

**L'ORÉAL EMPLOYEE SHARE OFFERING 2022
LOCAL SUPPLEMENT FOR LITHUANIA**

You have been invited to invest in shares of L'Oréal ("Shares") in the L'Oréal group employee share plan 2022. You will find below a brief summary of the local offering information and principal tax consequences relating to the offering.

Local Offering Information

Subscription Period

The subscription period starts on June 8, 2022 and lasts until June 22, 2022 (inclusive).

During the subscription period, you may subscribe online at <https://invest.loreal.com>. Username and password will be provided to you by email or mail. You may also subscribe with a paper subscription form should you not have access to internet. Please contact your Human Resources department to receive a subscription form.

Unless you subscribe through Internet, please return your duly completed subscription form before October 2, 2022 at your company's Human Resources Department.

Subscription Price

The subscription price will be set on June 3, 2022 as the average opening price of the Shares over the 20 preceding trading days minus a 20% discount.

Method of Payment – What are the payment methods available for my subscription?

The following payment methods are available:

- Salary Deduction over 12 months starting in August 2022; or
- Wire transfer to the employer bank account LV37RIKO0000084458115(at Luminor bank) made no earlier than July 12, 2022 and not later than July 19, 2022.

Custody of your shares, voting rights, dividends

Your shares will be subscribed and held on your behalf by a collective shareholding vehicle, known as a *Fonds Commun de Placement d'Entreprise*, or an FCPE, which is commonly used in France for the conservation of shares held by employee-investors. You will be issued units in the FCPE corresponding to the shares you will have subscribed and those representing the employer matching contribution once delivered to you at the end of the lock-up period subject to the conditions described below.

As long as your L'Oréal shares are held by the FCPE « L'OREAL EMPLOYEE SHARE PLAN», the voting rights pertaining to such shares will be exercised by the supervisory board of the FCPE on behalf of the employees.

Any dividends paid by L'Oréal will be automatically reinvested in this FCPE and will increase the value of the units held therein.

Lock-up period and Early Exit Events - In which cases may I ask for an early redemption ?

Under the L'Oréal employee share plan 2022, your investment must be held for a period of five-year, ending on July 26, 2027.

Nevertheless, you may be able to request early release and exit from the plan before the end of the lock-up period in the case of early exit events as described below:

1. marriage or civil union;
2. birth or adoption of a third child (or higher);
3. divorce (if custody of at least one child is retained);
4. domestic violence committed against the employee by his/her spouse, partner, civil partner, or his/her former spouse, partner or civil partner
5. disability of the employee or spouse or child;
6. death of the employee or his/her spouse;
7. use of proceeds for creation by the employee, child or spouse of certain businesses;
8. use of the proceeds for the acquisition or enlargement of the principal residence;
9. over-indebtedness; and
10. termination of employment.

These early exit events are defined by French law and must be interpreted and applied in a manner consistent with French law. You should not conclude that an early exit event is available unless you have described your specific case to your employer and your employer has confirmed that it applies to your situation, upon your providing the requisite supporting documentation.

FREE SHARES

Your investment will be matched by grant of rights to additional shares of L'Oréal S.A. for free ("Free Shares"). You would be entitled to Free Shares proportionally to your subscription for the ratio described in the Information Brochure. These shares will be delivered to you at the end of the vesting period, in July 2027, subject to the terms and conditions provided for in the Free Share Plan Rules.

You will find below a summary of certain conditions applicable to the grant, vesting and delivery of the Free Shares. For the full description, please refer to the Free Share Plan Rules made available to you at <https://invest.loreal.com> (in French and English) and upon request from your RH correspondent. Subscription to the L'Oréal employee share plan 2022 implies acceptance of the Free Share Plan Rules.

