

## L'ORÉAL EMPLOYEE SHARE OFFERING 2026 LOCAL SUPPLEMENT FOR ITALY

*You have been invited to invest in shares of L'Oréal (“Shares”) in the L'Oréal group employee share plan 2026. You will find below a brief summary of the local offering information and principal tax consequences relating to the offering.*

### **Local Offering Information**

#### ***Shares offered***

The offering concerns newly issued ordinary shares of the parent company of L'Oréal Group, L'Oréal S.A., a French company listed on the Paris stock exchange (Euronext Paris).

#### ***Eligibility***

Participation in L'Oréal group employee share plan 2026 will be open to all L'Oréal employees with an employment agreement of indefinite duration of its participating subsidiaries, in each case subject to a minimum employment condition of 3 months measured at the close of the subscription period, being understood that the participants must be still employees of a participating subsidiary at the end of the subscription period.

#### ***Subscription Period***

The subscription period starts on June 10, 2026 and lasts until June 24, 2026 (inclusive).

During the subscription period, you may subscribe online at <https://invest.loreal.com>. Username and password will be provided to you by email or mail. You may also subscribe with a paper subscription form should you not have access to internet. Please contact your Human Resources department to receive a subscription form.

Unless you subscribe through Internet, please return your duly completed subscription form before June 24, 2026 at your company's Human Resources Department, at the attention of: Department of Employee Management.

The settlement delivery of the shares should occur approximately one month after the closing of the subscription period.

#### ***Subscription Price***

The subscription price will be set on June 5, 2026 as the average opening price of the Shares over the 20 preceding trading days (the “**Reference Price**”) minus a 20% discount.

#### ***Method of Payment***

The following payment method is available:

- Wire transfer to the employer bank account to the following bank account, on the basis of the L'Oréal Group company you are employed with:

Entity Name	Bank	Country	Currency	Account number	SWIFT Code
Helena Rubinstein S.p.A	Deutsche Bank	IT	EUR	IT25E0310401600000000402743	DEUTITMMXXX
L'Oreal Italia	Deutsche Bank	IT	EUR	IT48D0310401600000000402742	DEUTITMMXXX
L'Oreal Saipo Industriale	Deutsche Bank	IT	EUR	IT30B0310401600000000402922	DEUTITMMXXX

In case of a change of the bank, it will be the responsibility of the company to notify the employee.

### ***Maximum Subscription***

The maximum subscription amount you can invest is equal to 25% of your estimated gross annual remuneration for 2026 (fixed and variable), within the limit of 20 shares.

### ***Reduction rules***

In the event of an oversubscription, *i.e.* subscription requests exceeding the number of shares available under the L'Oréal employee share plan 2026, the largest subscription requests will be reduced, in order to reflect the number of shares available.

### ***Lock-up period and Early Exit Events***

Under the L'Oréal employee share plan 2026, your investment must be held for a period of five-year, ending on July 30, 2031 (inclusive).

Nevertheless, you may be able to request early release and exit from the plan before the end of the lock-up period in the case of early exit events as described below:

1. marriage or civil union agreement;
2. birth or adoption of a third child (or higher), provided that your household is already financially responsible for at least two children;
3. divorce or other judicial recognition of separation or termination of a civil union agreement (if custody of at least one child is retained, pursuant to a judicial decision);
4. domestic violence committed against the employee by his/her spouse, partner, civil partner, or his/her former spouse, partner or civil partner;
5. disability of the employee, his or her children, spouse or civil union partner;
6. death of the employee or his/her spouse or his/her partner in a civil union;
7. termination of employment contract;
8. creation by the employee, his or her children, spouse, or civil union partner, of certain business;
9. use of the proceeds for the acquisition or enlargement of the principal residence;
10. over-indebtedness;

11. use of proceeds for energy-efficiency renovation work on the main residence; and
12. use of proceeds for the purchase of an electric and/or hydrogen-powered vehicle.

These early exit events are defined by French law and must be interpreted and applied in a manner consistent with French law. You should not conclude that an early exit event is available unless you have described your specific case to your employer and your employer has confirmed that it applies to your situation, upon your providing the requisite supporting documentation.

### ***Dividends and voting rights***

You will be entitled to directly exercise the voting rights attached to your L'Oréal shares. Any dividends paid by L'Oréal will be paid directly to you.

### ***Custody of your shares***

Your shares will be held in your name in a securities account at Uptevia. Information regarding custodianship of your shares will be provided to you following the subscription period. You will receive annual account statements in relation to your shares from the financial institution holding your shares.

### ***FREE SHARES***

#### ***Matching Contribution***

Your investment will be matched by grant of rights to additional shares of L'Oréal S.A. for free (the “**Free Shares**”). You would be entitled to Free Shares proportionally to your subscription for the ratio described in the Information Brochure. These shares will be delivered to you at the end of the vesting period, ending in July 2031, subject to the terms and conditions provided for in the Free Share Plan Rules.

