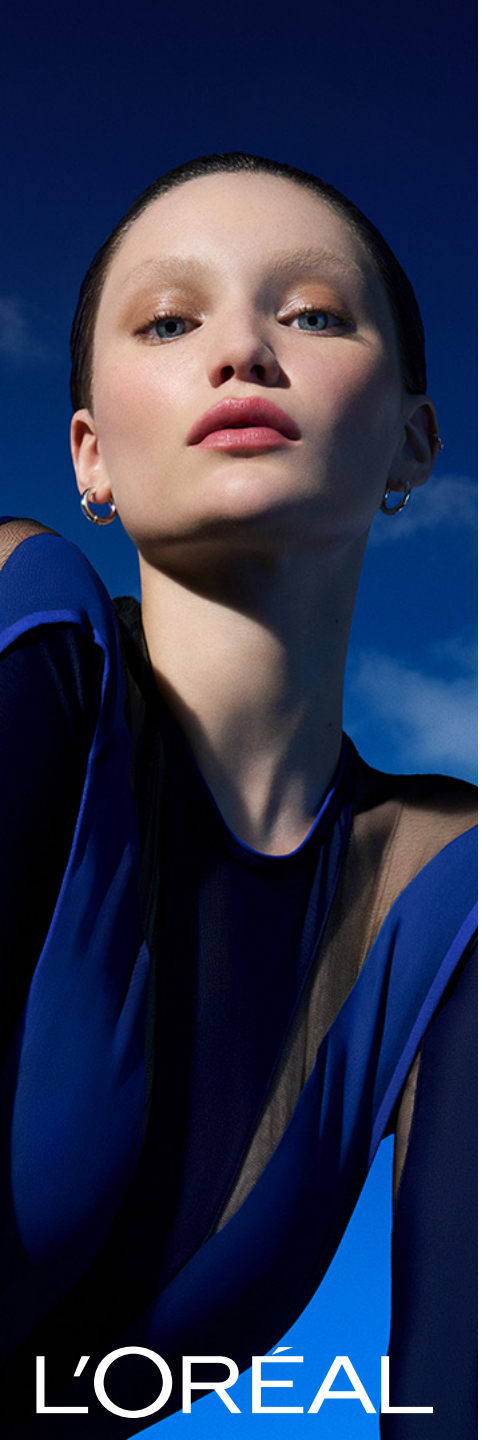
A woman with dark hair pulled back, wearing a blue dress with sheer panels, looking upwards against a bright blue sky with soft white clouds. The lighting is dramatic, highlighting her face and the texture of her dress.

# Presentation of the resolutions submitted to the vote of the Annual General Meeting

---

ANNUAL GENERAL MEETING - FRIDAY 21 APRIL 2023

L'ORÉAL



## ORDINARY PART

### Resolutions 1, 2 and 3

- Approval of the annual (parent company and consolidated) financial statements for 2022
- Allocation of the Company's net income for 2022 and setting of the dividend

Net income of L'Oréal =  
**€12,343,116,730.68**

Amount of dividend =  
**€6.00 per share**

Amount of the  
preferential dividend (10 %) =  
**€6.60 per share**

Balance of the profit allocated to  
the "Other reserves" item

The **rate of distribution** of the ordinary  
dividend would be **53.3 % in 2022**

Year	2017	2018	2019	2020	2021
Rate of distribution	53.4 %	54.4 %	49.7 %	54.8 %	54.4 %

Dividends (both ordinary and preferential)  
will be :

- **detached** on Wednesday 26 April 2023 ; and
- **paid** on Friday 28 April 2023

## ORDINARY PART

### Resolutions 4 and 5

## Renewal of the expiring offices of Directors



**Sophie  
Bellon**

Chairwoman and Chief Executive Officer of the Sodexo group, Sophie Bellon has been a Director of L'Oréal since 2015.

She is Chairwoman of the Nominations and Governance Committee and of the Human Resources and Remuneration Committee.



**Fabienne  
Dulac**

Chief Transformation Officer of the Orange Group from April 2023 and member of its Executive Committee since 2015.

Fabienne Dulac has been a Director of L'Oréal since 2019. She is a member of the Audit Committee and member of the Human Resources and Remuneration Committee.

She is also a Director of La Française des Jeux.



