

2.6. Summary statement of trading by directors and corporate officers in L'Oréal shares in 2022

(Article 223-26 of the General Regulation of the French Financial Markets Authority (AMF))

Person concerned	Description of the financial instrument	Nature of transaction	Number of transactions	Total amount
Mr Jean-Paul Agon Chairman of the Board of Directors	Shares	Final vesting of free shares granted subject to performance conditions (ACAs)*	1	€0.00
	Shares	Sale	6	€13,967,249.80
Mr Nicolas Hieronimus Chief Executive Officer Director	Shares	Final vesting of free shares granted subject to performance conditions (ACAs)*	1	€0.00
	Shares	Contribution **	2	€3,490,000.00
	Shares of companies holding L'Oréal shares	Donation of bare ownership ***	2	€0.00
Company (Prince Invest) related to Mr Nicolas Hieronimus (Chief Executive Officer and Director)	Shares	Beneficiary of a contribution in kind **	1	€1,745,000
Company (Galaxian Invest) related to Mr Nicolas Hieronimus (Chief Executive Officer and Director)	Shares	Beneficiary of a contribution in kind **	1	€1,745,000
Person related (direct heir) to Mr Nicolas Hieronimus (Chief Executive Officer and Director)	Shares of a company holding L'Oréal shares	Bare ownership received by donation ****	1	€0.00
Mr Paul Bulcke Director	Shares	Acquisition	1	€606,180.00
Ms Béatrice Guillaume-Grabisch Director	Shares	Acquisition	1	€133,149.50

* Delivery in April 2022 of the ACAs Plan of 17 April 2018 (see sections 2.4.4. and 2.4.5.).

** Contributions of L'Oréal shares by Nicolas Hieronimus to Galaxian Invest SAS and Prince Invest SAS, family companies, based on the opening price of the L'Oréal share on 30 November 2022, as donations to two direct heirs of the bare ownership of the securities received as remuneration for contributions.

*** Donation to two direct heirs of the bare ownership of 175,497 shares Galaxian Invest SAS (representing 99% of the share capital) and 175,497 shares Prince Invest SAS (representing 99% of the share capital) respectively. These companies were the beneficiaries of a contribution by Nicolas Hieronimus of 5,000 L'Oréal shares each - see **.

**** Receipt by a direct heir of the donation by Nicolas Hieronimus of the bare ownership of 175,497 shares Prince Invest SAS (representing 99% of the share capital). This company was the beneficiary of a contribution by the director of 5,000 L'Oréal shares.

2.7. Statutory Auditors' Special Report on regulated agreements

Annual General Meeting held to approve the financial statements for the year ended December 31, 2022

This is a translation into English of the statutory auditors' report on regulated agreements issued in French and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided for by the French Commercial Code and that the report does not apply to those related-party transactions described in IAS 24 or other equivalent accounting standards.

L'Oréal

14, rue Royale
75008 Paris

To the Annual General Meeting of L'Oréal,

In our capacity as Statutory Auditors of your Company, we hereby report to you on regulated agreements.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements brought to our attention or which we may have discovered during the course of our audit, as well as the reasons justifying that such agreements are in the Company's interest, without expressing an opinion on their usefulness and appropriateness or identifying other such agreements, if any. It is your responsibility, pursuant to Article R.225-31 of the French Commercial Code (*Code de commerce*), to assess the interest involved in respect of the conclusion of these agreements for the purpose of approving them.

Our role is also to provide you with the information stipulated in Article R.225-31 of the French Commercial Code relating to the implementation during the past year of agreements previously approved by the Annual General Meeting, if any.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie nationale des commissaires aux comptes*) relating to this engagement. These procedures consisted in agreeing the information provided to us with the relevant source documents.

Agreements submitted to the approval of the annual general meeting

Agreements authorized and entered into during the year

We hereby inform you that we have not been advised of any agreement authorized and entered into during the year to be submitted to the approval of the Annual General Meeting pursuant to Article L.225-38 of the French Commercial Code.

Agreements previously approved by the annual general meeting

Previously approved agreements that remained in force during the year

Pursuant to Article R.225-30 of the French Commercial Code, we have been informed that the following agreement, previously approved by Annual General Meetings of prior years, has remained in force during the year.

