation and Director of Air Liquide.

Françoise Bettencourt Meyers, age 66, daughter of Liliane Bettencourt and granddaughter of the founder of L'Oréal, Eugène Schueller, has been the Chairwoman of the family-owned holding company Téthys since 31 January 2012, and is the Chairwoman of the Supervisory Board of the investment subsidiary Téthys Invest, Chairwoman of the Bettencourt Schueller Foundation, and Honorary President of the *Pour l'Audition* Foundation. Françoise Bettencourt Meyers has been a Director of L'Oréal since 1997 and a member of the Strategy and Sustainable Development Committee since 2012.

Paul Bulcke, age 65, of Belgian and Swiss nationality, is the Chairman of the Board of Directors of Nestlé. Paul Bulcke was a Director at L'Oréal from 2012 to June 2014 and has been back in that position since 2017. Paul Bulcke is the Vice-Chairman of the Board of Directors, and is a member of the Strategy and Sustainable Development Committee, the Appointments and Governance Committee, and the Human Resources and Remuneration Committee. He is also a Director of Roche Holding (Switzerland).

Jean-Pierre Meyers, age 71, has been a Director of L'Oréal since 1987, Vice-Chairman of the Board of Directors since 1994, and is a member of the Strategy and Sustainable Development Committee, the Appointments and Governance Committee and the Human Resources and Remuneration Committee. Jean-Pierre Meyers is Vice-Chairman of the Supervisory Board and Chief Executive Officer of the family-owned holding company Téthys, Chairman of the investment subsidiary Téthys Invest, Vice-Chairman of the Bettencourt Schueller Foundation and President of the *Pour l'Audition* Foundation.

Ana Sofia Amaral, age 54, of Portuguese nationality, is Scientific and Technical Affairs Director for L'Oréal Portugal. Ana Sofia Amaral was appointed in 2014 by L'Oréal's *Instance Européenne de Dialogue Social* (European Works Council) as a Director representing the employees; her term of office was then renewed for a period of four years in 2018. She is a member of the Human Resources and Remuneration Committee.

Sophie Bellon, age 58, is Chairwoman of the Board of Directors of Sodexo. After a career in finance in the United States, she joined Sodexo in 1994, where she held a variety of positions, including Manager for the Business Division in France, then as R&D and Innovation Strategy Manager. Sophie Bellon has been a Director of L'Oréal since 2015. She is the Chairwoman of the Appointments and Governance Committee, the Human Resources and Remuneration Committee, and a member of the Audit Committee.

Patrice Caine, age 49, has been Chairman and Chief Executive Officer of the Thales Group since December 2014, after holding management positions in various operating units (Aviation and Naval, Communications, Navigation and Identification, Air Systems, Radio-Communication Products, Network and Infrastructure Systems, and Protection Systems) from 2002 to 2013. Patrice Caine has been a Director of L'Oréal since April 2018, and is a member of the Appointments and Governance Committee.

Fabienne Dulac, age 52, is Chairwoman and Chief Executive Officer of Orange France and Deputy Chief Executive Officer of the Orange Group, which she joined in 1997. She has held various positions in marketing, business development, communications and digital. She is also a Director of Orange Bank and Willa (an incubator dedicated to female entrepreneurship). She has been a Director of L'Oréal since 2019 and is a member of the Audit Committee.

Belén Garijo, age 59, of Spanish nationality, is Chairwoman and Chief Executive Officer of Merck Healthcare, a company bringing together the pharmaceutical businesses of German group Merck, and a member of the Merck group's Executive Committee. Belén Garijo has been a Director of L'Oréal since 2014 and is a member of the Human Resources and Remuneration Committee. She is also a Director of BBVA (Spain).

Béatrice Guillaume-Grabisch, age 55, has been since 2019 Executive Vice-President and Global Head of Human Resources and Business Services of the Nestlé Group, which she joined in 2013. She previously served as Chief Executive Officer of Nestlé Germany, after a career in a variety of consumer goods corporations (Colgate-Palmolive, Beiersdorf, Johnson & Johnson, L'Oréal and Coca-Cola). Béatrice Guillaume-Grabisch has been a Director at L'Oréal since 2016 and is a member of the Audit Committee.

Bernard Kasriel, age 73, a former Chief Executive Officer of Lafarge, has been a Director of L'Oréal since 2004, and is a member of the Strategy and Sustainable Development Committee.

Georges Liarokapis, age 57, of French and Greek nationality, is Coordinator of Sustainability for L'Oréal Western Europe. Mr Liarokapis was appointed by the CFE-CGC union as a Director representing the employees in 2014; his term of office was renewed for a period of four years in 2018. He is a member of the Audit Committee.

Jean-Victor Meyers, age 33, has been a member of the Supervisory Board of the family-owned holding company Téthys since January 2011, and is a member of the Supervisory Committee of the investment subsidiary Téthys Invest and Chairman of the Exemplaire and Constantine Capital companies. Jean-Victor Meyers has been a Director of L'Oréal since 2012 and is a member of the Audit Committee.

Virginie Morgon, age 50, is Chairwoman of the Executive Board of Eurazeo, which she joined in 2008 after working for sixteen years at Lazard, and is also Chairwoman of Eurazeo North America Inc. (USA). She is also Co-Chair of the Paris Committee of Human Rights Watch. Virginie Morgon has been a Director of L'Oréal since 2013 and is the Chairwoman of the Audit Committee.

Eileen Naughton, age 62, of American nationality, is Vice-President People Operations at Google, which she joined in 2006 after holding various positions with Time Warner, including the position of President of Time Group from 2002 to 2005. She has been a Director of L'Oréal since 2016 and is a member of the Human Resources and Remuneration Committee.

2. Resolutions submitted for approval to the Annual General Meeting of 30 June 2020

The appointment of two new Directors, Mr Nicolas Meyers and Ms Ilham Kadri, as well as the renewal of the terms of office of Ms Béatrice Guillaume-Grabisch and Mr Jean-Victor Meyers, whose current terms of office are expiring, are submitted to a vote by the Annual General Meeting.

The term of office of Mr Jean-Pierre Meyers, a Director of L'Oréal since 1987, Vice-Chairman of the Board of Directors since 1994, and a member of the Strategy and Sustainable Development, Human Resources and Remuneration, and Appointments and Governance Committees, expires at the end of this Annual General Meeting.

Mr Jean-Pierre Meyers has informed the Board that he does not wish to request the renewal of his term of office as Director, and declared that this seemed an opportune moment after 33 years on the Board to enable the family connection to continue, stressing the profound and lasting attachment of the Bettencourt Meyers family to L'Oréal. Mr Jean-Paul Agon, on behalf of the Board of Directors, warmly thanked Mr Jean-Pierre Meyers for his outstanding contribution to the works of the Board and of its Committees over so many years. He paid tribute in particular to Mr Meyers' in-depth knowledge of the company, his constant determination to preserve its values, his insistence on the highest standards of governance, and the support he has provided for the Group's development and international success.

Mr Bernard Kasriel, a Director of L'Oréal since 2004 and a member of the Strategy and Sustainable Development Committee, has informed the Board of Directors that he does not wish to request the renewal of his term of office. The Board expressed its gratitude to Mr Bernard Kasriel for the quality of his contribution during his 16 years of office. He brought to the Board his experience as an executive of a large international industrial group. The Board thanked him for his commitment, his great freedom of judgement and his contribution of proposals for the works of the various Committees of which he has been a member or Chairman.

The term of office of Ms Eileen Naughton, a Director of L'Oréal since 2016 and a member of the Human Resources and Remuneration Committee, expires in 2020. Ms Naughton has informed the Board of Directors that she does not wish to request the renewal of her office. The Board thanked Ms Eileen Naughton for taking part in the Board's debates and for the works of the Committee of which she was a member.