Eligibility to the grant of Free Shares : in order to qualify for a grant of Free Shares within the framework of the L'Oréal employee share plan 2022, you must satisfy the following conditions:

- you must have validly subscribed in the context of the L'Oréal employee share plan 2022 and must satisfy all the conditions for participating therein;
- your participation in or your subscription or payment for the L'Oréal employee share plan 2022 must not have been rejected or cancelled on (or prior to) the Grant Date (defined below) ;
- the payment of the subscription must have been fully settled at the Delivery Date (defined below).

Grant Date : The date of the grant shall occur on the date on which the shares subscribed for pursuant to the L'Oréal employee share plan 2022 are issued , i.e on July 26, 2022, or shortly thereafter. Within weeks of the Grant Date, each beneficiary shall receive a letter or statement electronically confirming that he or she is a beneficiary of the grant of Free Shares and stipulating the number of Free Shares granted to him or her, subject to the conditions of the Free Share Plan Rules (as summarized hereafter).

Delivery Date: Subject to the satisfaction of the conditions stipulated below, the Free Shares will be delivered to you on or around July 26, 2027.

Conditions to be satisfied to receive the Free Shares at the end of the lock-up period (you may refer to article 6 of the Free Share Plan Rules for a detailed and full description of that conditions; stipulations below are only a summary of the applicable conditions and do not supersede provisions of the Free Share Plan Rules) :

In order to receive the Free Shares, you must remain an employee or corporate officer of the L'Oréal Group from the last day of the subscription period pursuant to the L'Oréal employee share plan 2022 until the 20th calendar day preceding the Delivery Date (the "**Continued Employment Condition**").

The period between the last day of the subscription period pursuant to the L'Oréal employee share plan 2022 and the 20th day calendar day preceding the Delivery Date shall be referred to hereinafter as the "**Acquisition Period**".

Nevertheless, you will be deemed to have satisfied the above Continued Employment Condition if, at any time during the Acquisition Period, you lose the status of employee or corporate officer of the L'Oréal Group for one of the following reasons (the "**Exceptions to the Continued Employment condition**"):

Death: In the event of death, your heir(s) may request, the delivery of the Free Shares within six months of the death. In such a case, any Free Share granted shall be delivered to the assigns shortly after the submission of their request and the Acquisition Period shall not apply. In the absence of such a request, the Free Shares granted to the deceased beneficiary shall be delivered to the heirs on the Delivery Date.

Disability: In the event of disability, as defined in Article L. 225-197-1 of the French Commercial Code, during the Acquisition Period, the Free Shares granted shall be delivered shortly after the occurrence of the relevant disability event.

Retirement: In the event of retirement at the minimum retirement age stipulated by the law of the relevant country or in the event of retirement pursuant to any retirement scheme, the Free Shares shall be delivered to the beneficiary on the Delivery Date.

Dismissal for a reason other than gross misconduct or serious misconduct: In the event of a dismissal for a reason other than gross misconduct or serious misconduct, the Free Shares granted shall be delivered to the Beneficiary on the Delivery Date. For the purposes of the plan, dismissal for gross misconduct or serious misconduct entailing the forfeiture of the right to receive the Free Shares shall be assessed having regard to the regulations of the relevant country applicable to the dismissal of the beneficiary.

Termination of the employment contract pursuant to the mutual agreement of the employee and the employer: In the event of the termination of the employment contract of the beneficiary pursuant to a mutual agreement, the Free Shares shall be delivered to the beneficiary on the Delivery Date.

Change of control of your company/employer: In the event of a change of control over your company/employer, those beneficiaries who are employees or corporate officers of the relevant company shall receive their Free Shares on the Delivery Date.

Ownership of the Free Shares: At the Date of Delivery, any Free Shares delivered will become your full property. Your Free Shares will be delivered and held through the FCPE « L'OREAL EMPLOYEE SHARE PLAN » and you shall receive units of the FCPE representing those shares. In the event that a L'Oréal company is required to pay taxes, social charges or any other governmental charges on behalf of any beneficiary of the Free Shares as a result of the grant or delivery of the Free Shares, L'Oréal reserves the right to delay the transfer of the Free Shares to such person until such person has paid all such amounts, or made arrangements for payment that are satisfactory to L'Oréal, or to cause the sale of the shares and withhold from the proceeds the relevant amounts, as provided for in the article 10 of the Free Share Plan Rules.

