

RICHEMONT

NOTICE OF MEETING

The Annual General Meeting ('AGM') of shareholders of Compagnie Financière Richemont SA (the 'Company') will be held on Wednesday, 11 September 2024 at 10:00 Swiss time at Hotel InterContinental, chemin du Petit-Saconnex 9, 1209 Geneva, Switzerland.

Agenda

1. Annual Reports

1.1 Consolidated financial statements, financial statements and directors' report

The Board of Directors proposes that the General Meeting 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 2024.

Explanation: Under Swiss law and the Company's Articles of Incorporation, the General Meeting has authority to approve the consolidated financial statements of the Group, the financial statements of the Company and the directors' report. In its reports to the General Meeting, the Auditor of the Company recommends that the consolidated financial statements of the Group and the financial statements of the Company be approved.

1.2 Non-financial report

The Board of Directors proposes that the General Meeting approve the non-financial report of the Group for the business year ended 31 March 2024.

Explanation: Under Swiss law, the General Meeting has authority to approve the report on non-financial matters. The non-financial report of the Group covers amongst other topics, the Richemont sustainability management approach as well as reporting on material environmental, social and governance ('ESG') topics prepared in accordance with the Global Reporting Initiative ('GRI') Standards (2021). The non-financial report of the Group has been prepared in accordance with the reporting disclosure requirements set forth in Articles 964a to 964c of the Swiss Code of Obligations.

2. Appropriation of profits

On 31 March 2024, the retained earnings available for distribution to shareholders amounted to CHF 6 487 721 828. The Board of Directors proposes that an ordinary dividend of CHF 2.75 be declared with respect to each 'A' share in the Company and of CHF 0.275 with respect to each 'B' share in the Company. This represents a total dividend payable of CHF 1 626 185 819, subject to a waiver by Richemont Employee Benefits Limited, a wholly-owned subsidiary, of its entitlement to receive dividends on an estimated 5 million 'A' shares held in treasury. In addition, the Board of Directors proposes that an allocation of CHF 3 500 000 be made to the statutory capital reserve, and that the remaining available retained earnings of the Company at 31 March 2024, after payment of the dividend and allocation to the statutory capital reserve, be carried forward to the following business year.

The dividend will be declared in Swiss francs. Shareholders who hold their 'A' shares through Central Securities Depository Participants ('CSDPs') connected to Strate, the South African Central Securities Depository ('South African shareholders'), will however, receive dividends in South African rands. The rand amount of the dividend will be based on the exchange rate indicated in the announcement published through the South African news service 'SENS' on or about Wednesday, 11 September 2024, which will be deemed the dividend finalisation date for the purpose of the listing rules of the Johannesburg Stock Exchange.

The dividend declared will be paid at a date determined by the Board of Directors, which is expected to be on or about Monday, 23 September 2024 for shareholders other than South African shareholders and Monday, 30 September 2024 for the South African shareholders.

Explanation: Under Swiss law and the Company's Articles of Incorporation, the General Meeting has authority to decide on appropriation of profits, in particular to declare dividends.

As a Swiss company, the Company declares dividends in Swiss francs. The Company will however, convert into rand the Swiss francs dividends that are to be paid to shareholders who hold their 'A' shares through CSDPs connected to Strate, using an exchange rate to be provided on the dividend finalisation date. These dividends will then be paid through Strate.

3. Release of the members of the Board of Directors and Senior Executive Committee

The Board of Directors proposes that its members and the members of the Senior Executive Committee be released from liability for their management of the Company in respect of the business year ended 31 March 2024.

Explanation: Under Swiss law and the Company's Articles of Incorporation, the General Meeting has authority to release members of the Board of Directors and Senior Executive Committee from liability for their management of the Company in respect of the prior business year. The release approved by the General Meeting is effective with respect to disclosed facts. Individuals who have been involved in the management of the Company are not entitled to take part in that vote.

