



# HERMES INTERNATIONAL

## COMBINED GENERAL MEETING OF JUNE 4, 2019 ADDENDUM TO THE NOTICE OF MEETING

### 12<sup>TH</sup> AND 13<sup>TH</sup> RESOLUTIONS: APPOINTMENT OF TWO NEW MEMBERS TO THE SUPERVISORY BOARD

#### **Purpose:**

The mandate of Mr. Robert Peugeot, an independent member of the Supervisory Board of Hermes International since 2007 and member of the Audit and Risk Committee and the CAG-CSR Committee, expires at the end of this General Meeting.

Mr. Robert Peugeot reached 12 years of office on 24 January 2019. He has therefore lost his status as independent Board member of the Supervisory Board according to the criteria set out in the AFEP-MEDEF Corporate Governance Code.

Mr. Robert Peugeot was reappointed for a one-year term at the General Meeting of 5 June 2018 to replace him under the best possible conditions by a new member of the Supervisory Board with independent status at the 2019 General Meeting, the Supervisory Board had deemed that it was preferable for the proportions of independent members on the Board (25%) and the Audit and Risk Committee (40%) to be slightly below the requirements of the AFEP-MEDEF Code for a short period of a few months rather than waive one of the independence criteria concerning Mr. Robert Peugeot.

Ms. Sharon MacBeath resigned from her mandate as a member of the Supervisory Board as of 20 March 2019 for personal reasons.

On the publication date of the registration document on 10 April 2019, the Board, in conjunction with the CAG-CSR Committee, continued its selection process in order to propose the appointment of two new independent members to the General Meeting of 4 June 2019. This process has since been successful and has allowed the CAG-CSR Committee to submit the candidature of two people.

In the 12<sup>th</sup> resolution, it is proposed that you appoint Mr. Alexandre Viros as a member of the Supervisory Board to replace Mr. Robert Peugeot, whose term of office is due to expire.

Mr. Alexandre Viros will bring to the Supervisory Board his expertise in the world of e-commerce and distribution, his knowledge of customer relations and his ability to evolve in industries undergoing profound transformation and disruptive models. Thanks to his background and his Franco-American culture, he will also bring his great open-mindedness, his innovative approach to subjects and a sharp eye on the digital world.

In accordance with the principle of one-third renewal of the Supervisory Board, as set out in Article 18.2 of the Articles of Association, his first term of office will be for a period of two years.

In the 13<sup>th</sup> resolution, it is proposed that you appoint Mrs. Estelle Brachlianoff as a member of the Supervisory Board to replace Mrs. Sharon MacBeath.

Mrs Estelle Brachlianoff will bring to the Supervisory Board her experience as a high-level manager in a group with an international dimension, in managing structures undergoing transformation, as well as her skills in CSR. She will also bring her dynamism, intellectual agility and the particular care she gives to the quality of human relations in organizations.

In accordance Article 18.2 of the Articles of Association, her first term of office will be for a period of three years.

Mr. Alexandre Viros and Mrs. Estelle Brachlianoff meet all the independence criteria and can therefore be qualified as independent members. They are both intended to integrate the Audit and Risk Committee. Mrs. Estelle Brachlianoff is also intended to join the CAG-CSR Committee.

The appointments proposed to you will lead to the following proportions:

- 50% women and 50% men on the Supervisory Board,
- one-third of independent Board's members,
- 60% of independent members within the Audit and Risk Committee, and
- two-third of independent members within the CAG-CSR Committee.

The Executive Management Board of the Active Partner and the Supervisory Board will have to approve these proposals and the text of the 12<sup>th</sup> and 13<sup>th</sup> amended resolutions, before the General Meeting is held.

Information on the persons whose appointment is subject to your approval can be found on the following pages.

**Twelfth resolution:**

**Appointment of Mr. Alexandre Viros as new member of the Supervisory Board for a term of two years to replace Mr. Robert Peugeot**

On proposal of the Active Partner, the General Meeting, acting under the quorum and majority requirements applicable to Ordinary General Meetings, appoints the following to be member of the Supervisory Board to replace Mr. Robert Peugeot whose mandate expires:

Mr. Alexandre Viros

In application of Article 18.2 of the Articles of Association, in order to guarantee the replacement of one-third of the Supervisory Board members each year, his mandate, lasting two years, will expire at the end of the Annual General Meeting called in 2021 to approve the financial statements for the financial year ended on 31 December 2020.