Agreement concerning the position of Nicolas Hieronimus, Chief Executive Officer of your company

Nature and purpose

On February 11, 2021, your Board of Directors authorized an agreement to suspend the employment contract between your company and Nicolas Hieronimus, former Deputy Chief Executive Officer and employee of your company, who became the Company's Chief Executive Officer as of May 1, 2021, following the decision of the Board of Directors' meeting held at the close of the Annual General Meeting of April 20, 2021.

This agreement was entered into following the Board of Directors' meeting and became effective as of May 1, 2021.

Terms and conditions

- Suspension of Nicolas Hieronimus' employment contract during the term of his corporate office

In the event of termination of his suspended employment contract during the term of office, and depending on the reasons for such termination, Nicolas Hieronimus will only receive the severance pay (save for gross misconduct or gross negligence) or retirement indemnities in the event of voluntary retirement or retirement at the Company's request, payable under the employment contract that has been suspended. These indemnities, which are attached solely to termination of the employment contract and in strict application of the French collective bargaining agreement for the chemicals industry (*Convention collective nationale des industries chimiques*) and the company-level agreements applicable to all L'Oréal managers, are automatically due pursuant to the public policy rules of French labor law. They are not subject to any condition other than those provided for by the collective bargaining agreement or the above-mentioned company-level agreements. The same applies to the non-compete clause and the related financial consideration.

Nicolas Hieronimus will continue to benefit, under his employment contract suspended for the term of his corporate office, from the "Garantie de Ressources des Retraités Anciens Cadres Dirigeants" (Retirement Income Guarantee for former senior managers) scheme, closed to new entrants as from December 31, 2015. Indemnities are calculated according to the number of years of professional activity within the company as of December 31, 2019, up to a maximum of 25 years. In general, subsequent to December 31, 2019, no new entitlement is granted under this scheme pursuant to Order 2019-697 of July 3, 2019 on supplementary pension schemes, which provides for the closure of all defined-benefit schemes governed by Article L.137-11 of the French Social Security Code (*Code la sécurité sociale*). The main features of this scheme are described in Note 4.3.2.5 to the 2021 L'Oréal Universal Registration Document. In this specific case, Nicolas Hieronimus reached the limit of 25 years' professional activity in the Group provided under the scheme in 2012 and therefore has not benefited from any new entitlement to supplementary annuities since such date.

Under his employment contract and in accordance with the French collective bargaining agreement for the chemicals industry, in the event of termination of the employment contract, the compensation under the non-compete clause would be payable monthly over two years based on two-thirds of the monthly fixed remuneration provided for in the suspended employment contract, unless Nicolas Hieronimus was released from the application of this clause. This clause is not applicable in the event of voluntary retirement or retirement at the Company's request and no non-compete compensation would be paid in this situation.

Under no circumstances shall the remuneration received for the corporate office be taken into consideration in calculating benefits likely to be payable under the above-mentioned employment contract.

- Terms and conditions relating to the suspension of Nicolas Hieronimus' employment contract
 - The reference remuneration to be taken into account for all entitlements attached to the employment contract and particularly the calculation of the aforementioned retirement benefits, will be based on the amount of remuneration at the date of suspension of the employment contract in 2021, namely, fixed remuneration of €1,750,000 and variable remuneration of €1,850,000. This reference remuneration will be revised annually by applying the revaluation coefficient in respect of salaries and pension contributions published by the French state pension fund (*Caisse nationale d'assurance vieillesse*). As of January 1, 2023 it comprised a fixed portion of €1,853,250 and a variable portion of €1,959,150.
 - The length of service applied will cover his entire career within the Group, including his years as executive officer.
- The continued treatment of Nicolas Hieronimus in the same way as a senior manager throughout the term of his corporate office would allow him to benefit from the additional social protection schemes, including the defined-contribution pension scheme and employee benefit and healthcare schemes applicable to the Company's employees. This information is contained in the remuneration policy submitted for approval to the Annual General Meeting of April 21, 2023.

Paris-La Défense, February 17, 2023

The Statutory Auditors

Deloitte & Associés
David DUPONT-NOEI

ERNST & YOUNG Audit
Céline EYDIEU-BOUTTE