

## **L'ORÉAL EMPLOYEE SHARE OFFERING 2022 LOCAL SUPPLEMENT FOR THE NETHERLANDS**

*You have been invited to invest in shares of L'Oréal 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 to your Human Resources department ultimately by June 22, 2022.

#### ***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:

- (1) SEPA direct bank debit on July 26, 2022;
- (2) salary deduction in 12 equal instalments over a period of 12 months, with the first deduction from my salary in the month August 2022 and the last deduction from my salary in the month July 2023; or
- (3) a combination of the above options

#### ***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.

### ***Labor Law Disclaimer***

Please note that this offering is provided to you by the French company L'Oréal, not by your local employer. The decision to include a beneficiary in this or any future offering is taken by L'Oréal in its sole discretion. L'Oréal has the right to unilaterally amend the rules of the L'Oréal employee share plan. The offering (including the matching contribution) does not form part of your employment agreement and does not amend or supplement such agreement. Participation in the L'Oréal group employee share plan 2022 does not entitle you to future benefits or payments of a similar nature or value, and does not entitle you to any compensation in the event that you lose your rights under the offering as a result of the termination of your employment (such as, for example, pension, variable remuneration or severance payments). Benefits or payments that you may receive or be eligible for under the offering will not be taken into consideration in determining the amount of any future benefits, payments or other entitlements that may be due to you (including in cases of termination of employment such as, for example, pension, variable remuneration or severance payments).

### ***Risks associated with participating in this offering***

For the risks associated with participating in this offering, we refer to the presentation that has been held by your Human Resources department which has also been made available on MyHR, the Human Resources platform.

### ***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. disability of the employee or spouse;
2. death of the employee or his/her spouse; and
3. termination of employment by the employer because of a compelling reason of the employer (dismissal by due cause).

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 accompanied by a conditional 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 via MyHR. For any further questions, you can contact your HR contact person Henk Moll via [henk.moll@loreal.com](mailto:henk.moll@loreal.com). 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 20<sup>th</sup> calendar day preceding the Delivery Date (July 26, 2027) (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 20<sup>th</sup> day calendar day preceding the Delivery Date (July 26, 2027) 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 heir(s) 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 statutory 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. For the avoidance of doubt, in the event of the termination of the employment contract on your initiative prior to the end of the Acquisition Period, you will be considered to not have satisfied the Continued Employment Condition as a result of which you will not receive any Free Shares.

**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 the Netherlands**

*This summary sets forth general principles in effect at the time of subscription of the offering, that are expected to apply to employees who are and who shall remain, until the disposal of their investment, resident in the Netherlands for the purposes of the tax laws of the Netherlands and the tax treaty concluded between France and the Netherlands for the avoidance of double taxation dated March 16, 1973 (the "Treaty") and are entitled to the benefits of the Treaty, but may not apply in all specific cases. The tax consequences listed below are described in accordance with Dutch tax law and certain French tax laws and practices, all of which are applicable at the time of the offering. These laws, practices and the Treaty may change over time. In addition, the tax description below was confirmed in a tax ruling issued to your employer by the Dutch tax authorities.<sup>1</sup>*

*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?***

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

In the Netherlands, income from employment received in the form of a discount on the purchase price of shares is subject to both wage withholding tax and personal income tax, whereby the wage withholding tax levied can be credited against the personal income tax due (or, in certain circumstances, be refunded if it exceeds the personal income tax due).

Personal income tax is levied at progressive rates (for 2022)\*:

Taxable sum in the range		% tax	% premium	% total	Cumulative tax total
Nil	€35,472	9.42%	27.65%	37.07%	€ 13,149
€35,472	€69,398	37.07%	-	37.07%	€ 25,725
€69,398	and more	49.50%	-	49.50%	-

(\* these rates are also applicable to the wage withholding tax)

Furthermore, social security contributions may be due. The basis for the calculation of these contributions is capped at a taxable wage of approximately €59,706 (for 2022).

You are considered to have received the income from employment upon subscription, i.e. on the last day of the subscription period (June 22, 2022). The taxable amount is calculated as the difference between (i) the aggregate fair market value of your L'Oréal shares / the FCPE units representing these shares on the last day of the subscription period (based on the closing price of the L'Oréal share on Euronext Paris on that day, the "Market Price") and (ii) the subscription price paid by you. As a result of the offering, and in

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<sup>1</sup> Subject to confirmation by the Dutch tax authorities.

particular the lock-up period, it has been agreed with the Dutch tax authorities that this taxable amount shall be reduced by a discount of 18.5%<sup>2</sup> of the Market Price.

