



# ORDINARY GENERAL MEETING TUESDAY, JULY 6, 2021 AT 3 P.M. (BEHIND CLOSED DOORS)

Link to the live broadcast available at: https://www.kering.com/en/finance/shareholders-information/annual-general-meeting/

In light of the ongoing health crisis situation and the administrative measures taken in the context of the COVID-19 pandemic, the Board of Directors has decided to hold this Ordinary General Meeting behind closed doors, at Kering's registered office located at 40 rue de Sèvres, 75007 Paris, France.

The Ordinary General Meeting will be broadcast live and a replay will also be available on Kering's website, www.kering.com.

This decision has been made in accordance with Article 4 of French government order no. 2020-321 of March 25, 2020 as amended by order no. 2020-1497 of December 2, 2020 and extended by French decree no. 2021-255 of March 9, 2021, adapting the rules on the meetings and deliberations of shareholders and governing bodies of legal entities and entities without legal personality governed by private law due to the COVID-19 pandemic. It was made based on the usual rate of attendance at General Meetings (on average 350 shareholders in attendance) and the fact that these Meetings are held at Kering's headquarters, in the former Laennec hospital, a historical site with limited space preventing the Company from ensuring a safe distance between attendees in accordance with social distancing recommendations.

As a result, no admission cards will be issued. We therefore invite shareholders to vote remotely prior to the Ordinary General Meeting (by casting a postal vote or online via Votaccess), or to give proxy to the Chairman or a third party. Shareholders are also encouraged to send any requests and documents online.

Shareholders are invited to consult the "Annual General Meeting" page of the Company's website, www.kering.com, on a regular basis.

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## YOUR CONTACTS AT KERING

Telephone +33 (0)1 45 64 65 64

Email

actionnaire@kering.com

For further information, visit the Group's website: www.kering.com (Finance > Shareholders information > Annual General Meeting)



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### HOW TO PARTICIPATE IN THE MEETING

## **Conditions for participation**

- Holders of registered shares: you must ensure your shares are entered in the share register by Friday, July 2, 2021 at 12 a.m. midnight, Central European Time;
- Holders of bearer shares: you must have the financial intermediary who manages your Kering shares draw up a share ownership certificate
  proving that your shares are entered in the bearer share register by Friday, July 2, 2021 at 12 a.m. midnight, Central European Time;
- Holders of registered and bearer shares, please refer to the section below "Using the Votaccess online voting platform" to participate in the Ordinary General Meeting online.

## How to obtain your admission card

Requests for admission cards will not be accepted as the Ordinary General Meeting will take place behind closed doors.

## How to appoint a proxy or cast a postal vote

 Holders of registered shares can return the proxy/postal vote form attached to this brochure to:

#### **CACEIS Corporate Trust**

Assemblées générales centralisées 14 rue Rouget de Lisle 92862 Issy-les-Moulineaux, Cedex 9, France

 Holders of bearer shares: you should request a proxy/postal vote form from the financial intermediary who manages your Kering shares and return the completed form to him/her. The financial intermediary will then send the form with a share ownership certificate to CACEIS Corporate Trust.

Proxy/postal vote forms must be received by CACEIS Corporate Trust by **July 3, 2021 at the latest**.

In accordance with the applicable regulations:

- you may not return a form both appointing a proxy and casting a postal vote;
- in light of the exceptional context of the health crisis, you may change the way in which you take part in the Ordinary General Meeting within the applicable regulatory time frames if, for example, you have inadvertently requested an admission card.

Requests to receive a proxy/postal vote form (and the accompanying documents) must be submitted at least six days before the Ordinary General Meeting.

Please send your request to:

#### **CACEIS Corporate Trust**

Assemblées générales centralisées 14 rue Rouget de Lisle 92862 Issy-les-Moulineaux, Cedex 9, France

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#### Kering

Service Relations Actionnaires (Investor Relations Department)
40 rue de Sèvres
75007 Paris France

Notifications of the appointment and cancellation of proxies can also be made online, by following the directions given on the Company's website: www.kering.com (Finance > Shareholders information > Annual General Meeting).