ORDINARY  
PART

Resolution  
6

**Establishment of the total maximum amount allotted to directors as remuneration for their office**

Current  
allocation

**€1,600,000**

approved by the General Meeting  
of 17 April 2018

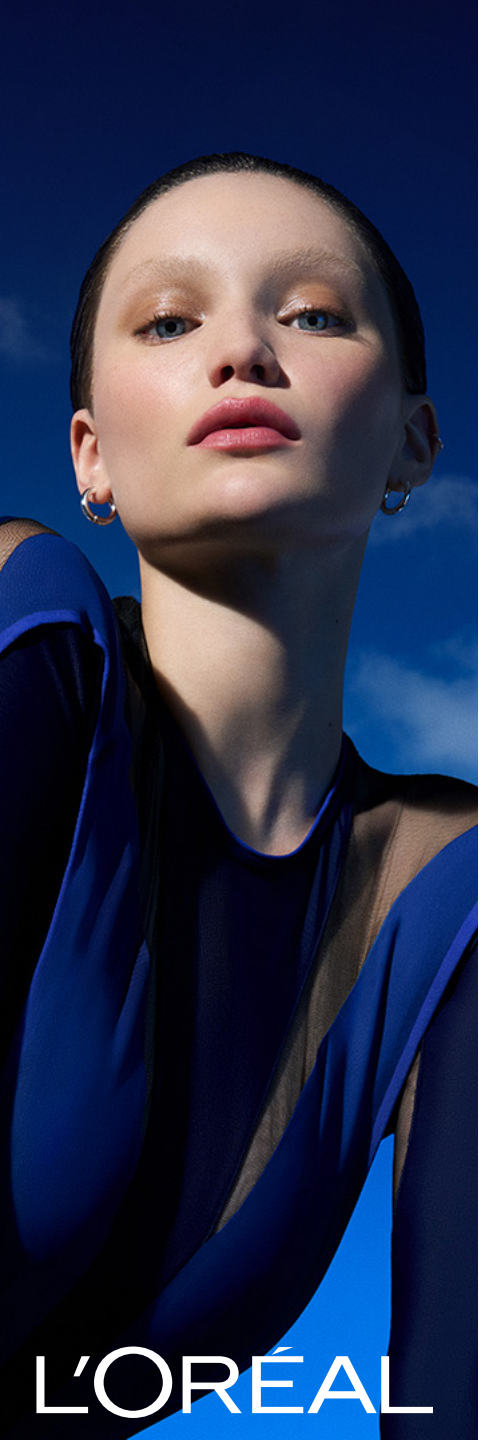
Proposed maximum amount  
allotted to directors

**€1,700,000**

**Summary of the current remuneration policy for Directors:**

- Predominant variable portion
- Doubled remuneration for Committee Chairs
- Remuneration of Directors outside Europe: €10,000 per Board of directors' meeting and €6,500 in case of videoconference

- Allowing better remuneration for Committees' members, whose work is increasingly important



## ORDINARY PART

### Resolutions 7 to 12

- Approval of the components of the remuneration for Directors, Chairman of the Board and Chief Executive Officer
- Approval of the remuneration policy for Directors, Chairman of the Board and Chief Executive Officer

#### Approval of the components of the remuneration paid or allocated for the financial year 2022

n° 7	Corporate officers (directors, Chairman of the Board, Chief Executive Officer)
------	--

n° 8	Chairman of the Board
------	--------------------------

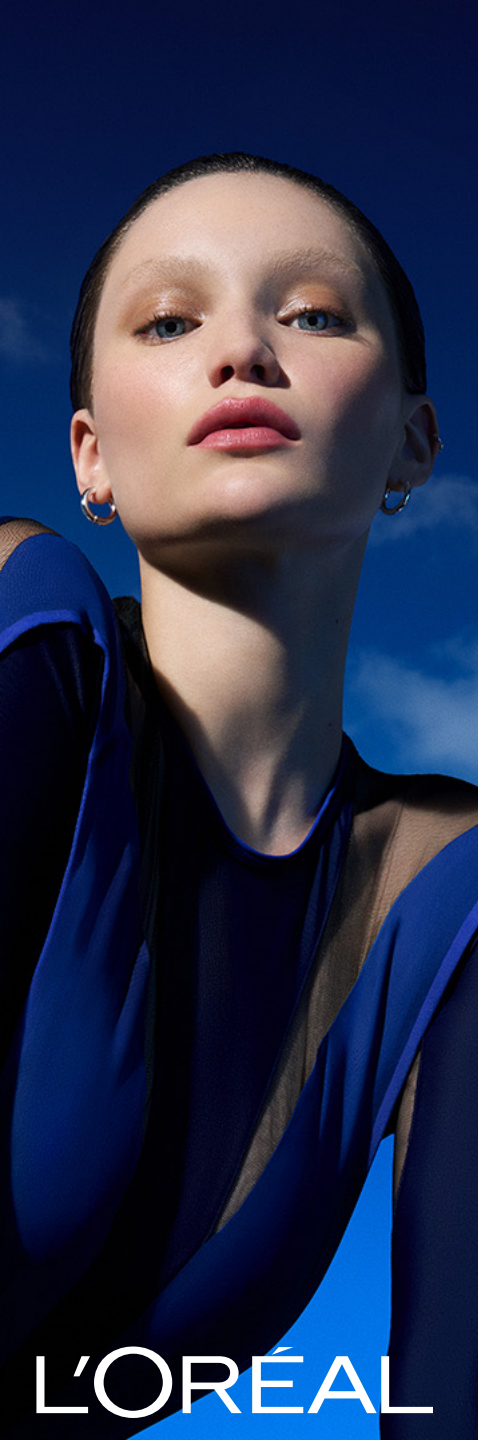
n° 9	Chief Executive Officer
------	-------------------------