2.1. Appointment of two new Directors: Mr Nicolas Meyers and Ms Ilham Kadri

Appointment of Mr Nicolas Meyers as a Director

On the recommendation of the Appointments and Governance Committee, the Board of Directors submits the name of Mr Nicolas Meyers as Director to the vote of the Annual General Meeting for a term of four years.

Mr Nicolas Meyers, age 32, studied communications in Brussels, then at the *Institut des Hautes Etudes pour l'Innovation et l'Entreprenariat* (IHEIE). As part of his varied professional experience, he spent several months in Divisions of the L'Oréal Group, both in France and abroad (United Kingdom, USA, Canada, India, Japan). After his first business experience with Christie's in London in 2009, he held the positions of e-commerce and Social Media Manager at SwatchGroup France from 2011 to 2014. In 2017, he was an analyst with McKinsey.

He has been a member of the Supervisory Committee of the family holding company Téthys since 2011 and Téthys Invest since 2016. He has also been a director of the Bettencourt Schueller Foundation since 2012.

Mr Nicolas Meyers will bring the Board of Directors his knowledge of L'Oréal and his deep commitment to the company, his strong interest in new technologies and his international experience.

Appointment of Ms Ilham Kadri as a Director

On the recommendation of the Appointments and Governance Committee, the Board of Directors submits the name of Ms Ilham Kadri as Director to the vote of the Annual General Meeting for a term of four years.

Ms Ilham Kadri, 51, holds dual French and Moroccan nationality and has a PhD in Macromolecular Physical-Chemistry. She has been Chairwoman of the Executive committee and CEO of Solvay since March 2019, before which she had been CEO and Chairwoman of the American company Diversey since 2013. Ms Kadri has international professional experience, which she acquired in leading industrial companies (Shell, UCB, Dow, Sealed Air…), where she performed roles in research & development, sales, marketing, strategy, business management and digital technology.

Ms Kadri is very committed to diversity and inclusion, through mentoring young women and promoting their leadership in science.

She will notably bring to the L'Oréal Board of Directors her knowledge of industrial challenges, her diversified and international experience acquired in the United States, Europe, the Middle East, Africa and Asia, and her strategic vision focused on innovation.

2.2. Renewal of the terms of office of two Directors: Ms Béatrice Guillaume-Grabisch and Mr Jean-Victor Meyers

Renewal of Ms Béatrice Guillaume-Grabisch's term of office as a Director

As the term of office of Ms Béatrice Guillaume-Grabisch expires in 2020, her renewal for a term of four years is submitted to the Annual General Meeting.

Béatrice Guillaume-Grabisch has been a Director at L'Oréal since 2016 and a member of the Audit Committee since that date.

Since 2019, Ms Guillaume-Grabisch has been Executive Vice-President and Global Head of Human Resources and Business Services of the Nestlé Group, which she joined in 2013. She was formerly Chief Executive Officer of Nestlé Germany after a career in various consumer goods groups (Colgate-Palmolive, Beiersdorf, Johnson & Johnson, L'Oréal, Coca-Cola).

Ms Guillaume-Grabisch is deeply committed to the work of the Audit Committee and the Board of Directors, to which she brings her experience in marketing and general management in the consumer goods sector, as well as her skills in Human Resources management.

Over the four years of her term of office as Director, Ms Guillaume-Grabisch's attendance rate has been 100% at the meetings of the Board of Directors and the Audit Committee of which she is a member.

Renewal of Mr Jean-Victor Meyers' term of office as a Director

As the term of office of Mr Jean-Victor Meyers as Director expires in 2020, his renewal for a term of four years is submitted to the Annual General Meeting.

Jean-Victor Meyers has been a Director of L'Oréal since 2012 and a member of the Audit Committee since 2014.

He has been a member of the Supervisory Board of the family holding company Téthys since January 2011. He is the Chairman of the Exemplaire and Constantine Capital companies.

He brings to the Board his in-depth knowledge of L'Oréal and his strong attachment to the company, his experience in luxury businesses and his entrepreneurial vision.

Over the four years of his term of office as Director, the attendance of Mr Jean-Victor Meyers at meetings of the Board of Directors and of the Audit Committee on which he serves has been 100%.

3. Composition of the Board of Directors after the Annual General Meeting of 30 June 2020

If the Annual General Meeting approves the appointments and renewals proposed to it in 2020, the expiry dates of the terms of office of the 14 Directors of L'Oréal would be as follows:

	Independence	Expiry date of current term of office	Board Committees: Strategy and Sustainable Development	Audit	HR and Remuneration	Appointments and Governance
Mr Jean-Paul Agon		2022	C			
Ms Françoise Bettencourt Meyers		2021	●		●	●
Mr Paul Bulcke		2021	●		●	●
Ms Ana Sofia Amaral	•	2022			●	
Ms Sophie Bellon	◆	2023		●	C	C
Mr Patrice Caine	◆	2022	●			●
Ms Fabienne Dulac	◆	2023		●	●	
Ms Belén Garijo	◆	2022			●	
Ms Béatrice Guillaume-Grabisch		2024		●		
Ms Ilham Kadri	◆	2024				
Mr Georges Liarokapis	•	2022		●		
Mr Jean-Victor Meyers		2024	●	●		
Mr Nicolas Meyers		2024				
Ms Virginie Morgon	◆	2021		C		

◆ *Independence as defined by the criteria of the AFEP-MEDEF Code*
• *Director representing the employees*
C *Chairman / Chairwoman of the Committee*
● *Committee Member*

3.1. Independence of the Directors

The Appointments and Governance Committee proposes to the Board of Directors every year to review on a case-by-case basis the situation of each of the Directors with regard to their independence according to the criteria set out in the AFEP-MEDEF Code.

The review of the independence of these Directors was carried out by the Board of Directors on the basis, in particular, of a study of the relationships existing between the Company and the companies in which the Directors hold offices.

If the Annual General Meeting approves the appointements and renewals that are proposed by the Board of Directors, the number of Independent Directors would be 6 out of 12, i.e. an independence rate of 50% (the two Directors representing the employees are not taken into account pursuant to the AFEP-MEDEF Code).

3.2. Balanced gender representation on the Board of Directors

If the Annual General Meeting approves the appointments and renewals proposed to it, the number of women on the Board of Directors would be 7 out of the 12 Directors appointed by the Annual General Meeting, i.e. a percentage representation of women of 58% (the two Directors representing the employees are not taken into account pursuant to the French Commercial Code).

3.3. Length of office and minimum number of shares held

The term of office of the Directors appointed by the L'Oréal Annual General Meeting is four years or less to allow a planned scheduled renewal of the terms of office of Directors. The term of office of a Director who is not appointed by the Annual General Meeting is four years. Directors appointed by the Annual General Meeting must each hold a minimum of 500 L'Oréal shares: at least 250 shares on the date of his/her appointment by the Annual General Meeting, and the balance no later than 24 months after this appointment. A list of the offices and functions of the Directors at 31 December 2019 (with an indication of the number of L'Oréal shares held for Directors appointed by the Annual General Meeting) is set out in section 2.2.2. of Chapter 2 of the Universal Registration Document.

Fourth resolution: appointment of Mr Nicolas Meyers as a Director

The Annual General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the Report of the Board of Directors, appoints Mr Nicolas Meyers as a Director for a period of four years.

His term of office will expire at the end of the Annual General Meeting to be held in 2024 to vote on the financial statements for the previous financial year.

Fifth resolution: appointment of Ms Ilham Kadri as a Director

The Annual General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the Report of the Board of Directors, appoints Ms Ilham Kadri as a Director for a term of four years.

