

Notice of meeting

Combined General Meeting

Tuesday, June 18, 2013

Carrousel du Louvre – Salle Delorme
99, rue de Rivoli - 75001 Paris

*This is a free translation of the notice of meeting issued
in French and is provided solely for the convenience
of English speaking readers*

PPR

on 18 June 2013*



will become



* PPR will become Kering, subject to approval at the Annual General Meeting.

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Shareholders are required to have an admission card or a share ownership certificate and proof of identity to be admitted to the Annual General Meeting.

A shareholder, who has already cast a postal vote, appointed a proxy or requested an admission card to attend the Annual General Meeting, may not select another option.

To access the Carrousel du Louvre – Salle Delorme

Address

99, rue de Rivoli - 75001 Paris

Metro

Lines 1 and 7, Palais Royal-Musée du Louvre station

Car parks

Carrousel du Louvre: Avenue Général Lemonnier, 75001 Paris, France
Croix des Petits Champs: 14, rue Croix des Petits-Champs, 75001 Paris, France

To contact PPR

Postal address

PPR – Service des relations actionnaires (Investor Relations Department)
10, avenue Hoche – 75381 Paris Cedex 08, France

Telephone

Investor hotline: +33 (0) 1 45 64 65 64

Email

actionnaire@ppr.com

For further information, visit the Group's website:
www.kering.com (Finance/AGM section)

For questions concerning the allotment of Groupe Fnac shares,
call 0805 650 660 (toll-free from landlines in France)
or visit www.kering.com (Finance/Distribution of Groupe Fnac shares)

PPR IN 2012

2012 HIGHLIGHTS

In 2012, PPR continued its strategy of refocusing and recasting the Group as a global leader in apparel and accessories operating in the Luxury and Sport & Lifestyle markets.

Acquisition of Brioni

On November 8, 2011, PPR announced that it was to acquire 100% of Brioni's share capital.

The acquisition was finalised on January 11, 2012, on the approval of the competition authorities. Brioni is one of the world's most reputable men's fashion houses, owing to its exceptional sartorial expertise. It is a profitable and growing business with its own tailoring workshops, the largest of which is located in Penne in the Abruzzo region of Italy. As of December 31, 2012, the company had 1,800 employees and was distributed in 35 directly-owned stores, as well as through an extensive network of points-of-sale around the world.

Brioni was consolidated in PPR's financial statements as from January 1, 2012. The purchase price was allocated on a preliminary basis during the second half of 2012, with the majority recognised under the Brioni trademark and the residual balance recognised as goodwill.

Sale of PPR's residual stake in Cfao

Following a share purchase agreement signed on July 26, 2012 between PPR and the Japanese group Toyota Tsusho Corporation ("TTC"), in early August 2012 TTC acquired from PPR 29.8% of the share capital of Cfao at a price of €37.50 per share, making it Cfao's main shareholder. Subsequently, in December 2012 PPR tendered its residual 12.2% stake in Cfao to the voluntary public offer launched by TTC in October 2012 for Cfao's remaining capital. The tender price was the same as that applied when TTC purchased its 29.8% interest, i.e., €37.50 per share.

The 42% stake in Cfao held by PPR prior to these transactions was deconsolidated based on a total sale price of €967 million, which was received in full at end-December 2012. The capital gain on the sale was recorded in "Other non-recurring operating income and expenses".

Plan to demerge and float Fnac

PPR continued its strategic refocusing and decided on a plan to demerge and float Fnac. The principle of this plan was unanimously approved by PPR's Board of Directors on October 9, 2012.

The Fnac group (previously Caumartin Participations, Fnac's holding company) will be taken public by PPR paying its shareholders a special stock dividend corresponding to the Fnac group shares held by PPR. This planned operation has already been presented for consultation to all of the employee representative bodies concerned and will be submitted for shareholder approval at PPR's Annual General Meeting on June 18, 2013.

During the second half of 2012, the Fnac group began the preparatory work for its listing process. With the support of PPR, it also continued to implement its "Fnac 2015" strategic offensive plan, aimed at strengthening its leadership position in its markets. The plan is based on three key principles: broadening the product range to the entire "Leisure & Technology" segment; giving priority to customer relations; and focusing on the family market.

Also in 2012, Fnac pursued the plan announced on January 13, 2012, aimed at generating savings of €80 million over the full year. The cost-savings plan consists of a major programme to reduce overheads, including a drastic reduction in routine expenditure, renegotiation of leasing costs for the entire network of stores, and a general review of technical services contracts concerning headquarters, stores and logistics sites in order to optimise terms and conditions. It also involves a recruitment freeze in every country, a pay restraint policy and the cutting of 310 jobs in France (affecting only support functions at the headquarters and in stores) and 200 outside France (across all other countries). Fnac's four stores in Switzerland will be run directly from France, and the Swiss headquarters will be downsized.

Also as part of the cost-savings plan, an agreement was entered into in November 2012 to sell Fnac Italy to the investment fund Orlando Italy. The sale was completed in January 2013. A provision was recognised at end-December 2012 for the financial consequences of the transaction.

In accordance with IFRS 5, the Fnac group has been classified within "Non-current assets held for sale or for distribution to owners and discontinued operations". Its results and cash flows have therefore been presented

on separate lines in the consolidated income statement and statement of cash flows as “assets held for sale or for distribution to owners”, and have been restated for 2011.

Continuing the divestment of the Redcats group

The process begun by PPR in second-half 2011 to sell the Redcats group was continued in 2012.

On November 8, 2012, PPR announced that an agreement had been signed between Redcats and Northern Tool + Equipment (NTE) to sell the Sports & Leisure activities of Redcats USA, including The Sportsman’s Guide and The Golf Warehouse, for an enterprise value of USD 215 million. This sale was designed to give The Sportsman’s Guide and The Golf Warehouse brands the opportunity to team up with a partner that offers a strong strategic fit. It was completed on December 17, 2012 and the Group received the proceeds in line with the terms of the sale agreement.

Starting from this date, Redcats’ interest in The Sportsman’s Guide and The Golf Warehouse was deconsolidated and net result from the disposal has been recorded.

On December 5, 2012 PPR announced that Redcats had entered into an agreement to sell OneStopPlus, its plus-size business in the United States, to Charlesbank Capital Partners and Webster Capital for an enterprise value of USD 525 million. This sale will place OneStopPlus in an excellent position to leverage the full potential of its brands and successfully pursue its development. The transaction – which is contingent on the customary closing conditions and approval by the US antitrust authorities – was finalised on February 5, 2013 and marks the final step in the sale of all of Redcats USA’s operations. The gain or loss on the sale of OneStopPlus is recorded in the first quarter of 2013.

Other highlights

Launch of PUMA’s Transformation Programme

On July 18, 2012, PUMA announced that it intended to speed up and significantly expand the scope of its Transformation Programme in order to increase efficiencies in terms of organisation, processes and systems and to streamline its cost structure, notably in Europe. During 2012, a €125 million provision was recognised as a non-recurring operating expense for these measures, chiefly covering costs related to store closures and brand reorganisation in Europe, at headquarters and in subsidiaries outside Europe.

On October 23, 2012, Jean-François Palus was appointed Chairman of the Administrative Board of PUMA SE to replace Jochen Zeitz as from December 1, 2012. Jochen Zeitz will retain his seat on PPR’s Board of Directors, as approved by PPR’s shareholders at their April 27, 2012 Annual General Meeting.

Enhanced financial strength

On January 16, 2012, PPR added €250 million worth of bonds to its 3.75% bonds that mature on April 8, 2015, bringing the total amount of the initial issue to €750 million.

On March 23, 2012, Standard & Poor’s announced that it had upgraded PPR’s long-term rating from “BBB-” to “BBB” with a stable outlook, in view of the Group’s solid operating performances in 2011.

On April 23, 2012, PPR issued €500 million worth of seven-year bonds with a fixed-rate coupon of 3.125%.

The first tranche of the bonds indexed to PPR’s share price that were issued on May 16, 2008 matured in November 2012. The redemption of these bonds on November 16, 2012 generated a €63 million gain which was recognised in the second half of the year.

Significant events

On March 7, 2012, Yves Saint Laurent and PPR announced the appointment of Hedi Slimane as Creative Director at Yves Saint Laurent. In his new role, Hedi Slimane has total creative responsibility for the brand’s image and all its collections.

On August 3, 2012, PPR and YOOX teamed up to create a joint venture to be 51%-owned by PPR and 49% by YOOX Group. The newly created company is entirely dedicated to managing the online stores of several of PPR’s luxury brands: Yves Saint Laurent, Alexander McQueen, Balenciaga, Bottega Veneta, Sergio Rossi and Stella McCartney.

On November 5, 2012, the Balenciaga fashion House and Nicolas Ghesquière announced that they had mutually decided to end their partnership. Nicolas Ghesquière had been Creative Director of Balenciaga since 1997. Alexander Wang was appointed as the new Creative Director on December 3, 2012. He will design the brand’s women’s and men’s ready-to-wear and accessories, and is responsible for its image.

2012 BUSINESS REVIEW

The main financial indicators taken from PPR's consolidated financial statements for 2012 reflect the Group's very satisfactory performance during the year.

| <i>(in € millions)</i> | 2012 | 2011 | Change |
|--|----------|----------|---------|
| Revenue | 9,736.3 | 8,062.3 | +20.8% |
| Recurring operating income | 1,791.5 | 1,501.4 | +19.3% |
| <i>as a % of revenue</i> | 18.4% | 18.6% | -0.2 pt |
| EBITDA | 2,066.6 | 1,739.4 | +18.8% |
| <i>as a % of revenue</i> | 21.2% | 21.6% | -0.4 pt |
| Net income attributable to owners of the parent | 1,048.2 | 986.3 | +6.3% |
| <i>o/w continuing operations excluding non-recurring items</i> | 1,268.8 | 989.7 | +28.2% |
| Gross operating investments | (441.9) | (252.3) | +75.1% |
| Free cash flow from operations | 930.2 | 931.0 | -0.1% |
| Total equity | 12,118.7 | 11,749.5 | +3.1% |
| <i>o/w attributable to owners of the parent</i> | 11,413.8 | 10,925.0 | +4.5% |
| Net debt | 2,491.7 | 3,395.5 | -26.6% |

Operating performance

For the year as a whole, the main financial indicators reflect the Group's excellent performance in 2012. Consolidated revenue from continuing operations amounted to €9,736 million, up 20.8% on 2011 as reported and 10.6% based on comparable Group structure and exchange rates.

The Group's balance in terms of geographic presence and sales formats makes it more resilient to changes in the economic environment and reduces reliance on the European economy. Revenue generated outside the eurozone rose 11.6% in 2012 based on comparable data and accounted for 78.6% of sales for the year, versus 77.9% in 2011. Sales contribution from France remained unchanged from 2011, representing 5.5% of total revenue on a comparable basis.

In 2012, PPR continued its expansion in rapid-growth markets where revenue advanced 13.7% on a comparable basis and accounted for 37.6% of sales, representing a 100 basis-point increase on 2011 on a comparable basis. Sales in the Asia-Pacific region (excluding Japan) accounted for 25% of the total sales of the Group's brands versus 24.5% in 2011 on a comparable basis.

PPR's **recurring operating income** for 2012 totalled €1,792 million, up 19.3% on 2011, and recurring operating margin stood at 18.4%. EBITDA posted by the Group climbed 18.8% year on year to €2,067 million.

Gross margin for 2012 amounted to €5,960 million, up €984 million or 19.8% on the previous year as reported and 14.3% based on comparable exchange rates.

Operating expenses increased by 20% as reported, and by 15% based on comparable exchange rates. In particular, personnel expenses rose by 21.5% on a reported basis and marketing and advertising expenditure by 19.3%.

Financial performance

In 2012, **other non-recurring operating income and expenses** represented a net expense of €25 million and chiefly included €159 million in restructuring costs, €54 million in asset impairment and €233 million in net gains on asset disposals.

For the year ended December 31, 2012, the Group reported a net loss of almost €276 million from discontinued operations, as operating income of the Fnac group and Redcats (€194 million) was more than offset by asset impairment (€288 million, notably to write down the historic goodwill of Redcats and Fnac) and restructuring charges (€149 million).

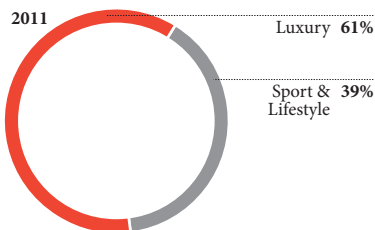
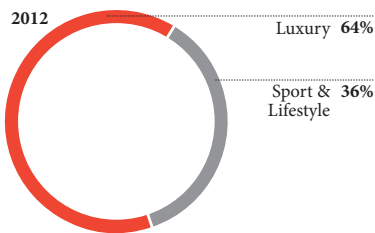
Net income, Group share totalled close to €1,048 million, up 6.3% on 2011.

Recurring net income, Group share amounted to €1,269 million, representing a 28% increase on the previous year.

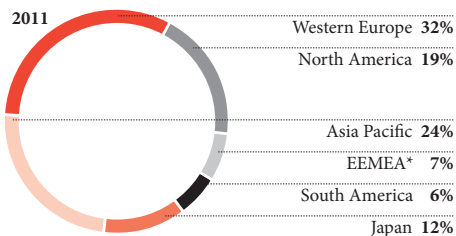
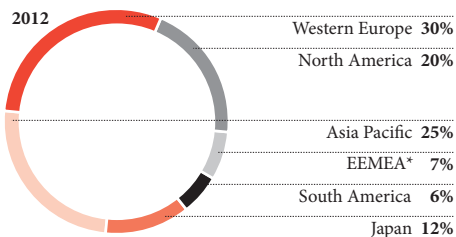
Earnings per share stood at €8.32 in 2012, up 6.39% on 2011. Excluding non-recurring items, **earnings per share from continuing operations** amounted to €10.07, up 28.3% from 2011.

REVENUE

Breakdown by division

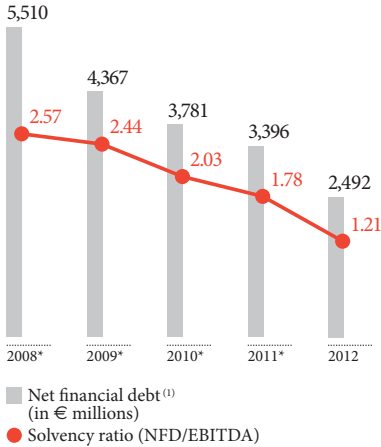


Breakdown by region



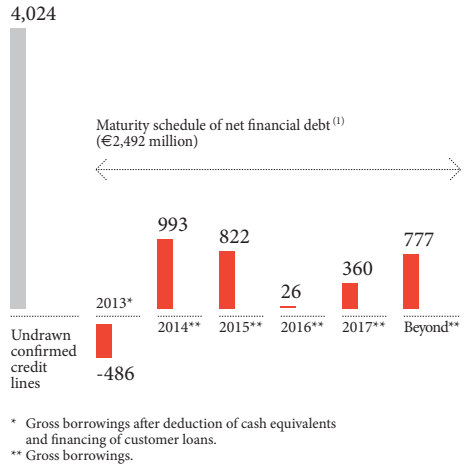
* EEMEA: Eastern Europe, Middle East and Africa.

SOLVENCY



* Published, not restated.

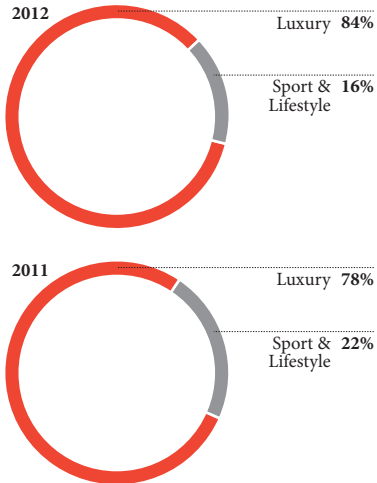
LIQUIDITY



* Gross borrowings after deduction of cash equivalents and financing of customer loans.
 ** Gross borrowings.

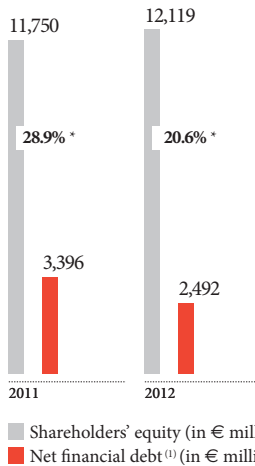
RECURRING OPERATING INCOME

Breakdown by division



* Excluding Corporate.

FINANCIAL POSITION-DEBT-TO-EQUITY RATIO



* Net financial debt as a percentage of consolidated equity.

(1) Net financial debt defined on page 132 of the 2012 Reference Document.

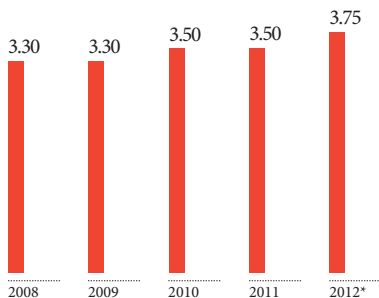
DIVIDEND

The parent company ended 2012 with net income of €506 million, compared with €664 million in 2011.

At its February 14, 2013 meeting, the Board decided that at the Annual General Meeting to be held to approve the financial statements for the year ended December 31, 2012 it would ask shareholders to approve a cash payment for the 2012 dividend, corresponding to €3.75 per share, as well as a stock dividend to be paid in the form of Fnac group shares, whose distribution ratio will be determined at a later date.

An interim dividend in the amount of €1.50 per share was paid on January 24, 2013 pursuant to a decision by the Board of Directors on December 3, 2012.

