

# K E R I N G



## REPORT ON THE COMBINED GENERAL MEETING OF APRIL 24, 2025

The Combined General Meeting of Kering (the “**Company**”) was held on Thursday, April 24, 2025, at 3 p.m., at the Company’s headquarters located 40 rue de Sèvres, 75007 Paris.

Shareholders were able to attend the Annual General Meeting in person or follow it via a live video broadcast on the Company’s website:

<https://www.kering.com/en/finance/shareholders-information/annual-general-meeting/>.

The Annual General Meeting was chaired by François-Henri Pinault, Chairman and Chief Executive Officer. Seated with him on the podium were Francesca Bellettini, Deputy CEO, in charge of Brand Development, Jean-Marc Duplaix, Deputy CEO and Chief Operating Officer and Eric Sandrin, Group General Counsel and Secretary of the Board of Directors.

The company Artémis, represented by Alban Gréget, and the company Amundi Asset Management, represented by Lionel Parisot, were appointed as scrutineers.

Eric Sandrin served as secretary of the Meeting.

The quorum was established at 79.51%.

Following the opening of the Annual General Meeting by François-Henri Pinault, Eric Sandrin reviewed the legal formalities completed prior to the Meeting and presented the agenda items to be submitted for shareholder approval.

\*\*\*

### **General introduction by François-Henri Pinault, Chairman and Chief Executive Officer**

The Chairman and CEO began his address by acknowledging that 2024 had fallen well short of Kering’s expectations, in a context marked by deep transformation and a challenging market environment.

He reaffirmed the strength of the Group’s brand portfolio, enhanced by the development of its eyewear and beauty activities, and noted that each House implements its own distinctive strategy within a common framework defined at Group level. He referred to the new governance structure introduced in 2023, further strengthened in 2024 through strategic appointments at Gucci, Saint Laurent, and Balenciaga.

He emphasized the upcoming arrival of Demna as Artistic Director of Gucci – a decision aligned with the work already undertaken in recent months to reinforce the House’s fundamentals. He also mentioned the appointment of Louise Trotter at Bottega Veneta, and the upcoming nomination at Balenciaga.

He went on to recall the real estate acquisitions completed in New York and Milan in 2024, which, together with those from previous years, are intended to secure strategic locations for the Group's brands in the world's main luxury capitals. As previously committed, he confirmed that the refinancing of these assets had begun, notably in early 2025 in partnership with Ardian for the Paris properties.

The Chairman and CEO then reaffirmed Kering's ambition: to pursue the necessary transformations, reassert the Group's position in the luxury industry, and remain true to what makes it unique – in particular, the ability of its Houses to reinterpret their creative heritage through a contemporary lens.

Finally, he reiterated that sustainability remains a cornerstone of the Group's strategy, an ethical imperative and a natural extension of its commitment to excellence.

A video showcasing the latest campaigns from the Group's Houses was then screened.

### **Presentation of the Houses' strategy by Francesca Bellettini, Deputy CEO in charge of Brand Development**

Francesca Bellettini, Deputy CEO in charge of Brand Development, reviewed the major developments across the Houses over the past year, starting with Gucci. She emphasized the richness of the House's heritage and the ongoing pursuit of a balance between tradition and fashion, illustrated by acclaimed campaigns, the reinvention of iconic products, and continuous premiumization. She highlighted the success of recent launches, such as the Emblem bag and the new ballerina, and their growing share in sales.

She also recalled the efforts made to revitalize Gucci's communications and welcomed the recent appointment of Demna as Artistic Director, marking the beginning of a new creative chapter for the House.

She then presented the progress achieved by the Group's other Houses:

- Saint Laurent, whose silhouettes, campaigns, and cinematic ventures have strengthened both its cultural influence and desirability.
- Bottega Veneta, which gained new momentum in 2024, further reinforcing its high-end positioning, expanding its offering, and continuing to elevate the customer experience.
- The Other Houses, including Balenciaga, McQueen and Brioni, which have continued to assert their identities. She also acknowledged the progress made by Boucheron, Pomellato and Qeelin in the jewelry segment.

She concluded by recalling the guiding principles behind the Group's actions: brand strength, product excellence, distribution quality, and flawless execution. She underlined the organizational efforts made, key recruitments across several strategic functions, and the collective momentum of the transformation under way, driven by strong collaboration across teams.

Francesca Bellettini then handed over to Deputy CEO and Chief Operating Officer Jean-Marc Duplaix.

## **Presentation of 2024 full-year results and the Group's operational priorities by Jean-Marc Duplaix, Deputy CEO and Chief Operating Officer**

Jean-Marc Duplaix, Deputy CEO and Chief Operating Officer presented Kering's financial results for full-year 2024. He also shared the figures for the first quarter of 2025, marked by a persistently challenging environment.

