

**Compagnie Financière Richemont SA**

**Depository Receipts issued by Richemont Securities SA ("Richemont Securities" or "Richemont")**  
**(Incorporated in Switzerland)**

**ISIN: CH0045159024**

**Depository Receipt Code: CFR**

## **RICHEMONT**

### **NOTICE OF MEETING**

The Annual General Meeting ('AGM') of shareholders of Compagnie Financière Richemont SA (the 'Company') will be held at 10:00 at the Four Seasons Hotel des Bergues, 33 Quai des Bergues, 1201 Geneva, Switzerland on Wednesday, 7 September 2022.

#### **Agenda**

##### **1. Annual 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 2022.

##### **2. Appropriation of profits**

On 31 March 2022, the retained earnings available for distribution amounted to CHF 6 251 616 812. The Board of Directors proposes that an ordinary dividend of CHF 2.25 be paid per 'A' registered share in the Company and CHF 0.225 per 'B' registered share in the Company and an additional special dividend of CHF 1.00 per 'A' registered share in the Company and CHF 0.10 per 'B' registered share in the Company. This represents a total dividend payable of CHF 1 866 150 000, subject to a waiver by Richemont Employee Benefits Limited, a wholly owned subsidiary, of its entitlement to receive dividends on an estimated 6 million Richemont 'A' shares held in treasury. The Board of Directors proposes that the remaining available retained earnings of the Company at 31 March 2022, after payment of the dividend, be carried forward to the following business year.

##### **3. Release of the Board of Directors and the Members of the Senior Executive Committee**

The Board of Directors proposes that its members and the members of the Senior Executive Committee be released from their liabilities in respect of the business year ended 31 March 2022.

##### **4. Designation of a representative of the 'A' shareholders for the election to the Board of Directors**

Bluebell Capital Partners Ltd ('Bluebell'), in its capacity as investment manager of (i) the Bluebell Active Equity Master Fund ICAV and (ii) Bluebell Capital Co-Investment Fund I LP, proposes that 4.1 Francesco Trapani be designated as representative of the 'A' shareholders for the election to the Board of Directors.

The Board of Directors recommends to vote against the proposal of Bluebell.

The Board of Directors further proposes that, 4.2 Wendy Luhabe be designated as representative of the 'A' shareholders for the election to the Board of Directors.

The reasons for the Board of Director's recommendation to vote against the designation of Francesco Trapani as representative of the 'A' shareholders, and for its proposal to designate instead Wendy Luhabe in this capacity, will be communicated separately.

Only holders of 'A' shares will be entitled to vote on this agenda item. The candidate with the highest number of votes shall be designated as representative of the 'A' shareholders for the election to the Board of Directors.

##### **5. 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 ending at the 2023 AGM:

5.1 Johann Rupert as a member and as Chairman of the Board in the same vote, 5.2 Josua Malherbe, 5.3 Nikesh Arora, 5.4 Clay Brendish, 5.5 Jean-Blaise Eckert, 5.6 Burkhardt Grund, 5.7 Keyu Jin, 5.8 Jérôme Lambert, 5.9 Wendy Luhabe, 5.10 Jeff Moss, 5.11 Vesna Nevistic, 5.12 Guillaume Pictet, 5.13 Maria Ramos, 5.14 Anton Rupert, 5.15 Patrick Thomas and 5.16 Jasmine Whitbread.

Ruggero Magnoni and Jan Rupert have informed the Board of Directors that they will not seek re-election at this AGM.

Subject to Francesco Trapani having been designated as representative of the 'A' shareholders for the election to the Board of Directors, Bluebell proposes that the following individual be elected on an individual basis for a term of one year ending at the 2023 AGM: 5.17 Francesco Trapani.

The Board of Directors recommends to vote against the proposal of Bluebell. The reasons for this recommendation will be communicated separately.

## **6. Election of the Compensation Committee**

The Board of Directors proposes the re-election, on an individual basis, of: 6.1 Clay Brendish, 6.2 Keyu Jin, 6.3 Guillaume Pictet and 6.4 Maria Ramos to the Compensation Committee for a term of one year. If he is re-elected, then Clay Brendish will be appointed Chairman of the Compensation Committee.

## **7. Re-election of the Auditor**

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

## **8. Re-election of the Independent Representative**

The Board of Directors proposes the re-election of the firm Etude Gampert Demierre Moreno, Notaires, as independent representative of the shareholders for a term of one year.

## **9. Votes on the aggregate amounts of the 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 7 650 000 for the members of the Board of Directors for the period from the closing of this AGM through to the 2023 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 5 400 000 for the members of the Senior Executive Committee for the business year ended 31 March 2024.