DIVIDEND PER SHARE (IN €)



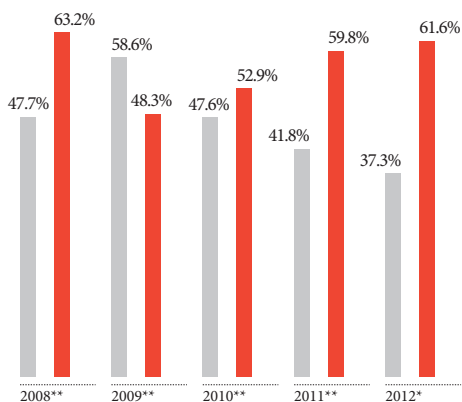
* Subject to approval at the Annual General Meeting.

If this dividend is approved, the total cash dividend payout – to be made in 2013 – would amount to €473 million.

This recommended dividend reflects PPR's goal of maintaining well-balanced payout ratios bearing in mind, on the one hand, changes in net income from continuing operations (excluding non-recurring items) attributable to owners of the parent and, on the other hand, the amount of available cash flow. PPR's payout ratios are as follows:

- 37.3% of net income from continuing operations (excluding non-recurring items) attributable to owners of the parent, versus 41.8% in 2011;
- 61.6% of available cash flow, compared with 59.8% in 2011.

PAYOUT RATIOS



■ % of recurring net income, Group share, from continuing operations
■ % of free cash flow

* Subject to approval at the Annual General Meeting.

** Reported data, not restated.

SUBSEQUENT EVENTS

PPR continues its divestment of the Redcats group

On January 3, 2013, PPR announced that it had received a firm offer from Alpha Private Equity Fund 6 (“APEF 6”) to acquire Redcats’ Children and Family division – comprising the Cyrillus and Vertbaudet brands – for an enterprise value of €119 million. On that basis, PPR has entered into exclusive negotiations with APEF 6 for the purposes of completing the transaction. The transaction, which is still subject to informing and consulting with employee representative bodies and to approval of the competition authorities, should be finalised in the coming months.

On February 5, 2013, PPR finalised the sale of OneStopPlus, Redcats’ US-based subsidiary specialising in large size clothing through both mail order and online channels.

PPR strengthens its portfolio of luxury brands by acquiring Qeelin and Christopher Kane

On December 10, 2012, PPR announced that it had acquired a majority stake in the Chinese fine jewellery brand Qeelin, and the transaction was completed in early January 2013.

Launched in 2004, Qeelin is the first Chinese luxury jeweller to have developed an international network of boutiques in the most prestigious shopping districts worldwide. It currently operates 14 boutiques (seven in Mainland China, four in Hong Kong and three in Europe) and is listed in a number of multi-brand stores such as Colette in Paris and Restir in Tokyo. By acquiring a majority stake in Qeelin, PPR has enhanced its portfolio of luxury brands in the jewellery segment and strengthened its presence in the Chinese market.

On January 15, 2013, PPR acquired a majority stake in the luxury designer brand Christopher Kane with a view to developing the brand’s business in close partnership with its eponymous creator, the Scottish designer Christopher Kane. Founded in 2006, Christopher Kane is a distinctive and exciting brand with a unique DNA.

By acquiring these two brands – which both have strong organic growth potential – PPR is expanding its portfolio while continuing its strategy of promoting new creative talent.

OUTLOOK

The start to 2013 was characterised by a mixed economic landscape, and it is against this backdrop that the core strengths which underpinned PPR’s solid results in 2012 will once again come into play throughout the coming year.

PPR is confident that 2013 will be another year of robust revenue growth and enhanced operating and financial performances. It also expects to finalise its strategic repositioning in the Luxury and Sport & Lifestyle sectors.

FIVE-YEAR FINANCIAL SUMMARY

| | 2012 | 2011 | 2010 | 2009 | 2008 |
|---|------------------------|-------------|-------------|-------------|-------------|
| Share capital at year-end | | | | | |
| Share capital (in €) | 504,466,808 | 508,003,556 | 507,316,736 | 506,314,352 | 506,221,508 |
| Number of ordinary shares outstanding | 126,116,702 | 127,000,889 | 126,829,184 | 126,578,588 | 126,555,377 |
| Maximum number of potential shares to be issued | | | | | |
| by conversion of bonds | 188,160 | 641,571 | 833,932 | 1,127,714 | 1,366,355 |
| by exercise of stock subscription options | 188,160 | 641,571 | 833,932 | 1,127,714 | 1,366,355 |
| Operations and results for the year (in € thousands) | | | | | |
| Income from operating activities | 73,581 | 38,622 | 36,290 | 39,644 | 42,429 |
| Net income before tax, employee profit-sharing, depreciation, amortisation and provisions | 680,689 | 794,979 | 445,002 | 910,418 | 4,550 |
| Income tax (expense)/benefit | 142,124 | 118,722 | 63,554 | 111,193 | 102,620 |
| Employee profit-sharing for the year | 2,055 | 2,120 | 2,087 | 1,501 | 1,804 |
| Net income after tax, employee profit-sharing, depreciation, amortisation and provisions | 505,561 | 663,606 | 529,279 | 717,634 | 76,521 |
| Dividend distribution | 472,937 ⁽¹⁾ | 444,503 | 443,902 | 417,709 | 417,633 |
| Data per share (in €) | | | | | |
| Net income after tax, employee profit-sharing, but before depreciation, amortisation and provisions | 6.51 | 7.18 | 3.99 | 8.06 | 0.83 |
| Net income after tax, employee profit-sharing, depreciation, amortisation and provisions | 4.01 | 5.23 | 4.17 | 5.67 | 0.60 |
| Dividend | | | | | |
| Net dividend per share ⁽²⁾ | 3.75 ⁽¹⁾ | 3.50 | 3.50 | 3.30 | 3.30 |
| Employee data | | | | | |
| Average number of employees during the year | 146 | 118 | 112 | 110 | 111 |
| Total annual payroll (in € thousands) | 19,794 | 15,667 | 15,481 | 13,111 | 15,836 |
| Total employee benefits paid during the year (social security, social works, etc.) (in € thousands) | 8,817 | 6,213 | 6,389 | 13,549 | 6,654 |

(1) – Subject to approval by the Annual General Meeting.

– Including an interim dividend of €1.50 per share paid on January 24, 2013.

A stock dividend to be paid in the form of Fnac group shares will also be proposed to the Annual General Meeting on June 18, 2013.

(2) Pursuant to Article 243 bis of the French Tax Code (Code général des impôts), the full amount of the dividend paid to individuals who are tax residents in France qualifies for the 40% tax credit provided under Article 158-3 2 of the French Tax Code.

HOW TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

Shareholders are required to have an admission card or a share ownership certificate and proof of identity to be admitted to the Annual General Meeting.

CONDITIONS FOR PARTICIPATION

- For holders of registered shares, your shares must be entered in the share register by **Thursday, June 13, 2013 at 12 a.m. midnight**, Central European Time.
- For holders of bearer shares, you must have the financial intermediary who manages your PPR shares draw up a share ownership certificate evidencing the entry of your shares in the bearer share accounts by **Thursday, June 13, 2013 at 12 a.m. midnight**, Central European Time.

HOW TO OBTAIN YOUR ADMISSION CARD IF YOU WISH TO ATTEND THE ANNUAL GENERAL MEETING

- For holders of registered shares, please request your admission card directly from:

CACEIS Corporate Trust
“Assemblées générales centralisées”
14, rue Rouget de Lisle
92862 Issy-les-Moulineaux Cedex 9, France

- For holders of bearer shares, please request your admission card from the financial intermediary who

manages your PPR shares. After having sent your share ownership certificate to **CACEIS Corporate Trust**, your financial intermediary will request that an admission card be sent to you.

If by Monday, June 17, 2013, 12 a.m. midnight, Central European Time, you have not received an admission card, the financial intermediary managing your PPR shares can directly issue you a share ownership certificate.

HOW TO APPOINT A PROXY OR CAST A POSTAL VOTE

- For holders of registered shares, please return the proxy/postal vote form attached to this convening notice to:

CACEIS Corporate Trust
“Assemblées générales centralisées”
14, rue Rouget de Lisle
92862 Issy-les-Moulineaux Cedex 9, France

- For holders of bearer shares, please request the proxy/postal vote form from the financial intermediary who manages your PPR shares and return the completed form to him/her. The financial intermediary will then send the form with your share ownership certificate to **CACEIS Corporate Trust**.

Proxy/postal vote forms must be received by CACEIS Corporate Trust by Friday, June 14, 2013 at the latest.

In accordance with the applicable regulations:

- **you may not return a form both appointing a proxy and casting a postal vote;**

- **if you have already cast a postal vote, appointed a proxy or requested an admission card or share ownership certificate to attend the General Shareholders' Meeting, you may not select another option.**

To receive a proxy/postal vote form, as well as the accompanying documents, your request should be submitted at least six days before the Annual General Meeting.

Send you request to:

PPR – Service des relations actionnaires
(Investor Relations Department)
10, avenue Hoche – 75381 Paris Cedex 08, France

or

CACEIS Corporate Trust
“Assemblées générales centralisées”
14, rue Rouget de Lisle
92862 Issy-les-Moulineaux Cedex 9, France

- In accordance with the applicable regulations, notifications of the appointment and cancellation of proxies can also be given electronically, by following

the instructions given on the Company's website: www.kering.com (Finance/AGM section).

HOW TO FILL IN YOUR FORM

A If you wish to attend the Annual General Meeting in person and require an admission card: tick box A.


B If you are unable to attend the Annual General Meeting and you wish to cast a postal vote or appoint a proxy: see box 1, 2 or 3 below.

For holders of bearer shares, remember to attach the share ownership certificate provided by your financial intermediary.

A **IMPORTANT** : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - **Important** : Before selecting please refer to instructions on reverse side

A Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire. / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.

B J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes. / I prefer to use the postal voting form or the proxy form as specified below.



Société anonyme au capital de 504 480 000 €
Siège social :
10, Avenue Hoche - 75008 PARIS
552 075 020 R.C.S. PARIS

ASSEMBLÉE GÉNÉRALE MIXTE ORDINAIRE ET EXTRAORDINAIRE
du 16 juin 2013 à 15 heures
au Carrousel du Louvre - Salle Delorme - 99 rue de Rivoli
75001 PARIS

ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
on June 16, 2013 at 3:00 p.m.
at "Carrousel du Louvre" Salle Delorme - 99 rue de Rivoli
75001 PARIS

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account Vote simple / Single vote

Nombre d'actions / Number of shares Nominatif / Registered

Porteur / Bearer Vote double / Double vote

Nombre de voix / Number of voting rights

1 **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**
Cf. au verso (2) - See reverse (2)

Je VOTE OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou la Direction ou la Gérance, à l'EXCEPTION de celui que je signale ou n'indiquant comme ceci en case correspondante et (je) désire(s) je vote NON ou je m'abstiens.

I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box - like this for which I vote NO or I abstain.

| | | | | | | | | | | | | |
|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|----------------------------|----------------------------|--------------------------|--------------------------|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | Out / Yes | Abstain/No | Out / Yes | Abstain/No |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | A <input type="checkbox"/> | F <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | B <input type="checkbox"/> | G <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19 | 20 | 21 | 22 | 23 | 24 | | | | C <input type="checkbox"/> | H <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | | | | | | | | | D <input type="checkbox"/> | J <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | | | | | | | | | E <input type="checkbox"/> | K <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Si des amendements ou des résolutions nouvelles doivent être présentés en assemblée : si case amendments or new resolutions are proposed during the meeting
Je donne pouvoir au Président de l'assemblée générale de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf.
Je donne l'autorisation d'accepter à ce vote (encre) : (I) autoriser mon vote(s) je signale(s) au verso (2).

I give power to the Chairman of the meeting to vote on my behalf.
I give permission (if you wish) to accept: (1) My, Mrs or Miss, Corporate Name to vote on my behalf.
I give permission (if you wish) to accept: (2) My, Mrs or Miss, Corporate Name to vote on my behalf.

Place this paper on consideration, toute formalité doit garantir au plus tard:
In order to be considered, this completed form must be returned at the latest:

à la banque / to the bank sur 1^{ère} convocation ou tel convocation sur 2^{ème} convocation / on 2nd notification
le 14 juin 2013 / June 14, 2013 14 juin 2013 / June 14, 2013 14 juin 2013 / June 14, 2013

2 **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

Nom, prénom, adresse de l'actionnaire (et ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)
Name, first name, address of the shareholder (if this information is already registered, please verify and correct if necessary). See reverse (1)

3 **JE DONNE POUVOIR À :** Cf. au verso (4)

I HEREBY APPOINT: See reverse (4)

Monsieur/Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne sont valables que si elles sont directement retournées à votre banque.
CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Non, prénom, adresse de l'actionnaire (et ces informations figurent déjà, les vérifier et les rectifier éventuellement). Cf au verso (1)
Name, first name, address of the shareholder (if this information is already registered, please verify and correct if necessary). See reverse (1)

Date & Signature

1 To cast a postal vote: tick here.

- To vote YES to a resolution, leave the box blank next to the resolution number concerned.
- To vote NO to or abstain from a resolution, fill in the box next to the resolution number concerned.

2 To appoint the Chairman as proxy: tick here and date and sign the bottom of the form.

3 To appoint any individual or legal entity of your choice as proxy, to represent you at the Annual General Meeting: tick here and complete the information pertaining to this person (or to the representative if you appoint a legal entity).

If you wish to submit written questions to the Chairman of the Board of Directors, send them, accompanied by a certificate of share registration, to the registered office by registered letter with return receipt, or by email: actionnaire@ppr.com, by the fourth business day before the meeting, i.e., Wednesday, June 12, 2013 at the latest.

AGENDA FOR THE COMBINED GENERAL MEETING

The shareholders are invited to attend a Combined General Meeting
on Tuesday, June 18, 2013 at 3 p.m., in the Carrousel du Louvre, Salle Delorme, 99, rue de Rivoli, Paris (1st district)
 in order to deliberate on the following agenda:

EXTRAORDINARY GENERAL MEETING

1. Amendment of Article 2 of the Company's Articles of Association – Corporate name
2. Amendment of Article 8 of the Company's Articles of Association – Rights attached to each share
3. Amendment of Article 22 of the Company's Articles of Association – Company financial statements

ORDINARY GENERAL MEETING

4. Approval of the parent company financial statements for 2012
5. Approval of the consolidated financial statements for 2012
6. Appropriation of net income for 2012; setting of the dividend
7. Renewal of the term of office of François Jean-Henri Pinault as a Director
8. Renewal of the term of office of Patricia Barbizet as a Director
9. Renewal of the term of office of Baudouin Prot as a Director
10. Renewal of the term of office of Jean-François Palus as a Director
11. Approval of related-party agreement referred to in Articles L. 225-38 *et seq.* of the French Commercial Code
12. Approval of the commitment referred to in Articles L. 225-38 and L. 225-42-1 of the French Commercial Code (*Code de commerce*) relating to Jean-François Palus
13. Authorisation to be given to the Board of Directors, for 18 months, to enable the Company to trade in its own shares

EXTRAORDINARY GENERAL MEETING

14. Authorisation to be given to the Board of Directors, for 24 months, to reduce the share capital by cancelling shares
15. Delegation of authority to the Board of Directors, for 26 months, to issue shares and/or securities with pre-emptive subscription rights
16. Delegation of authority to the Board of Directors, for 26 months, to increase the share capital by capitalising reserves, profits or additional paid-in capital
17. Delegation of authority to the Board of Directors, for 26 months, to issue, without pre-emptive subscription rights, shares and/or securities by public offering
18. Delegation of authority to the Board of Directors, for 26 months, to issue, without pre-emptive subscription rights, shares and/or securities by private placement
19. Authorisation to be given to the Board of Directors, for 26 months, to set the issue price of shares and/or securities, limited to 10% of the share capital per year
20. Authorisation to be given to the Board of Directors, for 26 months, to increase the number of shares or securities to be issued in the event of excess demand
21. Authorisation to increase the share capital in consideration for in-kind contributions in the form of shares or securities giving access to the share capital, limited to 10% of the share capital

- 22. Delegation of authority to the Board of Directors, for 26 months, to increase the share capital by issuing shares reserved for members of a Company or Group employee savings plan
- 23. Delegation of authority to the Board of Directors, for 26 months, to grant existing shares or shares to be issued to all or some of the Group's employees and corporate officers

COMBINED GENERAL MEETING

- 24. Powers for formalities

DRAFT RESOLUTIONS AND OBJECTIVES

EXTRAORDINARY RESOLUTIONS

Amendments to the Articles of Association

Purpose

The purpose of the **1st resolution** is to approve the change of company name from PPR to Kering.

Kering can be pronounced and understood as “caring”. More than just a change in scope or activity, the new name describes the Group’s attitude towards its brands, people, customers, stakeholders and the environment. The change of name is also an opportunity to reaffirm the Group’s international dimension while acknowledging its origins in the Brittany region of France. In Breton, *ker* means “home” and “place to live in.” Kering is therefore the family home which the Group’s brands and employees inhabit.

The new emblem is an owl, a sign of wisdom. It represents the visionary side of the Group, its ability to anticipate trends and spot potentials. A discreet and protective animal, it is a powerful symbol for a Company that guides and nurtures its brands and people.

The new identity is the outcome of the transformation of our business, which began several years ago. No longer a diverse conglomerate, Kering is a cohesive, integrated and international Group.