Her term of office will expire at the end of the Annual General Meeting to be held in 2024 to vote on the financial statements for the previous financial year.

Sixth resolution: renewal of Ms Béatrice Guillaume-Grabisch's term of office as a Director

The Annual General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the Report of the Board of Directors, renews the term of office as a Director of Ms Béatrice Guillaume-Grabisch for a term of four years.

Her term of office will expire at the end of the Annual General Meeting to be held in 2024 to vote on the financial statements for the previous financial year.

Seventh resolutions: renewal of Mr Jean-Victor Meyers' term of office as a Director

The Annual General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the Report of the Board of Directors, renews Mr Jean-Victor Meyers' term of office as a Director for a term of four years.

His term of office will expire at the end of the Annual General Meeting to be held in 2024 to vote on the financial statements for the previous financial year.

Resolution 8: approval of the information on the remuneration of each of the corporate officers of L'Oréal required by article L. 225-37-3 I of the French Commercial Code

EXPLANATORY STATEMENT

Pursuant to Ordinance no. 2019-1234 of 27 November 2019, adopted pursuant to Law no. 2019-486 of 22 May 2019 on business growth and transformation (PACTE law), the General Meeting is called upon to approve the information on the remuneration of each of the corporate officers of L'Oréal pursuant to Articles L. 225-37-3 I and L. 225-100 II of the French Commercial Code. This information is presented in section 2.4.2. of chapter 2 of the Universal Registration Document.

Eighth resolution: approval of the information on the remuneration of each of the corporate officers of L'Oréal required by Article L. 225-37-3 I of the French Commercial Code

Pursuant to Article L. 225-100 II of the French Commercial Code, the General Meeting, voting in accordance with the quorum and majority required for Ordinary General Meetings, approves the information described in Article L. 225-37-3 I of the French Commercial Code as presented in section 2.4.2. of Chapter 2 of the Universal Registration Document.

Resolution 9: approval of the fixed and variable components of the total remuneration and benefits of any kind paid during the 2019 financial year or allocated for that year to the chairman and chief executive officer, Mr Jean-Paul Agon

EXPLANATORY STATEMENT

Pursuant to Ordinance no. 2019-1234 of 27 November 2019, adopted pursuant to Law no. 2019-486 of 22 May 2019 on business growth and transformation (PACTE law), the General Meeting is called upon to approve the fixed and variable components of the total remuneration and benefits of any kind paid during the 2019 financial year or allocated for that year to Mr Jean-Paul Agon, Chairman and Chief Executive Officer of L'Oréal, pursuant to Article L.225-100 III of the French Commercial Code. This information is summarised in the following table ("Summary table of the components of remuneration paid during the 2019 financial year or allocated for that year").

SUMMARY TABLE OF THE COMPONENTS OF REMUNERATION PAID IN 2019 OR ALLOCATED FOR THAT YEAR

Remuneration components submitted for a vote	Amounts allocated for the 2019 financial year or accounting valuation	Amounts paid during the 2019 financial year	Description
Fixed remuneration 2019/2018 changes	€2,200,000 0%		At its meeting on 7 February 2019, and on the recommendation of the Human Resources and Remuneration Committee, the Board of Directors decided to maintain Mr Jean-Paul Agon's fixed gross annual remuneration at €2,200,000.
Annual variable remuneration	€2,168,831 98.6% out of a maximum target of 100% of the fixed remuneration		The annual variable remuneration is designed to align the corporate executive officer's remuneration with the Group's annual performance and to promote the implementation of its strategy year after year. The Board of Directors strives to encourage the executive officer both to maximise performance for each financial year and to ensure that it is repeated and regular year-on-year. It is expressed as a percentage of the fixed remuneration and can amount to a maximum of 100% of the fixed remuneration. **CRITERIA FOR ASSESSMENT OF PERFORMANCE FOR 2019** • FINANCIAL CRITERIA — **60%** • Growth in comparable sales as compared to the budget — 15% • Growth in market share as compared to the main competitors — 15% • Growth in operating profit as compared to 2018 — 10% • Growth in net earnings per share as compared to 2018 — 10% • Growth in cash flow as compared to 2018 — 10% • EXTRA-FINANCIAL AND QUALITATIVE CRITERIA — **40%** • *Quantifiable criteria* (allocated equally among the following criteria) — 25% - CSR (Sharing Beauty With All programme) - Human Resources: gender parity, development of talented employees, access to training - Digital Development • *Individual qualitative performance:* Management, Image, Company reputation, Dialogue with stakeholders. — 15% The assessment is carried out on a criterion-by-criterion basis without offsetting among the criteria. A summary of achievements in 2019 is available in section 2.4.2.2. of Chapter 2 of the Universal Registration Document. **ASSESSMENT FOR 2019 BY THE BOARD OF DIRECTORS OF 6 FEBRUARY 2020** On the basis of the aforementioned assessment criteria, the Board of Directors decided, on the recommendation of the Human Resources and Remuneration Committee, to award gross variable remuneration of €2,168,831 for 2019, which is 98.6% of the maximum objective, with a level of achievement of the financial and extra-financial and qualitative criteria of 100% and 96.5% respectively. The assessment elements are set out in section 2.4.2.2. of Chapter 2 of the Universal Registration Document. Pursuant to Article L. 225-100 III of the French Commercial Code, the payment of this annual variable remuneration is subject to the approval of this ninth resolution.
		€2,045,998 93% out of a maximum target of 100% of the fixed remuneration	For information, following the approval by the Annual General Meeting of 18 April 2019 (seventh resolution), an annual variable remuneration was paid for the 2018 financial year amounting to a total of €2,045,998, since the Board of Directors decided on 7 February 2019, as proposed by the Human Resources and Remuneration Committee, that 93% of the maximum objective had been achieved.

