



HERMÈS

2023 UNIVERSAL REGISTRATION DOCUMENT

EXTRACTS FROM THE UNIVERSAL REGISTRATION DOCUMENT

The following page numbers are those of the 2023 Universal registration document

3.8.4.12 TABLE 11

Senior Executives (natural persons)	Employment contract	Supplemental pension plan	Compensation or benefits due or liable to be due because of the cessation of or change in duties ¹	Compensation relative to a non-competitor clause
Mr Axel Dumas, Executive Chairman Date of start of term of office: 05/06/2013 Date of end of term of office: open-ended	No ²	Yes	Yes	No

(1) Details of these commitments can be found in chapter 8 "Combined General Meeting of 30 April 2024", § 8.2.1 – Explanatory statement to the 8th resolution.

(2) Since 5 June 2013.

3.8.5 SUMMARY TABLE OF THE VOTES OF THE GENERAL MEETING ON THE RESOLUTIONS RELATING TO THE COMPENSATION OF CORPORATE OFFICERS

The summary table below shows the results of the votes on all the resolutions relating to the compensation of Corporate Officers.

	2023 GM (financial year 2022) ¹
Approval of total compensation and benefits of all kinds paid during or awarded in respect of the financial year ended to the Corporate Officers (global <i>ex-post</i> vote) – 7th resolution	Resolution approved at 92.15%
Approval of the total compensation and benefits of all kinds paid during or awarded in respect of the financial year ended to Mr Axel Dumas, Executive Chairman (individual <i>ex-post</i> vote) – 8th resolution	Resolution approved at 92.12%
Approval of total compensation and benefits of all kinds paid during or awarded in respect of the financial year ended to the company Émile Hermès SAS, Executive Chairman (individual <i>ex-post</i> vote) – 9th resolution	Resolution approved at 92.07%
Approval of the total compensation and benefits of all kinds paid during or awarded in respect of the financial year ended to Mr Éric de Seynes, Chairman of the Supervisory Board (individual <i>ex-post</i> vote) – 10th resolution	Resolution approved at 99.97%
Approval of the compensation policy for the Executive Chairmen (<i>ex-ante</i> vote) – 11th resolution	Resolution approved at 91.59%
Approval of the compensation policy for Supervisory Board members (<i>ex-ante</i> vote) – 12th resolution	Resolution approved at 99.94%

(1) Details of the results of the votes at the General Meeting are available on the Company's financial website <https://finance.hermes.com/en/general-meetings/>.

3.9 OTHER INFORMATION

3.9.1 AGREEMENTS

3.9.1.1 RELATED-PARTY AGREEMENTS AND TRANSACTIONS

Information on the related-party agreements described in the summary table below and the status of current agreements is presented in chapter 8 "Combined General Meeting of 30 April 2024" in the report of the Supervisory Board to the General Meeting, § 8.3 and in the Statutory Auditors' special report, § 8.4.3.

In application of Articles L. 226-10 and L. 225-38 to L. 225-43 of the French Commercial Code (*Code de commerce*), any agreement entered into directly or through an intermediary between the Company and:

- ♦ one of its Executive Chairmen;
- ♦ one of the members of the Supervisory Board; or
- ♦ one of its shareholders holding a fraction of the voting rights greater than 10% or, in the case of a shareholder company, the company controlling it within the meaning of Article L. 233-3 of the French Commercial Code (*Code de commerce*),

must be subject to the prior authorisation of the Board.

These provisions are applicable to agreements in which one of these persons has an indirect interest.

Agreements entered into directly or through an intermediary between the Company and a company are also subject to prior authorisation by the Supervisory Board if:

- ◆ one of its Executive Chairmen; or
- ◆ one of the members of the Supervisory Board,

is an owner, partner with unlimited liability, Executive Chairman, Director, Chief Executive Officer, member of the Management Board or member of the Supervisory Board of the company.

The foregoing provisions are not applicable either to agreements on current transactions entered into on an arm's length basis or to agreements concluded between two companies in which one holds, directly or indirectly, the entire share capital of the other, where applicable, after deduction of the minimum number of shares required by law. These agreements are communicated by the person concerned to the Chairman of the Supervisory Board, who communicates the list to the members of the Board and to the Statutory Auditors.