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

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

Explanation: Under Swiss law and the Company's Articles of Incorporation, the holders of the 'A' shares and of the 'B' shares each have the right to appoint one representative for the election to the Board of Directors. As that was the case in 2022 and 2023, the Board of Directors has resolved to put the appointment of the representative of the holders of the 'A' shares on the agenda of the Company's AGM. Only holders of 'A' shares will be entitled to vote on this agenda item. If there is more than one candidate at the AGM, the candidate with the highest number of votes will 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 expiring at the end of the 2025 AGM:

5.1 Johann Rupert as a member and as Chairman of the Board of Directors in the same vote, 5.2 Josua Malherbe, 5.3 Nikesh Arora, 5.4 Clay Brendish, 5.5 Fiona Druckenmiller, 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 Maria Ramos, 5.13 Anton Rupert, 5.14 Bram Schot, 5.15 Patrick Thomas and 5.16 Jasmine Whitbread.

Maria Ramos and Clay Brendish have communicated their intention to step down from the Board of Directors as of 31 March 2025.

The Board of Directors further proposes that the following individuals be elected on an individual basis to serve for a term of one year expiring at the end of the 2025 AGM:

5.17 Gary Saage and 5.18 Nicolas Bos.

Gary Saage is a former Chief Financial Officer of the Group and Board Member. A graduate of Fairleigh Dickinson University, USA, and a US Certified Public Accountant, Mr Saage began his career in public accounting with Coopers & Lybrand. In 1988, he joined Cartier in the US, thereafter serving as Chief Operating Officer of Richemont in North America and then of Dunhill in London. In 2006, Mr Saage moved to Geneva to act as Group Deputy Finance Director and in 2010 was promoted Chief Financial Officer. That same year, he joined the Board, which he subsequently departed in September 2021. He continued to serve as Chairman of Richemont North America and related companies until August 2023 in a non-executive capacity, overseeing governance matters. If elected, Mr Saage will be appointed to the role of Chairman of the Audit Committee.

Nicolas Bos is Chief Executive Officer of the Group and a member of the Senior Executive Committee. He is a graduate of the ESSEC Business School. Mr Bos joined Richemont in 1992, initially working with the Fondation Cartier pour l'art contemporain in Paris. In 2000, he joined Van Cleef & Arpels as International Marketing Director. In 2009, he became Vice President and Creative Director and in 2010 was also appointed President of Van Cleef & Arpels, Americas. In January 2013, Mr Bos became global President and Chief Executive Officer of Van Cleef & Arpels. From 2017 to 2021, he served as an Executive Director on the Richemont Board and was also a member of the Senior Executive Committee. In addition, Mr Bos oversees Buccellati since September 2019 and the Creative Academy since 2021. As Chief Executive Officer of the Group and member of the Senior Executive Committee since 1 June 2024, Mr Bos directly and indirectly oversees all the Maisons, functions and regions, notably the Jewellery Maisons, Finance and Human Resources.

Explanation: Under Swiss law and the Company's Articles of Incorporation, the General Meeting must elect both existing and new directors individually at each AGM.

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 Fiona Druckenmiller, 6.3 Keyu Jin, 6.4 Maria Ramos and 6.5 Jasmine Whitbread to the Compensation Committee for a term of one year expiring at the end of the 2025 AGM. If he is re-elected, Mr Brendish will be re-appointed Chairman of the Compensation Committee.

Maria Ramos and Clay Brendish having communicated their intention to step down from the Board of Directors as of 31 March 2025, the Chairperson of the Compensation Committee who will succeed Clay Brendish will be appointed by the Board of Directors.

The Board of Directors further proposes the election to the Compensation Committee of:
6.6 Bram Schot for a term effective from 1 April 2025 and expiring at the end of the 2025 AGM.

Explanation: Under Swiss law and the Company's Articles of Incorporation, the General Meeting must elect both existing and new members of the Compensation Committee individually at each AGM.