Remuneration components submitted for a vote	Amounts allocated for the 2019 financial year or accounting valuation	Amounts paid during the 2019 financial year	Description
Performance shares	**24,000** performance shares valued at €5,430,000 (fair value estimated according to the IFRS standards used to prepare the consolidated financial statements)	N/A	Under the authorisation of the Extraordinary General Meeting of 17 April 2018 (fifteenth resolution), the Board of Directors, meeting on 18 April 2019, and on the recommendation of the Human Resources and Remuneration Committee, approved a conditional grant of 24,000 shares (ACAs) to Mr Jean-Paul Agon. This grant is in line with the 2019 remuneration policy defined by the Board of Directors on 7 February 2019 and approved by the Annual General Meeting of 18 April 2019. The fair value of one performance share (ACAs) under the 18 April 2019 plan, estimated according to the IFRS standards applied for the preparation of the consolidated financial statements, is €226.25, i.e. a fair value of €5,430,000 for the 24,000 ACAs granted to Mr Jean-Paul Agon in 2019. For the 17 April 2018 Plan, the fair value of one ACAs amounted to €176.17. Final vesting of these shares is subject to performance conditions being achieved, which will be recorded at the end of a 4-year vesting period as from the date of grant. Half of the number of fully vested shares will depend on growth in comparable cosmetics net sales compared to those of a panel of L'Oréal's competitors: Unilever, Procter & Gamble, Estée Lauder, Shiseido, Beiersdorf, Johnson & Johnson, Henkel, LVMH, Kao, Coty; the other half will depend on the growth in the L'Oréal Group's consolidated operating profit. The calculation will be based on the arithmetic average for the three full financial years of the vesting period. The first full year taken into account for evaluating the performance conditions relating to this grant is 2020. The monitoring of performance conditions each year is described in section 7.4.3.6. of Chapter 7 of the Universal Registration Document. With respect to the criterion relating to sales, in order for all the free shares granted to finally vest for the beneficiaries at the end the vesting period, L'Oréal has to outperform the average growth in sales of the panel of competitors. Below this level, the grant decreases. The Board defines a threshold, not made public for confidentiality reasons, below which no share will finally vest pursuant to this criterion. Concerning the criterion related to operating profit, a level of growth, defined by the Board, but not made public for confidentiality reasons, must be met or exceeded in order for all the free shares granted to be fully vested by the beneficiaries at the end of the vesting period. Below this level, the grant decreases. If the operating profit does not increase in absolute value over the period, no share will fully be vested pursuant to this criterion. The grant of shares from which Mr Jean-Paul Agon benefited in 2019 represents 2.85% of the total number of ACAs granted to the 2,107 beneficiaries of this same plan. In accordance with the authorisation granted by the Annual General Meeting on 18 April 2019, this grant of shares does not exceed 0.6% of the share capital, it being understood that the maximum amount granted to the executive officers may not represent more than 10% of the total number of free shares that may be granted. No stock option to purchase or subscribe to shares or other long-term incentive was granted to Mr Jean-Paul Agon in 2019.
Remuneration as Director	€0		Mr Jean-Paul Agon did not wish to receive remuneration as Director (formerly called attendance fees) in his capacity as Chairman and Chief Executive Officer.
Benefits in addition to remuneration	€0		**Benefits in kind:** Mr Jean-Paul Agon benefits from the material resources needed for the performance of his office such as, for example, the provision of a car with a driver. These arrangements, which are strictly limited to professional use, to the exclusion of any private use, are not benefits in kind.
	€10,396		**Additional social protection schemes:** employee benefit and healthcare schemes and defined-contribution pension. Mr Jean-Paul Agon continues to be treated in the same way as a senior manager during the term of his corporate office, which allows him to continue to benefit from the additional social protection schemes and, in particular, the employee benefit and healthcare schemes applicable to the Company's employees. The amount of the employer's contributions to these different schemes was €10,396 in 2019, including €6,281 for the defined contribution pension scheme; it is noted that the amount due in this respect will be deducted from the pension due for the defined benefits pension in accordance with the provisions of this collective scheme. The continuation of this treatment was approved by the Annual General Meeting on 27 April 2010.

Mr Jean-Paul Agon does not receive exceptional or multi-year remuneration.

The information on (i) the severance package, (ii) dismissal or retirement benefits, (iii) the financial consideration for the non-compete clause, and (iv) the supplementary defined-benefit pension scheme to which Mr Agon may be entitled under his suspended employment contract, can be found in section 2.4.3. of Chapter 2 of the Universal Registration Document. The application of the defined-benefit pension plan provisions of Mr Jean-Paul Agon's employment contract of Mr Jean-Paul Agon for the duration of his renewed corporate office was approved by the Annual General Meeting of 17 April 2018.

Ninth resolution: approval of the fixed and variable components of the total remuneration and benefits of any kind paid during the 2019 financial year or allocated for that year to the Chairman and Chief Executive Officer, Mr Jean-Paul Agon

Pursuant to Article L. 225-100 III of the French Commercial Code, the Annual General Meeting, voting in accordance with the quorum and majority required for Ordinary General Meetings, approves the fixed and variable components of the total remuneration and benefits of any kind paid in the 2019 financial year or allocated for that year to Chairman and Chief Executive Officer, Mr Jean-Paul Agon, as presented in section 2.4.2. of Chapter 2 of the Universal Registration Document.

Resolution 10: approval of the remuneration policy for corporate officers

EXPLANATORY STATEMENT

Pursuant to Ordinance no. 2019-1234 of 27 November 2019, adopted pursuant to Law no. 2019-486 of 22 May 2019 on business growth and transformation (PACTE law), the Annual General Meeting is called upon to approve the remuneration policy for corporate officers, i.e. the Directors of L'Oréal and its Chairman and Chief Executive Officer, as established by the Board of Directors, pursuant to Article L. 225-37-2 of the French Commercial Code. This policy is in line with L'Oréal's corporate interest, contributes to its continuity and is aligned with its commercial strategy. It is presented in section 2.4.1. of chapter 2 of the Universal Registration Document ("Remuneration policy for corporate officers").

In view of exceptional circumstances and in a spirit of solidarity, Mr Agon informed the Board, which accepted it, that he would renounce with immediate effect, for 2020:

- any remuneration in respect of the financial objectives of his annual variable remuneration, which represents a reduction of 30% of the maximum amount of his annual fixed and variable remuneration for 2020 which he is eligible for in accordance with the remuneration policy detailed in section 2.4.1. of chapter 2 of the 2019 Universal Registration Document;
- all attribution of performance shares if a plan were to be decided in 2020, to which he is eligible in accordance with the remuneration policy detailed in section 2.4.1. of the 2019 Universal Registration Document.

With respect to the foregoing waivers, the table entitled "Breakdown of the components of remuneration for the 2020 financial year applicable to Mr Jean-Paul Agon, the only executive officer concerned by this report", in section 2.4.1.2.4., is amended as follows:

<table>
<tr><th></th><th>Amount</th><th colspan="3">Description</th></tr>
<tr><td>Fixed remuneration</td><td>€2,200,000</td><td colspan="3">At its meeting of 6 February 2020, and on the recommendation of the Human Resources and Remuneration Committee, the Board of Directors proposed to the Annual General Meeting that Mr Agon's fixed remuneration should be maintained at the gross amount of €2,200,000 on an annual basis. This amount has not changed since 2014.</td></tr>
<tr><td rowspan="5">Annual variable remuneration</td><td rowspan="5">Cap set at 40%</td><td colspan="3">Following Mr Agon's waiver of a portion of his variable remuneration, the annual variable remuneration may reach a maximum of 40% of the fixed remuneration (instead of 100%) in the event of the achievement of the extra-financial and qualitative criteria for annual variable remuneration set by the Board on 6 February 2020, in accordance with the remuneration policy.</td></tr>
<tr><td colspan="2">CRITERIA FOR ASSESSMENT OF PERFORMANCE FOR 2020</td><td>WEIGHTING</td></tr>
<tr><td>Quantifiable extra-financial criteria</td><td>% allocated equally among the following criteria:
• CSR (Sharing Beauty With All programme)
• Human Resources: gender parity, development of talented employees, access to training
• Digital development</td><td>62.50%</td></tr>
<tr><td>Individual qualitative performance</td><td>Management, image, company reputation, dialogue with stakeholders.</td><td>37.50%</td></tr>
<tr><td colspan="3">Quantifiable criteria represent the majority share of the annual variable remuneration. The weighting of each of these criteria and the targets to be met were set at the start of the year and communicated to the executive officer. The assessment is made without offsetting among criteria. Pursuant to Article L. 225-100 of the French Commercial Code, payment of the annual variable remuneration is conditional on approval by the Annual General meeting called to approve the 2020 financial statements.</td></tr>
<tr><td>Performance shares</td><td>0</td><td colspan="3">Mr Agon has already announced that he is waiving any performance share allocation for the 2020 financial year.</td></tr>
<tr><td>Remuneration as Director</td><td>€0</td><td colspan="3">Mr Jean-Paul Agon did not wish to receive remuneration as a Director in his capacity as Chairman and Chief Executive Officer.</td></tr>
<tr><td>Benefits in addition to remuneration</td><td></td><td colspan="3">Benefits in kind: Mr Jean-Paul Agon benefits from the material resources needed for the performance of his office such as, for example, the provision of a car with a driver. These arrangements, which are strictly limited to professional use, to the exclusion of all private use, are not benefits in kind.
Additional social protection schemes: defined contribution pension, employee benefit and healthcare schemes: Mr Jean-Paul Agon continues to be treated in the same way as a senior manager during the term of his corporate office, which allows him to continue to benefit from the additional social protection schemes and, in particular, the employee benefit and healthcare schemes applicable to the Company's employees. The amount of the employer's contributions concerning the defined contribution pension scheme will be deducted from the pension due in respect of the defined benefit pension in accordance with the provisions of this collective scheme. The continuation of this treatment was approved by the Annual General Meeting on 27 April 2010.</td></tr>
</table>

Tenth resolution: approval of the remuneration policy for corporate officers

The Annual General Meeting, voting in accordance with the quorum and majority required for Ordinary General Meetings, having reviewed the Report of the Board of Directors, established pursuant to Article L. 225-37-2 of the French Commercial Code, approves the remuneration policy for the corporate officers of L'Oréal. These are currently the Chairman and Chief Executive Officer and the Directors, as presented in section 2.4.1. of chapter 2 of the Universal Registration Document and in the explanatory statement to this resolution.

