

## MEETING NOTICES

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### MEETINGS OF THE SHAREHOLDERS AND UNITHOLDERS

#### HERMES INTERNATIONAL

Partnership limited by shares with share capital of €53,840,400.12  
Registered office: 24, rue du Faubourg Saint-Honoré, 75008 Paris.  
Commercial and Company Register of Paris no. 572 076 396

#### Meeting notice

Dear Madam/Sir, the shareholders of the Hermès International Company are invited to attend the Combined General Meeting on Tuesday 3 June 2014 at 9.30 a.m. (reception as of 8.00 a.m.) at the Palais des Congrès, Grand Amphithéâtre, 2, avenue de la Porte-Maillot in Paris (17th arrondissement), in order to discuss the following agenda

#### Agenda

#### I. - Ordinary business

##### [1] Presentation of reports to be submitted to the Ordinary General Meeting

Executive Management's reports:

- on the financial statements for the year ended 31 December 2013 and on the Company's business operations for the period;
- on the management of the Group and on the consolidated financial statements for the year ended 31 December 2013;
- on resolutions relating to ordinary business.

Report from the Chairman of the Supervisory Board:

- on the corporate governance principles applied by the Company, on the composition of the Supervisory Board and on the application of the principle of gender parity within it, on the conditions for preparation and organisation of the Supervisory Board's work and on the internal control and risk management procedures instituted by the Company.

Supervisory Board's report

Statutory Auditors' reports:

- on the annual financial statements;
- on the consolidated financial statements;
- on related-party agreements and commitments;
- prepared in application of article L 226-10-1 of the Commercial code on the Report from the Chairman of the Supervisory Board.

##### [2] Vote on resolutions relating to ordinary business

First resolution - Approval of the parent company financial statements.

Second resolution - Approval of the consolidated financial statements.

Third resolution - Discharge of Executive Management

Fourth resolution - Appropriation of net income – Dividend distribution

Fifth resolution - Approval of related-party agreements and commitments.

Sixth resolution - Re-election of Mr. Éric de Seynes as Supervisory Board member for a term of three years.

Seventh resolution - Re-election of Mr. Renaud Momméja as Supervisory Board member for a term of three years.

Eighth resolution - Appointment of Mrs. Monique Cohen as a new Supervisory Board member for a term of three years as replacement for Mr. Maurice de Kervénoaël.

Ninth resolution - Supervisory board fees and remunerations

Tenth resolution - Approval of the commitments made to Mr. Axel Dumas regarding the cessation of his duties as Executive Chairman.

Eleventh resolution - Opinion on the compensation elements owed or allocated as of 5 June 2013 (date of his appointment as Executive Chairman) to 31 December 2013 to Mr. Axel Dumas.

Twelfth resolution - Opinion on the compensation elements owed or allocated in respect of the year ended 31 December 2013, to the company Émile Hermès SARL, Executive Chairman of the company.

Thirteenth resolution - Opinion on the compensation elements owed or allocated in respect of the year ended 31 December 2013 and from 1 to 31 January 2014 (date of the cessation of his duties as Executive Chairman), to Mr. Patrick Thomas.

Fourteenth resolution - Authorisation to the executive Management to trade in the Company's shares.

#### II. - Extraordinary business

##### [1] Presentation of reports to be submitted to the Extraordinary General Meeting

Executive Management's report:

- on resolutions relating to extraordinary business.

Supervisory Board's report

Statutory Auditors' report:

- on the capital reduction through the cancellation of purchased shares (thirteenth resolution);
- on the authorisation to allocate share purchase options (sixteenth resolution);
- on the allocation of existing free shares (nineteenth resolution).

Report from one of the statutory auditors, designated as the independent third party organisation, on the consolidated social, environmental and societal information contained in the management report

## [2] Vote on resolutions relating to extraordinary business

Fifteenth resolution - Authorisation to cancel some or all of the shares purchased by the Company (Article L 225-209 of the Commercial code) - General share cancellation programme

Sixteenth resolution - Authorisation to the Executive Management to grant share purchase options

Seventeenth resolution - Authorisation to the Executive Management to grant ordinary shares in the Company for no consideration

Eighteenth resolution - Modification of article 18 of the articles of incorporation for the purposes of determining the provisions for the appointment of Supervisory board members representing the employees in compliance with the provisions of the law of 14 June 2013 relative to the safeguarding of employment, and also to include an indication therein of the existence of rules of procedure.

Nineteenth resolution - Powers.

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Every shareholder or shareholder's representative has the right to attend the meeting and to take part in the discussions, irrespective of the number of this person's shares. However, to be allowed to attend this meeting, to be represented or to vote by post, shareholders must first have proven their capacity by the recording for accounting purposes of their shares in their names (or that of the intermediate listed on their behalf if their residence is not within France) by midnight (00:00), Paris time, on the third business day prior to the General Meeting, i.e. Thursday 29 May 2014 at midnight (00:00):

- in the registered share accounts held for the Company by its agent BNP Paribas Securities Services or,
- in the bearer share accounts held by the financial intermediary with which their securities are registered in an account

Shareholders can choose from one of the three following formulas in order to participate in the General Meeting:

- personally attending the meeting;
- by post: voting or being represented by providing a proxy to the meeting Chairman or to an agent;
- By Internet: voting or being represented by providing a proxy to the meeting Chairman or to an agent;

### If you wish to attend the Hermès International General Meeting

To facilitate access of the shareholders to the General Meeting, they are asked to obtain, prior to the meeting, an admission card that they will receive by mail or that they can download, by proceeding in the following manner:

- if they have not selected e-invitations, registered shareholders automatically receive the participation form by mail, together with the meeting notice, that is to be filled out and returned using the postage paid return envelope. Every registered shareholder can also now obtain an admission card online. A shareholder wishing to do so simply visits the GISPROXY site, and uses the access code as explained in the paragraph "Vote by Internet" below.
- a bearer shareholder must obtain, from his/her financial intermediary, a certificate that establishes his/her capacity as shareholder on the application date. The intermediary will then look after sending this certificate to BNP Paribas Securities Services, that will provide the shareholder with an admission card.