The spin-off of Groupe Fnac, the holding company of all of the Fnac companies, represents another major step in Kering’s strategy of refocusing and recasting the Group as a global leader in apparel and accessories, both in the luxury and Sport & Lifestyle markets. The floatation of Groupe Fnac will be implemented through the distribution of an additional in-kind dividend in the form of Groupe Fnac shares to the Company’s shareholders and the simultaneous listing of Groupe Fnac shares on the regulated market of NYSE Euronext Paris (“Euronext Paris”). On April 25, 2013, the French financial markets authority (*Autorité des marchés financiers* – AMF) approved the prospectus for the listing of Groupe Fnac shares (and allotment rights to Groupe Fnac shares) on Euronext Paris under visa no. 13-179.

The Company’s Articles of Association must be amended prior to the allotment of Groupe Fnac shares. The purpose of the **3rd resolution** is to amend Article 22 of the Articles of Association to provide for the possibility of carrying out distributions or capital reductions in kind. The purpose of the **2nd resolution** is to amend Article 8 of the Company’s Articles of Association to abolish the principle of tax equalisation set out therein. This principle, based on tax measures that have since been abolished, no longer applies.

First resolution

Amendment of Article 2 of the Company’s Articles of Association – Corporate name

Having considered the Board of Directors’ report, the Annual General Meeting resolves to amend Article 2 of the Articles of Association as follows:

“Article 2 – Corporate name

The company’s name is Kering

In all instruments and documents issued by the company, the corporate name must be immediately preceded or followed by the words “*société anonyme*” or the initials “SA” as well as the amount of the share capital.”

Second resolution

Amendment of Article 8 of the Company's Articles of Association – Rights attached to each share

Having considered the Board of Directors' report, the Annual General Meeting resolves to delete the second paragraph of Article 8 of the Articles of Association and formally notes that Article 8 of the Articles of Association will read as follows:

“Article 8 – Rights attached to each share

In addition to the voting right that is granted to each share by the law and by the specific provisions of Article 20 below, each share grants the right to a percentage, which is proportional to the number and par value of the existing shares, of the corporate assets, the profit after deduction of the deductions provided for by law and the Articles of Association, or of the liquidating dividend.

Each time it is necessary to possess more than one share in order to exercise a right, it is the responsibility of the owners who do not possess such number to make arrangements to regroup the required number of shares.”

Third resolution

Amendment of Article 22 of the Company's Articles of Association – Company financial statements

Having considered the Board of Directors' report, the Annual General Meeting resolves to amend the last paragraph of Article 22 of the Articles of Association as follows:

“Article 22 – Company financial statements (...)

The Annual General Meeting that votes on the financial statements for the fiscal year has the option of granting each shareholder, for all or part of the dividend or interim dividends distributed, an option between the payment of the dividend or the interim dividend in cash or in shares. The Annual General Meeting may also decide, for all or part of the dividend, interim dividends, reserves, or premiums distributed, or for any capital reduction, that the distribution of dividends, reserves or premiums or the capital reduction will be made in kind in the form of corporate assets, including securities.”

ORDINARY RESOLUTIONS

Approval of the annual financial statements, appropriation of net income for 2012 and setting of the dividend

Purpose

The purpose of the 4th resolution is to approve the reports of the Board of Directors and the Statutory Auditors on the parent company financial statements and to approve the parent company financial statements for the year ended December 31, 2012, showing net income of €505.6 million.

The purpose of the 5th resolution is to approve the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements and

to approve the consolidated financial statements for the year ended December 31, 2012, showing net income attributable to owners of the parent of €1,323.7 million.

Details of the parent company and consolidated financial statements are provided in the 2012 Reference Document.

In the 6th resolution, the Annual General Meeting is asked to approve the appropriation of the Company's net income for the year ended December 31, 2012.

The proposed appropriation of net income is as follows:

| | | |
|---|------------|--|
| Net income for the year | | €505,561,401.82 |
| Retained earnings before appropriation | (+) | €1,895,251,963.99 |
| Distributable net income | (=) | €2,400,813,365.81 |
| Distribution of dividend | | |
| A cash dividend of €472,937,632.50, corresponding to an interim dividend of €1.50 per share with an ex-dividend date of January 21, 2013, and an additional dividend of €2.25 per share | (-) | €472,937,632.50 |
| An additional in-kind dividend in the form of the allotment of Groupe Fnac shares in the ratio of one (1) Groupe Fnac share for eight (8) PPR shares carrying dividend rights, subject to the adoption of the 2 nd and 3 rd resolutions submitted to the Annual General Meeting. The total number of Groupe Fnac shares to be allotted will be capped at 15,764,588. For the appropriation of net income, the shares allotted will be valued at the opening price of the Groupe Fnac share on the ex-dividend date, i.e., on June 20, 2013. | (-) | A sum equal to the product of the number of Groupe Fnac shares actually allotted and the opening price of the Groupe Fnac share on June 20, 2013, which will be recorded by the Chairman and Chief Executive Officer |
| Appropriation to retained earnings | (=) | The balance, the amount of which will be recorded by the Chairman and Chief Executive Officer |

It is proposed that the Company pays an additional cash dividend of €2.25 per share to its shareholders in addition to the interim dividend of €1.50 per share paid on January 24, 2013. An additional in-kind dividend will also be paid in the form of the allotment of Groupe Fnac shares in the ratio of one (1) Groupe Fnac share for eight (8) PPR shares, subject to the adoption of the 2nd and 3rd resolutions submitted to the Annual General Meeting.

The total number of Groupe Fnac shares that may be allotted is capped at 15,764,588 shares. This allotment would be treated as a distribution for tax purposes.

On October 9, 2012, PPR's Works Council issued an opinion on this transaction, which may be consulted by the shareholders.

The ex-dividend date and payment date of the cash dividend as well as the ex-dividend date and delivery date of the Groupe Fnac shares would be June 20, 2013. Groupe Fnac shares would simultaneously be listed on Euronext Paris.

The Company's shareholders (other than the Company itself and the holders of PPR shares received as from January 1, 2013 following the exercise of stock subscription options) whose shares are recorded in accounts held in their name by the close of the business

day prior to the ex-dividend date, i.e., at the close of business on June 19, 2013 (that is after taking into account the orders executed on June 19, 2013 during working hours, even if the settlement/delivery of these orders occurs after the ex-dividend date) would be entitled to the additional cash dividend and allotment of Groupe Fnac shares.

If the number of PPR shares eligible for the additional cash dividend and in-kind dividend is in fact lower than 126,116,702, the corresponding amounts would be allocated to retained earnings and the number of Groupe Fnac shares actually allotted would be reduced accordingly (taking into account the allotment ratio used).

In order to better manage the handling of fractional shares for the portion of the dividend in the form of the allotment of Groupe Fnac shares, one (1) allotment right to Groupe Fnac shares, corresponding to one-eighth of one Groupe Fnac share, would be granted on June 20, 2013 for each PPR share carrying dividend rights, it being specified that no fractions of Groupe Fnac shares would be distributed (allotment rights would have to be equal to eight (8) or to a multiple of eight (8)), as eight (8) such rights would automatically entitle the holder to receive one (1) Groupe Fnac share as from the dividend payment date.

Shareholders holding a number of allotment rights that does not correspond to a whole number of Groupe Fnac shares would have to acquire (or sell) allotment rights in order to hold a number of allotment rights to Groupe Fnac shares equal to eight (8) or a multiple thereof, corresponding to a whole number of Groupe Fnac shares, in accordance with the provisions of Article 8 of the Articles of Association.

The allotment rights to Groupe Fnac shares would be admitted to trading on Euronext Paris for the period from June 20, 2013 (included) to September 30, 2013 (included), at which date they would be recorded in the delisted shares section, where they could remain listed for an additional period ending on May 15, 2015.

It is proposed that the Company pays the brokerage fees and related VAT borne by each shareholder for the purchase or sale of allotment rights to fractional Groupe Fnac shares, between June 20, 2013 (included) and the closing of the trading session on September 30, 2013 (included). This payment would be capped at €7.50, tax included, per share account and limited to the purchase or sale of no more than seven (7) allotment rights to Groupe Fnac shares.

The Board of Directors decided in advance to apply the provisions of Article L. 228-6 of the French Commercial Code (*Code de commerce*), according to which Groupe Fnac shares whose issue has not been requested by the holders of the allotment rights to said shares can be sold in accordance with applicable regulatory provisions, provided that the publication formalities have been carried out, at least two years in advance, in accordance with applicable regulatory provisions. As from the date of the sale, the allotment rights to Groupe Fnac shares would be cancelled and their holders would only be entitled to a distribution in cash (without interest) of the net proceeds from the sale of the unclaimed Groupe Fnac shares, plus, where applicable, the prorated dividend, interim dividend and distribution of reserves (or related sums) subject to a five-year time limit, paid by Groupe Fnac between the dividend payment date and the date of sale of the unclaimed Groupe Fnac shares.

The following timetable summarises the payment dates of cash and in-kind dividends.

For questions concerning the allotment of Groupe Fnac shares,
call 0805 650 660 (toll-free from landlines in France)
or visit www.kering.com (Finance/Distribution of Groupe Fnac shares)

| | |
|--|-----------------------|
| Groupe Fnac prospectus approved by the AMF | April 25, 2013 |
| Publication of notice of the Combined General Meeting in the BALO (French legal gazette) | May 3, 2013 |
| Combined General Meeting | June 18, 2013 |
| Notice from Euronext Paris SA relating to the reference price of Groupe Fnac shares | June 19, 2013 |
| Ex-dividend date of the allotment rights to Groupe Fnac shares and the payment date of PPR's additional cash dividend | |
| Delivery of the allotment rights to Groupe Fnac shares to the eligible PPR shareholders | |
| Delivery of Groupe Fnac shares to CACEIS Corporate Trust (the "Centralising Establishment") as an in-kind dividend | |
| Payment of the PPR's cash dividend | |
| Admission to trading of Groupe Fnac shares and allotment rights to Groupe Fnac shares on Euronext Paris | June 20, 2013 |
| Delivery by the financial intermediaries to the Centralising Establishment of the allotment rights to Groupe Fnac shares in lots of eight (8) in exchange for the delivery of Groupe Fnac shares | As from June 20, 2013 |
| End of listing period of allotment rights to Groupe Fnac shares on Euronext Paris | |
| Transfer of the allotment rights to Groupe Fnac shares to the delisted shares section of Euronext Paris | September 30, 2013 |
| End of recording of the allotment rights to Groupe Fnac shares in the delisted shares section of Euronext Paris | May 15, 2015 |

Detailed information on Groupe Fnac and its proposed floatation is set out in the prospectus for the admission to trading of Groupe Fnac shares (and allotment rights to Groupe Fnac shares) on Euronext Paris. This prospectus was approved by the AMF on April 25, 2013 under visa no. 13-179. Copies of the prospectus can be obtained free of charge from Groupe Fnac, 9, rue des Bateaux-Lavoisirs, ZAC Port d'Ivry, 94868 Ivry-sur-Seine, France, and from PPR, 10, avenue Hoche, 75008 Paris, and may also be viewed on Groupe Fnac's website (www.groupe-fnac.com), PPR's

website (www.kering.com) and the AMF's website (www.amf-france.org).

The combined cash dividend (including the interim dividend) and in-kind dividend payable to shareholders will be treated as a distribution for tax purposes, qualifying for the 40% tax relief when paid to individuals who are resident in France for tax purposes, as provided for under Article 158.3.2° of the French Tax Code (*Code général des impôts*).

Fourth resolution

Approval of the parent company financial statements for 2012

Having reviewed:

- the Management Report of the Board of Directors for 2012;
- the report of the Chairman of the Board of Directors relating to the Board's work, and on internal control and risk management procedures implemented by the Company;
- the Statutory Auditors' report on the financial statements for the year ended December 31, 2012;
- the Statutory Auditors' report on the report of the Chairman of the Board of Directors;

the Annual General Meeting approves the parent company financial statements for 2012 as presented, as well as the

transactions represented in those statements and summarised in those reports.

Fifth resolution

Approval of the consolidated financial statements for 2012

Having reviewed:

- the Board of Directors' report for the year ended December 31, 2012;
- the Statutory Auditors' report on the consolidated financial statements for the year ended December 31, 2012;

the Annual General Meeting approves the consolidated financial statements for 2012 as presented, as well as the transactions represented in those statements and summarised in those reports.

Sixth resolution

Appropriation of net income and distribution of dividend

Having considered the Board of Directors' report and the recommendation of PPR's Works Council on the

proposed floatation of Groupe Fnac of October 9, 2012, the Annual General Meeting notes that the financial statements for the year ended December 31, 2012 as approved by this Meeting, show net income of €505,561,401.82 plus retained earnings before appropriation of €1,895,251,963.99 resulting in distributable net income of €2,400,813,365.81.

The Annual General Meeting:

- resolves to appropriate the distributable net income as follows:

| | | |
|---|------------|--|
| Net income for the year | | €505,561,401.82 |
| Retained earnings before appropriation | (+) | €1,895,251,963.99 |
| Distributable net income | (=) | €2,400,813,365.81 |
| Distribution of dividend | | |
| A cash dividend of €472,937,632.50, corresponding to an interim dividend of €1.50 per share with an ex-dividend date of January 21, 2013, and an additional dividend of €2.25 per share | (-) | €472,937,632.50 |
| An additional in-kind dividend in the form of the allotment of Groupe Fnac shares in the ratio of one (1) Groupe Fnac share for eight (8) PPR shares carrying dividend rights, subject to the adoption of the 2 nd and 3 rd resolutions submitted to the Annual General Meeting. The total number of Groupe Fnac shares to be allotted will be capped at 15,764,588. For the appropriation of net income, the shares allotted will be valued at the opening price of the Groupe Fnac share on the ex-dividend date, i.e., on June 20, 2013. | (-) | A sum equal to the product of number of Groupe Fnac shares actually allotted and the opening price of the Groupe Fnac share on June 20, 2013, which will be recorded by the Chairman and Chief Executive Officer |
| Appropriation to retained earnings | (=) | The balance, the amount of which will be recorded by the Chairman and Chief Executive Officer |

In light of the interim dividend of €1.50 per share, which had an ex-dividend date of January 21, 2013 and was paid on January 24, 2013 as part of the dividend for fiscal year 2012, the additional cash dividend to be paid for fiscal year 2012 amounts to €2.25 per share. An additional in-kind dividend will be paid in the ratio of one (1) Groupe Fnac share for eight (8) PPR shares, according to the conditions set out above.

The total cash dividend amount estimated at €472,937,632.50 (corresponding to the interim dividend and the additional cash dividend) was calculated based on a maximum number of PPR shares eligible for the dividend of 126,116,702, corresponding to the number of PPR shares as of December 31, 2012⁽¹⁾.

The maximum number of Groupe Fnac shares to be allotted is calculated based on the maximum number of PPR shares eligible for an additional in-kind dividend of 126,116,702 corresponding to the number of PPR shares as of December 31, 2012.

- resolves that the ex-dividend date, payment date and delivery date of the dividend, including both the in-kind dividend and the cash dividend remaining to be paid, will be June 20, 2013;
- resolves that the Company's shareholders (other than the Company itself and the holders of PPR shares issued since January 1, 2013 following the exercise of stock subscription options) whose shares have been recorded for accounting purposes in accounts held in their name by the close of the business day prior to the ex-dividend date, i.e., at the close of business on June 19, 2013 (that is after taking into account the orders executed on June 19, 2013 during working hours, even if the settlement/delivery of the orders occurs after the ex-dividend date) will be entitled to cash dividends and allotments of Groupe Fnac shares;

(1) The interim dividend actually paid amounted to €186,105,840.

- formally notes that if the number of PPR shares eligible for the cash dividend and the additional in-kind dividend is in fact lower than 126,116,702, the corresponding amounts will be allocated to retained earnings and the number of Groupe Fnac shares actually allotted will be reduced accordingly (taking into account the allotment ratio used);
- resolves that, in order to better manage the handling of fractional shares for the portion of the dividend in the form of the allotment of Groupe Fnac shares, one (1) allotment right to Groupe Fnac shares, corresponding to one-eighth of one Groupe Fnac share, will be granted on June 20, 2013 for each PPR share carrying dividend rights, it being specified that no fractions of Groupe Fnac shares will be distributed (allotment rights will have to be equal to eight (8) or to a multiple of eight (8)), as eight (8) such rights will automatically entitle the holder to receive one (1) Groupe Fnac share as from the dividend payment date;
- resolves that shareholders holding a number of allotment rights that does not correspond to a whole number of Groupe Fnac shares will have to acquire (or sell) allotment rights in order to hold a number of allotment rights to Groupe Fnac shares equal to eight (8) or a multiple thereof, corresponding to a whole number of Groupe Fnac shares, in accordance with the provisions of Article 8 of the Articles of Association;
- formally notes that the allotment rights to Groupe Fnac shares will be admitted to trading on Euronext Paris for the period from June 20, 2013 (included) to September 30, 2013 (included), at which date they will be recorded in the delisted shares section, where they may remain listed for an additional period ending on May 15, 2015;
- formally notes that the Company will pay the brokerage fees and related VAT borne by each shareholder for the purchase or sale of the allotment rights to fractional Groupe Fnac shares, between June 20, 2013 (included) and the closing of the trading session on September 30, 2013 (included). This payment will be capped at €7.50, tax included, per share account and limited to the purchase or sale of no more than seven (7) allotment rights to Groupe Fnac shares;
- formally notes that the Board of Directors decided in advance to apply the provisions of Article L. 228-6 of the French Commercial Code, according to which Groupe Fnac shares whose issue has not been requested by the holders of the allotment rights to said shares can be sold in accordance with applicable regulatory provisions, provided that the publication formalities have been carried out, at least two years in advance, in accordance with applicable regulatory provisions. As from the date of the sale, the allotment rights to Groupe Fnac shares will be cancelled and their holders will only be entitled to a distribution in cash (without interest) of the net proceeds from the sale of the unclaimed Groupe Fnac shares, plus, where applicable, the prorated dividend, interim dividend and distribution of reserves (or related sums) subject to a five-year time limit, paid by Groupe Fnac between the dividend payment date and the date of sale of the unclaimed Groupe Fnac shares;
- formally notes that the combined cash dividend (including the interim dividend) and in-kind dividend payable to shareholders will be treated as a distribution for tax purposes, qualifying for the 40% tax relief when paid to individuals who are resident in France for tax purposes, as provided for under Article 158.3.2° of the French Tax Code;
- formally notes that the dividends paid over the three years preceding fiscal year 2012 amounted to:

| Fiscal year | Number of shares carrying dividend rights | Dividend per share | Total (in €) | Full amount qualifying for the 40% tax relief under Article 158.3.2° of the French Tax Code |
|-------------|---|--------------------|--------------|---|
| 2009 | 126,488,263 | €3.30 | 417.4 | €3.30 |
| 2010 | 126,819,717 | €3.50 | 443.9 | €3.50 |
| 2011 | 125,901,543 | €3.50 | 440.7 | €3.50 |

- gives full powers to the Chairman and Chief Executive Officer to take any measures necessary for the application and implementation of this resolution and generally to do all that is necessary.