Resolution 11: authorisation for the company to buy back its own shares

EXPLANATORY STATEMENT

As the existing authorisation is due to expire in October 2020, it is proposed that the Annual General Meeting give the Board a new authorisation, it being specified that in the event of a public offer being filed by a third party with regard to the shares of the Company, the Board of Directors will not be able to use this authorisation during the public offer period without the prior authorisation of the Annual General Meeting.

The Company would be able to buy its own shares for the following purposes:

- their cancellation by a reduction in its capital;
- their sale within the scope of employee share ownership programmes and their allocation to free grants of shares for the benefit of employees and executive officers of the L'Oréal Group;
- market-making under a liquidity agreement entered into with an investment services provider in accordance with the ethics charter recognised by the French Financial Markets Authority (AMF);
- retaining them and subsequently using them as payment in connection with external growth transactions.

The purchase, sale, exchange or transfer of these shares may be carried out by any means, on one or more occasions, in particular on or off the stock market, including in whole or in part, through the acquisition, sale, exchange or transfer of blocks of shares. These means include, where applicable, the use of all financial instruments and derivatives.

The Annual General Meeting resolves that this authorisation will take effect on the date of this Annual General Meeting and will expire at the end of a period of 18 months from the date of this Annual General Meeting. It renders ineffective from this day onwards any previous authorisation for the unused portion with the same purpose.

The purchase price per share may not exceed €350 (excluding expenses). The authorisation would be for a maximum of 10% of the share capital, namely, for information purposes, at 31 December 2019, 55,811,720 shares for a maximum amount of €19,534,102,000 it being specified that the Company may not at any time hold more than 10% of its own capital.

Eleventh resolution: authorisation for the Company to buy back its own shares

The Annual General Meeting, voting in accordance with the quorum and majority required for Ordinary General Meetings, having reviewed the Report of the Board of Directors, authorises the Board of Directors, with the option to delegate to the Chairman and Chief Executive Officer, to purchase shares of the Company in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code and EU Regulation No 596/2014 of the European Parliament and of the Council of 16 April 2014, and subject to the following conditions:

- the purchase price per share may not exceed €350 (excluding expenses);
- the number of shares that may be bought by the Company may not exceed 10% of the number of shares forming the Company's capital on the date of execution of these buybacks, which is, for information purposes, at 31 December 2019, 55,811,720 shares for a maximum amount of €19,534,102,000 on the understanding that the Company may at no time hold over 10% of its own share capital.

The Company may buy back its own shares under the conditions defined by the laws and regulations in force, and notably with a view to:

- their cancellation by a reduction in its capital;
- their allocation or sale to employees and corporate officers of the Company and affiliates, under the terms and conditions provided for by French or foreign law, and in particular within the scope of employee profit sharing schemes, free grants of shares or all employee share ownership programmes as well as for the purpose of carrying out any transaction to cover the above-mentioned employee share ownership programmes;
- market-making under a liquidity agreement entered into with an investment services provider in accordance with the ethics charter recognised by the French Financial Markets Authority (AMF);
- retaining them and subsequently using them as payment in connection with external growth transactions.

The purchase, sale, exchange or transfer of these shares may be carried out by any means, on one or more occasions, in particular on or off the stock market, including in whole or in part, through the acquisition, sale, exchange or transfer of blocks of shares. These means include, where applicable, the use of all financial instruments and derivatives.

These transactions may be carried out at any time, in accordance with the regulations in force at the time of the transactions concerned, it being specified that in the event of a public offer being filed by a third party with regard to the shares of the Company, the Board of Directors will not be able to use this authorisation during the public offer period without the prior authorisation of the Annual General Meeting.

The Annual General Meeting resolves that this authorisation will take effect on the date of this Annual General Meeting and will expire at the end of a period of 18 months from the date of this Annual General Meeting. It renders ineffective from this day onwards any previous authorisation for the unused portion with the same purpose.

The Board of Directors will have the option of allocating and reassigning to any of these objectives all the treasury shares currently held by the Company. Full powers are granted to the Board of Directors, with the option for it to delegate, for the implementation of this resolution and, more generally, to do anything that may be necessary.

Extraordinary part

Resolution 12: authorisation given to the Board of Directors to reduce the share capital by cancelling the shares acquired by the Company under article L.225-209 of the French Commercial Code

EXPLANATORY STATEMENT

The authorisation granted to the Board of Directors in 2018 to cancel shares purchased by the Company within the scope of L.225-209 of the french commercial code is due to expire.

It is proposed that the Annual General Meeting give the Board a new authorisation allowing it to carry out share cancellations, subject to the legal limits, namely 10% of the existing share capital on the date of the cancellation per twenty-four month periods.

This authorisation shall be granted for a duration of twenty-six months from the date of this Annual General Meeting and shall render ineffective all previous authorisations.

Twelfth resolution: authorisation given to the Board of Directors to reduce the share capital by cancelling the shares acquired by the Company under article L.225-209 of the French Commercial Code

The Annual General Meeting, voting in accordance with the quorum and majority required for Extraordinary General Meetings, having reviewed the Reports of the Board of Directors and the Statutory Auditors, authorises the Board of Directors, in accordance with Article L. 225-209 of the French Commercial Code, to cancel, on one or more occasions, all or some of the shares held by the Company under Article L. 225-209 of the French Commercial Code, subject to a limit of 10% of the share capital existing on the date of cancellation per twenty-four month periods.

Full powers are granted to the Board of Directors, with the option of delegation, to:

- carry out a reduction in share capital by a cancellation of shares;
- determine the final amount of the capital reduction;
- set the terms and conditions and record completion;
- deduce the difference between the book value of the shares cancelled and their nominal amount from the available reserves and premiums;
- amend the articles of association accordingly;
- and, more generally, carry out all formalities and do everything necessary for the implementation of this resolution.

This authorisation is granted for a duration of twenty-six months from the date of this General Meeting, and shall render ineffective as of this date, any previous authorisation for the unused portion with the same purpose.

Resolution 13: Authorisation granted to the board of directors to carry out free grants of existing shares and/or shares to be issued with cancellation of shareholders' preferential subscription right to employees and executive officers

EXPLANATORY STATEMENT

It is proposed that the Annual General Meeting renew its authorisation to carry out free grants of shares to Group employees and certain executive officers which will expire in August 2020.

Under the scope of this authorisation, the number of free shares that may be granted may not exceed 0.6% of the share capital on the date of the Board of Directors' decision. The maximum nominal amount of the capital increases that may be carried out pursuant to this authorisation will be charged against the total ceiling of 40% of the share capital provided for in 2) of the ninth resolution approved by the Annual General Meeting of 18 April 2019.