In accordance with the provisions of Article L. 225-38 of the French Commercial Code (*Code de commerce*), authorisation decisions of the Supervisory Board since 1 August 2014 are all supported by justification.

A review of the related-party agreements entered into during previous financial years and whose execution has continued over time is carried out by the Supervisory Board each year in accordance with the provisions of Article L. 225-40-1 of the French Commercial Code (*Code de commerce*).

Following the review of 2023, the Board had no comments to make.

None of these agreements changed significantly with respect to amounts or financial terms in 2023.

Related-party transactions are shown in chapter 5 "Consolidated financial statements", § 5.6 (note 13).

SUMMARY OF RELATED-PARTY AGREEMENTS IN FORCE DESCRIBED IN THE STATUTORY AUDITORS' SPECIAL REPORT

Nature of the agreement	Persons concerned	Nature, purpose and terms of the agreement	Amount
Service agreement with Studio des Fleurs	Mr Frédéric Dumas, member of the Executive Management Board of Émile Hermès SAS, Executive Chairman of Hermès International	The Supervisory Board authorised the conclusion of a contract between Hermès International and Studio des Fleurs relating to photography and retouching services for e-commerce product packshots. <u>Reasons why the agreement is beneficial for the Company</u> Studio des Fleurs agreed to the following points, which were fundamental to Hermès International: <ul style="list-style-type: none"> ◆ Studio des Fleurs' obligations: compliance with very precise specifications, duty of advice, monitoring of services, quality control; ◆ criteria for monitoring performance indicators; ◆ no minimum order guaranteed; ◆ fixed three-year term followed by indefinite duration; ◆ long notice of termination (18 months); ◆ no exclusivity; ◆ undertaking by Studio des Fleurs to take the necessary measures to maintain its economic independence (in particular by expanding and diversifying its customer base) from the Hermès Group; ◆ confidentiality and prohibition on using Hermès as a reference; ◆ no revision of rates before the expiry of three years, and then revision possible but capped. <u>Date of approval by the Supervisory Board</u> 20 March 2018 Contract 29 July 2021 New commercial conditions	For financial year 2023, Hermès International was invoiced €3,632,760 for services provided under the agreement.
Design agreement with architectural firm RDAI ¹	Sandrine Brekke, partner with a stake of more than 10% in RDAI and member of the Management Board of Émile Hermès SAS, legal manager (<i>gérant</i>) of Hermès International.	The Supervisory Board authorised a new framework agreement between Hermès International and all the companies that it controls either directly or indirectly, and RDAI, defining the outline of RDAI's assignment for the exclusive application of the architectural concept in Hermès projects. <u>Date of approval by the Supervisory Board</u> 7 July 2017 and 13 September 2017	For financial year 2023, invoicing for these services amounted to €16,547.

(1) At the time of approval of this agreement, related-party agreements did not need to be justified.

**3.9.1.2 AGREEMENTS ENTERED INTO BETWEEN
SENIOR EXECUTIVES OR SHAREHOLDERS
OF THE COMPANY AND CONTROLLED
COMPANIES (ARTICLE L. 225-37-4-2°
OF THE FRENCH COMMERCIAL CODE
(CODE DE COMMERCE)**

Pursuant to the provisions of Article L. 225-37-4 of the French Commercial Code (*Code de commerce*), this report must disclose any agreements entered into, directly or through an intermediary, between, on the one hand, an Executive Chairman, a member of the Supervisory Board or one of the shareholders holding more than 10% of the voting rights of the Company and, on the other hand, another company controlled by said other party within the meaning of Article L. 233-3 of the French Commercial Code (*Code de commerce*).

These are not related-party agreements subject to prior approval by the Supervisory Board, as Hermès International is not a party to the agreement. Agreements entered into with a wholly owned subsidiary are not excluded (Order no. 2014-863 of 31 July 2014 relating to company law).

You are advised that no such agreements were entered into during the financial year ended 31 December 2023.