Composition of the Board of Directors

Purpose

The 7th to 10th resolutions relating to the Board of Directors' composition are proposed by the Board of Directors for consideration at the Annual General Meeting.

The renewal of the terms of office of François-Henri Pinault, Jean-François Palus, Baudouin Prot and Patricia Barbizet as Directors for four-year terms as provided in the Articles of Association are submitted for your approval. Their terms of office will expire at the close of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2016.

The directorships and positions held by François-Henri Pinault, Jean-François Palus, Baudouin Prot and Patricia Barbizet as of December 31, 2012 and in the last five years are described in Appendix 1.

If the shareholders approve these resolutions, at the close of the Annual General Meeting, the Board of Directors will be composed of 11 members, including 4 women and 7 men, as Aditya Mittal decided not to seek the renewal of his term of office as a Director with effect from the close of the Meeting.

Five of these Directors will qualify as independent with regard to the criteria presented in the AFEP-MEDEF Consolidated Code, namely Laurence Boone, Yseulys Costes, Luca Cordero di Montezemolo, Jean-Pierre Denis, and Philippe Lagayette.

Seventh resolution

Renewal of the term of office of François-Henri Pinault as a Director

The Annual General Meeting notes that the term of office of François Jean-Henri Pinault expires at the close of this Annual General Meeting and decides to renew his term of office for a four-year term as provided in the Articles of Association, to expire at the close of the Ordinary General Meeting called to approve the financial statements for the year ending December 31, 2016.

Eighth resolution

Renewal of the term of office of Baudouin Prot as a Director

The Annual General Meeting notes that the term of office of Baudouin Prot expires at the close of this Annual General Meeting and decides to renew his term of office for a four-year term as provided in the Articles of Association, to expire at the close of the Ordinary General Meeting called to approve the financial statements for the year ending December 31, 2016.

Ninth resolution

Renewal of the term of office of Patricia Barbizet as a Director

The Annual General Meeting notes that the term of office of Patricia Barbizet expires at the close of this Annual General Meeting and decides to renew her term of office for a four-year term as provided in the Articles of Association, to expire at the close of the Ordinary General Meeting called to approve the financial statements for the year ending December 31, 2016.

Tenth resolution

Renewal of the term of office of Jean-François Palus as a Director

The Annual General Meeting notes that the term of office of Jean-François Palus expires at the close of this Annual General Meeting and decides to renew his term of office for a four-year term as provided in the Articles of Association, to expire at the close of the Ordinary General Meeting called to approve the financial statements for the year ending December 31, 2016.

Approval of related-party agreements

Purpose

Under the **11th resolution**, the shareholders are asked to approve, in compliance with Articles L. 255-38 *et seq.* of the French Commercial Code, the following agreement previously authorised by the Board of Directors and referred to in the Statutory Auditors' special report set out on page 45 of this Notice:

- Tax consolidation exit agreement between PPR and Groupe Fnac and its French subsidiaries.

Under the **12th resolution**, and subject to the approval of the renewal of the term of office of Jean-François Palus (10th resolution), the shareholders are asked to reiterate, in compliance with Articles L. 255-38 and L. 225-42-1 of the French Commercial Code, their approval of the following commitment authorised by the Board of Directors in 2010 and approved by the Annual General Meeting on May 19, 2011:

Commitment made by the Company and its subsidiaries towards Jean-François Palus conferring a right under certain conditions to a pension benefit.

This commitment takes the form of the transfer of a fixed amount of €3.568 million to fund his pension benefits (with reversion rights to his beneficiaries in the event of death) payable as from the legal retirement age. His presence in the Group is not a requirement at that date, provided that he has not left the Group before December 31, 2014 for personal reasons.

This amount of €3.568 million would finance an annuity set at approximately 25% of the annual remuneration received by Jean-François Palus from the Group in 2009, based on a profitability rate of 5%.

It is not a "top-hat" pension plan (which can be reassessed according to Jean-François Palus' remuneration), but consists of the payment of a fixed amount to a management company responsible for delivering the deferred payment of this pension to Jean-François Palus when he reaches the legal retirement age.

The Board of Directors' decisions of January 22, and April 8, 2010 have been made public on the Company's website: www.kering.com.

Eleventh resolution

Agreement referred to in Articles L. 225-38 *et seq.* of the French Commercial Code

Having reviewed the Statutory Auditors' special report on the transactions and agreements governed by Articles L. 225-38 *et seq.* of the French Commercial Code, the Annual General Meeting approves the agreement authorised by the Board of Directors since the December 31, 2012 year-end and referred to in this report.

Twelfth resolution

Commitment referred to in Articles L. 225-38 and L. 225-42-1 of the French Commercial Code relating to Jean-François Palus

Having reviewed the Statutory Auditors' special report on the commitment governed by Articles L. 225-38 and L. 225-42-1 of the French Commercial Code made in favour of Jean-François Palus, the Annual General Meeting approves the commitment authorised by the Board of Directors and referred to in this report.

Authorisation to be given to the Board of Directors to enable the Company to trade in its own shares

Purpose

As the authorisation given by the Annual General Meeting of April 27, 2012 is due to expire on October 27, 2013, the purpose of this 13th resolution is to authorise the Board of Directors, with the possibility to sub-delegate such authorisation, to trade in the Company's shares, at a maximum purchase price which would be set at €220, limited to a number of shares representing a maximum of 10% of the total number of shares making up the Company's share capital.

For information purposes, at April 1, 2013, the Company's share capital consisted of 126,179,619 shares. On this basis, the maximum amount of the funds intended for implementation of this share buy-back programme would be €2,775,951,420 corresponding to the buy-back of 12,617,961 shares.

The objectives that could be pursued within the scope of these transactions involving the buy-back by the Company of its own shares are defined in the draft resolution and include, in particular, the cancellation by the Company of its own shares, the grant of shares to the Company's employees or corporate officers under free share plans or stock purchase option plans, ensuring the liquidity of the PPR share and share price stability within the framework of a liquidity agreement or keeping the shares and where applicable selling, transferring or exchanging them in external growth transactions, in accordance with accepted market practice.

These transactions may be carried out at any time, except during periods of public offers with regard to the Company's share capital, in compliance with the rules laid down by the AMF.

In 2012, PPR bought back a total of 1,217,556 shares at an average price of €122.02, for the following purposes:

- 115,000 shares to be granted to employees under the 2008 and 2009 free share plans;
- 75,000 shares to be granted under stock option plans, in particular the 2006 and 2007 plans;
- 1,027,556 shares purchased under the liquidity agreement.

In 2012, PPR sold 1,027,556 shares at an average price of €121.25, under the aforementioned liquidity agreement.

79,376 shares were sold to employees under the 2006 and 2007 stock purchase option plans.

An additional 115,936 shares were granted to employees under the 2008 and 2010 free share plans, which matured in 2012.

As of the end of the reporting period, the Company did not hold any treasury shares under the liquidity agreement. It directly held 25,073 shares (including 1,216 shares to be granted to employees under the 2009 free share plans which matured in 2011 and 23,857 shares to be granted under stock option plans) with a par value of €4 per share and a carrying amount of €3,343,549, representing 0.02% of the share capital. (See pages 288 to 289 of the 2012 Reference Document).

This authorisation would be granted for a period of 18 months.

Thirteenth resolution

Authorisation to be given to the Board of Directors, for 18 months, to enable the Company to trade in its own shares

Having reviewed the Board of Directors' report and the description of the share buy-back programme, the Annual General Meeting authorises the Board of Directors, with the possibility to sub-delegate such authorisation, to purchase or have purchased, the Company's shares, on one or more occasions, at times that it shall determine, limited to a number of shares representing a maximum of 10% of the share capital at any time, in compliance with Articles L. 225-209 *et seq.* of the French Commercial Code. This percentage will apply to the capital adjusted to take into account transactions with regard to the capital carried out after this Annual General Meeting (for information purposes, at April 1, 2013, this would represent 12,617,961 shares). The maximum percentage of shares bought back by the Company with the aim of keeping them and subsequently exchanging them or tendering them as payment in connection with a merger, demerger or contribution, will be limited to 5% of the share capital, in compliance with the legislation.

Acquisitions, disposals and transfers of shares may be made in any way, including through the use of all derivative products or in the form of blocks of shares, on the stock market or over the counter, at any time, except at the time of a public takeover bid or public exchange offer, in order to:

- ensure liquidity or to maintain an active secondary share market, using an investment services provider acting independently under the terms of a liquidity agreement complying with the Ethics Charter recognised by the AMF; or
- use all or some of the shares acquired to cover stock purchase option plans or free share plans, to allot shares under the French statutory profit-sharing scheme and to set up company or Group savings plans for Group employees and corporate officers, and to transfer or allocate shares to them as defined in the legislation; or

- enable investment or financing by tendering shares either in a transaction aimed at external growth (a merger, demerger or contribution), or by issuing securities giving access to the Company's share capital through redemption, conversion, exchange, presentation of a warrant or negotiation in any other way; or
- cancel the shares acquired. This solution requires authorisation by an Extraordinary General Meeting.

The shares acquired by the Company pursuant to this authorisation may be kept, disposed of or transferred by any means, including through the use of all derivative products, or in the form of blocks of shares, or they may be cancelled.

The maximum purchase price is set at €220 per share (or the exchange value of this amount on the same date in any other currency). In the event of a share capital increase by capitalisation of reserves, a free share grant, or a share split or reverse share split, this amount will be adjusted by multiplying by a factor equal to the ratio of the number of shares comprising the capital before the transaction to the number of shares after the transaction.

The maximum amount of the share buy-back programme, given the maximum purchase price that applies to the number of shares that may be acquired (based on the capital at April 1, 2013) is set at €2,775,951,420.

The Annual General Meeting gives the Board of Directors full powers, with the possibility to sub-delegate such powers, to carry out these transactions, to determine their final terms and conditions, to enter into all agreements and to complete all formalities.

This authorisation cancels the unused part of the authorisation for the same purpose given to the Board of Directors by the Annual General Meeting on April 27, 2012, and is given for a period of 18 months from the date of this Annual General Meeting.

EXTRAORDINARY RESOLUTIONS

Share capital reduction by cancellation of shares bought back by the Company

Purpose

In line with the decisions of previous Annual General Meetings, the **14th resolution** authorises the Board of Directors to cancel all or part of the shares bought back under the share buy-back programme authorised by the Annual General Meeting and to reduce the share capital under certain conditions.

This authorisation is given for a period of 24 months from the date of this Annual General Meeting.

Fourteenth resolution

Authorisation to reduce the share capital by cancelling shares

Having reviewed the Board of Directors' report and the Statutory Auditors' special report, the Annual General Meeting authorises the Board of Directors, on its decisions alone, on one or more occasions, under the terms and conditions provided for by the provisions of the French Commercial Code, to reduce the share capital, limited to 10% of the share capital per 24-month period, adjusted, where applicable, to take into account transactions with regard to the capital carried out after this Annual General Meeting, by cancelling the shares that the Company holds or may hold following the purchases made under Article L. 225-209 of the French Commercial Code.

The Annual General Meeting gives the Board of Directors full powers to carry out such transactions, in such proportions and at such times that it shall determine, to set their terms and conditions, to make all necessary deductions from the reserves, profits or additional paid-in capital, to record the completion thereof, to amend the Articles of Association accordingly and to perform any and all formalities.

This authorisation cancels the unused part of the authorisation for the same purpose given to the Board of Directors by the Annual General Meeting on May 19, 2011, and is given for a period of 24 months from the date of this Annual General Meeting.

Delegations of financial authority in order to decide on the issue, with or without pre-emptive subscription rights, of shares and/or securities

Purpose

The following resolutions (15th to 21st) relate to delegations of financial authority. In the past, the Annual General Meeting authorised the Board of Directors to choose, at any time, from a broad range of securities giving access to the share capital or to debt securities, with or without pre-emptive subscription rights, the most appropriate financial product for the Group's development needs given the characteristics of the markets at the time under consideration.

In the event of a share capital increase, the Board of Directors would first choose a standard transaction with pre-emptive subscription rights.

However, circumstances may arise where the cancellation of pre-emptive subscription rights may be in the Company's and in its shareholders' interests and may optimise the use of complex financial instruments.

Overall delegations of authority were given to the Board of Directors by the Annual General Meeting of May 19, 2011 for a period of 26 months, in order to issue, with or without pre-emptive subscription rights, shares and/or securities giving access to the share capital or to securities giving the right to the allocation of debt securities to the exclusion of an issue of preference shares.

The Board has not used these authorisations. It is proposed to the shareholders to renew these delegations of authority and financial authorisations for a period of 26 months to enable the Board of Directors to issue securities with a certain amount of flexibility depending on the market and the Group's development.

The purpose of the delegation of authority requested in the 15th resolution is to issue shares and securities giving access, immediately or in the future, to the share capital, with pre-emptive subscription rights, for a maximum nominal amount of €200 million and of €6 billion for debt securities or the exchange value of this amount in the event of issues in other currencies.

The purpose of the delegation of authority referred to in the 16th resolution is to authorise the Board of Directors to increase the share capital, on one or more occasions, through the capitalisation of additional paid-in capital, reserves, profits or any other sums.

The delegations of authority requested in the 17th and 18th resolutions relate to issues of shares and securities giving access to the share capital or entitling their holder to the allocation of debt securities without pre-emptive subscription rights. The maximum nominal amount of these issues is set at €75 million.

The amount used will be deducted from the overall cap of €200 million set in the 15th resolution.

The 17th resolution proposes that the shareholders delegate to the Board the authority to carry out share capital increases via the issue(s), without pre-emptive subscription rights, of shares and/or securities giving access to the share capital or to securities giving the right to the allocation of debt securities to the exclusion of an issue of preference shares, by public offering, while the 18th resolution proposes that the shareholders delegate to the Board the authority to issue the same types of instruments, via private placement to the categories of persons provided for in Article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier*) namely (i) persons providing portfolio management investment services on behalf of third parties and (ii) qualified investors or a restricted circle of investors, on condition that these investors act on their own account.

This 18th resolution would give the Company easier access to the market by offering it the flexibility given by these new provisions to gain rapid access to qualified investors.

In the event that the possibility provided for in the 17th resolution is used, the shareholders could benefit from a priority subscription right, for a period and in compliance with terms and conditions to be set by the Board of Directors on the basis of normal market practice.

The maximum nominal amount of debt securities that may be issued under these delegations of authority is also set in the 15th resolution, namely at an amount of €6 billion or the exchange value of this amount in the event of issues in other currencies. The amount used will be deducted from the overall cap of €6 billion.

The 19th resolution proposes that the shareholders authorise the Board of Directors, for the issues set out in the two previous resolutions, and limited to 10% of the share capital per year, to set the issue price as follows: the sum receivable, or that should be receivable, by the Company for each of the shares issued under this authorisation must be at least equal to 90% of the weighted average price for the last three trading sessions immediately preceding the date when the terms and conditions for the issue are set with the goal of facilitating the placement of these issues, in particular the implementation timeframes. In the event of the issue of standalone share subscription warrants, the issue price of said warrants will be taken into account in the calculation of the share issue price.

The purpose of the **20th resolution** is to authorise the Board of Directors, in compliance with the provisions of Article L. 255-135-1 of the French Commercial Code, to increase, within the limit of 15% of the initial issue, the amount of the issues, with or without pre-emptive subscription rights for shareholders, authorised by the **15th, 17th, 18th and 19th resolutions** in the event of excess demand by investors in respect of such issues.

Like the aforementioned authorisations, this authorisation is to be given for a period of 26 months as from this Annual General Meeting.

The 21st resolution relates to issues in consideration for in-kind contributions capped at 10% of the share capital in accordance with the law.