7. Re-election of the Auditor

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

Explanation: Under Swiss law and the Company's Articles of Incorporation, the General Meeting has authority to elect the Company's Auditor. Under the Company's Articles of Incorporation, the term of office is of one year.

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 expiring at the end of the 2025 AGM.

Explanation: Under Swiss law and the Company's Articles of Incorporation, the General Meeting must elect the independent representative of the shareholders at each AGM.

9. Votes on the maximum aggregate amounts of the compensation of the Board of Directors and 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 8 500 000 for the members of the Board of Directors for the period from the closing of this AGM through to the 2025 AGM.

Explanation: Under Swiss law and the Company's Articles of Incorporation, the General Meeting must approve the maximum aggregate amount of compensation of the members of the Board of Directors until the next 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 fixed compensation of CHF 15 500 000 for the members of the Senior Executive Committee for the business year ended 31 March 2026.

Explanation: Under Swiss law and the Company's Articles of Incorporation, the General Meeting must approve the maximum aggregate amount of fixed compensation of the members of the Senior Executive Committee for the following business year. This maximum amount includes fixed compensation and employers' social security contributions.

9.3 Approval of the 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 17 421 000 for the business year ended 31 March 2024.

Explanation: Under Swiss law and the Company's Articles of Incorporation, the General Meeting must approve the maximum aggregate amount of variable compensation of the members of the Senior Executive Committee for the preceding business year. 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.

Organisational matters

The financial statements of the Group and of the Company, the directors' report, the compensation report and the reports of the Auditor for the year ended 31 March 2024, are all contained in the Annual Report and Accounts 2024. The Annual Report and Accounts 2024 and the non-financial report 2024 were made available for download from the Richemont website on 13 June 2024 at www.richemont.com/en/home/investors/results-reports-presentations.

Shareholders other than South African shareholders (as defined above, to whom the following paragraph applies) will be entitled to exercise their rights at the AGM if they are recorded with the right to vote in the share register maintained by the Company's registrar, Computershare Schweiz AG ('Computershare') as of Monday, 2 September 2024 at 17:00 Swiss time. Shareholders who cannot attend the meeting in person can exercise their voting rights by proxy, by completing the proxy card provided by the Company or a corresponding notification. The proxy cards or notifications must reach either Computershare, Baslerstrasse 90, P.O. Box, 4601 Olten, or the independent representative of the shareholders, the firm Etude Gampert Demierre Moreno, Notaires, 19 rue Général-Dufour, case postale 5326, 1211 Geneva 3, Switzerland, not later than Friday, 6 September 2024. Proxy cards or notifications arriving after that date will not be taken into consideration. Shareholders also have the possibility to despatch their voting instructions to the independent representative using Computershare's online portal www.gvote.ch. Personal log-in keys and further instructions regarding the portal will be sent to registered shareholders with the proxy cards. Shareholders who have exercised their voting rights by instructing the independent representative will not be delivered an admission card.

South African shareholders will be entitled to exercise their rights at the AGM with respect to the 'A' shares that they hold as of Friday, 30 August 2024 at 17:00 South Africa Standard Time. South African shareholders who wish to attend the AGM in person or by proxy must advise their broker or CSDP (as defined above), which will issue the letters of representation that will allow the relevant South African shareholders or designated proxies to attend and vote at the AGM. South African shareholders who cannot attend the meeting in person but wish to exercise their voting rights by proxy will have the opportunity to do so by using the proxy forms provided by their broker or CSDP.

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. Shareholders have the right to ask for access to any information that the Company holds about them and to correct any inaccuracies. For further details on how the Company processes shareholders' information and for details of who shareholders can contact for further information or to exercise their rights, please refer to the Privacy Policy found at www.richemont.com/.

For the Board of Directors:

Johann Rupert
Chairman

Burkhart Grund
Chief Finance Officer

Bellevue, Geneva, 8 August 2024