Mr. Alexandre Viros announced that he would accept the appointment and that he does not hold any position and is not subject to any restriction that could prevent him from exercising any such duty.

**Thirteenth resolution:**

**Appointment of Mrs. Estelle Brachlianoff as new member of the Supervisory Board for a term of three years to replace Mrs. Sharon MacBeath**

On proposal of the Active Partner, the General Meeting, acting under the quorum and majority requirements applicable to Ordinary General Meetings, appoints the following as a member of the Supervisory Board, to replace Mrs. Sharon MacBeath:

Mrs. Estelle Brachlianoff

Pursuant to Article 18.2 of the Articles of Association, her mandate for a period of three years will expire at the end of the Annual Ordinary General Meeting called in 2022 to approve the financial statements for the financial year ending 31 December 2021.

Mrs. Estelle Brachlianoff announced that she would accept the appointment and that she does not hold any position and is not subject to any restriction that could prevent her from exercising any such duty.

Information on the persons whose appointment is subject to the approval of the Combined General Meeting.

## ALEXANDRE VIROS

<b>Position held</b>	Independent Member of the Hermès International Supervisory Board <sup>(1)</sup>		
<b>Membership of committees of the Board <sup>(2)</sup></b>	Member of the Audit and Risk Committee Member of the CAG-CSR Committee		
<b>Date of first appointment</b>	2019 GM		
<b>Date term ends</b>	2021 GM		
<b>Age in 2019 (date of birth)</b>	41 years (8 January 1978)		
<b>Nationality</b>	French and American		
<b>Address</b>	c/o Hermès International, 24, rue du Faubourg-Saint-Honoré 75008 Paris		
<b>Shares held on 10 May 2019</b>	none		
<b>Summary of main areas of expertise and experience</b>	<p>Mr. Alexandre Viros is a qualified philosophy teacher (agrégé) with a master's degree (DEA) in cognitive science from <i>École des Hautes Études en Sciences Sociales</i> (EHESS) and is graduated from the <i>Institut d'Études Politiques de Paris</i>. Mr. Alexandre Viros started his career in 2001 in higher education &amp; research. In 2002 he became Parliamentary Assistant at the French Parliament. He joined the Boston Consulting Group (BCG) in Paris in 2004 where, for 4 years, he worked mainly in services (transport, banking, insurance, media). In 2008 he moved to the Strategy Department at Fnac Group before being appointed head of its music and audio unit. In 2012 he was named sales director at France Billet, a Fnac Group subsidiary, and became its Chairman a year later. From there, he was appointed Marketing &amp; E-Commerce Director of FNAC Darty Group from June 2016 and joined the Executive Committee. Since February 2018, Mr. Alexandre Viros has been the Chief Executive Officer of OUI.sncf (formerly voyages-sncf.com), member of the SNCF Mobilités Executive Committee.</p>		
<b>Main activities outside the Company</b>	Chief Executive Officer of OUI.sncf		
<b>Current directorships and appointments</b>	<b>in Hermès Group Companies</b>	<b>French Companies ▲</b> <i>none</i>	<b>Foreign Companies ▲</b> <i>none</i>
	<b>outside Hermès Group companies</b>	<b>French Companies</b> <b>◆ OUI.sncf</b> Chief Executive Officer, member of the Executive Committee <b>◆ E-Voyageurs Groupe (SAS)</b> Chief Executive Officer and director <b>◆ Agence-Oui.sncf (SAS)</b> Chairman <b>◆ Rail Europe SAS</b> Member of the Supervisory Board	<b>Foreign Companies</b> <b>◆ Loco 2 Holding :</b> Director
<b>Past directorships expiring within the last five years</b>	<b>French Companies</b> <b>◆ Fnac-Darty Group</b> Executive Vice President Marketing and E-commerce, member of the Executive Committee ( <i>term ended on 31/01/2018</i> )	<b>Foreign Companies</b> <i>none</i>	

▲ Hermès Group entity • Listed company ✱ Office taken into account when calculating multiple directorships