## **Support our sustainability efforts**

Kering, by the very nature of its activities, is committed to meeting the challenge of protecting resources on a daily basis.

That is why, for its General Meetings, Kering offers its shareholders the tools to help them join the Company in its sustainability efforts: making documents relating to the General Meeting available on the Company's website, e-notice, and online voting. In addition, as for every General Meeting, shareholders can watch the webcast of the General Meeting on the Kering website.

#### Documents available on the Company's website

The documents relating to the General Meeting provided to shareholders in accordance with the provisions of the French Commercial Code (*Code de commerce*) may be viewed online or downloaded from the Company's website: www.kering.com (*Finance* > *Shareholders information* > *Annual General Meeting*).

# **Participation and voting procedures**

There are two ways to vote at the Ordinary General Meeting:

- give proxy to the Chairman of the Ordinary General Meeting or any individual or legal entity; or
- cast a postal vote.

### Sign up for e-notice

Since 2010, Kering has offered holders of registered shares the opportunity to sign up for e-notice, i.e., to receive the notice of meeting by email.

Opting for **e-notice** is a simple, fast, secure and cost-efficient way to receive the notice of meeting. By doing so, you help us protect the environment and reduce the environmental impact of printing and sending hard copies of the notice of meeting by post.

To sign up for e-notice (effective for General Meetings after July 6, 2021), simply log on to the "e-consent" section of the OLIS Actionnaire website: https://www.nomi.olisnet.com.

If you have already opted for e-notice but continue to receive a hard copy, your request was either incomplete or illegible. In this case, please submit your request again by following the above procedure.

Make your choice by:

- using the Votaccess online voting platform (follow the directions below); or
- using the proxy form (follow the instructions on page 7).

#### Using the Votaccess online voting platform

Holders of Kering's registered and bearer shares can use the Votaccess platform to submit their voting instructions online.

To access the Votaccess platform, which will be open from 9 a.m. on June 15, 2021 to 3 p.m. on July 5, 2021 (Central European Summer Time), in order to give proxy to the Chairman of the Ordinary General Meeting or any other individual or legal entity, or cast a vote:

#### · holders of REGISTERED SHARES:

- holders of DIRECT REGISTERED SHARES: simply log on to CACEIS Corporate Trust's OLIS Actionnaire website at https://www.nomi.olisnet.com with your usual login and password and follow the directions. You can find your login details on your postal vote form or e-notice. Once connected, click on "Vote via internet" and you will automatically be transferred to Votaccess,
- holders of ADMINISTERED REGISTERED SHARES: simply log on to CACEIS Corporate Trust's OLIS Actionnaire website at https://www.nomi.olisnet.com with the login provided on your postal vote form or e-notice. From the site's homepage, follow the directions;

#### holders of BEARER SHARES:

 if the financial institution managing your account is signed up to the Votaccess platform<sup>(1)</sup> and you hold at least one share, simply log on to the financial institution's website with your usual login and password, then click on the icon that appears on the line corresponding to your Kering shares and follow the on-screen directions to confirm your instructions; - if the financial institution managing your account is not signed up to the Votaccess platform, you can still appoint or cancel a proxy online in accordance with the provisions of Article R. 225-79 of the French Commercial Code by sending an email to ct-mandataires-assemblees@caceis.com and attaching a scanned copy of your proxy form stating your full name, address and bank account details and the full name and address of the proxy to be appointed or canceled, as well as the share ownership certificate issued by the authorized intermediary. You must instruct the financial intermediary managing your Kering shares to send written confirmation by post, at least four days before the Ordinary General Meeting date, to CACEIS Corporate Trust, Assemblées générales centralisées, 14 rue Rouget de Lisle, 92862 Issy-les-Moulineaux Cedex 9, France, or by email or fax, at least one day before the Ordinary General Meeting date, to ct-mandataires-assemblees@caceis.com.