In 2024, Kering's revenue amounted to €17.2 billion, down 12%, both on a reported and comparable basis<sup>1</sup>. Recurring operating income totaled €2.6 billion, down 46%, with a recurring operating margin of 14.9%. Free cash flow from operations reached €1.4 billion, or €3.6 billion excluding real estate transactions. Net debt stood at €10.5 billion, mainly due to the Group's real estate acquisitions in Milan and New York.

Jean-Marc Duplaix then reviewed the Group's 2024 performance by segment:

- Gucci posted revenue of €7.7 billion, down 21% on a comparable basis, with recurring operating income of €1.6 billion and a margin of 21%.
- Saint Laurent generated €2.9 billion in revenue, down 9% on a comparable basis, with €593 million in recurring operating income, representing a margin of 20.6%.
- Bottega Veneta saw comparable sales increase by 6% to €1.7 billion, with recurring operating income of €255 million and a margin close to 15%.
- Other Houses recorded €3.2 billion in revenue, down 7% on a comparable basis, with a recurring operating loss of €9 million.

Jean-Marc Duplaix also reviewed the performance of the two adjacent businesses, grouped under the "Kering Eyewear and Corporate" segment:

- Kering Eyewear generated close to €1.6 billion in revenue, up 6% on a comparable basis, with a recurring operating margin of 17.5%.
- Kering Beauté, driven by Creed and the launch of Bottega Veneta fragrances, recorded €323 million in sales and a positive operating result.

For the first quarter of 2025, Kering's revenue reached nearly €3.9 billion, down 14%, both on a reported and comparable basis. Gucci declined by 25% on a comparable basis. Retail sales slowed slightly compared to Q4 2024, while wholesale revenue was down 9%, including a 23% decline for the Houses, reflecting continued efforts to increase distribution exclusivity. In contrast, Kering Eyewear and Kering Beauté continued to grow.

Considering this environment, Jean-Marc Duplaix emphasized the disciplined execution of the Group's strategy, financial rigor, and the performance of transversal functions (production, logistics, technology, corporate). He noted that investments had been adjusted to €1.1 billion (excluding real estate transactions), down 10%, and that €400 million in savings had been achieved in 2024, a significant share of which came from fixed costs.

As of end-2024, Kering's net debt stood at 2.3 times reported EBITDA. Two recent transactions – the real estate joint venture with Ardian and the disposal of The Mall – subsequently generated €1.2 billion in net cash. The Deputy CEO and Chief Operating Officer indicated that

---

<sup>1</sup> On a comparable scope and exchange rate basis.

additional transactions are planned; combined with stronger financial discipline and continued solid cash flow generation, they support a firm deleveraging trajectory over the medium term.

Jean-Marc Duplaix concluded by acknowledging the teams' efforts in implementing the European CSRD regulation, before handing the floor to Marie-Claire Daveu.

#### **Presentation on the Sustainability Strategy by Marie-Claire Daveu, Chief Sustainability and Institutional Affairs Officer**

Marie-Claire Daveu began by highlighting Kering's major climate-related milestones in 2024, reminding that the Group is continuing on its path toward "net zero," with a commitment to achieving net-zero greenhouse gas emissions across its entire value chain by 2050. She emphasized that Kering's climate targets have been validated by the Science Based Targets initiative (SBTi). For the second year in a row, Kering earned a "Triple A" score from CDP, making it the only luxury group worldwide to receive this level of recognition in climate, biodiversity, and water management.

Marie-Claire Daveu then discussed key developments in biodiversity, notably Kering's goal to protect one million hectares of critical and irreplaceable habitats by the end of 2025. She mentioned the Group's participation in COP16 and its adoption of science-based targets for soil and freshwater, in partnership with the Science Based Targets Network.

She went on to discuss the Group's progress in sustainable innovation, citing the key role of the Material Innovation Lab in Milan, shared across all of the Group's Houses, and concrete projects like Balenciaga's Triple S sneaker made with Bananatex®. She noted that Kering works with over 250 startups and, in 2024, expanded the scope of the Kering Generation Awards to include Japan, Saudi Arabia, and the jewelry sector, with the first edition in the U.S. scheduled for June 2025.

Marie-Claire Daveu also spoke about Kering's collective and educational initiatives, stressing the importance of awareness and training. She highlighted the new partnership with the National University of Singapore (NUS). She also mentioned the second season of the podcast "Fashion Our Future", which focuses on transforming the fashion industry.

On the social and societal front, Marie-Claire Daveu stated that 4,550 social audits were conducted in 2024, covering 70% of the Group's suppliers. She reaffirmed Kering's commitment to gender equality, noting that women made up 63% of the workforce and 58% of managers. Kering ranked second in France on the global FTSE Russell Diversity and Inclusion Index.

Lastly, Marie-Claire Daveu reiterated that supporting women remains at the heart of the Kering Foundation's mission. In 2024, the Foundation formed 21 new partnerships, opened two new "*Maisons des femmes*" in France, and raised \$3 million during its Caring for Women dinner. She also celebrated the 10th anniversary of the Women in Motion program, dedicated to elevating women in cinema.