The total number of free shares granted to the executive officers during a financial year may not represent more than 10% of the total number of free shares granted during this same financial year.

Pursuant to Article L. 225-197-1 of the French Commercial Code, the free grant of shares to their beneficiaries will become final and binding subject to the satisfaction of the other conditions set at the time of the grant, and specifically the employment condition, for all or part of the shares granted:

- either after a minimum vesting period of two years, and in this case, without a minimum holding period;
- or after a minimum vesting period of one year, it being stated that the beneficiaries must then hold these shares for a minimum of one year from their final allocation.

In all these cases, the Board of Directors proposes that the vesting and holding periods should be a minimum of four years. The Board of Directors shall have the power, in all cases, to provide for vesting periods which are longer than the minimum periods set above or to provide for a holding period.

If the Annual General Meeting approves this resolution, any free grant of shares shall be decided by the Board of Directors on the basis of the proposals made by the General Management and examined by the Human Resources and Remuneration Committee.

The Board of Directors will decide the identity of the beneficiaries of the grants, the number of shares allocated to each one and the performance conditions to be met for the final vesting of all or part of the shares.

These performance conditions will take into account:

- partly, growth in comparable cosmetics sales of L'Oréal as compared to a panel of L'Oréal's major direct competitors;
- partly, growth in L'Oréal's consolidated operating profit.

The figures recorded each year to determine the levels of performance achieved are published in the Annual Financial Report.

The Board of Directors considers that these two criteria, assessed over a long period of three financial years and applied to several plans, are complementary, in line with the Group's objectives and its specificities, and should make it possible to promote balanced, continuing growth over the long term. They are exacting but remain a source of motivation for the beneficiaries.

Pursuant to the criterion relating to sales, in order for all the free shares granted to finally vest for the beneficiaries at the end of the vesting period, L'Oréal must outperform the average growth in sales of the panel of competitors. This panel comprises Unilever, Procter & Gamble, Estée Lauder, Shiseido, Beiersdorf, Johnson & Johnson, Henkel, LVMH, Kao, and Coty. Below this level, the grant decreases. If L'Oréal's comparable growth in net sales is less than the average growth in sales of the panel of competitors, no share will be allocated for this criterion.

Pursuant to the criterion relating to operating profit, in order for all the free shares granted to finally vest for the beneficiaries at the end of the vesting period, a level of growth defined by the Board, but not made public for confidentiality reasons, must be achieved or exceeded. Below this level, the grant decreases. If the operating profit does not increase in absolute value over the period, no share will finally vest pursuant to this criterion.

These performance conditions will apply to all individual allocations greater than 200 bonus shares per plan, with the exception of executive officers and member of the Executive Committee, for which they will apply to the totality.

The free grant of shares may be carried out for all Group staff, or for shares allocated on the basis of cash subscriptions carried out as part of an increase in share capital reserved for Group employees pursuant to the fifteenth resolution.

Any allocations of shares to the executive officers will be decided by the Board of Directors on the basis of the proposals of the Human Resources and Remuneration Committee after assessment of their performance.

The executive officers of L'Oréal will be obliged to retain 50% of the free shares that are definitively granted to them at the end of the vesting period in registered form until the termination of their term of office.

Thirteenth resolution: authorisation granted to the Board of Directors to carry out free grants of existing shares and/or shares to be issued with cancellation of shareholders' preferential subscription right to employees and executive officers

The Annual General Meeting, voting in accordance with the quorum and majority required for Extraordinary General Meetings, having reviewed the Reports of the Board of Directors and the Statutory Auditors, and acting in accordance with Articles L. 225-197-1 et seq. of the French Commercial Code:

1. authorises the Board of Directors to carry out, on one or several occasions, free grants of existing or shares to be issued in L'Oréal to employees and executive officers of the Company and of its French or foreign affiliates under the conditions of Article L. 225-197-2 of the French Commercial Code, or to certain categories of such affiliates;
2. sets the validity period of this authorisation, which may be used on one or several occasions, at 26 months from the date of the Annual General Meeting, and notes that this authorisation renders ineffective the unused portion of any prior authorisation for the same purpose;
3. decides that the number of free shares granted may not represent more than 0.6% of the share capital recorded on the date of the Board's decision, it being specified that this maximum number of shares, existing or to be issued, does not include the number of additional shares that may be allocated as the result of an adjustment in the number of shares initially granted following a transaction on the Company's share capital;
4. decides that the maximum nominal amount of the capital increases carried out on the basis of this authorisation will be charged against the total ceiling stipulated in 2) of the ninth resolution approved by the Annual General Meeting of 18 April 2019 or, as applicable, against the ceiling stipulated by a similar resolution that may potentially succeed this ninth resolution during the period in which this authorisation is valid;
5. decides that the number of free shares granted to the Company's executive officers during a financial year under this resolution may not represent more than 10% of the total number of free shares granted during the same financial year;
6. decides that the Board of Directors shall determine the identity of the beneficiaries or categories of beneficiaries of the allocations and the number of free shares granted to each one as well as the conditions to be met in order for the allocation to become binding, and notably the performance conditions, it being stated that the free grant of shares may be carried out without performance conditions as part of an allocation (i) for the benefit of all employees of L'Oréal and, if applicable, of its French and foreign affiliates, or (ii) for the benefit of employees and executive officers of foreign companies subscribing to a capital increase carried out pursuant to the fifteenth resolution of this Annual General Meeting or taking part in an employee shareholder transaction through the disposal of existing shares, or (iii) for the benefit of employees that are not members of the Executive Committee for a maximum of 200 free shares allocated as part of each of the plans decided by the Board of Directors;
7. decides (i) that the grant of such shares to their beneficiaries, for all or part of the shares granted, will become final and binding subject to satisfying the other conditions set at the time of the grant, at the end of a minimum vesting period of four years, and (ii) that the Board of Directors may set, and if applicable decide the duration of, a holding period for the vested shares;
8. decides that the grant of these shares to their beneficiaries will become final and binding prior to the expiry of the above-mentioned vesting periods in the event of disability of the beneficiary corresponding to a classification in the second or third categories provided for in Article L. 341-4 of the French Social Security Code (Code de la sécurité sociale) and that such shares will be freely transferable in the event of disability of the beneficiary corresponding to a classification in the above mentioned categories under the French Social Security Code;
9. authorises the Board of Directors to carry out, where necessary, during the vesting period, adjustments to the number of shares associated with any possible transactions on the Company's share capital under the meaning of Article L. 225-181 of the French Commercial Code, so as to preserve the rights of the beneficiaries;
10. duly notes that this authorisation automatically entails, for the benefit of the beneficiaries of the free shares, the waiver by shareholders of their preferential subscription rights and of the portion of the reserves, profits or share premiums which, where applicable, are necessary for the issue of new shares;
11. delegates full powers to the Board, with the power to delegate further subject to the legal limits, to implement this authorisation.

Resolutions 14 and 15: delegations of authority granted to the board of directors for the purpose of carrying out a capital increase reserved for employees and certain categories of employees internationally, with cancellation of the shareholders' preferential subscription rights

EXPLANATORY STATEMENT

It is proposed to the Annual General Meeting, pursuant to the fourteenth resolution, to delegate to the Board of Directors the authority to decide on an increase in capital in favour of the Group's employees who are members of an Employee Savings Scheme.

This resolution, valid for a period of 26 months, would enable the employees of Group companies to subscribe to L'Oréal shares, in France, within the scope of the employee savings schemes.