(1) Subject to the decisions of the Ordinary General Meeting of 4 June 2019

(2) Subject to the decisions of the Ordinary General Meeting of 4 June 2019 and to the decisions of the Supervisory Board

## ESTELLE BRACHLIANOFF

<b>Position held</b>	Independent Member of the Hermès International Supervisory Board <sup>1</sup>
<b>Membership of committees of the Board</b> <sup>(2)</sup>	Member of the Audit and Risk Committee Member of the CAG-CSR Committee
<b>Date of first appointment</b>	2019 GM
<b>Date term ends</b>	2022 GM
<b>Age in 2019 (date of birth)</b>	47 years (26 July 1972)
<b>Nationality</b>	French
<b>Address</b>	c/o Hermès International, 24, rue du Faubourg-Saint-Honoré 75008 Paris
<b>Shares held on 10 May 2019</b>	none
<b>Summary of main areas of expertise and experience</b>	<p>Mrs. Estelle Brachlianoff is graduated from the <i>Ecole Polytechnique</i> and from the <i>Ecole des Ponts et Chaussées</i>.</p> <p>Mrs. Estelle Brachlianoff began her career in transport infrastructures and among other things worked with the Prefect of the Ile-de-France Region on transport and town planning issues. She joined Veolia in 2005 and in 2007 took on the management of the Industrial Cleaning and Facilities Management activities, before managing the Waste activities in Ile-de-France in 2010 and in the United Kingdom in 2012. Since 2013, she has been a member of Veolia's Executive Committee and from 2013 to 2018 Senior Executive Vice President, United Kingdom &amp; Ireland and. Since September 1, 2018 Mrs. Estelle Brachlianoff has been the Chief Operating Officer of Veolia.</p>
<b>Main activities outside the Company</b>	Chief Operating Officer of Veolia, member of the Executive Committee Member of the Chair's Committee of the Confederation of British Industry (CBI) and President of the French Chamber of Great Britain

	<b>in Hermès Group Companies</b>	<b>French Companies ▲</b>	<b>Foreign Companies ▲</b>
		<i>none</i>	<i>none</i>
	<b>outside Hermès Group companies</b>	<b>French Companies</b> ♦ <b>Veolia Environnement</b> Chief Operating Officer, member of the Executive Committee ♦ <b>SARP</b> Director ♦ <b>SARP Industries</b> Director ♦ <b>Veolia Eau – Compagnie Générale des Eaux</b> Member of the Supervisory Board ♦ <b>Veolia Energie France</b> Chairman ♦ <b>Véolia Energie International</b> Chairman – Chief Executive Officer and director ♦ <b>Veolia Propreté</b> Chairman ♦ <b>Veolia Water</b> Chairman	<b>Foreign Companies</b> ♦ <b>Comgen Australia</b> Chairman and director ♦ <b>VE Development Centre</b> Director ♦ <b>Veolia Africa</b> Chairman – Chief Executive Officer and director ♦ <b>Veolia China Holding</b> Chairman and director ♦ <b>Veolia Decommissioning Services Norway AS</b> Director ♦ <b>Veolia Energy UK Plc.</b> Director ♦ <b>Veolia Environmental Services Australia</b> Chairman and director ♦ <b>Veolia Environmental Services China</b> Chairman and director
<b>Current directorships and appointments</b>			

**Current  
directorships  
and  
appointments**

**outside Hermès  
Group companies**

**French Companies**

**Foreign Companies**

- ◆ **Veolia Environmental Services UK**  
Director
- ◆ **Veolia ES Holding UK**  
Director
- ◆ **Veolia Holding America Latina, S.A.**  
Chairman
- ◆ **Veolia Japan K.K.**  
Director
- ◆ **Veolia UK Limited**  
Director
- ◆ **Veolia Water Limited**  
Director

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**Past directorships expiring within the  
last five years**

**French Companies**

- ◆ **Zodiac Aerospace**  
Member of the Supervisory Board and member of the Appointments Committee  
(term ended on 13/02/2018)

**Foreign Companies**

*none*

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▲ Hermès Group entity ● Listed company ✱ Office taken into account when calculating multiple directorships

(1) Subject to the decisions of the Ordinary General Meeting of 4 June 2019

(2) Subject to the decisions of the Ordinary General Meeting of 4 June 2019 and to the decisions of the Supervisory Board



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