Fifteenth resolution

Delegation of authority, for 26 months, to issue shares and/or securities with pre-emptive subscription rights

Having reviewed the Board of Directors' report and the Statutory Auditors' special report and in compliance with the provisions of the French Commercial Code (particularly Articles L. 225-129, L. 225-129-2, L. 228-91 and L. 228-93), the Annual General Meeting:

1. delegates its authority to the Board of Directors, with the possibility to sub-delegate such authority to any person authorised by the law, for a period of 26 months from the date of this Annual General Meeting, to decide on and carry out an issue by the Company, with pre-emptive subscription rights, on one or more occasions, in France and other countries and/or on international exchanges, of shares and/or securities giving access, immediately and/or in the future (including standalone share subscription and/or share purchase warrants, with or without consideration, either in euros or in foreign currency, or in any other units of account defined with reference to a basket of currencies, by subscription in cash, in exchange for debt, by conversion, exchange, redemption, presentation of a warrant or in any other way), to existing or newly issued shares in the Company and/or (in compliance with Article L. 228-93 of the French Commercial Code), to shares in any company in which it holds (directly or indirectly) more than half of the capital; and/or (in compliance with Article L. 228-91 of the French Commercial Code) securities giving the right to the allocation of debt securities;

Resolves that this delegation of authority shall expressly exclude issuing preference shares or any other securities giving access to preference shares;

2. resolves that the total nominal amount of the share capital increases that may be carried out immediately and/or in the future under this delegation of authority may not exceed €200 million or the exchange value of that amount on the date of the decision, to which will be added, if relevant, the nominal amount of the additional shares to be issued to preserve the rights of holders of securities granting entitlement to shares;

3. resolves that the total nominal amount of the debt securities that may be issued under the above delegation of authority may not exceed €6 billion or the exchange value of that amount on the date of the decision;
4. if the Board of Directors uses this delegation of authority:
 - resolves that the shareholders may exercise their pre-emptive subscription rights, under the conditions provided for by law to the shares to which they are entitled as of right;
 - states that, in accordance with the law, the Board of Directors will be authorised to grant shareholders the right to subscribe for a number of securities in excess of the number to which they would be entitled to subscribe as of right, in proportion to their subscription rights and, in any event, subject to demand;
 - formally notes that, in compliance with the provisions of Article L. 225-132 of the French Commercial Code, this delegation of authority ipso facto implies that shareholders waive, in favour of holders of securities giving access to shares in the Company that might be issued, their pre-emptive rights to subscribe for shares to which these securities confer a right.
5. resolves that the Board of Directors will have full powers, with the possibility to sub-delegate such powers to any person authorised by law, under the terms and conditions provided for by law, to implement this delegation of authority, and in particular:
 - to determine the terms and conditions for the issue(s);
 - to determine the dates of the issue(s) and how they will be made, and also the nature, form and features of the securities to be created, which in particular may or may not take the form of subordinated instruments, and may or may not have a fixed term;
 - if debt instruments are issued, to decide whether or not they are subordinated (and if relevant, their subordination level, in compliance with the provisions of Article L. 228-97 of the French Commercial Code), to set their rate of interest, term, fixed or variable redemption price (with or without a premium), the other terms of issue

(including whether to confer guarantees or other collateral on the instruments) and amortisation method based on market conditions and the circumstances under which the securities may give a right to shares in the Company;

- to determine how the shares and/or securities issued or to be issued will be paid up;
 - to determine the price and conditions of the issues and set the amounts to be issued, and the amount of the premium which may be attached to the issue;
 - to set the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved, where applicable, in compliance with legal and regulatory provisions, and to set (possibly retroactively), the dividend entitlement date for the securities to be issued;
 - to set the terms and conditions in which the Company will have the possibility to purchase or exchange on the stock market, at any time or during specified periods, the securities issued or to be issued;
 - to provide for the possibility of suspending, if necessary, the exercise of rights to allocation, subscription and/or purchase of shares attached to securities or subscription options issued for a period which may not exceed three months;
 - to make all necessary deductions from the additional paid-in capital account(s) and in particular those for costs incurred during the issue process;
 - to use, if subscriptions to which the shareholders are entitled as of right and possibly for any excess shares which they may wish to subscribe do not account for the entire issue of shares and/or securities as defined above, one or more of the following facilities, in the order that it deems appropriate:
 - restrict the issue to the amount of the subscriptions made subject to the condition that the subscriptions amount to at least three quarters of the issue as initially decided,
 - freely allocate all or some of the unsubscribed securities,
 - offer to the public all or some of the unsubscribed securities,
 - in general, to enter into any agreement, take all measures and carry out all appropriate formalities for the issue and completion of the planned issues and record the increase(s) in capital resulting from each issue, and amend the Articles of Association accordingly;
6. resolves to cancel the unused part of the delegation of authority for the same purpose given to the Board of Directors by the Annual General Meeting of May 19, 2011.

Sixteenth resolution

Delegation of authority, for 26 months, to increase the share capital by capitalising reserves, profits or additional paid-in capital

Deliberating in accordance with the rules of quorum and majority applicable to ordinary general meetings and having reviewed the Board of Directors' report, in compliance with Article L. 225-130 of the French Commercial Code, the Annual General Meeting delegates its authority to the Board of Directors, with the possibility to sub-delegate such authority to any person authorised by the law and under the conditions provided for by law, for a period of 26 months from the date of this Annual General Meeting, to increase the share capital, on one or more occasions, in the proportion and at times it considers appropriate, through the capitalisation of reserves, profits, or additional paid-in capital, followed by the issue and grant of free shares or an increase in the par value of existing shares or the combination of these two methods.

The Board of Directors may decide that fractional rights shall not be transferable and that the corresponding shares shall be sold; the proceeds from the sale shall be distributed to the holders of rights no later than 30 days after the date of entry in their account of the whole number of shares granted.

The amount of share capital increases that could be carried out under this resolution shall not exceed the total maximum amounts that can be capitalised and more generally shall not be higher than the overall cap set in the 15th resolution of this Annual General Meeting or, where applicable, than the amount of the overall cap provided for by a resolution of the same kind which could follow on from that resolution during the period of validity of this delegation.

The Annual General Meeting gives the Board of Directors full powers, with the possibility to sub-delegate such powers under the conditions provided for by law, to implement this resolution, and generally to take all measures and carry out all formalities necessary to complete each share capital increase.

The Annual General Meeting resolves to cancel the unused part of the delegation of authority for the same purpose given to the Board of Directors by the Annual General Meeting of May 11, 2011.

Seventeenth resolution

Delegation of authority, for 26 months, to issue, without pre-emptive subscription rights, shares and/or securities by public offering

Having reviewed the Board of Directors' report and the Statutory Auditors' special report and in compliance with the provisions of the French Commercial Code (particularly Articles L. 225-129 to L. 225-129-6, L. 225-136, L. 228-91 and L. 228-93), the Annual General Meeting:

1. delegates its authority to the Board of Directors, with the possibility to sub-delegate such authority to any person authorised by law and under the conditions provided for by law, for a period of 26 months from the date of this Annual General Meeting, to decide on and carry out an issue by the Company, on one or more occasions, in France and other countries and/or on international exchanges, by public offering, of shares and/or securities giving access, immediately and/or in the future (including standalone share subscription and/or share purchase warrants, with or without consideration, either in euros or in foreign currency, or in any other units of account defined with reference to a basket of currencies, by subscription in cash, in exchange for debt, by conversion, exchange, redemption, presentation of a warrant or in any other way) to shares in the Company and/or (in compliance with Article L. 228-93 of the French Commercial Code), to shares in any company in which it holds (directly or indirectly) more than half of the capital; and/or (in compliance with Article L. 228-91 of the French Commercial Code) securities giving the right to the allocation of debt securities;
2. states that, in compliance with Article L. 225-148 of the French Commercial Code, the new shares may be issued as consideration for shares received by the Company in relation with a public exchange offer or a mixed public offer carried out in France or in any other country, pursuant to local rules, with regard to shares of another company of which the shares are admitted for trading on a regulated market of a State which is a party to the Agreement on the European Economic Area or a member of the Organisation for Economic Co-operation and Development;
3. resolves that this delegation of authority shall expressly exclude issuing preference shares or any other securities giving access to preference shares;
4. resolves that the total nominal amount of the share capital increases that may be carried out immediately and/or in the future under this delegation of authority may not exceed €75 million or the exchange value of that amount on the date of the decision, to which will be added, if relevant, the nominal amount of the additional shares to be issued to preserve the rights of holders of securities granting entitlement to shares;
5. states that the maximum nominal amount of share capital increases that may be carried out immediately and/or in the future under this delegation of authority is an overall cap for all the share capital increases decided under the 18th, 19th and 21st resolutions of this Annual General Meeting and will be deducted from the amount of the overall cap set by the 15th resolution of this Annual General Meeting or, where applicable, from the amount of the overall cap provided for by a resolution of the same kind which could follow on from that resolution during the period of validity of this delegation;
5. resolves that the total nominal amount of the debt securities that may be issued under the above delegation of authority may not exceed €6 billion or the exchange value of that amount on the date of the decision to issue debt securities;
6. states that the maximum nominal amount of the issues of debt securities decided under this delegation of authority will be deducted from the amount of the overall cap set by the 15th resolution of this Annual General Meeting or, where applicable, from the amount of the overall cap provided for by a resolution of the same kind which could follow on from that resolution during the period of validity of this delegation;
6. resolves, in compliance with Article L. 225-136 of the French Commercial Code, to cancel shareholders' pre-emptive subscription rights to the securities to be issued, on the understanding that the Board of Directors may provide for the capital increase to include a complete or partial priority subscription period for the shareholders, without this creating negotiable rights;
7. resolves that if subscriptions from shareholders and the public do not account for the entire issue of shares and/or securities as defined above, then the Board of Directors may make use of one or more of the following facilities, in the order that it deems appropriate:
 - restrict the issue to the amount of the subscriptions made where applicable, subject to the condition that the subscriptions amount to at least three quarters of the issue as initially decided;
 - freely allocate all or some of the unsubscribed securities.
8. formally notes that, in compliance with the provisions of Article L. 225-132 of the French Commercial Code, this delegation of authority ipso facto implies that shareholders waive, in favour of holders of securities giving access to shares in the Company that might be issued, their pre-emptive rights to subscribe for shares to which these securities confer a right.

(This includes the case where shares relating to securities giving access to the Company's share capital are issued in compliance with Article L. 228-93 of the French Commercial Code, by a company of which the Company holds directly or indirectly over half the capital);

9. formally notes that, in compliance with the first paragraph of Article L. 225-136-1 of the French Commercial Code:
 - the issue price of the shares issued directly will be at least equal to the minimum provided for by the regulatory provisions applicable on the date of the share issue (currently, the weighted average price over the three trading sessions on the Euronext Paris regulated stock market immediately prior to the date when the subscription price is set for the share capital increase minus 5%), after adjustment of this average where applicable in the event of a difference between dividend entitlement dates;
 - the issue price of the securities giving access to the share capital and the number of shares to which the conversion, redemption or generally the transformation of each security giving access to the share capital may give a right will be such as to ensure that the amount received immediately by the Company, plus, where applicable, any amount that it may subsequently receive is, for each share issued as a result of the issue of such securities, at least equal to the minimum subscription price defined in the foregoing sub-paragraph.
10. resolves that the Board of Directors will have full powers, with the possibility to sub-delegate such powers under the terms and conditions provided for by law, to implement this delegation of authority, and in particular:
 - to determine the terms and conditions for the issue(s);
 - to determine, in the event of a priority subscription period, the conditions for subscription of securities to which the shareholders are entitled by way of right and possibly for any excess shares which they may wish to subscribe;
 - to determine the dates of the issue(s) and how they will be made, and also the nature, form and features of the securities to be created, which in particular may or may not take the form of subordinated instruments (and if relevant, their subordination level, in compliance with the provisions of Article L. 228-97 of the French Commercial Code), and may or may not have a fixed term;
 - to determine the price and conditions of the issues and set the amounts to be issued;
 - to determine how the shares and/or securities issued or to be issued will be paid up;
- to set (possibly retroactively) the dividend entitlement date for the securities to be issued; and if relevant, the terms and conditions for their purchase or exchange on the stock market; to suspend, if necessary, the exercise of rights to allotment, subscription and/or purchase of shares attached to securities issued for a period which may not exceed three months;
- where securities are issued as consideration for securities received in the scope of a public exchange offer or a mixed public offer, to set the exchange ratio and, where applicable, the amount of the cash adjustment to be paid; to record the number of securities tendered in the exchange; to determine the issue dates and terms and conditions of issue, particularly the price and the dividend entitlement date of new shares, or, where applicable, those of the securities giving access, immediately or in the future, to the Company's capital; to set the terms and conditions of issue; and to record the difference between the issue price of the new shares and their par value in a contribution premium account in balance sheet liabilities, to which all shareholders shall have rights;
- to make all necessary deductions from the additional paid-in capital account(s) and in particular those for costs incurred during the issue process;
- to set and make all adjustments intended to take into account the impact of corporate actions, particularly a change in the par value of shares, an increase in capital by capitalisation of reserves, a bonus share issue, share split or reverse share split, distribution of reserves or any other assets, redemption of the share capital, or any other transaction with regard to equity or capital (including by way of a public offering and/or in the event of a change of control), and set the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved, where applicable;
- generally to make all appropriate arrangements and to enter into all agreements in order to complete the planned issues satisfactorily, to complete all necessary formalities and to record the share capital increase(s) resulting from each issue made under this delegation of authority, and to amend the Articles of Association accordingly;

states that if debt instruments are issued, the Board of Directors will have full powers, with the possibility to sub-delegate such powers to any person authorised by law, in particular, to decide whether or not they are subordinated (and if relevant, their subordination level, in compliance with the provisions of Article L. 228-97 of the French Commercial Code), to set their rate of interest, term, fixed or variable redemption price (with or without a premium) and amortisation method (based on market conditions and the

circumstances under which the securities will give a right to shares in the Company), and in general to determine all applicable terms and conditions.

11. resolves to cancel the unused part of the delegation of authority for the same purpose given to the Board of Directors by the Annual General Meeting of May 19, 2011.

Eighteenth resolution

Delegation of authority, for 26 months, to issue, without pre-emptive subscription rights, shares and/or securities by private placement

Having reviewed the Board of Directors' report and the Statutory Auditors' special report and in compliance with the provisions of the French Commercial Code (particularly Articles L. 225-129 to L. 225-129-2, L. 225-136, L. 228-91 and L. 228-93), the Annual General Meeting:

1. delegates its authority to the Board of Directors, with the possibility to sub-delegate such authority to any person authorised by law and under the conditions provided for by law, for a period of 26 months from the date of this Annual General Meeting, to decide on and carry out an issue by the Company, on one or more occasions, in France and in other countries and/or on international exchanges, by an offering as defined in Article L. 411-2 II of the French Monetary and Financial Code, of shares and/or securities giving access, immediately and/or in the future (including standalone share subscription and/or share purchase warrants, with or without consideration, either in euros or in foreign currency, or in any other units of account defined with reference to a basket of currencies, by subscription in cash, in exchange for debt, by conversion, exchange, redemption, presentation of a warrant or in any other way) to shares in the Company and/or (in compliance with Article L. 228-93 of the French Commercial Code), to shares in any company in which it holds (directly or indirectly) more than half of the capital; and/or (in compliance with Article L. 228-91 of the French Commercial Code) securities giving the right to the allocation of debt securities;

resolves that this delegation of authority shall expressly exclude issuing preference shares or any other securities giving access to preference shares;

2. resolves that the total nominal amount of the share capital increases that may be carried out immediately and/or in the future under this delegation of authority may not exceed €75 million or the exchange value of that amount, to which will be added, if relevant, the nominal amount of the additional shares to be issued to preserve the rights of holders of securities giving a right to shares. It is explicitly stated that the

nominal amount of the share capital increases carried out by an offering, as defined in Article L. 411-2 of the French Monetary and Financial Code, may not in any event exceed 20% of the share capital per year in compliance with the third paragraph of Article L. 225-136 of the French Commercial Code;

states that the maximum nominal amount of the share capital increases that may be carried out immediately and/or in the future under this delegation of authority will be deducted from the overall caps set by the 15th and 17th resolutions of this Annual General Meeting or, where applicable, from the amount of the overall caps provided for by a resolution of the same kind which could follow on from that resolution during the period of validity of this delegation;

3. resolves that the total nominal amount of the debt securities that may be issued under the above delegation of authority may not exceed €6 billion or the exchange value of that amount;

states that the maximum nominal amount of the issues of debt securities decided under this delegation of authority will be deducted from the overall cap set by the 15th resolution of this Annual General Meeting or, where applicable, from the amount of the overall cap provided for by a resolution of the same kind which could follow on from that resolution during the period of validity of this delegation;

4. resolves, in compliance with Article L. 225-136 of the French Commercial Code, to cancel shareholders' pre-emptive subscription rights to the securities to be issued;
5. resolves that if subscriptions do not account for the entire issue of shares and/or securities as defined above, then the Board of Directors may restrict the issue to the amount of the subscriptions made, where applicable, subject to the condition that the subscriptions amount to at least three quarters of the issue as initially decided;
6. formally notes that, in compliance with the provisions of Article L. 225-132 of the French Commercial Code, this delegation of authority ipso facto implies that shareholders waive, in favour of holders of securities giving access to shares in the Company that might be issued, their pre-emptive rights to subscribe for shares to which these securities confer a right. (This includes the case where shares relating to securities giving access to the Company's share capital are issued in compliance with Article L. 228-93 of the French Commercial Code, by a company of which the Company holds directly or indirectly over half the capital);
7. formally notes that, in compliance with the first paragraph of Article L. 225-136-1 of the French Commercial Code:

- the issue price of the shares issued directly will be at least equal to the minimum provided for by the regulatory provisions applicable on the date of the share issue (currently, the weighted average price over the three trading sessions on the Euronext Paris regulated stock market immediately prior to the date when the subscription price is set for the share capital increase minus 5%), after adjustment of this average where applicable in the event of a difference between dividend entitlement dates;
 - the issue price of the securities giving access to the share capital and the number of shares to which the conversion, redemption or generally the transformation of each security giving access to the share capital may give a right will be such as to ensure that the amount received immediately by the Company, plus, where applicable, any amount that it may subsequently receive is, for each share issued as a result of the issue of such securities, at least equal to the minimum subscription price defined in the foregoing sub-paragraph.
8. resolves that the Board of Directors will have full powers, with the possibility to sub-delegate such powers under the terms and conditions provided for by law, to implement this delegation of authority, and in particular:
- to determine the terms and conditions for the issue(s);
 - to determine the dates of the issue(s) and how they will be made, and also the nature, form and features of the securities to be created, which in particular may or may not take the form of subordinated instruments (and if relevant, their subordination level, in compliance with the provisions of Article L. 228-97 of the French Commercial Code), and may or may not have a fixed term;
 - to determine the price and conditions of the issues and set the amounts to be issued;
 - to determine how the shares and/or securities issued or to be issued will be paid up;
 - to set (possibly retroactively) the dividend entitlement date for the securities to be issued; and if relevant, the terms and conditions for their purchase or exchange on the stock market; to suspend, if necessary, the exercise of rights to allotment, subscription and/or purchase of shares attached to securities issued for a period which may not exceed three months;
 - to make all necessary deductions from the additional paid-in capital account(s) and in particular those for costs incurred during the issue process;
 - to set and make all adjustments intended to take into account the impact of corporate actions, particularly a change in the par value of shares, an increase in capital by capitalisation of reserves, a bonus share issue, share split or reverse share split, distribution of reserves or any other assets, redemption of the share capital, or any other transaction with regard to equity or capital (including by way of a public offering and/or in the event of a change of control), and set the terms and conditions under which the rights of holders of securities giving access to the share capital will be preserved, where applicable;
- to set the terms and conditions in which the Company will have the possibility, where applicable, to purchase or exchange on the stock market, at any time or during specified periods, the securities issued or to be issued immediately or in the future whether or not with a view to cancelling them, in accordance with legal provisions;
 - generally to make all appropriate arrangements and to enter into all agreements in order to complete the planned issues satisfactorily, to complete all necessary formalities and to record the share capital increase(s) resulting from each issue made under this delegation of authority, and to amend the Articles of Association accordingly.
- states that if debt instruments are issued, the Board of Directors will have full powers, with the possibility to sub-delegate such powers to any person authorised by law, in particular, to decide whether or not they are subordinated (and if relevant, their subordination level, in compliance with the provisions of Article L. 228-97 of the French Commercial Code), to set their rate of interest, term, fixed or variable redemption price (with or without a premium) and amortisation method (based on market conditions and the circumstances under which the securities will give a right to shares in the Company), and in general to determine all applicable terms and conditions;
9. resolves to cancel the unused part of the delegation of authority for the same purpose given to the Board of Directors by the Annual General Meeting of May 19, 2011.