In order for the Board to be able to implement, where applicable, a global employee share ownership programme in the best possible conditions, it is also proposed to the Annual General Meeting in the fifteenth resolution to delegate to the Board of Directors the authority to increase the capital in favour of Group employees or categories of Group employees outside France.

This resolution, valid for a period of 18 months, would make it possible to propose the subscription of L'Oréal shares to Group employees or categories of Group employees outside France, after adapting the conditions of the offer to local specificities.

Under the fourteenth resolution, the issue price may not be higher than the average of the trading prices recorded on the Euronext Paris market for the twenty trading days prior to the date of the decision setting the opening date of the subscription period, nor may it exceed the legal maximum of 30% of this average, it being specified that the Board of Directors, or its delegated agent, is expressly authorised, if he deems wise, to reduce or eliminate the discount.

Pursuant to the fifteenth resolution, the issue price would be determined under similar terms and conditions to those set for the fourteenth resolution, and could also be set taking into account the specific regime of an offering of shares in the Company carried out within the framework of a share ownership scheme governed by foreign law.

The Annual General Meeting is therefore asked to delegate to the Board of Directors, pursuant to the fourteenth and fifteenth resolutions, the authority to increase the share capital of the Company on one or more occasions within the limit of 1% of the share capital, namely for information purposes at 31 December 2019 through the issue of 5,581,172 new shares, this ceiling being applicable jointly to the twelfth and thirteenth resolutions.The amount of the capital increases that may be carried out on the basis of the fourteenth and fifteenth resolutions will be charged against the total ceiling of 40% of the capital stipulated in 2) of the ninth resolution approved by the Annual General Meeting of 18 April 2019.

Fourteenth resolution: delegation of authority to the Board of Directors for the purpose of carrying out a capital increase reserved for employees with cancellation of the shareholders' preferential subscription rights

The Annual General Meeting, having reviewed the Reports of the Board of Directors and the Statutory Auditors, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings and acting in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labour Code:

1. delegates to the Board of Directors the authority to carry out, on one or more occasions, on its own decisions alone, in the proportions and at the times it may consider appropriate, the issue of shares or securities giving access to the Company's capital reserved for employees, corporate officers and eligible former employees, of the Company and of its French and foreign affiliates as defined by Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, who are members of an Employee Savings Scheme;
2. decides to cancel, in favour of the employees, executive officers and eligible former employees, of the Company and of its French and foreign affiliates as defined by Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code, who are members of an Employee Savings Scheme, the shareholders' preferential subscription right for the shares or securities giving access to the Company's capital, it being specified that the subscription of the shares or securities giving access to the Company's capital issued on the basis of this resolution may be carried out through any employee investment fund, and in particular a "structured" employee investment fund within the meaning of the regulations of the French financial markets authority (AMF), or any other collective body authorised by the regulations;
3. sets the period of validity of this delegation of authority at 26 months as from the date of this Annual General Meeting, and records that this delegation renders ineffective the unused portion of any prior delegation for the same purpose, it being specified that in the event of filing of a public offer by a third party with regard to the shares of the Company, the Board of Directors will not be able to use this authorisation during the public offer period without the prior authorisation of the General Meeting;
4. resolves to set at 1% of the share capital existing at the date of this Annual General Meeting, the capital increase that could thus be carried out (namely, for information purposes, as at 31 December 2019, an increase in the share capital by a nominal amount of €1,116,234.40 by issuing 5,581,172 new shares), it being specified that the cumulative amount of the increases in share capital that

may be carried out under this resolution and the fifteenth resolution may not exceed the maximum amount of 1% of the share capital existing at the date of this Annual General Meeting, which constitutes a ceiling applicable jointly to the fourteenth and fifteenth resolutions;

5. resolves that the amount of the increases in capital that may be carried out pursuant to this resolution will be charged against the total ceiling stipulated in 2) of the ninth resolution approved by the Annual General Meeting of 18 April 2019 or, as applicable, against the ceiling stipulated by a similar resolution that may potentially succeed this ninth resolution during the period in which this delegation is valid;
6. decides that the subscription price may include a discount as compared with the average of the trading prices on the Euronext Paris market for the twenty trading days prior to the date of the decision setting the opening date of the subscription period. Such discount may not exceed the legal maximum of 30% of this average, it being specified that the Board of Directors, or its delegated agent, if it deems appropriate, is expressly authorised to reduce or eliminate the discount, in particular to take into account market practices, legal and tax regimes applicable in the countries of residence of the beneficiaries of the capital increase;
7. decides, pursuant to Article L. 3332-21 of the French Labour Code, that the Board of Directors will be able to provide for the free grant to the beneficiaries specified above of shares that have already been issued or are to be issued, for the employer contribution that may be paid pursuant to the Employee Savings Scheme regulations, and/or in repsect of the discount, provided that, after taking into account their equivalent monetary value, assessed on the basis of the subscription price, this does not lead to the limits provided for in Articles L. 3332-11 and L. 3332-19 of the French Labour Code being exceeded;
8. decides that the Board of Directors will have full powers with the possibility to delegate further under the conditions provided for by law, to implement this delegation of authority within the limits and under the conditions specified above in particular in order to:
   - set the conditions that must be met by the employees and eligible former employees to be able to subscribe, individually or through an employee investment fund, to the shares issued pursuant to this delegation,
   - decide on the list of the companies whose employees may benefit from the issue,
   - decide on the amount to be issued, the features, where applicable, of the securities giving rights to the Company's capital, the issue price, the dates of the subscription period and the terms and conditions of each issue,
   - set the time period allotted to the beneficiaries to pay up their securities and the payment terms,
   - set the date, even with retrospective effect, as of which the new shares will carry dividend rights,
   - deduct, where applicable, the costs, taxes and fees of such issues from the amount of the share premiums and deduct, where applicable, from the amounts of the share premiums, the amounts required to increase the legal reserve to the level required by the French legislation and regulations in force, and, in the event of an issue of new free shares granted in respect of the additional employer contribution and/or discount, to deduct, where applicable, the sums necessary for paying up such shares from the reserves, profits or share premiums, as it chooses,
   - in general, carry out all acts and formalities, take all decisions and enter into any agreements that may be useful or necessary for the due and proper completion of the share issues made pursuant to this delegation of authority and record the final completion of the capital increase(s) made pursuant to this delegation of authority and amend the Articles of Association accordingly.

Fifteenth resolution: delegation of authority granted to the Board of Directors for the purpose of carrying out a capital increase reserved for categories of beneficiaries consisting of employees of foreign subsidiaries, with cancellation of preferential subscription rights, within the scope of an employee share ownership plan

The Annual General Meeting, voting in accordance with the quorum and majority required for Extraordinary General Meetings, having reviewed the Report of the Board of Directors and the Special Report of the Statutory Auditors, and acting in accordance with the provisions of Articles L. 225-129-2 and L. 225-138 of the French Commercial Code:

1. delegates to the Board of Directors the authority to decide to increase the Company's share capital, on one or more occasions, in the proportions and at the times it may consider appropriate, through the issue of shares or securities giving access to the Company's capital with cancellation of the shareholders' preferential subscription rights in favour of the beneficiaries defined below;
2. decides to cancel the shareholders' preferential subscription right for the shares and securities giving access to the Company's capital within the scope of this delegation of authority and to reserve the right to subscribe them to one or several categories of beneficiaries meeting the following characteristics: (i) employees and corporate officers of affiliates of the Company under the conditions of Article L. 225-180 of the French Commercial Code and Article L. 3341-1 of the French Labour Code and which have their registered office outside France and/or (ii) for UCITS or other entities governed by French or foreign law, whether or not they constitute a legal person, of employee share ownership schemes invested in shares of the Company whose unit holders or shareholders will consist of the persons mentioned in paragraph (i) or enabling the persons mentioned in paragraph (i) to benefit, either directly or indirectly, from a Company employee share ownership plan or employee share savings scheme;