Only proxy forms (appointment or cancellation of a proxy) that have been duly signed, completed and confirmed at least four days before the Ordinary General Meeting date via Votaccess, or the day before the Ordinary General Meeting at 3 p.m. (Central European Time) at the latest for forms sent by email, will be processed. Please note that only forms for the appointment or cancellation of a proxy may be sent to the email address provided above. Any other requests sent to this email address will not be taken into account or processed.

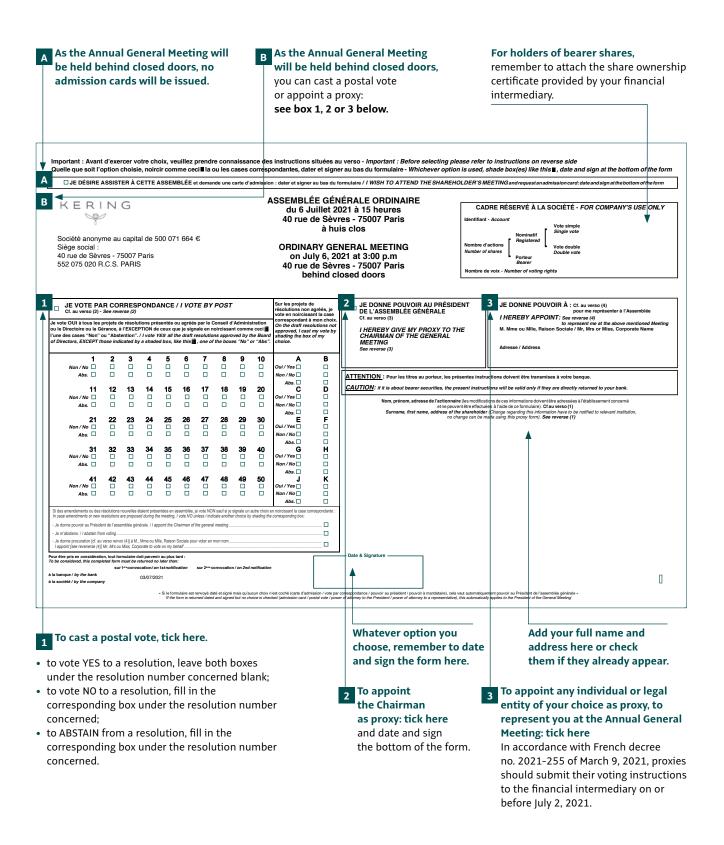
#### Written questions

In accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code, shareholders are entitled to submit written questions on the items on the agenda of this Ordinary General Meeting. In accordance with Article 8-2, II of French decree no. 2020-418 of April 10, 2020 as extended and amended by French decree no. 2020-1614 of December 18, 2020, questions must be

sent to the registered office by registered letter with return receipt or by email to AG2021proxy@kering.com and be received before the end of the second business day before the Ordinary General Meeting, i.e., July 2, 2021. They must be accompanied by a share ownership certificate from the share register held by the Company or the bearer share register held by an authorized intermediary.

<sup>(1)</sup> The financial institution managing your account may specify certain terms and conditions of use for accessing the Votaccess platform via its website. Accordingly, holders of bearer shares who wish to use this service are advised to contact the financial institution managing their account for details of such terms and conditions.

### HOW TO FILL IN YOUR FORM





### AGENDA FOR THE ORDINARY GENERAL MEETING

The shareholders are invited to participate remotely in an Ordinary General Meeting to be held on Tuesday, July 6, 2021 at 3 p.m. in order to deliberate on the agenda set forth below. The Ordinary General Meeting will take place behind closed doors.

## Single ordinary resolution

Authorization for the Board of Directors to purchase, retain or transfer the Company's shares

### DRAFT SINGLE RESOLUTION AND PURPOSE

#### **Purpose**

In light of the continuous rise in the Company's share price, which over the last several weeks has exceeded the maximum purchase price of €700 set by the fourteenth resolution approved by the shareholders at the Annual General Meeting of April 22, 2021, shareholders are invited to increase the maximum price at which the Company may purchase its own shares to €1,000 per share, limited to a number of shares representing a maximum of 10% of the Company's share capital.