Nineteenth resolution

Authorisation to set the issue price of shares and/or securities giving access to the share capital under certain terms and conditions, limited to 10% of the share capital per year, in the context of an increase in capital by issuing shares without pre-emptive subscription rights

Having reviewed the Board of Directors' report and the Statutory Auditors' special report and in compliance with the provisions of Article L. 225-129-2 and the second paragraph of Article L. 225-136-1 of the French Commercial Code, the Annual General Meeting delegates its authority to the Board of Directors, with the possibility to sub-delegate such authority under the terms and conditions provided by law, in order to set the issue price for the issues decided under the 17th and

18th resolutions, limited to 10% of the share capital per year (as assessed on the issue date), under the following terms and conditions: the sum receivable, or that should be receivable, by the Company for each of the shares issued under this authorisation (after taking into account the issue price of any standalone share subscription warrants issued), must be equal to at least 90% of the weighted average price for the last three trading sessions immediately preceding the date when the terms and conditions for the issue are set.

Twentieth resolution

Authorisation to increase the number of shares or securities to be issued in the event of a share capital increase, with or without pre-emptive subscription rights

Having reviewed the Board of Directors' report and the Statutory Auditors' special report and in compliance with the provisions of Article L. 225-135-1 of the French Commercial Code, the Annual General Meeting:

1. authorises the Board of Directors, with the possibility to sub-delegate such authority under the terms and conditions provided for by law, to decide, in the event of an issue of shares and/or securities carried out under the 15th, 17th, 18th and 19th resolutions of this Annual General Meeting, to increase the number of shares to be issued, within 30 days of the end of the subscription period and limited to 15% of the initial issue, at the same price as that of the initial issue, and subject to the overall cap(s) provided for in the resolution according to which the issue is decided;
2. set, at 26 months from the date of this Annual General Meeting, the term of validity of this delegation of authority, which cancels the unused part of any prior delegation for the same purpose.

Twenty-first resolution

Authorisation to increase the share capital in consideration for in-kind contributions in the form of shares or securities giving access to the share capital, limited to 10% of the share capital

Having reviewed the Board of Directors' report and the Statutory Auditors' special report and in compliance with the provisions of Article L. 225-147 of the French Commercial Code, the Annual General Meeting delegates the necessary powers to the Board of Directors to decide on and carry out an issue by the Company on one or more occasions of shares and/or securities giving access, immediately or in the future to shares in the Company, without pre-emptive subscription rights, limited to 10% of the share capital at the time of the issue; this cap being deducted from the caps set by the 15th and 17th resolutions of this Annual General Meeting, in consideration for in-kind contributions granted to the Company in the form of shares or securities giving access to the share capital, when the conditions of contributions under a public exchange offer as defined in Article L. 225-148 of the French Commercial Code do not apply.

The Board of Directors shall rule on the report of the Contribution Appraiser(s) in compliance with the provisions of Article L. 225-147 of the French Commercial Code.

The Annual General Meeting gives full powers to the Board of Directors to approve or reduce the assessed in-kind contributions, record the completion thereof, increase the share capital and amend the Articles of Association accordingly.

This authorisation is given for a period of 26 months from the date of this Annual General Meeting and cancels the unused part of any prior delegation for the same purpose.

Access to the capital for employees

Purpose

When a proposed resolution aimed at authorising a share capital increase by delegating authority to the Board of Directors is submitted to the Extraordinary General Meeting, the shareholders are required to make a decision with regard to a proposed resolution aimed at carrying out a share capital increase reserved for employees who are members of an employee savings plan (Article L. 225-129-6, paragraph 1, of the French Commercial Code).

Therefore, the 22nd resolution authorising the Board of Directors to issue shares and/or other securities that are reserved for employees who are members of

an employee savings plan is submitted for the approval of the Annual General Meeting. The total number of shares that may be issued pursuant to the authorisation requested from the Annual General Meeting is capped at 1,261,672 shares, representing a share capital increase of a maximum amount of €5,044,668. The ratio of this cap to the share capital as recorded at the close of this Annual General Meeting remains unchanged as compared to that submitted to the Combined General Meeting of April 27, 2012.

This authorisation, not recommended by the Board of Directors, would be given for a period of 26 months from the date of this Annual General Meeting.

Twenty-second resolution

Authorisation to increase the share capital by issuing, without pre-emptive subscription rights, shares or other securities giving access to the capital, that are reserved for employees and former employees who belong to an employee savings plan

Having reviewed the Board of Directors' report and the Statutory Auditors' special report, the Annual General Meeting authorises the Board of Directors, for a period of 26 months, on its decisions alone, on one or more occasions, under the terms and conditions provided for by law, and particularly Articles L. 225-138-1 and L. 225-129-6 of the French Commercial Code, and Articles L. 3332-1 *et seq.* of the French Labour Code (Code du travail), to increase the share capital by a maximum nominal amount of €5,044,668, by issuing shares or other securities giving access to the capital that are reserved for employees and former employees of the Company and of companies or groups associated with it, under the conditions defined in Article L. 233-16 of the French Commercial Code, who are members of a savings plan set up for that purpose.

The total number of shares that may be subscribed under this authorisation may therefore not exceed 1,261,672 shares.

The Annual General Meeting resolves that the shareholders' pre-emptive subscription right is cancelled in respect of the shares issued pursuant to this authorisation, and in respect of other securities giving access to the share capital, or to those securities to which they will grant entitlement, in favour of the employees and former employees mentioned above, for whom they are reserved.

The subscription price for the shares will be set at a minimum of 80% of the average opening price for the Company's share on Euronext Paris during the 20 trading sessions immediately preceding the date of

the Board of Directors' decision setting the start date of the subscription period.

The Annual General Meeting also resolves that the Board of Directors may, pursuant to Articles L. 3332-18 *et seq.* of the French Labour Code, grant free shares or other securities giving access to the Company's share capital under the terms and conditions provided for by the laws and regulations.

No share capital increase may exceed the amount of the shares subscribed for by employees and former employees, individually or via an employee investment fund (*fonds commun de placement d'entreprise*) or via an investment fund where the fund itself is an investment company (*société d'investissement à capital variable – SICAV*) governed by Article L. 214-40-1 of the French Monetary and Financial Code.

The Annual General Meeting gives full powers to the Board of Directors, with the possibility to sub-delegate such powers, in particular to:

- set the subscription price(s) and the dividend entitlement date(s) for the shares to be issued;
- determine the companies and the employees and former employees concerned;
- determine the features of securities giving access to the share capital, and the terms and conditions of issuance;
- decide if employees and former employees who belong to an employee savings plan may subscribe directly for the shares, or if they should do so via an employee investment fund or a SICAV governed by Article L. 214-40-1 of the French Monetary and Financial Code;
- set the dates, timescales and other terms and conditions of the projected issues;
- record the completion of the share capital increase(s) as it/they occur(s);

- deduct all costs of the share capital increases from the amount of the related premiums;
- amend the Articles of Association accordingly, apply for the issued shares to be listed, and generally make all decisions, enter into all agreements and complete all formalities.

Free share grants

Purpose

Instruments which give access to the capital of the Company are an essential tool for motivating Group employees and executive corporate officers and aligning their interests with those of the shareholders.

For this purpose, we submit for your approval resolutions providing for free share grants.

The Group's overall remuneration policy was redefined in 2005 leading to the gradual replacement of the system of allocation of stock options by a policy of free share grants reserved for managers whether resident or not resident in France and to some employees who the Group wants to reward for their performances and commitment.

Senior executives and corporate officers are also given a financial interest in the Group's success, essentially within the framework of the performance share grant policy.

Pursuant to the **23rd resolution**, the shareholders are asked to authorise the Board of Directors to grant free shares to Group employees and corporate officers, on one or more occasions.

These shares would only fully vest at the end of:

- a) a minimum period of two years, in which case the shares will be subject to an additional lock-in period of at least two years following the vesting date; or
- b) a minimum period of four years, in which case there will be no minimum lock-in period.

The **23rd resolution** provides for the following in particular:

- an overall cap of 0.5% of the share capital on the date of the Board of Directors' decision;
- that the Board will be able to subject the vesting of the shares to several conditions, including performance conditions that it will determine;
- a maximum of 15% of free shares may be granted to executive corporate officers per fiscal year;
- a term of 26 months.

In accordance with the law and the AFEP-MEDEF Code of Corporate Governance:

- any grants of shares will be decided by the Board of Directors on the basis of the proposals made by Executive Management reviewed by the Remuneration Committee after assessment of the performance of the executive corporate officers;
- the vesting of the shares granted to the Company's executive corporate officers will be subject to performance conditions, which will be determined by the Board of Directors;
- the Company's executive corporate officers will be required to hold a given number of the shares granted in registered form as from the date when they are made available and until the end of their terms of office. This number of shares will be set by the Board of Directors and described in its Management Report;
- the share grants will be decided every year, except in specific circumstances, after publication of the financial statements for the previous year except during the periods specified by Article L. 225-177 of the French Commercial Code and by the Board of Directors.

Full powers would be given to the Board of Directors in particular to determine the date of the share grants and the list or lists of beneficiaries of these grants.

Twenty-third resolution

Authorisation to be given to the Board of Directors to grant free shares (existing or to be issued) to employees and corporate officers, entailing the waiver by shareholders of their pre-emptive subscription rights

Having reviewed the Board of Directors' report and the Statutory Auditors' special report and in compliance with the provisions of Articles L. 225-197-1 *et seq.* of the French Commercial Code, the Annual General Meeting:

- authorises the Board of Directors to grant free shares (existing or to be issued), on one or more occasions, to employees and corporate officers of the Company and of affiliated French or foreign companies within the meaning of Article L. 225-197-2 of the French Commercial Code;
- sets at 26 months, from the date of this Annual General Meeting, the term of validity of this authorisation which may be used on one or more occasions;
- resolves that the total number of free shares may not represent over 0.5% of the share capital on the date of the Board of Directors' decision, it being specified that the maximum number of shares (existing or to be issued) does not include the number of additional shares that may be granted as a result of an adjustment of the number of shares initially granted following a transaction involving the Company's capital;
- resolves that the number of free shares granted to the Company's executive corporate officers during a given fiscal year under this resolution may not represent more than 15% of the total number of free shares granted during a given fiscal year under this resolution;
- resolves that the Board of Directors will determine the identity of the beneficiaries or the category/categories of beneficiaries of the grants and the number of free shares granted to each beneficiary, as well as the conditions to be fulfilled for the shares to vest fully, such as performance conditions;
- resolves that these shares will fully vest provided that the other conditions set at the time of the grant are met for all or part of the shares granted:
 - at the end of a minimum vesting period of four years, in which case there will be no lock-in period, or
 - at the end of a minimum vesting period of two years, in which case the shares will be subject to a lock-in period of at least two years following the vesting date;
- resolves that said shares will fully vest before the expiry of the aforementioned vesting periods in the event of disability of the beneficiary corresponding to a second or third category disability as provided for in Article L. 341-1 of the French Social Security Code (*Code de la sécurité sociale*) and the shares will be freely transferable in the event of disability of the beneficiary corresponding to the aforementioned category disability of the French Social Security Code;
- authorises the Board of Directors to adjust, where appropriate, during the vesting period, the number of shares related to any corporate actions within the meaning of Article L. 225-181 of the French Commercial Code, in order to preserve the rights of the beneficiaries;
- formally notes that this authorisation automatically entails the waiver by the shareholders of their pre-emptive subscription rights and of the portion of the reserves which may be used for the issuance of new shares, where applicable, in favour of the beneficiaries of free shares grants;
- grants full powers to the Board of Directors, with authority to delegate such powers under the terms provided by law, to implement this authorisation, it being specified that the Board of Directors may provide for longer vesting and lock-in periods than the minimum periods set out above.

ORDINARY AND EXTRAORDINARY RESOLUTION

Powers for formalities

Purpose

This resolution is intended to grant the necessary powers for carrying out all the formalities following the Annual General Meeting.

Twenty-fourth resolution

Powers for formalities

The General Shareholders' Meeting gives full powers to the bearer of a copy or extract of the minutes of this Meeting to carry out all formalities prescribed by law.

SUMMARY OF THE AUTHORISATIONS REQUESTED FROM THIS ANNUAL GENERAL MEETING

| Description of authorisation | Date of Annual General Meeting (resolution no.) | Term of validity (Expiry date) | Maximum authorised nominal amount |
|---|---|--------------------------------|---|
| Share capital increases with pre-emptive subscription rights | | | |
| Share capital increase via the issue, with pre-emptive subscription rights, of shares, warrants and/or securities giving access, either immediately or in the future, to shares in the Company or to debt securities | 15 th | 26 months (August 2015) | €200 million ⁽¹⁾ €6 billion ⁽²⁾ |
| Share capital increase via the capitalisation of reserves, profits or paid-in capital | 16 th | 26 months (August 2015) | €200 million ⁽¹⁾ |
| Share capital increases without pre-emptive subscription rights | | | |
| Share capital increase via the issue, without pre-emptive subscription rights, by public offering, of shares, warrants and/or securities giving access, either immediately or in the future, to shares in the Company, including as consideration for shares tendered to a public exchange offer, or to debt securities | 17 th | 26 months (August 2015) | €75 million ⁽¹⁾ €6 billion ⁽²⁾ |
| Share capital increase via the issue, without pre-emptive subscription rights, via private placement, of shares, warrants and/or securities giving access, either immediately or in the future, to shares in the Company or to debt securities | 18 th | 26 months (August 2015) | €75 million ^{(3) (4)} €6 billion ⁽²⁾ |
| Authorisation to set the issue price for a share capital increase, without pre-emptive subscription rights, via public offering or private placement, limited to 10% of the share capital per year | 19 th (related to the 17 th and 18 th resolutions above) | 26 months (August 2015) | €50.4 million per year ⁽³⁾ |
| Share capital increase in consideration for in-kind contributions, limited to 10% of the share capital | 21 st | 26 months (August 2015) | €50.4 million ⁽³⁾ |
| Share capital increase with or without pre-emptive subscription rights | | | |
| Increase in the number of shares or securities to be issued within the scope of a share capital increase, with or without pre-emptive subscription rights, in the event of excess demand | 20 th | 26 months (August 2015) | 15% of the amount of the initial issue |
| Restricted share issues | | | |
| Share issues reserved for Group employees | 22 nd | 26 months (August 2015) | €5.04 million |
| Share capital reductions by cancelling shares | | | |
| Authorisation to reduce the share capital by cancelling shares | 14 th | 24 months (June 2015) | 10% of the share capital per 24-month period |
| Free share grants | | | |
| Grant of existing shares or shares to be issued, reserved for employees and corporate officers | 23 rd | 26 months (August 2015) | 0.5% of the share capital at the grant date |

(1) This amount will be deducted from the overall €200 million cap for issues of shares and/or securities giving access to the share capital set by the 15th resolution.

(2) This amount will be deducted from the overall €6 billion cap for issues of debt securities set by the 15th resolution.

(3) For issues of shares or securities giving access to the share capital, the amount will be deducted from the €200 million and €75 million caps set by the 15th and 17th resolutions respectively.

(4) Limited to 20% of the share capital per year in all cases.