3. sets the period of validity of this delegation of authority at 18 months as from the date of this Annual General Meeting, and records that this delegation renders ineffective the unused portion of any prior delegation for the same purpose; it being specified that in the event of filing of a public offer by a third party with regard to the shares of the Company, the Board of Directors will not be able to use this authorisation during the public offer period without the prior authorisation of the Annual General Meeting;
4. decides that the issue price of the new shares, to be issued pursuant to this delegation of authority, will be set, (i) on the basis of an average of the trading prices on the Euronext Paris market for the twenty trading days prior to the date of the decision of the Board of Directors or the Chief Executive Officer, setting the opening date of the subscription period, with a maximum discount of 30%, and/or (ii) at the same price as decided on the basis of the fourteenth resolution at the time of a simultaneous transaction, and/or (iii) in accordance with the terms and conditions for setting the subscription price for the Company's shares taking into account the specific regime of an offering of shares in the Company that would be carried out within the framework of a share ownership scheme governed by foreign law, and in particular within the scope of a Share Incentive Plan in the United Kingdom or a 401k or 423 plan in the United States;
5. resolves to set at 1% of the share capital existing at the date of this Annual General Meeting, the capital increase that may be carried out (namely, for information purposes, at 31 December 2019, an increase in the share capital by a maximum nominal amount of €1,116,234.40 through the issue of 5,581,172 new shares), it being specified that the cumulative amount of the increases in share capital that may be carried out under this resolution and the fourteenth resolution may not exceed the maximum amount of 1% of the share capital existing at the date of this Annual General Meeting, which constitutes a ceiling applicable jointly to the fourteenth and fifteenth resolutions;
6. resolves that the amount of the increases in capital that may be carried out pursuant to this resolution will be charged against the total ceiling stipulated in 2) of the ninth resolution approved by the Annual General Meeting of 18 April 2019;
7. resolves that the Board of Directors will have full powers, to delegate further under the conditions provided for by law, with the possibility to delegate authority on one or more occasions, in particular in order to:
   - decide on the list of beneficiaries, from one or more categories defined above, or the categories of employees who will be beneficiaries of each issue and the number of shares to be subscribed to by each of them,
   - determine the formulas and methods of subscription which will be presented to the employees in each country concerned, in light, where applicable, of the local legal constraints that apply, and select the countries chosen from those in which the Group has subsidiaries as well as such subsidiaries whose employees will be able to participate in the transaction,
   - decide on the maximum number of shares to be issued, within the limits set by this resolution and record the final amount of each increase in capital and amend the Articles of Association accordingly,
   - decide on the dates and any other terms and conditions of such an increase in capital under the conditions provided for by law,
   - deduct the costs of such an increase in capital from the amount of the related share premiums and take from this amount the amounts necessary to increase the legal reserve to one-tenth of the new amount of the share capital resulting from such an increase,
   - in general, carry out all acts and formalities, take any decisions and enter into any agreements that may be useful or necessary for the due and proper completion of the share issues made pursuant to this delegation of authority and record the final completion of the capital increase(s) made pursuant to this delegation of authority and amend the Articles of Association accordingly.

Resolution 16: amendment to article 8 of the articles of association on the number of directors representing the employees

EXPLANATORY STATEMENT

The Annual General Meeting is being asked to make its Articles of Association comply with Article L. 225-27-1 of the French Commercial Code, amended by Law no. 2019-486 of 22 May 2019 concerning the growth and transformation of companies, known as the PACTE law. Now, when the number of Directors is greater than eight, compared with twelve previously, two Directors must be designated representing the employees. This legislative change has no impact on the composition of the L'Oréal Board of Directors which, as at 31 December 2019, had thirteen members, excluding Directors representing the employees, and which has had two Directors representing the employees since July 2014. Article 8 of the Company's Articles of Association, which mentions the previous threshold of twelve Directors, must be amended in order to comply with the law.

Sixteenth resolution: amendment to Article 8 of the Articles of Association on the number of Directors representing the employees

The Annual General Meeting, voting with the quorum and majority required for Extraordinary General Meetings, having reviewed the Report of the Board of Directors, resolves to amend Article 8 of the Company's Articles of Association on the number of directors representing the employees as follows.

Current version of Article 8 of the Articles of Association	New version of Article 8 of the Articles of Association
The Company is administered by a Board of Directors.	The Company is administered by a Board of Directors.
The Board of Directors consists of at most eighteen members appointed by the Annual General Meeting.	The Board of Directors consists of at most eighteen members appointed by the Annual General Meeting.
The length of the terms of office of directors appointed by the Annual General Meeting is four years. By way of exception, the Annual General Meeting may appoint a director for a term of office of one, two or three years, in order to provide for staggered renewal of the directors' terms of office.	The length of the terms of office of directors appointed by the Annual General Meeting is four years. By way of exception, the Annual General Meeting may appoint a director for a term of office of one, two or three years, in order to provide for staggered renewal of the directors' terms of office.
The Board of Directors includes a director representing the employees appointed by the trade union organisation which obtained the most votes in the first round of the elections mentioned in Articles L. 2122-1 and L. 2122-4 of the French Labour Code at the Company and its direct or indirect subsidiaries with their registered office on French territory.	The Board of Directors includes a director representing the employees appointed by the trade union organisation which obtained the most votes in the first round of the elections mentioned in Articles L. 2122-1 and L. 2122-4 of the French Labour Code at the Company and its direct or indirect subsidiaries with their registered office on French territory.
The Board of Directors will include a second Director representing the employees who is appointed by the European Works Council inasmuch as the Board of Directors has more than twelve directors appointed by the Annual General Meeting at the date of such appointment.	The Board of Directors will include a second Director representing the employees who is appointed by the European Works Council known in the L'Oréal Group as the "Instance Européenne de Dialogue Social") inasmuch as the Board of Directors has more than **eight** directors appointed by the Annual General Meeting at the date of such appointment.
If the number of directors elected by the Annual General Meeting to the Board of Directors then falls to twelve or fewer directors, the term of office of the director representing the employees appointed by the European Works Council will continue in force until it expires but will not be renewed.	If the number of directors elected by the Annual General Meeting to the Board of Directors then falls to **eight** or fewer than **eight** directors or less, the term of office of the director representing the employees appointed by the European Works Council will continue in force until it expires but will not be renewed.
The term of office of a director not appointed by the Annual General Meeting is four years and ends at the close of the Ordinary General Meeting held during the year in which that director's term of office expires to review the financial statements for the previous financial year.	The term of office of a director not appointed by the Annual General Meeting is four years and ends at the close of the Ordinary General Meeting held during the year in which that director's term of office expires to review the financial statements for the previous financial year.
In the event that the conditions for application of Article L. 225-27-1 of the French Commercial Code do not continue to apply at the end of a financial year, the terms of office of the directors representing the employees will end at the close of the Annual General Meeting that approved the financial statements for such financial year.	In the event that the conditions for application of Article L. 225-27-1 of the French Commercial Code do not continue to apply at the end of a financial year, the terms of office of the directors representing the employees will end at the close of the Annual General Meeting that approved the financial statements for such financial year.
.../...	.../...

Resolution 17: powers for formalities

EXPLANATORY STATEMENT

This resolution is intended to grant the powers necessary to carry out all formalities resulting from the holding of the Annual General Meeting.

Seventeenth resolution: powers for formalities

The Annual General Meeting grants full powers to the bearer of an original, copy or extract of these minutes to accomplish all legal and administrative formalities, and to make all filings and announcements prescribed by law.