If the shareholder has not received an admission card by the third business day prior to the General Meeting, it will be necessary to request a participation certificate from the account-keeping institution for bearer shareholders, while registered shareholders can simply present themselves at the General Meeting.

On the day of the meeting, shareholders must prove their capacity and identity as part of the registration formalities.

### If you cannot attend the Hermès International General Meeting

A shareholder unable to attend the General Meeting can participate therein by post or Internet, either by voting or by granting a proxy to the meeting Chairman, or to any other person selected for this purpose.

### Vote or proxy by post (with the paper form)

For registered shareholders, the participation form that is to be filled out is automatically enclosed with the meeting notice.

For bearer shareholders, requests must be submitted to the account-keeping institution that looks after submitting the participation form together with a participation certificate, to BNP Paribas Securities Services. In order to be processed, the request for a participation form must be received on Wednesday 28 May 2014 at the latest. To be taken into account, this duly completed form will then have to reach BNP Paribas Securities Services by midnight (00:00), Paris time, on Friday 30 May 2014.

In compliance with the provisions of Commercial code article R.225-79, the notification of the appointment and dismissal of an agent can firstly be made by postal mail in the same form as the one required for the appointment, and must be communicated to the General Meeting service of BNP Paribas Securities Services.

### Vote or proxy by Internet:

Shareholders now have the option of voting by Internet prior to the General Meeting, via a dedicated secure site, under the following conditions:

#### *Registered shareholders:*

Direct registered shareholders wishing to vote by Internet before the meeting will have to connect to the address of the Internet site indicated below, using the log-in number and password that have been provided to them.

Administered registered shareholders can request a password by mail by contacting the GISPROXY site and using the log-in located in the upper right of the participation form sent with the meeting notice.

#### *Bearer shareholders:*

Bearer shareholders wishing to vote by Internet before the meeting must contact their account-keeping institution in order to request a participation certificate, while also providing their e-mail address. The account-keeping institution will send the participation certificate and the e-mail address to BNP Paribas Securities Services, the manager of the Internet-based voting site. BNP Paribas Securities Services will use this e-mail address to provide the shareholder with a log-in and password that can then be used to connect to the site at the address given below.

In both cases, shareholders must follow the instructions shown on the screen.

The dedicated secure site for voting prior to the meeting will be accessible as of 13 May 2014. The possibilities for voting by Internet before the meeting will be interrupted at 3pm (Paris time) on the day before the meeting, i.e. Monday 2 June 2014.

To avoid any possible congestion on the dedicated secure Internet site, it is recommended that shareholders should avoid waiting until the day before the meeting in order to vote.

Address of the dedicated secure site: “ <https://gisproxy.bnpparibas.com/hermesinternational.pg> “

It is stipulated that:

Any shareholder who has already voted, requested an admission card or a participation certificate (Commercial code article R.225-85):

- can no longer choose a different participation means;
- can sell all or some of his/her shares.

However, if the sale occurs before midnight (00:00), Paris time, on Thursday 29 May 2014, the Company invalidates or accordingly modifies, as relevant, the vote submitted remotely, the proxy, the admission card or the participation certificate. For this purpose, the authorised account-holding intermediary informs the Company or its agent of the sale, while providing all necessary information. No sale or operation carried out after midnight (00:00), Paris time, on Thursday 29 May 2014, irrespective of the means employed, will be indicated by the authorised intermediary or taken into account by the Company, notwithstanding any contrary agreement.

Shareholders can now provide a proxy by Internet, according to the following provisions:

*Direct registered shareholders:*

- shareholders can submit their request on Planetshares, under the heading My Shares, by connecting using their usual log-in details and going to the page “My shareholder space - My general meetings” and then clicking on the button “Appointing or dismissing a proxy”.

*Bearer or administered registered shareholders:*

- shareholders must send an e-mail to the address [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com). This e-mail must necessarily contain the following information: Company name and meeting date, surname, first name, address, bank references of the principal as well as the surname, first name and if possible address of the agent,
- the shareholder must necessarily ask his/her financial intermediary looking after the management of his/her securities account to send a written confirmation to the General Meetings department of BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin 9, rue du Débarcadère, 93761 Pantin Cedex.

Only notifications of the appointment or dismissal of proxies must be sent to the abovementioned e-mail address, as any other request or notification relating to any other subject will not be taken into account and/or processed.

In order for the proxy appointments or dismissals conveyed by e-mail to be validly taken into account, the confirmations will have to be received at the latest by 3pm (Paris time) on the day before the meeting. The proxy appointments or dismissals conveyed on paper will have to be received at the latest 3 calendar days before the meeting date.

In accordance with Commercial code article R.225-84, a shareholder wishing to ask written questions can submit the said questions to the Management by recorded delivery letter sent to the Company’s head office, until the fourth business day prior to the meeting, i.e. until midnight (00:00), Paris time, on Tuesday 27 May 2014. For bearer shareholders, these questions must be accompanied by a certificate of shareholder account registration.

The documents that must be made available to the shareholders as part of this General Meeting will be available at the Company’s administrative head office (Physical address: Hermès International, Legal Department, Corporate and Market Law Service, and 20, rue de la Ville l’Evêque, 75008 Paris), and will be available for consultation on the site <http://finance.hermes.com/> as of 13 May 2014, under the conditions established by the applicable legal and regulatory provisions.

*Executive Management.*

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