CURRENT AUTHORISATIONS GRANTED BY THE ANNUAL GENERAL MEETING TO THE BOARD OF DIRECTORS

| Description of authorisation | Date of Annual General Meeting (resolution no.) | Term of validity (Expiry date) | Maximum authorised nominal amount | Current use |
|---|--|--------------------------------|--|---|
| Share capital increases with pre-emptive subscription rights | | | | |
| Share capital increase via the issue, with pre-emptive subscription rights, of shares, warrants and/or securities giving access either immediately or in the future to shares in the Company or to debt securities ⁽³⁾ | May 19, 2011 (7 th) | 26 months (July 2013) | €200 million ⁽¹⁾ €6 billion ⁽²⁾ | Unused |
| Share capital increase via the capitalisation of reserves, profits or additional paid-in capital | May 19, 2011 (8 th) | 26 months (July 2013) | €200 million ⁽¹⁾ | Unused |
| Share capital increases without pre-emptive subscription rights | | | | |
| Share capital increase via the issue, without pre-emptive subscription rights, by public offering, of shares, warrants and/or securities giving access, either immediately or in the future, to shares in the Company, including as consideration for shares tendered in a public exchange offer, or to debt securities | May 19, 2011 (9 th) | 26 months (July 2013) | €75 million ⁽¹⁾ €6 billion ⁽²⁾ | Unused |
| Share capital increase via the issue, without pre-emptive subscription rights, by private placement, of shares, warrants and/or securities giving access, either immediately or in the future, to shares in the Company or to debt securities | May 19, 2011 (10 th) | 26 months (July 2013) | €75 million ⁽³⁾ ⁽⁴⁾ €6 billion ⁽²⁾ | Unused |
| Authorisation to set the issue price for a share capital increase, without pre-emptive subscription rights, by public offering or private placement, limited to 10% of the share capital per year | May 19, 2011 (11 th) (linked to the 9 th and 10 th resolutions above) | 26 months (July 2013) | €50.7 million per year ⁽³⁾ | Unused |
| Share capital increase in consideration for in-kind contributions, limited to 10% of the share capital | May 19, 2011 (13 th) | 26 months (July 2013) | €50.7 million ⁽³⁾ | Unused |
| Share capital increase with or without pre-emptive subscription rights | | | | |
| Increase in the number of shares or securities to be issued within the scope of a share capital increase, with or without pre-emptive subscription rights, in the event of excess demand | May 19, 2011 (12 th) | 26 months (July 2013) | 15% of the amount of the initial issue | Unused |
| Share capital reductions by cancelling shares | | | | |
| Authorisation to reduce the share capital by cancelling shares | May 19, 2011 (6 th) | 24 months (May 2013) | 10% of the share capital per 24-month period | Cancellation of 1,030,967 shares in February 2012 |
| Stock options, free share grants and redeemable equity warrants | | | | |
| Stock subscription or purchase option plans | May 19, 2010 (17 th) | 38 months (July 2013) | 2% of the share capital at the grant date | Unused |
| Grant of existing shares or shares to be issued, reserved for employees and corporate officers | May 19, 2010 (18 th) | 38 months (July 2013) | 0.5% of the share capital at the grant date | Grant of 76,834 shares in 2011 and 109,039 shares in 2012 |
| Issue of redeemable equity warrants (BSAAR) to employees and corporate officers, without pre-emptive subscription rights | April 27, 2012 (9 th) | 18 months (November 2013) | 0.5% of the share capital at the grant date | Unused |

(1) This amount is deductible from the overall €200 million cap for issues of shares and/or securities giving access to the share capital set by the 7th resolution.

(2) This amount is deductible from the overall €6 billion cap for issues of debt securities set by the 7th resolution.

(3) For issues of shares or securities giving access to the share capital, this amount is deductible from the overall €200 million and €75 million caps set by the 7th and 9th resolutions respectively.

(4) Limited to 20% of the share capital per year in all cases.

STATUTORY AUDITORS' REPORT

ON CAPITAL TRANSACTIONS

COMBINED GENERAL MEETING OF JUNE 18, 2013

RESOLUTIONS 14, 15, 17, 18, 19, 20, 21, 22 AND 23

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers.

To the Shareholders,

In our capacity as Statutory Auditors of your Company, and pursuant to our engagements as defined in the French Commercial Code, we hereby present our reports on the transactions which you are asked to approve.

Report on the reduction of capital by cancelling purchased shares (resolution 14)

Pursuant to the engagement defined in Article L. 225-209 of the French Commercial Code applicable when capital is reduced by cancelling purchased shares, we have prepared this report in order to express our opinion on the reasons for and terms and conditions of the planned capital reduction.

Your Board of Directors asks you to delegate, with the option to sub-delegate, for a period of 24 months, as of the date of this Meeting, full powers to cancel, on one or more occasions, up to a limit of 10% of its capital, per period of 24 months, the shares purchased under the authorisation granted to your Company to buy back its own shares pursuant to the aforementioned article.

We conducted the procedures that we deemed necessary to meet the professional standards of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes – CNCC*) relating to this engagement. They included reviewing whether or not the reasons and terms and conditions of the planned reduction in capital, which respects the principle of equality between shareholders, were legitimate.

We have no matters to report on the reasons for or the terms and conditions of the proposed reduction in capital.

Report on the issues of shares and/or sundry marketable securities, with pre-emptive subscription rights that may be maintained and/or cancelled (resolutions 15, 17, 18, 19, 20 and 21)

Pursuant to the engagement defined in Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code, we hereby present our report on the proposed delegation to the Board of Directors regarding various issues of shares and/or marketable securities, which you will be asked to approve.

Based on its report, your Board of Directors proposes that you:

- delegate it, for a period of 26 months, with the option to sub-delegate, the authority to decide on the following transactions and to set the final terms and conditions for the issues and ask that you cancel your pre-emptive subscription rights, where applicable:
 - issue of ordinary shares and/or marketable securities giving access to Company shares and/or, in compliance with Article L. 228-93 of the French Commercial Code, shares in any company in which your Company holds, directly or indirectly, more than half the capital, and/or marketable securities giving a right to an allotment of debt securities, with pre-emptive subscription rights (resolution 15);
 - issue of ordinary shares and/or marketable securities giving access to Company shares and/or, in compliance with Article L. 228-93 of the French Commercial Code, shares in any company in which your Company holds, directly or indirectly, more than half the capital, and/or marketable securities giving a right to an allotment of debt securities, with cancellation of pre-emptive subscription rights through public exchange offers (resolution 17), it being specified that these shares may be issued to redeem securities that are contributed to the Company during a public exchange offer or a mixed public offer that meet the conditions set in Article L. 225-148 of the French Commercial Code;

- issue of ordinary shares and/or marketable securities giving access to Company shares and/or, in compliance with Article L. 228-93 of the French Commercial Code, shares in any company in which your Company holds, directly or indirectly, more than half the capital, and/or marketable securities giving a right to an allotment of debt securities, with cancellation of pre-emptive subscription rights through offers stipulated in section II of Article L. 411-2 of the French Monetary and Financial Code, and within an annual limit of 20% of the share capital (resolution 18);
- authorize the Board, by resolution 19 and in the context of the delegated authority described in resolutions 17 and 18, to set the issue price, within the annual legal limit of 10% of the share capital;
- delegate it, for a period of 26 months, the powers to set the terms and conditions of an issue of shares and/or marketable securities giving access to Company shares in order to redeem share-equivalent contributions granted to the Company and comprising shares or marketable securities giving access to the capital (resolution 21), within the limit of 10% of the capital at time of the issue.

The overall par value of the capital increases that may be performed, immediately or subsequently, under resolutions 15, 16, 17, 18 and 21, may not exceed €200 million, it being specified that the overall par value of the capital increases that may be performed, immediately or subsequently under resolutions 17, 18 and 21 may not exceed €75 million. The overall par value of debt securities that may be issued under resolutions 15, 17 and 18 may not exceed €6 billion.

These limits take account of the additional securities that will be created when exercising the delegated authorities defined in resolutions 15, 17, 18 and 19, under the terms and conditions provided in Article L. 225-135-1 of the French Commercial Code, if you adopt resolution 20.

It is the responsibility of your Board of Directors to prepare a report that complies with Articles R. 225-113 *et seq.* of the French Commercial Code. It is our responsibility to express our opinion on the fairness of the financial information extracted from the accounts, on the proposal to cancel the pre-emptive subscription right, and on other information regarding these transactions, as provided in this report.

We conducted the procedures that we deemed necessary to meet the professional standards of the CNCC relating to this engagement. They involved verifying the content of the Board of Directors' report relating to the transactions, and the methods used to determine the issue price of the shares to be issued.

Subject to any subsequent review of the terms and conditions for the issues that may be decided, and under resolutions 17, 18 and 19, we have no matters to report on the methods used to determine the issue price of the shares to be issued, as described in the Board of Directors' report.

As the report does not describe the methods of determining the issue price of the shares to be issued under resolutions 15 and 21, we cannot express an opinion on the choice of factors used to calculate the share price.

Since the final terms and conditions under which the issues will be performed made have not been finalised, we cannot express an opinion on the latter and consequently, on the proposal to cancel your pre-emptive subscription rights, as proposed in resolutions 17, 18 and 19.

Under Article R. 225-116 of the French Commercial Code, we will prepare an additional report as required, when your Board of Directors uses these authorisations to issue marketable securities giving access to capital and/or giving the right to an allotment of debt securities or in the case of issues with cancellation of pre-emptive subscription rights.

Report on the capital increase by the issue of shares or other securities giving access to capital, reserved for members of a savings plan (resolution 22)

Pursuant to the engagement defined in Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code, we hereby present our report on the plans to increase share capital, on one or more occasions, by issuing, with cancellation of pre-emptive subscription rights, shares, or other securities giving access to capital, up to a maximum par value of €5,044,668, reserved for employees and former employees of the Company, and affiliated companies or groups (as defined in Article L. 233-16 of the French Commercial Code), who are members of a savings plan, a transaction which you will be asked to approve. The total number of shares that may be subscribed pursuant to this authorization shall not exceed 1,261,672 shares.

This issue is subject to your approval, under the provisions in Articles L. 225-129-6 of the French Commercial Code and L. 3332-18 *et seq.* of the French Labour Code.

Your Board of Directors proposes, on the basis of its Report, that you delegate it, with the option of sub-delegation, for a period of 26 months as of the date of this Meeting, the powers to set the terms and conditions of this transaction, and proposes that you cancel your pre-emptive subscription rights.

It is the responsibility of your Board of Directors to prepare a report that complies with Articles R. 225-113 *et seq.* of the French Commercial Code. It is our responsibility to express our opinion on the fairness of the financial information extracted from the accounts, on the proposal to cancel the pre-emptive subscription rights, and on other information regarding the issue, as provided in this report.

We conducted the procedures that we deemed necessary to meet the professional standards of the CNCC relating to this engagement. They involved verifying the content of the Board of Directors' report relating to this transaction, and the methods used to determine the issue price of the shares to be issued.

Subject to any subsequent review of the terms and conditions for the issues that may be decided, we have no matters to report on the methods used to determine the issue price of the shares to be issued, as described in the Board of Directors' report.

Since the final terms and conditions under which the issues will be performed have not been finalised, we cannot express an opinion on the latter and consequently, on the proposal to cancel your pre-emptive subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report when your Board of Directors uses this authorisation.

Report on the authorisation to allot existing free shares or issue such (resolution no.23)

Pursuant to the engagement defined in Article L. 225-197-1 of the French Commercial Code, we hereby present our report on your Company's plan to allot existing free shares or issue such to employees or officers of the Company or its affiliates within the meaning of Article L. 225-197-2 of the French Commercial Code, or certain categories thereof, which you will be asked to approve.

The existing shares or the shares to be issued under this authorisation may not represent more than 0.5% of the share capital as of the date of the Board of Directors' decision.

Based on its report, your Board of Directors proposes that you grant it the authority, for a period of 26 months, as of the date of this Meeting, to allot existing free shares or issue such.

It is the responsibility of your Board of Directors to prepare a report on this proposed transaction. It is our responsibility, where applicable, to provide our observations on the information you are given on the planned transaction.

We conducted the procedures that we deemed necessary to meet the professional standards of the French National Institute of Statutory Auditors relating to this engagement.

These procedures consisted in verifying regulatory compliance of the proposed terms and conditions, as provided in the Board of Directors' report.

We have no matter to report on the information in the Board of Directors' report covering the proposed authorisation to allot free shares.

Paris La Défense and Neuilly-sur-Seine, May 3, 2013

The Statutory Auditors

KPMG Audit

A Departement of KPMG SA

Jean-Luc Decornoy

Hervé Chopin

Deloitte & Associés

Antoine de Riedmatten

STATUTORY AUDITORS' SPECIAL REPORT

ON REGULATED AGREEMENTS AND COMMITMENTS WITH THIRD PARTIES
 SHAREHOLDERS' MEETING HELD TO APPROVE THE FINANCIAL STATEMENTS
 FOR THE YEAR ENDED DECEMBER 31, 2012

This is a free translation into English of the Statutory Auditors' special report on regulated agreements and commitments with third parties that is issued in the French language and is provided solely for the convenience of English speaking readers. This report on regulated agreements and commitments 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 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.

To the Shareholders,

In our capacity as Statutory Auditors of your Company, we hereby report to you on regulated agreements and commitments with third parties.

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 and commitments brought to our attention or which we may have discovered during the course of our audit, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements and commitments, 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 and commitments for the purpose of approving them.

Our role is also to provide you with the information provided for in Article R. 225-31 of the French Commercial Code in respect of the performance of the agreements and commitments, already authorized by the Shareholders' Meeting and having continuing effect during the year, 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 and commitments submitted to the approval of the Shareholders' Meeting

a) Agreements and commitments authorized during the year.

We hereby inform you that we have not been advised of any agreement or commitment authorized during the year to be submitted to the approval of the Shareholders' Meeting pursuant to the provisions of Article L. 225-38 of the French Commercial Code.

b) Agreements and commitments authorized since the December 31, 2012 year-end.

We hereby inform you that we have been advised of the following agreement, authorized since the December 31, 2012 year-end that received the prior authorization of your Board of Directors.

- Tax consolidation exit agreement between PPR and Groupe Fnac and its subsidiaries

On January 1, 2013, PPR sold a little more than 5% of the share capital of Groupe Fnac to the Dutch company KERNIC MET BV; as a result of this sale, Groupe Fnac and its French subsidiaries held at least 95% left the PPR tax consolidation group, with effect as of January 1, 2013.

The exit of these companies from the PPR tax consolidation group resulted in the signature of a tax consolidation exit agreement to be entered into between PPR, Groupe Fnac and other French companies of the Fnac division belonging to the PPR group. The draft agreement provided for, in particular, that the tax deficits, net long-term capital losses and tax credits recorded during the period in which they belonged to the consolidated PPR group be kept by the PPR tax consolidation group.

On April 17, 2013, the PPR Board of Directors authorized in advance the draft tax consolidation exit agreement. This agreement was signed on April 23, 2013.

Persons concerned: Messrs. François-Henri Pinault and Jean-François Palus, Directors of Groupe Fnac and/or Fnac SA.

c) Commitment to be submitted for new approval to the Shareholders' Meeting

Pursuant to Article L.225-42-1 of the French Commercial Code, we have been advised of the following commitment that must be submitted again to the Shareholders' Meeting for approval.

- Engagement in favour of Mr. Jean-François Palus, Deputy Chief Executive Officer of PPR

As provided for by law, shareholders are asked to reiterate their approval, given at the May 19, 2011 Shareholders' Meeting, of the commitment given in favour of Mr. Jean-François Palus, in anticipation of the renewal by your Board of Directors of his term of office as Deputy CEO of PPR, subject to the condition precedent of this renewal.

This commitment, that has not been modified, concerns an irrevocable right to retirement benefits, with reversion rights to his beneficiaries in the event of death. This right was granted to Mr. Jean-François Palus on December 10, 2010 by the Gucci Group NV, held 100% directly and indirectly by PPR, and based on a capital of €3,568,000, payable as from the legal retirement age. His presence in the Group is not a requirement at that date, provided that he has not left the Group before December 31, 2014 for personal reasons.

The terms and conditions relating to the granting of this right to Mr. Jean-François Palus are set forth in the second part of this report.

Agreements and commitments previously approved by the Shareholders' Meeting

a) Agreements and commitments authorized in previous years and having continuing effect during the year

Pursuant to Article R.225-30 of the French Commercial Code, we have been advised that the following agreements and commitments authorized in previous years have had continuing effect during the year.

- Services provided by Artémis

Pursuant to the terms of a support agreement between PPR and Artémis signed on September 27, 1993, Artémis carries out research and advisory work for PPR in the following areas:

- strategy and development of the PPR group and support in carrying out complex legal, tax, financial and real estate transactions;
- sourcing opportunities for business development in France and abroad or cost-cutting measures.

At its March 10, 1999 meeting, the PPR Supervisory Board authorized payment for these services amounting to 0.037% of consolidated net revenue (excluding VAT).

In line with the appropriate modifications of PPR's corporate governance rules, the PPR Board of Directors resolved on July 6, 2005, without amending the agreement in force since September 27, 1993, that the PPR Audit Committee would perform, in addition to the usual annual review of the substance of the support provided by Artemis to PPR, an annual assessment of the services and their fair price given the benefits provided and the economies of means realized in the common interest.

The methods for assessing the contractually-agreed amount were reviewed by the Audit Committee, which, at its meeting of February 12, 2013, noted that PPR had continued to benefit, during 2012, from the advice and assistance of Artémis on recurring issues including communications, public and institutional relations as well as with regard to the development strategy and its implementation.

At its February 14, 2013 meeting, the Board of Directors duly noted remuneration of €2,392,000 (excluding VAT) in respect of 2012, it being specified that the revenue of the PUMA group was excluded from the calculation of this fee, as was the case in previous years and so was revenue from discontinued operations.