The Dutch tax authorities require that your employer acts as wage withholding tax agent. Therefore, the wage withholding tax due (and social security contributions, if any) will be withheld by your employer from your salary in the month during which the subscription period expires and will be paid by your employer to the Dutch tax authorities.

Since you are responsible for the payment of personal income tax, you will have to report the income from employment (as set out above) in your personal income tax return for the year during which your subscription becomes irrevocable (i.e. 2022).

In principle, you should file your income tax return before 1 May following the relevant year, which in this case would be 1 May 2023. This period may be extended unilaterally by the Dutch tax authorities. This period can, subject to certain conditions, also be extended on an individual basis upon the taxpayer's request. As set out above, the wage withholding tax withheld and paid by your employer may be credited with the personal income tax due by you.

### **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 the Netherlands**

Generally, dividends paid by L'Oréal to the FCPE will not be subject to Dutch taxation. Furthermore, no Dutch social security contributions will be due on such dividends. However, after subscription, the units (including the units acquired pursuant to the reinvestment of the dividends by the FCPE) will be taxed under the regime for savings and investments; see under III. below.

#### **III. Will I be required to pay any wealth tax on the FCPE units I own?**

After subscription (i.e. at the end of the subscription period), your units (or the amount realized upon disposition of your units) will be taxed as income from savings and investments (*inkomen uit sparen en beleggen*, box 3). Irrespective of the actual income or capital gains (or losses) realized, the annual taxable benefit deemed derived from your assets and liabilities that are subject to tax under this regime, including the units, is set at a deemed return. This deemed return is calculated by multiplying your personal yield basis (*rendementsgrondslag*), insofar this exceeds a certain threshold (*heffingvrij vermogen*), with the progressive statutory rates of return that are depending on your personal yield basis. For 2022, these rates of return range from 1.82% to 5.53%, but please note that these rates of return are adjusted annually. The personal yield basis is determined as the fair market value of your qualifying assets less the fair market value of your qualifying liabilities, both determined on January 1<sup>st</sup> of the relevant calendar year.

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<sup>2</sup> Subject to confirmation by the Dutch tax authorities.

For determination of the value of your units, you can use the fair market value of the L'Oréal share on Euronext Paris on January 1<sup>st</sup> of the relevant calendar year as a basis minus a reduction of:

- 1 January 2023: 17.25% (remaining lock-up period of approximately 4.5 years);
- 1 January 2024: 14.75% (remaining lock-up period of approximately 3.5 years);
- 1 January 2025: 11.75% (remaining lock-up period of approximately 2.5 years);
- 1 January 2026: 7.75% (remaining lock-up period of approximately 1.5 years); and
- 1 January 2027: 2.75% (remaining lock-up period of approximately 0.5 year).

The current tax rate on income from savings and investments is a flat rate of 31% (for 2022). The threshold (*heffingvrij vermogen*) referred to above currently amounts to € 50,650 (2022) (amount to be doubled for partners for tax purposes). No social security contributions will be due.

After subscription, you will have to include the value of your units (or the amount realized upon disposition of your units) in your savings and investments income in the relevant calendar years.

#### **Upon redemption**

***IV. 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 the Netherlands

You will not be subject to wage withholding tax, personal income tax or social security contributions in the Netherlands upon redemption of your units for cash. Instead, the regime for savings and investments applies.

***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.***

In case you do not redeem your investment upon the expiration of the lock-up period, your units in principle remain subject to tax under the regime for savings and investments.

#### **FREE SHARES**

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

You will not be subject to wage withholding tax, personal income tax or social security contributions in the Netherlands at the Grant Date of the Free Shares.

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

You are considered to have received income from employment in respect of the Free Shares at the moment the right to receive the Free Shares becomes unconditional, which will generally be the 20<sup>th</sup> day calendar day preceding Delivery Date (unless one of the Exceptions to the Continued Employment condition

applies). The taxable amount will be equal to the aggregate fair market value of the Free Shares on that day (based on the closing price of the L'Oréal share on Euronext Paris on that day).

The employment income realized by you in respect of the Free Shares will be subject to both wage withholding tax and personal income tax against the rates applicable at that time. After the Free Shares have been subject to taxation as income from employment, the Free Shares will in principle be taxed under the regime for savings and investments.

***VII. 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 Shares ?***

You will not be subject to wage withholding tax, personal income tax or social security contributions in the Netherlands upon a sale of the Free Shares or redemption of the units representing the Free Shares. Instead, the regime for savings and investments will apply.

***VIII. 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?***

There are no additional reporting obligations besides the above mentioned reporting obligations with respect to the subscription, holding and redemption of the units or with respect to the receipt of dividends by the FCPE.

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