Tax Information for Employees Resident in Lithuania

*This summary sets forth general principles in effect at the time of subscription of the offering, that are expected to apply to employees (“**Participants**”) who are and who shall remain, until the disposal of their investment, resident in Lithuania for the purposes of the tax laws of Lithuania and of the tax treaty concluded between France and Lithuania for the avoidance of double taxation (the “**Treaty**”) and are entitled to the benefits of the Treaty. The tax consequences listed below are described in accordance with Lithuanian tax law and certain French tax laws and practices, all of which are applicable in April 2022. These principles and laws may change over time.*

This summary is given for informational purposes only and should not be relied upon as being either complete or conclusive. For definitive advice, employees should consult their own tax advisors.

Upon subscription

I. Will I be required to pay any tax or social security charges at the moment of subscription?

Yes.

I.1 Taxation on the difference between the subscription price and the market value of the L’Oréal share at the time of subscription

Yes.

The share price discount provided to the employee under the employee share subscription plan is treated as taxable income in kind received by employee. The share price discount is subject to personal income tax at the time of transfer of ownership of the shares to the employee.

The share price discount for tax purposes shall be defined as the difference between (i) the market value of the shares quoted on the market of the date of acquisition (i.e., which may be different from the Reference Price) and (ii) the subscription price paid by the employee.

Starting from 1 January 2020 personal income tax rates are 20% and 32%. In 2022 the rate of 32% is applicable only to the amount of employment related income exceeding 60 state average salaries per year (approx. EUR 90,246). Applicable tax should be paid via a bank transfer and declared by the employee by filing the Annual personal income tax return by the 1st of May of the following year.

According to the prevailing practice social security and health insurance contributions are not applicable provided that the foreign entity’s (issuer’s) costs are not charged back to the employer.

I.2 Will the interest-free advance payment be taxable?

Yes.

In case the interest free financing is provided by the parent company (not the employer), the income in kind calculated as the interest market rate applied to the balance of financing, is subject to taxation. Starting from 1 January 2020 personal income tax rates are 20% and 32%. In 2022 the rate of 32% is applicable only to the amount of employment related income exceeding 60 state average salaries per year (approx. EUR 90,246).

Applicable tax should be paid via a bank transfer and declared by the employee by filing the Annual personal income tax return by the 1st of May of the following year.

If the interest-free financing is granted by the employer, the following taxes will apply:

- personal income tax (starting from 1 January 2020 - 20% and 32%, depending on the annual gross amount of the employment related income). The rate of 32% is applicable only to the amount exceeding 60 average salaries per year (EUR 90,246 in 2022);

- employee health insurance (6.98%) and social security taxes (12.52%)*;
- employer social security tax (1.45%);
- employer contributions to unemployment guarantee fund and long-term employment fund (0.32%).

*Tax “ceiling” applies (in 2022 – EUR 90,246).

The employer will be obliged for payment / reporting of applicable taxes.

During the life of the Plan

II. Will I be required to pay any tax or social security charges on dividends?

Any dividends distributed by L’Oréal will be automatically reinvested by the FCPE «L’OREAL EMPLOYEE SHARE PLAN» in L’Oréal shares (purchased on the market). The value of the units will increase to reflect this dividend reinvestment.

(i) Taxation in France

In the absence of a distribution to employees of the dividends received from L’Oréal, no withholding tax will be levied in France.

(ii) Taxation in Lithuania

Yes.

Reinvested dividends are subject to taxation at the time of reinvestment. That is, increase in value of FCPE units due to reinvested dividends shall be taxed as dividends at personal income tax rate of 15%. No employee or employer social charges apply.