Persons concerned: Mr. François-Henri Pinault and Mrs. Patricia Barbizet, Directors of Artémis, shareholder of PPR owning more than 10% of its voting rights.

b) Agreements and commitments approved in previous years that were not performed during the year

Furthermore, we have been advised that the following agreements and commitments, already approved by the Shareholders' Meeting in previous years, were not performed during the year.

- Retirement commitment in favour of Mr. Jean-François Palus, Deputy CEO of PPR

On January 22 and April 8, 2010, your Board of Directors authorized PPR and the companies controlled by it within the meaning of Article L.233-16 of the French Commercial Code to grant retirement benefits to Mr. Jean-François Palus, Director and Deputy CEO of PPR, due to his exceptional contribution to the business development of the Luxury Division. This authorisation resulted in the allocation of €3,568,000 (this capital will be managed by PPR or a company controlled by it, or invested in a top-tier asset management company) to fund his retirement benefits (with reversion rights to his beneficiaries in the event of death) payable as from the legal retirement age. His presence in the Group is not a requirement at that date, provided that he has not left the Group before December 31, 2014 for personal reasons.

The appropriation of these retirement benefits by Mr. Jean-François Palus is subject to his meeting the performance conditions attached to his variable compensation, for fiscal years 2009 and 2010, in his capacity as Deputy CEO of PPR. On April 8, 2010 and February 16, 2011, your Board of Directors duly noted that the performance conditions were met for fiscal years 2009 and 2010, respectively.

In consideration of these authorisations of your Board of Directors, the Supervisory Board of Gucci Group NV (held 100% directly and indirectly by PPR S.A.) decided, on December 10, 2010, to grant Mr. Jean-François Palus, in his capacity as a member of the Supervisory Board of Gucci Group NV since May 30, 2006, an irrevocable pension right in respect of retirement benefits, in accordance with the terms and conditions provided for in the authorisation of your Board of Directors, based on a capital of €3,568,000, inasmuch as PPR acknowledges, at a given date, that this right is no longer subject to the fulfilment of any conditions.

Since the approval of the Shareholders' Meeting is required for each renewal of the term of office of the Deputy CEO of PPR, the benefits granted will be set forth in a new specific resolution at the June 18, 2013 Shareholders' Meeting held to approve the financial statements for the year ended December 31, 2012, that will take place after the Board of Directors' decision recommending the renewal of Mr. Jean-François Palus' term of office as Deputy Director of PPR.

Paris La Défense and Neuilly-sur-Seine, May 16, 2013

The Statutory Auditors

KPMG Audit
A *department of KPMG SA*
Jean-Luc Decornoy Hervé Chopin

Deloitte & Associés
Antoine de Riedmatten

APPENDIX I

François-Henri Pinault

Born on May 28, 1962

PPR: 10, avenue Hoche, 75008 Paris

Chairman and Chief Executive Officer

A graduate of HEC, François-Henri Pinault joined the Pinault group in 1987 where he had various responsibilities in the main subsidiaries of the group. After starting off as a salesman in the Évreux branch of Pinault Distribution, a subsidiary specialised in wood importation and distribution, in 1988 he set up said company's purchasing group for which he was responsible until September 1989.

Appointed Chief Executive Officer of France Bois Industries, the Company comprising the industrial activities of the Pinault group, he managed the 14 plants of this subsidiary until December 1990, when he returned to Pinault Distribution to become Chairman. In 1993, his responsibilities were broadened upon his appointment as Chairman of Cfao and as member of the Executive Board of Pinault Printemps Redoute. Four years later, he was appointed Chairman and Chief Executive Officer

of Fnac, a position he held until February 2000. He was then appointed Deputy Chief Executive Officer of Pinault Printemps Redoute with responsibility for developing the group's Internet activities. François-Henri Pinault has been a member of the Board of Directors of Bouygues SA since December 1998. He became the co-manager of Financière Pinault in 2000 and was appointed Chairman of the Artémis group in 2003. In 2005, he was appointed Chairman of the Executive Board and then Chairman and Chief Executive Officer of PPR.

After serving as Chairman of the Executive Board of PPR (from March 21, 2005 to May 19, 2005), Vice-Chairman of the Supervisory Board (from May 22, 2003 to March 21, 2005), and member of the Supervisory Board (from January 17, 2001), François-Henri Pinault has been the Chairman and Chief Executive Officer of PPR since May 19, 2005. Following the Combined General Meeting on May 7, 2009, the Board of Directors renewed his term of office as Chairman and Chief Executive Officer for the duration of his directorship which will expire at the Annual General Meeting called to approve the financial statements for the year ended December 31, 2012.

Other directorships and positions held as of December 31, 2012:

| Position | Company | Country | Start 1 st term of office |
|--|------------------------------|----------------|--------------------------------------|
| <i>at the level of the majority shareholder group:</i> | | | |
| Manager | Financière Pinault SCA | France | October 2000 |
| Chairman of the Board of Directors | Artémis SA | France | May 2003 |
| Member of the Management Board | SC Château Latour | France | June 1998 |
| Member of the Board of Directors | Christie's International Plc | United Kingdom | May 2003 |
| <i>within the PPR group:</i> | | | |
| Deputy Chairman of the Administrative Board | PUMA SE | Germany | July 2011 |
| Chairman of the Supervisory Board | Gucci Group NV | Netherlands | October 2005 |
| Chairman of the Board of Directors | Sowind Group SA | Switzerland | July 2011 |
| Vice-Chairman of the Supervisory Board | Boucheron Holding SAS | France | May 2005 |
| Member of the Supervisory Board | Yves Saint Laurent SAS | France | April 2005 |
| Director | Fnac SA | France | October 1994 |
| Director | Stella McCartney Ltd | United Kingdom | |
| Director | Briioni SpA | Italy | January 2012 |
| Director | Sapardis SE | France | May 2008 |
| Member of the Board of Directors | Volcom Inc. | United States | July 2011 |
| <i>outside the PPR group:</i> | | | |
| Director | Bouygues | France | December 1998 |
| Director | Soft Computing | France | June 2001 |

Other directorships and positions held in the last five years:

| Position | Company | Country | Dates |
|---|-----------------|-------------|----------------------------------|
| Vice-Chairman of the Supervisory Board | Cfao | France | from October 2009 to July 2012 |
| Chairman of the Supervisory Board | PUMA AG | Germany | from June 2007 to July 2011 |
| Vice-Chairman of the Board of Directors | Sowind Group SA | Switzerland | from June 2008 to July 2011 |
| Chairman and Chief Executive Officer | Redcats SA | France | from December 2008 to April 2009 |
| Director | Tennessee | France | from 2001 to November 2009 |

Patricia Barbizet

Born on April 17, 1955

Artémis: 12, rue François-1er, 75008 Paris

Vice-Chair of the Board of Directors

A graduate of the *École Supérieure de Commerce de Paris*, Patricia Barbizet began her career with the Renault group as treasurer of Renault Véhicules Industriels then as Chief Financial Officer of Renault Crédit International. She joined the Pinault group in 1989 as Chief Financial Officer.

In 1992, she became Chief Executive Officer of Artémis and in 2004 Chief Executive Officer of Financière Pinault. She is also a Director of Total, Bouygues, TF1, Air France-KLM and the Fonds Stratégique d'Investissement.

After serving as Chair of the Supervisory Board of PPR (from December 2001 to May 2005) and member of the Supervisory Board of PPR (from December 1992), Patricia Barbizet has been Vice-Chair of the Board of Directors of PPR since May 19, 2005. Her term of office was renewed by the Combined General Meeting on May 7, 2009 and will expire at the Annual General Meeting called to approve the financial statements for the year ended December 31, 2012.

Other directorships and positions held as of December 31, 2012:

| Position | Company | Country | Start 1 st term of office |
|--|-------------------------------------|----------------|--------------------------------------|
| <i>at the level of the majority shareholder group, mainly:</i> | | | |
| Chief Executive Officer and Director | Artémis SA | France | 1992 |
| Chair of the Board of Directors | Christie's International Plc | United Kingdom | March 2003 |
| Chief Executive Officer, non-corporate officer | Financière Pinault SCA | France | June 2004 |
| Member of the Supervisory Board | Financière Pinault SCA | France | January 2001 |
| Managing Director | Palazzo Grassi | Italy | September 2005 |
| | | France | April 2010 |
| Director | Société Nouvelle du Théâtre Marigny | France | February 2000 |
| Member of the Management Board | SC Château Latour | France | July 1993 |
| Permanent representative of Artémis on the Board of Directors | Agefi | France | July 2000 |
| Permanent representative of Artémis on the Board of Directors | Sebdo Le Point | France | July 1997 |
| <i>within the PPR group:</i> | | | |
| Member of the Supervisory Board | Gucci Group NV | Netherlands | July 1999 |
| Member of the Supervisory Board | Yves Saint Laurent SAS | France | June 2003 |
| <i>outside the PPR group:</i> | | | |
| Director | Total | France | May 2008 |
| Director | Bouygues | France | December 1998 |
| Director | TF1 | France | July 2000 |
| Director | Air France-KLM | France | January 2003 |
| Director | Fonds Stratégique d'Investissement | France | December 2008 |

Other directorships and positions held in the last five years:

| Position | Company | Country | Dates |
|--------------------------------|-------------------------------------|----------------|---------------------------------|
| Director | Tawa Plc | United Kingdom | from April 2011 to June 2012 |
| Deputy Chief Executive Officer | Société Nouvelle du Théâtre Marigny | France | from April 2010 to January 2012 |
| Director | Piasa | France | from April 2007 to January 2009 |
| Chair | Piasa | France | from April 2007 to May 2008 |

Jean-François Palus

Born on October 28, 1961

PPR: 10, avenue Hoche, 75008 Paris

Director and Group Managing Director

A graduate of HEC (class of 1984), Jean-François Palus began his career in 1985 with Arthur Andersen where he carried out audit and financial advisory duties.

Before joining Artémis in 2001 as corporate officer and Director, he spent ten years within the PPR group, holding successively the positions of Deputy Chief Financial Officer of the wood industry branch of Pinault SA (from 1991 to 1993), Group Financial Control Director (from 1993 to 1997), then Store Manager at Fnac (from 1997 to 1998) and lastly Corporate Secretary and member of the Executive Board of Conforama (from 1998 to 2001).

Since March 2005, Jean-François Palus has been in charge of mergers and acquisitions at PPR, reporting to François-Henri Pinault, Chairman and Chief Executive Officer of the Group.

He was Chief Financial Officer of the PPR group from December 2005 to January 2012 and he has been Group Managing Director (Directeur Général délégué) of PPR since February 26, 2008. Following the Combined General Meeting on May 7, 2009, the Board of Directors renewed his term of office as Group Managing Director (Directeur Général délégué) for a term of four years.

Since October 2012, Jean-François Palus has headed PPR's Sport & Lifestyle Division with the assistance of Todd Hymel in his capacity as the Division's Chief Operating Officer. Jean-François Palus has also held the position of Chairman of the Administrative Board of PUMA SE since December 1, 2012.

Jean-François Palus has been a Director of PPR since May 7, 2009. His term of office will expire at the Annual General Meeting called to approve the financial statements for the year ended December 31, 2012.

Other directorships and positions held as of December 31, 2012:

| Position | Company | Country | Start 1 st term of office |
|--|---|---------------|--------------------------------------|
| <i>within the PPR group:</i> | | | |
| Chairman and Chief Executive Officer | Sapardis SE | France | March 2007 |
| Chairman of Administrative Board | PUMA SE | Germany | December 2012 |
| Director | Fnac SA | France | November 2007 |
| Director | Groupe Fnac SA (formerly Caumartin Participations SA) | France | September 2012 |
| Director | Brioni SpA | Italy | January 2012 |
| Director | Gucci Luxembourg SA | Luxembourg | May 2011 |
| Member of the Supervisory Board | Gucci Group NV | Netherlands | May 2006 |
| Member of the Board of Directors | Volcom Inc. | United States | July 2011 |
| Member of Board of Directors | PPR Americas Inc. | United States | June 2011 |
| Chairman of the Board of Directors | LGI SA | Switzerland | April 2011 |
| Member of the Supervisory Board | Yves Saint Laurent SAS | France | March 2011 |
| Permanent representative of PPR on the Board of Directors | Redcats SA | France | April 2006 |
| Permanent representative of Sapardis on the Management Board | SC Zinnia | France | December 2009 |
| <i>outside the PPR group:</i> | | | |

Other directorships and positions held in the last five years:

| Position | Company | Country | Dates |
|--|------------------------------|------------|-------------------------------------|
| Member of the Supervisory Board | Cfao | France | from October 2009 to July 2012 |
| Director | Caumartin Participations SAS | France | from June 2008 to September 2012 |
| Director | Conforama Holding SA | France | from April 2006 to March 2011 |
| Member of the Supervisory Board | PUMA AG | Germany | from June 2007 to July 2011 |
| Chief Executive Officer | Sapardis SA | France | from January to February 2008 |
| Chairman and Chief Executive Officer | PPR Club de Développement | France | from June 2006 to 2009 |
| Chairman | Redcats International | France | from December 2008 to April 2009 |
| Director | PPR Luxembourg | Luxembourg | from April 2006 to 2010 |
| Representative of Sapardis on the Management Board | Conseil et Assistance SNC | France | from December 2007 to December 2008 |
| Representative of Sapardis on the Management Board | SC Zinnia | France | from February 2008 to December 2009 |

Baudouin Prot

Born on May 24, 1951

BNP Paribas: 3, rue d'Antin, 75002 Paris

Director

After graduating from HEC in 1972 and from ENA in 1976, Baudouin Prot joined the French Ministry of Finance where he spent four years before serving as Deputy Director of Energy and Raw Materials at the French Ministry of Industry for three years. He joined BNP in 1983 as Deputy Director of Banque Nationale de Paris Intercontinentale, before becoming the Director for Europe in 1985. He joined the Central Networks Department in 1987 and was promoted to Central Director in 1990 then Deputy Chief Executive Officer of BNP in charge of

networks in 1992. He became Chief Executive Officer of BNP in 1996 and Deputy Chief Executive Officer of BNP Paribas in 1999. In March 2000, he was appointed Director and Deputy Chief Executive Officer of BNP Paribas then Director and Chief Executive Officer of BNP Paribas in May 2003. He is an Officer of the National Order of Merit and a Knight of the Legion of Honour.

Baudouin Prot has been a Director of PPR since May 19, 2005, after having served as a member of the Supervisory Board (from March 11, 1998 to May 19, 2005). His term of office was renewed by the Combined General Meeting on May 7, 2009 and will expire at the Annual General Meeting called to approve the financial statements for the year ended December 31, 2012.

Other directorships and positions held as of December 31, 2012:

| Position | Company | Country | Start 1 st term of office |
|------------------------------------|-------------------------|-------------|--------------------------------------|
| Chairman of the Board of Directors | BNP Paribas SA | France | December 2011 |
| Director | Lafarge SA | France | May 2011 |
| Director | Veolia Environnement SA | France | April 2003 |
| Director | Erbe SA | Belgium | June 2004 |
| Director | Pargesa Holding SA | Switzerland | May 2004 |

Other directorships and positions held in the last five years:

| Position | Company | Country | Dates |
|--------------------------------------|-------------|---------|--------------------------------------|
| Director and Chief Executive Officer | BNP Paribas | France | from May 2003 to December 2011 |
| Director | Accor | France | from January 2006 to February 2009 |
| Director | BNL SpA | Italy | from February 2007 to September 2008 |

REQUEST FOR ADDITIONAL DOCUMENTS AND INFORMATION

In accordance with Article R. 225-88 of the French Commercial Code, from the date of the convening notice and until the fifth day before the meeting, any shareholder owning registered shares or proving ownership of bearer shares may fill in the following form to request that the Company send him/her the documents and information provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code.

**FORM TO BE SENT EXCLUSIVELY TO:
PPR – Direction juridique (Legal Department)
10, avenue Hoche – 75381 Paris Cedex 08, France**

Mr, Mrs, Ms:
(written in capital letters)

Full address:
.....

Owner of:

- registered shares, recorded in the account
- bearer shares, recorded in the account held with ⁽¹⁾

After having reviewed the documents attached to this form relating to the Annual General Meeting on June 18, 2013, I hereby request that the documents and information provided for in Article R. 225-83 of the French Commercial Code be sent to me at the above address.

Signed in (city) on (date) 2013

NB:

- The Reference Document comprises the parent company financial statements, the consolidated financial statements, the table of appropriation of net income (specifying the source of the amounts to be appropriated), the Management Report of the Board of Directors, the Report of the Chairman of the Board of Directors and the Statutory Auditors' reports. These documents supplemented by the information contained in this brochure constitute the information provided for in Articles R. 225-81 and R. 225-83 of the French Commercial Code and are available on the Company's website: www.kering.com (Finance/AGM section).
- In accordance with paragraph 3 of Article R. 225-88 of the French Commercial Code, shareholders owning registered shares may, via a single request, have the Company send them the documents provided for above at the time of each subsequent Annual General Meeting. To benefit from this option, tick this box:
- In accordance with Article R. 225-63 of the French Commercial Code, shareholders owning registered shares may have the Company send them the documents provided for above by email at the time of each subsequent Annual General Meeting. To benefit from this option, please indicate your email address:

..... @

Shareholders owning registered shares who have opted to receive documents by email may request that the documents provided for above be sent by post. This request should be sent by email at least 35 days before the date of publication of the notice of meeting to the following address: actionnaire@PPR.com.

(1) Name and address of the financial intermediary managing the account.

PPR

Société anonyme (a French joint stock company) with a share capital of €504,466,808
Registered office: 10, avenue Hoche, 75381 Paris Cedex 08, France
552 075 020 RCS Paris – SIRET 552 075 020 00 545



PPR