This new resolution authorizing the Board of Directors to purchase the Company's shares would be valid for a period of 18 months as from the date of this Ordinary General Meeting, save during an offer period, canceling the unused part of the prior authorization granted for the same purpose by the Annual General Meeting of April 22, 2021.

For information purposes, at May 1, 2021, the Company's share capital consisted of 125,017,916 shares. On this basis, the maximum amount of the funds intended for implementation of this stock repurchase program would be €12,501,791,000 corresponding to the purchase of 12,501,791 shares.

The objectives that could be pursued within the scope of these transactions involving the purchase by the Company of its own shares are unchanged from the objectives set in the prior authorization granted by the Annual General Meeting of April 22, 2021, and are defined in the draft resolution. They include, in particular, the cancellation by the Company of its own shares, the allotment of shares to the Company's employees or corporate officers within the scope of free share plans or stock purchase option plans, and the acquisition of shares for the purpose of ensuring liquidity and maintaining the Company's share price as part of a liquidity agreement, or of retaining the shares and where applicable selling, transferring or exchanging them in external growth transactions.

#### Authorization for the Board of Directors to purchase, retain or transfer the Company's shares

Deliberating in accordance with the rules of quorum and majority applicable to ordinary general meetings, having reviewed the Board of Directors' report, and in accordance with Articles 241-1 et seq. of the AMF General Regulations, the Ordinary General Meeting:

1. authorizes the Board of Directors, with the option to subdelegate such authorization under the conditions set by law or in the Articles of Association, to purchase or arrange for the purchase of the Company's shares, on one or more occasions, at times it considers appropriate, limited to a number of shares representing a maximum of 10% of the capital at any time, in accordance with Articles L. 225-210 et seq. and L. 22-10-62 et seq. of the French Commercial Code and Regulation (EU) 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse. This percentage will apply to the

capital adjusted to take into account transactions with regard to the capital carried out after this Ordinary General Meeting (for information purposes, at May 1, 2021, this would represent 12,501,791 shares). In the case of shares purchased under a liquidity agreement, (i) the number of shares included for the calculation of the 10% ceiling corresponds to the number of shares purchased, less any shares sold during the authorization period, and (ii) the maximum percentage of shares purchased by the Company with the aim of retaining and subsequently exchanging them or tendering them as payment in connection with an external growth transaction, a merger, demerger or contribution, will be limited to 5% of the share capital, at any time whatsoever, in accordance with applicable legal provisions. Shares purchased by the Company may under no circumstances result in it holding, directly or indirectly through subsidiaries, more than 10% of its share capital;

- 2. resolves that purchases, disposals, exchanges and transfers of shares may be made in any way permitted under current or future regulations, on all markets, including through multilateral trading systems (MTF) or a systematic internalizer or over-the-counter, including by acquisition or sale of blocks (without limiting the portion of the stock repurchase program that may be carried out in this way), such means including the implementation of option strategies (purchase and sale of call and put options, and all combinations thereof), in accordance with regulations in force, through a public offering at any time, except in the case of a third party exchange or tender offer for the Company's shares;
- resolves that shares may be purchased, sold, exchanged or transferred in order to:
  - ensure liquidity or 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 recognized by the AMF, or
  - use all or some of the shares purchased to meet obligations related to stock purchase option plans, free share plans (for existing shares), the allotment of shares under the French statutory profit-sharing plan and any other allotment to employees and executive corporate officers, including the implementation of savings plans for employees and executive corporate officers of the Company and/or of affiliated French or foreign companies under the conditions and in accordance with the terms and conditions provided for by law, and to transfer or allocate shares to them in accordance with applicable laws and regulations in France or any other jurisdiction, or
  - enable investment or financing by subsequently tendering shares (in connection with an exchange, payment or otherwise) as part of an external growth transaction, merger, demerger or contribution, or
  - deliver shares on exercise of rights attached to securities carrying rights to shares in the Company through redemption, conversion, exchange, presentation of a warrant or negotiation in any other way, or
  - cancel all or part of the shares purchased under the conditions and within the limits provided for in Article L. 22-10-62 of the French Commercial Code;
- 4. resolves that the maximum purchase price will be set at €1,000 per share (or the exchange value of this amount on the same date in any other currency), excluding acquisition fees. The Ordinary General Meeting further delegates its power to the Board of Directors, with the option to sub-delegate such power under the conditions set by law or in the Articles of Association,