Applicable tax should be paid via a bank transfer and declared by the employee by filing the Annual personal income tax return by the 1st of May of the following year.

Upon redemption

III. Will I be required to pay any tax or social security charges when, at the end of the lock-up period (or in the event of an authorized early exit event), I ask the FCPE to redeem my units for cash?

(i) Taxation in France

You will not be subject to income taxes in France on the gain, if any, realized on the redemption of your units.

(ii) Taxation in Lithuania

Yes.

Capital gains (defined as the difference between the redemption proceeds and the market price of shares (which may be different from the Reference Price) at the date of transfer of ownership of shares to employees) are subject to personal income tax. Acquisition price of the FCPE units whose value was increased as a result of reinvested dividends is equal to the sum of (i) the market price of the shares at the date of transfer of ownership of shares to employees and (ii) the amount of dividends reinvested.

The total amount of capital gains received from the sale of securities (including redemption of units) during the calendar year, not exceeding EUR 500, is not subject to personal income tax (unless the shares are sold to the issuer of those shares or the buyer is registered in a tax haven country). Any gains in excess of EUR 500 are subject to personal income tax at rates of 15% and 20% (in 2022 the rate of 20% is applicable to the amount of income (excluding employment related income, dividends and self-employment income) exceeding 120 state average salaries per year (EUR 180,492 in 2022)). Applicable tax should be paid via a

bank transfer and declared by the employee by filing the Annual personal income tax return by the 1st of May of the following year.

No employee or employer social charges apply.

Tax or social security charges that may be applicable, if I do not choose immediately to redeem my investment upon the expiration of the lock-up period.

No.

Taxation will occur only upon redemption of the units (please see above).

FREE SHARES

IV. Will I be required to pay any tax or social security charges at the Grant Date of the Free Shares?

No.

V. Will I be required to pay any tax or social security charges at Tax at the Delivery Date of the Free Shares?

Yes.

The shares received free of charge from the parent company (not the employer) treated as income in kind and are subject to personal income tax at the time of transfer of ownership of the shares to the employee.

Starting from 1 January 2020 personal income tax rates are 20% and 32%. In 2022 the rate of 32% will be applicable only to the amount of employment income exceeding 60 state average salaries per year (EUR 90,246). Applicable tax should be paid via a bank transfer and declared by the employee by filing the Annual personal income tax return by the 1st of May of the following year.

According to the prevailing practice social security and health insurance contributions are not applicable provided that the foreign entity's (issuer's) costs are not charged back to the employer.

VI. Will I be required to pay any tax or social security charges at the date of sale of the shares / redemption of the units representing the Free Share ?

Yes.

Capital gains (defined as the difference between the sale proceeds and the market price of shares at the date of transfer of ownership of shares to employees) are subject to personal income tax.

The total amount of capital gains received from the sale of securities (including redemption of units) during the calendar year, not exceeding EUR 500, is not subject to personal income tax (unless the shares are sold to the issuer of those shares or the buyer is registered in a tax haven country). Any gains in excess of EUR 500 are subject to personal income tax at rates of 15% and 20% (in 2022 the rate of 20% is applicable to the amount of income (excluding employment related income, dividends and self-employment income) exceeding 120 state average salaries per year (EUR 180,492 in 2022). Applicable tax should be paid via a bank transfer and declared by the employee by filing the Annual personal income tax return by the 1st of May of the following year.

VII. What are my reporting obligations with respect to the subscription, holding and redemption of the FCPE units as well as the payment of dividends, as applicable?

The employee has an obligation to submit the Annual income tax return to the Lithuanian Tax Authorities by the 1st of May following the taxable year, if the taxable income (i.e. subscription discount, reduced interest rate or interest-free financing, capital gains from the redemption of units / sale of shares, dividends) is received.

* * *