

# RICHEMONT

## NOTICE OF MEETING

The Annual General Meeting ('AGM') of shareholders of Compagnie Financière Richemont SA (the 'Company') will be held at 10.00 am at the Four Seasons Hotel des Bergues, 33 Quai des Bergues, 1201 Geneva, Switzerland on Wednesday, 16 September, 2015.

### Agenda

#### 1. Business Report

The Board of Directors proposes that the General Meeting, having taken note of the reports of the auditor, approve the consolidated financial statements of the Group, the financial statements of the Company and the directors' report for the business year ended 31 March 2015.

#### 2. Appropriation of profits

On 31 March 2015, the retained earnings available for distribution amounted to CHF 5 779 392 938. The Board of Directors proposes that a dividend of CHF 1.60 be paid per Richemont share. This is equivalent to CHF 1.60 per 'A' registered share in the Company and CHF 0.16 per 'B' registered share in the Company. This represents a total dividend payable of CHF 918 720 000, subject to a waiver by Richemont Employee Benefits Limited, a wholly owned subsidiary, of its entitlement to receive dividends on an estimated 10 million Richemont 'A' shares held in treasury. The Board of Directors proposes that the remaining available retained earnings of the Company at 31 March 2015, after payment of the dividend, be carried forward to the following business year.

#### 3. Discharge of the Board of Directors

The Board of Directors proposes that its members be discharged from their obligations in respect of the business year ended 31 March 2015.

#### 4. Election of the Board of Directors and its Chairman

The Board of Directors proposes that the following members be re-elected on an individual basis to serve for a further term of one year: 4.1 Johann Rupert, 4.2 Jean-Blaise Eckert, 4.3 Bernard Fornas, 4.4 Yves-André Istel, 4.5 Richard Lepeu, 4.6 Ruggero Magnoni, 4.7 Josua Malherbe, 4.8 Simon Murray, 4.9 Alain Dominique Perrin, 4.10 Guillaume Pictet, 4.11 Norbert Platt, 4.12 Alan Quasha, 4.13 Maria Ramos, 4.14 Lord Renwick of Clifton, 4.15 Jan Rupert, 4.16 Gary Saage, 4.17 Juergen Schrempp and 4.18 The Duke of Wellington. The Board of Directors further proposes that Johann Rupert be elected as its Chairman for a term of one year.

#### 5. Election of the Compensation Committee

The Board of Directors proposes the election, on an individual basis, of: 5.1 Lord Renwick of Clifton, 5.2 Yves-André Istel and 5.3 The Duke of Wellington to the Compensation Committee for a term of one year. If Lord Renwick of Clifton is elected, he will be appointed Chairman of the Compensation Committee.

#### 6. Re-election of the Auditor

The Board of Directors proposes that PricewaterhouseCoopers be reappointed for a further term of one year as auditor of the Company.

#### 7. Election of the Independent Representative

The Board of Directors proposes the election of Maître Françoise Demierre Morand, Etude Gampert & Demierre, Notaire, as independent representative of the shareholders for a term of one year.

## **8. Amendments to the Articles of Incorporation in line with the Ordinance against Excessive Compensation with respect to Listed Stock Corporations ('OaEC')**

The Board of Directors proposes that the Company's Articles of Incorporation be amended and/or supplemented as shown in the appendix to this notice of meeting. These amendments to the Articles of Incorporation will enter into force upon their registration in the Commercial Register. The appendix can be found on our website at <https://www.richemont.com/investor-relations/agm.html>

## **9. Votes on the aggregate amounts of the compensation of the Board of Directors and the Executive Management**

This is a new, binding vote following the entry into force of the OaEC, allowing shareholders to vote directly on the aggregate maximum compensation of the Board of Directors and the Executive Management.

### **9.1 Approval of the maximum aggregate amount of compensation of the members of the Board of Directors**

The Board of Directors proposes the approval of a maximum aggregate amount of compensation of CHF 10 271 000 for the members of the Board of Directors for the period from the closing of this AGM through to the 2016 AGM.

The proposed amount includes fixed compensation, attendance allowances and employers' social security contributions.

### **9.2 Approval of the maximum aggregate amount of fixed compensation of the members of the Senior Executive Committee**

The Board of Directors proposes the approval of a maximum aggregate amount of the fixed compensation of CHF 13 955 000 for the members of the Senior Executive Committee for the business year ended 31 March 2017.

This maximum amount includes fixed compensation and employers' social security contributions.

### **9.3 Approval of the maximum aggregate amount of variable compensation of the members of the Senior Executive Committee**

The Board of Directors proposes the approval of the aggregate variable compensation of the members of the Senior Executive Committee in an amount of CHF 23 689 640 for the business year ended 31 March 2015.

The components of the variable compensation, which includes short- and long-term incentives, are detailed in the Company's Compensation Report and include employers' social security contributions.

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The financial statements of the Group and of the Company, the directors' report, the compensation report and the related reports of the auditor for the year ended 31 March 2015, which are all contained in the Richemont Annual Report and Accounts 2015, will be available for inspection at the registered office of the Company from 22 July 2015 onwards. Printed versions of all such documents will be sent to shareholders upon request. The Richemont Annual Report and Accounts 2015 is also available on the Company's website at [www.richemont.com/investor-relations/reports](http://www.richemont.com/investor-relations/reports).

Shareholders entered in the share register, with the right to vote, by Monday, 7 September 2015 at 5.00 pm, are entitled to participate in the Annual General Meeting. Shareholders registered by that date will receive their admission cards (by priority mail) on request using the reply form enclosed with the invitation. The reply form or a corresponding notification must reach either the Company's registrar, SIX SAG AG ('SIX SAG'), Baslerstrasse 90, P.O. Box, 4609 Olten, or the independent representative of the shareholders, not later than Friday, 11 September 2015. Reply forms or notifications arriving after that date will not be taken into consideration.

Shareholders may either represent their shares themselves or have them represented, either by a third party, whether or not a shareholder, if the latter is given a written proxy or by the independent representative of the shareholders, Maître Françoise Demierre Morand, Etude Gampert & Demierre, Notaires, 19 rue Général-Dufour, case postale 5326, 1211 Geneva 11, Switzerland.

In 2015, Compagnie Financière Richemont SA provides the possibility to vote online for the first time. Shareholders may digitally despatch their voting instructions to the independent representative using SIX SAG's eComm-Portal. Personal login-keys and detailed instructions regarding the portal will be sent with the invitations to the AGM.

The meeting will be held in English with a simultaneous translation into French.

For the Board of Directors:

Johann Rupert  
Chairman

Bernard Fornas & Richard Lapeu  
Co-Chief Executive Officers

Bellevue Geneva, 20 July 2015