- in the event of a change in the par value of the shares, a share capital increase by capitalization of reserves, a free share grant, or a share split or reverse share split, to adjust this amount to account for the impact of these transactions on the share price;
- 5. pursuant to Article R. 225-151 of the French Commercial Code, sets the total maximum amount of the stock repurchase program, authorized above, at €12,501,791,000 (excluding acquisition costs) given the maximum purchase price of €1,000 per share applicable to the maximum number of 12,501,791 shares that may theoretically be acquired based on the share capital at May 1, 2021 and excluding treasury shares;
- grants full powers to the Board of Directors, which may be delegated in accordance with the law, to place any and all buy and sell orders on or off the market, except during the period of an offer for the Company's shares, use or re-use the shares purchased for various objectives in accordance with applicable laws and regulations, enter into agreements, in particular with a view to keeping registers of share purchases and sales, prepare all documents, complete all formalities, make all disclosures and filings with the AMF and any other bodies of the transactions carried out under this resolution. set the terms and conditions for protecting, where appropriate, the rights of holders of securities carrying rights to shares in the Company and beneficiaries of options in accordance with applicable regulations and, generally, do all that will be necessary, including signing all sale or transfer agreements, entering into liquidity or other agreements, making the relevant disclosures and completing all the necessary formalities;
- 7. further grants the Board of Directors full powers, which may be delegated under the conditions set by law or in the Articles of Association, if the objectives authorized for stock repurchase programs were to be extended or supplemented by law or by the AMF, to inform the public of any possible changes in the program in relation to the changed objectives in accordance with applicable laws and regulations;
- 8. formally notes that the Board of Directors must inform the Ordinary General Meeting of transactions carried out within the scope of this resolution;
- sets at 18 months, from the date of this Ordinary General Meeting, the period of validity of this authorization;
- 10. formally notes that this authorization cancels the unused part of the authorization for the same purpose given to the Board of Directors by the Annual General Meeting of April 22, 2021, in its fourteenth resolution.

# REQUEST FOR ADDITIONAL DOCUMENTS AND INFORMATION

In accordance with Article R. 225-88 of the French Commercial Code, from the date of the Notice of Meeting and until the fifth day before the Ordinary General Meeting, any shareholder owning registered shares or proving ownership of bearer shares may fill out 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: Kering – Direction Juridique (Legal Department) 40 rue de Sèvres – 75007 Paris, France

Mr., Mrs., Ms
(please write in capital letters)
Full address:
Tun duaress.
Owner of: (total number of shares):
registered shares, recorded in the account;
bearer shares, recorded in the account held with <sup>(1)</sup>
(1) Name and address of the financial intermediary managing the account.
After reviewing the documents attached to this form relating to the Ordinary General Meeting on July 6, 2021, 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)
NB:
• the 2020 Universal Registration Document comprises the parent company and consolidated financial statements for the year ended December 31, 2020, 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 on corporate governance 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 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 for each subsequent General Meeting. To benefit from this option, check 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 for each subsequent General Meeting. To benefit from this option, please provide 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@kering.com.

### Kering

Société anonyme (a French corporation) with a share capital of €500,071,664 Registered office: 40 rue de Sèvres – 75007 Paris 552 075 020 RCS Paris – SIRET 552 075 020 00 545

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