

## 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 2 June 2015 at 10.00 a.m. (reception as of 8.30 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 2014 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 2014;
- 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 - Distribution of an ordinary dividend and of an exceptional dividend;

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

Sixth resolution - Re-election of Mr. Matthieu Dumas as Supervisory Board member for a term of three years.

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

Eighth resolution - Re-election of Mr. Robert Peugeot as Supervisory Board member for a term of three years;

Ninth resolution - Opinion on the compensation elements owed or allocated in respect of the year ended 31 December 2014, to Mr. Axel Dumas, Executive Chairman of the Company;

Tenth resolution - Opinion on the compensation elements owed or allocated in respect of the year ended 31 December 2014, to the company Emile Hermès SARL, Executive Chairman of the Company;

Eleventh 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 (fourteenth resolution);
- on the allocation of existing free shares (fifteenth resolution);
- on the issue of shares and/or of various marketable securities with continuation and/or cancellation of the pre-emptive subscription right (seventeenth and eighteenth resolutions);
- on the issue of shares and/or marketable securities giving access to company equity, reserved for members of a company or group savings plan (nineteenth resolution);
- on the issue of shares and/or of various marketable securities with cancellation of the pre-emptive subscription right (twentieth resolution);
- on the issue of shares and/or of various marketable securities providing access to the company capital, in order to compensate contributions in kind (twenty-first 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

Twelfth resolution - Modification of article 24.2 of the articles of association in order to bring it into compliance with article R 225-85 of the Commercial code resulting from decree n° 2014-1466 of 8 December 2014 that modified the method for determining the "record date" for participation in general meetings;

Thirteenth resolution - Authorisation to the Executive Management in order to reduce the capital by means of cancelling all or some of the Company's treasury shares (Article L 225-209 of the Commercial code) - General share cancellation programme;

Fourteenth resolution - Authorisation to the Executive Management to grant share purchase options;

Fifteenth resolution - Authorisation to the Executive Management so as to carry out allotments of existing ordinary shares of the Company for no consideration;

Sixteenth resolution - Delegation of authority to the Executive Management in order to increase the capital by capitalisation of reserves, profits and/or premiums and free share distribution and/or increase of the par value of existing shares;

Seventeenth resolution - Delegation of authority to be granted to the Executive Management in order to decide on the issue of shares and/or any other marketable securities giving access to equity while continuing the pre-emptive subscription right;

Eighteenth resolution - Delegation of authority to be granted to the Executive Management in order to decide on the issue of shares and/or any other marketable securities giving access to equity while cancelling the pre-emptive subscription right but with the possibility of establishing a priority timeframe, by public offering;

Nineteenth resolution - Delegation of authority to be granted to the Executive Management in order to decide on the increase of the issued capital by issuing of shares and/or any other marketable securities giving access to equity, reserved for the members of a company or group savings plan, while continuing the pre-emptive subscription right;

Twentieth resolution - Delegation of authority to be granted to the Executive Management in order to decide on the issue of shares and/or any other marketable securities giving access to equity while cancelling the pre-emptive subscription, by private investment according to article L 411-2, II of the Monetary and Financial Code;

Twenty-first resolution - Delegation of authority to be granted to the Executive Management in order to decide on the issue of shares and/or marketable securities giving access to equity, with cancellation of the pre-emptive subscription right, in order to compensate for contributions in kind granted to the company and involving equity securities or marketable securities giving access to equity;

Twenty-second 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 registration of their shares in their names (or that of the intermediary listed on their behalf if their residence is not in France) by midnight (00:00), Paris time, on the second business day (= Market days) prior to the Meeting, i.e. Friday 29 May 2015 at midnight:

- 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 second 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 27 May 2015 at the latest.

To be taken into account, this duly completed form will then have to reach BNP Paribas Securities Services on Friday 29 May 2015.

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 12 May 2015. The possibilities for voting by Internet before the meeting will be interrupted at 3 pm (Paris time) on the day before the meeting, i.e. Monday 1 June 2015.

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 Friday 29 May 2015, 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 Friday 29 May 2015, 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 must send an e-mail to the address [paris.bps2.france.cts.mandats@bnpparibas.com](mailto:paris.bps2.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,

*Bearer or administered registered shareholders:*

- shareholders must send an e-mail to the address [paris.bps2.france.cts.mandats@bnpparibas.com](mailto:paris.bps2.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.

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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 Wednesday 27 May 2015. 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, 20, rue de la Ville l'Evêque, 75008 Paris), and will be available for consultation on the site <http://finance.hermes.com/> as of 11 May 2015, under the conditions established by the applicable legal and regulatory provisions.

*Executive Management.*