8.4.3 STATUTORY AUDITORS' SPECIAL REPORT ON RELATED-PARTY AGREEMENTS

General Meeting for the approval of the financial statements for the financial year ended 31 December 2023

To the Shareholders,

In our capacity as Statutory Auditors of Hermès International, we hereby report to you on related-party agreements.

It is our responsibility to report to shareholders, based on the information provided to us, on the main terms and conditions of agreements that have been disclosed to us or that we may have identified as part of our engagement, as well as the reasons given as to why they are beneficial for the Company, without commenting on their relevance or substance or identifying any undisclosed agreements. Under the provisions of article R.226-2 of the French Commercial Code (Code de commerce), it is the responsibility of the shareholders to determine whether the agreements are appropriate and should be approved.

Where applicable, it is also our responsibility to provide shareholders with the information required by article R.226-2 of the French Commercial Code in relation to the implementation during the year of agreements already approved by the General Meeting.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

Agreements to be submitted for the approval of the General Meeting

Agreements authorised and entered into during the year

We were not informed of any agreements authorised and entered into during the year to be submitted for the approval of the General Meeting pursuant to the provisions of article L.226-10 of the French Commercial Code (*Code de commerce*).

Agreements already approved by the General Meeting

Agreements approved in previous years that were implemented during the year

In accordance with article R.226-2 of the French Commercial Code, we were informed of the following agreements, approved by the General Meeting in previous years, which were implemented during the year.

1.) Service agreement with Studio des Fleurs

Person concerned

Mr Frédéric Dumas, member of the Executive Management Board of Émile Hermès SAS, Executive Chairman of Hermès International

Nature, purpose and conditions

On 29 July 2021, the Supervisory Board authorised an amendment to the initial agreement between Hermès International and Studio des Fleurs relating to the provision of photography and photo editing services for e-commerce product pack shots. The purpose of the amendment is to agree on new contractual conditions, as the initial agreement, which was authorised by the Supervisory Board on 20 March 2018, provided for a revision of the fees at the end of an initial three-year period.

Reasons why the agreement is beneficial for the Company

Studio des Fleurs agreed to the following points, which were fundamental to Hermès International:

- ◆ compliance with very precise specifications, duty to advise, monitoring of services, quality control and performance indicator monitoring criteria;
- ◆ no minimum order guaranteed;
- ◆ fixed three-year term followed by indefinite duration;
- ◆ long notice of termination (18 months);
- ◆ non-exclusivity;
- ◆ undertaking by Studio des Fleurs to take the necessary measures to maintain its economic independence (in particular by expanding and diversifying its customer base) from the Hermès Group;
- ◆ confidentiality and prohibition on using Hermès as a reference;
- ◆ fixed fees for three years.

For 2023, Hermès International was invoiced €3,632,760 for services provided under the agreement.

2) Design agreement with architectural firm RDAI

Person concerned

Ms Sandrine Brekke, partner with a stake of more than 10% in RDAI and member of the Executive Management Board of Émile Hermès SAS, Executive Chairman of Hermès International.

Nature, purpose and conditions

At its meetings of 7 July 2017 and 13 September 2017, the Supervisory Board authorised a new framework agreement between the Company and all the companies that it directly or indirectly controls, and RDAI, defining the scope of the work to be undertaken by RDAI in applying an exclusive architecture design concept to Hermès projects.

Reasons why the agreement is beneficial for the Company

The concept created by RDAI will enable stores and points of sale distributing Hermès products worldwide to be easily identified for their quality design.

The new agreement aims to integrate changes in Hermès' organisation (Real Estate Department, purchasing policy, digital initiatives), specify the roles and obligations of the parties and adjust the terms and conditions of execution to the changing needs in Hermès' projects. Following analysis of the renegotiated agreement, it is clear that the changes made are essentially to Hermès International's benefit, both with regard to RDAI's obligations and its fees.

For 2023, Hermès International was invoiced €16,547 for services provided under the agreement.

Neuilly-sur-Seine, 27 February 2024

The Statutory Auditors

PricewaterhouseCoopers Audit
Amélie Wattel

Grant Thornton Audit
Vincent Frambourt