#### Remuneration policy

n° 10	Directors
-------	-----------

n° 11	Chairman of the Board
-------	--------------------------

n° 12	Chief Executive Officer
-------	-------------------------



## ORDINARY PART

### Resolution 13

**Authorization for the Company to buy back its own shares**

The authorization given by the General Meeting to the Board of Directors to purchase the Company's shares expires and must be renewed

Threshold

**10** % of the share  
capital  
(legal threshold)

Proposed  
maximum  
purchase price  
per share

**€600**  
excluding expenses

Duration of  
the authorization

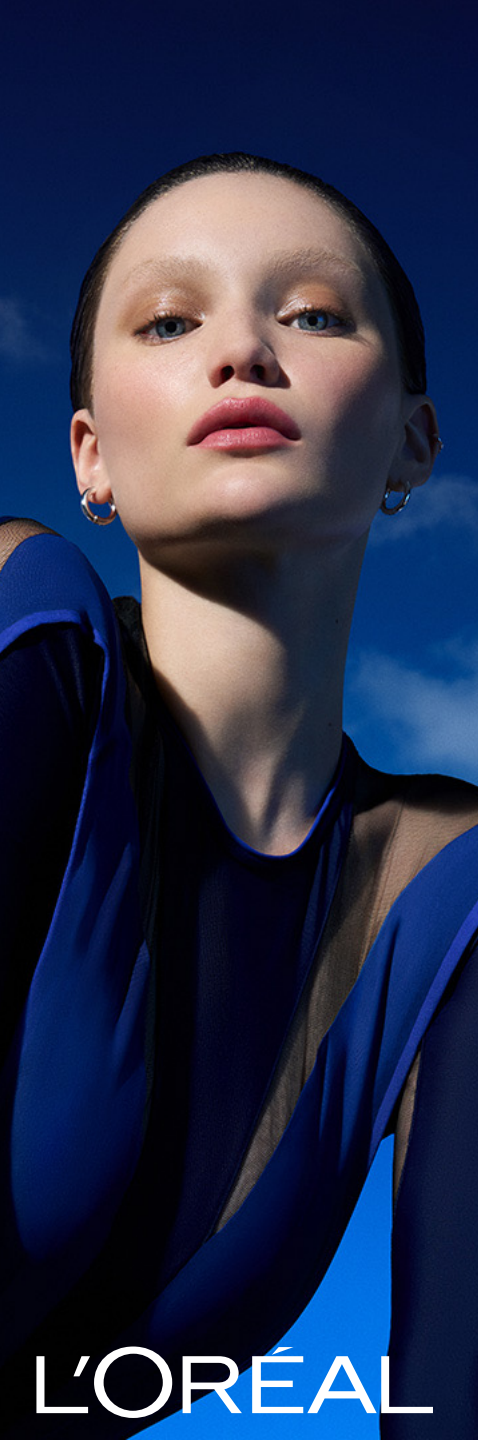
**18** months  
(maximum legal  
duration)

## EXTRAORDINARY PART

### Resolutions 14 to 18

Delegation of authority granted  
to the Board of Directors for the purpose  
of increasing the share capital

		Threshold	Duration
n° 14	By issuing <b>ordinary shares</b> , with preferential subscription rights for shareholders	<b>40 % of the share capital</b> (overall amount to which all capital increases will be applicable)	<b>26 months</b>
n° 15	By <b>capitalising premiums, reserves, profits or other amounts</b>		<b>26 months</b>
n° 16	In order to remunerate <b>the contributions in kind given to the Company in the form of equity securities or securities giving access to the share capital of third party companies</b>	<b>2 % of the share capital</b>	<b>26 months</b>
n° 17	Reserved for <b>French employees</b> with cancellation of shareholders' preferential subscription rights, as part of an employee shareholding plan	<b>1 % of the share capital</b> <b>Discount:</b> up to 30 %	<b>26 months</b>
n° 18	Reserved for <b>employees of foreign subsidiaries</b> , with cancellation of preferential subscription rights, as part of an employee shareholding plan	of the reference price (legal maximum)	<b>18 months</b>



## EXTRAORDINARY PART

### Resolutions 19 and 20

**Project of partial contributions of assets between L'Oréal and two of its subsidiaries, L'Oréal France and L'Oréal International Distribution, owned at more than 99 % by L'Oréal**

#### Description of the operations



#### Object

Contribution of operational activities of L'Oréal to dedicated entities

#### Objective

The aim of these operations is to align the organization of French activities with the operational model of the other Group countries

#### Effective date of the operations

1<sup>st</sup> July 2023