Marie-Claire Daveu concluded by stating that 2025 will be a pivotal year, marking the end of the Group's current sustainability roadmap and the launch of a new chapter with ambitious goals for the next decade.

#### **Presentation on Governance and Remunerations by Véronique Weill, Lead Independent Director and Chair of the Remuneration Committee**

Véronique Weill began her address by recalling the significant changes that have taken place within the Board of Directors over the past three years. These developments have

strengthened the Board's independence, international profile, and diversity. Since 2022, seven new directors have joined the Board, bringing the proportion of independent directors among those appointed by shareholders to 64%, with 55% female representation and six different nationalities.

She then presented the Board's work in 2024, covering a wide range of topics – from strategic and financial matters to ESG issues – and detailed the Board's oversight of the Houses' strategy and its implementation.

She also reviewed the composition of the Board Committees and their work in 2024, notably highlighting the introduction of joint meetings between the Audit Committee and the Sustainability Committee, as part of the preparation of the Group's first sustainability statements (*états de durabilité*) under the European CSRD.

Véronique Weill went on to present the resolutions regarding the composition of the Board of Directors, submitted to the approval of the Annual General Meeting. These resolutions concerned the renewal of the terms of three directors whose mandates were expiring: François-Henri Pinault, the company Financière Pinault represented by Héloïse Temple-Boyer, and Baudouin Prot. She emphasized the value these three directors bring to the Board's work.

She then addressed the issue of compensation, beginning with a detailed presentation of the Chairman and CEO's remuneration for the 2024 fiscal year. She subsequently presented the 2025 remuneration policy, which includes new climate and biodiversity-related targets, designed to ensure that the Chairman and CEO's compensation remains closely aligned with the Group's strategy, which was further strengthened in 2024 through SBTi and SBTN certifications.

Lastly, Véronique Weill presented the 2025 remuneration policy for Board members, which remains unchanged from the previous year.

\*\*\*

Following these presentations, Camille Phelizon, from PricewaterhouseCoopers Audit, spoke on behalf of the College of Statutory Auditors and presented their various reports.

\*\*\*

### **Conclusion of the Chairman and Chief Executive Officer**

In conclusion, the Chairman and Chief Executive Officer sought to place the Group's trajectory in a long-term perspective. He recalled that, since 2013, Kering had transformed into a global leader in luxury, supported by the growth of its Houses, the strengthening of its directly operated store network, and the development of new activities such as Kering Eyewear and Kering Beauté, which together generated nearly €2 billion in revenue in 2024.

He praised the commitment of the Group's 47,000 employees and the hundreds of thousands of people working for Kering through its partners. He emphasized the importance of how things are done in line with the company's values and stated that this shared culture would enable the Group to meet the challenges ahead.

Acknowledging the significant decline in the share price over the past twelve months, he accepted that this primarily reflected the Group's underperformance, particularly at Gucci. He reaffirmed the full commitment of the teams to restoring the expected level of performance.

The proposed dividend<sup>2</sup> of €6 per share, down from last year, reflects this situation. It represents a payout ratio of 56% of net income, Group share (excluding non-recurring items), and 37% of available cash flow, excluding real estate transactions. This is in line with a balanced and responsible capital allocation approach.

Finally, he reiterated that the Group's top priority is to restore Gucci's performance in a sustainable and profitable manner without neglecting the value and potential of the Group's other Houses. He concluded by reaffirming his personal commitment to shareholders, before handing over to Éric Sandrin to open the Q&A session.

\*\*\*

Before opening the Q&A session, Eric Sandrin informed the shareholders that the Company had received prior to the Meeting five written questions from a shareholder regarding ESG topics. The responses to these questions had been published on the Company's website prior to the Meeting.

The Q&A session lasted approximately 35 minutes. During the in-room discussion, the main topics addressed were as follows:

- The desirability of Gucci and Kering's stock;
- Actions taken for individual shareholders;
- The acquisition of Valentino and its financing;
- The coordination of the Group's real estate policy with its debt strategy;
- The long-term variable compensation mechanism, in performance shares, for the Chairman and CEO;
- The contribution of Creed to Kering Beauty's performance;
- The Group's taxation;
- Animal welfare.

\*\*\*

After the final quorum was confirmed, the shareholders were invited to vote via electronic voting tablets on the twenty-two resolutions submitted for their approval.

All resolutions proposed by the Board of Directors were approved.

Before closing the Meeting, the Chairman and CEO thanked the shareholders for their participation and their trust.

\*\*\*

All of the presentations shared during the Annual General Meeting, the answers to written questions from shareholders, the detailed voting results and the webcast of the Meeting are available on Kering's website at the following address:  
<https://www.kering.com/en/finance/shareholders-information/annual-general-meeting/>.

\*\*\*\*\*

---

<sup>2</sup> The dividend proposed for the year ended December 21, 2024 was approved by the Annual General Meeting under its third resolution.