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 27 651 000 for the business year ended 31 March 2022.

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.

## 10. Modification of art. 22 of the Company's Articles of Incorporation

Bluebell proposes that art. 22 of the Company's Articles of Incorporation be amended as follows:

Le Conseil d'Administration de la Société se compose de <del>trois</del> <u>six</u> membres au moins qui sont élus individuellement par l'Assemblée Générale.	The Board of Directors of the Company shall be composed of <del>three</del> <u>six</u> or more members who shall be elected individually by the General Meeting.
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Les détenteurs d'actions 'A' aussi bien que les détenteurs d'actions 'B' ont droit à <del>un</del> <u>trois</u> représentants au Conseil d'Administration.	The holders of the 'A' shares and the 'B' shares each have the right to appoint <del>one</del> <u>three</u> representatives to the Board of Directors.
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The Board of Directors recommends to vote against the proposal of Bluebell. The reasons for this recommendation will be communicated separately.

## 11. Further amendments to art. 22 of the Company's Articles of Incorporation

Bluebell proposes to add the following text in art. 22 of the Company's Articles of Incorporation:

<u>Tous les membres du Conseil d'Administration de la Société doivent être des représentants des détenteurs d'actions 'A' ou des détenteurs d'actions 'B'. Le Conseil d'Administration se compose d'un nombre égal de représentants des détenteurs d'actions 'A' et des détenteurs d'actions 'B'.</u>	<u>All members of the Board of Directors of the Company shall be representatives of holders of 'A' shares or holders of 'B' shares. The Board of Directors shall be composed of an equal number of representatives of holders of 'A' shares and holders of 'B' shares.</u>
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The Board of Directors recommends to vote against the proposal of Bluebell. The reasons for this recommendation will be communicated separately.

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The financial statements of the Group and of the Company, the directors' report, the compensation report, the related reports of the auditor for the year ended 31 March 2022, which are all contained in the Richemont Annual Report and Accounts 2022, are available for inspection at the registered office of the Company from 13 July 2022 onwards. Printed versions of all such documents will be sent to shareholders upon request. The Richemont Annual Report and Accounts 2022 is also available on the Company's website at [www.richemont.com/en/home/investors/results-reports-presentations/](http://www.richemont.com/en/home/investors/results-reports-presentations/).

## Personal data processing

Shareholders are informed that the Company, as controller, processes the personal data of the shareholders (name, address, contact details, number of shares held, voting instructions) in the context of the meeting in accordance with applicable data protection laws. The Company processes such personal data in order to comply with the legal obligation of holding such a meeting. Such personal data will be used for the purposes of analysing and administering the attendance and voting process in connection with the meeting, as set out in this convening notice, and will be transferred to third parties assisting in the administration of the voting process. You have the right to ask for access to any information that we hold about you and to correct any inaccuracies. For further details on how we process your information and for details of who you can contact for further information or to exercise your rights, please refer to the Privacy Policy found at [www.richemont.com/](http://www.richemont.com/).

For the Board of Directors:

Johann Rupert

Burkhart Grund

Chairman

Chief Finance Officer

The salient dates and times for CFR DR holders in respect of the AGM are as follows:

	<b>2022</b>
Record date in order to be eligible to receive the Notice of AGM	Friday, 29 July
Last day to trade in order to be eligible to exercise rights at the AGM	Wednesday, 24 August
Record date in order to be eligible to exercise rights at the AGM	Monday, 29 August
Voting instructions to be submitted by close of business on	Tuesday, 30 August
AGM to be held at 10.00am on	Wednesday, 7 September
Publication of the results of the AGM on	Wednesday, 7 September

CFR DR's are issued subject to the terms of the Deposit Agreement entered into on 18 December 1992, most recently amended on 15 October 2020. By holding DRs, investors acknowledge that they are bound by the terms of the Deposit Agreement. Copies of the Deposit Agreement may be obtained by investors from Richemont Securities or Computershare Investor Services Proprietary Limited.

Richemont Securities may appoint a depository agent or other parties to assist in the administration of the depository receipt programme and may provide to such agents such information as it deems to be appropriate, including information relating to the identity of holders of CFR DRs.

Richemont A shares are listed on the SIX Swiss Exchange, Richemont's primary listing, and are included in the Swiss Market Index ('SMI') of leading stocks. Richemont South African Depository Receipts are listed on the JSE, Richemont's secondary listing.

Bellevue, Geneva, 8 August 2022

Sponsor

RAND MERCHANT BANK (a division of FirstRand Bank Limited)