You will find below a summary of certain conditions applicable to the grant, vesting and delivery of the Free Shares. For the full description, please refer to the Free Share Plan Rules made available to you at <https://invest.loreal.com> (in French and English) and upon request from your RH correspondent. Subscription to the L'Oréal employee share plan 2026 implies acceptance of the Free Share Plan Rules.

#### ***Eligibility to the grant of Free Shares***

In order to qualify for a grant of Free Shares within the framework of the L'Oréal employee share plan 2026, you must satisfy the following conditions:

- you must have validly subscribed in the context of the L'Oréal employee share plan 2026 and must satisfy all the conditions for participating therein;
- your participation in or your subscription or payment for the L'Oréal employee share plan 2026 must not have been rejected or cancelled on (or prior to) the Grant Date (defined below);
- the payment of the subscription must have been fully settled at the Delivery Date (defined below);
- fulfilment of the Continued Employment Condition, as defined below.

#### ***Grant Date***

The date of the grant shall occur on the date on which the shares subscribed for pursuant to the L'Oréal employee share plan 2026 are issued, *i.e.* on or around July 30, 2026, or shortly thereafter. Within weeks of the Grant Date, each beneficiary shall receive a letter or statement electronically confirming that he or she is a beneficiary of the grant of Free Shares and stipulating the number of Free Shares granted to him or her, subject to the conditions of the Free Share Plan Rules (as summarized hereafter).

## ***Delivery Date***

Subject to the satisfaction of the conditions stipulated below, the Free Shares will be delivered to you on or around July 31, 2031.

## ***Conditions to be satisfied to receive the Free Shares at the end of the lock-up period***

You may refer to article 6 of the Free Share Plan Rules for a detailed and full description of that conditions; stipulations below are only a summary of the applicable conditions and do not supersede provisions of the Free Share Plan Rules: in order to receive the Free Shares, you must remain an employee or corporate officer of the L'Oréal Group from the last day of the subscription period pursuant to the L'Oréal employee share plan 2026 until the 20<sup>th</sup> calendar day preceding the Delivery Date (the “**Continued Employment Condition**”).

The period between the last day of the subscription period pursuant to the L'Oréal employee share plan 2026 and the 20<sup>th</sup> day calendar day preceding the Delivery Date shall be referred to hereinafter as the “**Acquisition Period**”.

Nevertheless, you will be deemed to have satisfied the above Continued Employment Condition if, at any time during the Acquisition Period, you lose the status of employee or corporate officer of the L'Oréal Group for one of the following reasons (the “**Exceptions to the Continued Employment condition**”):

*Death:* In the event of death, your heir(s) may request, the delivery of the Free Shares within six months of the death. In such a case, any Free Share granted shall be delivered to the assigns shortly after the submission of their request and the Acquisition Period shall not apply. In the absence of such a request, the Free Shares granted to the deceased beneficiary shall be delivered to the heirs on the Delivery Date.

*Disability:* In the event of disability, as defined in Article L. 225-197-1 of the French Commercial Code, during the Acquisition Period, the Free Shares granted shall be delivered shortly after the occurrence of the relevant disability event.

*Retirement:* In the event of retirement at the minimum retirement age stipulated by the law of the relevant country or in the event of retirement pursuant to any retirement scheme, the Free Shares shall be delivered to the beneficiary on the Delivery Date.

*Dismissal for a reason other than gross misconduct or serious misconduct:* In the event of a dismissal for a reason other than gross misconduct or serious misconduct, the Free Shares granted shall be delivered to the Beneficiary on the Delivery Date. For the purposes of the plan, dismissal for gross misconduct or serious misconduct entailing the forfeiture of the right to receive the Free Shares shall be assessed having regard to the regulations of the relevant country applicable to the dismissal of the beneficiary.

*Termination of the employment contract pursuant to the mutual agreement of the employee and the employer:* In the event of the termination of the employment contract of the beneficiary pursuant to a mutual agreement, the Free Shares shall be delivered to the beneficiary on the Delivery Date.

*Change of control of your company/employer:* In the event of a change of control over your company/employer, those beneficiaries who are employees or corporate officers of the relevant company shall receive their Free Shares on the Delivery Date.

## ***Ownership of the Free Shares***

At the Date of Delivery, any Free Shares delivered will become your full property. Your Free Shares will be delivered and held through the securities account where the shares you subscribed for are registered. In the event that a L'Oréal company is required to pay taxes, social charges or any other governmental charges

on behalf of any beneficiary of the Free Shares as a result of the grant or delivery of the Free Shares, L'Oréal reserves the right to delay the transfer of the Free Shares to such person until such person has paid all such amounts, or made arrangements for payment that are satisfactory to L'Oréal, or to cause the sale of the shares and withhold from the proceeds the relevant amounts, as provided for in the article 10 of the Free Share Plan Rules.

## **Tax Information for Employees Resident in Italy**

*This summary sets forth general principles applicable in March 2026, that are expected to apply to employees who subscribe to the L'Oréal group employee share plan 2026 (the "Plan") who (i) are and shall remain, until the disposal of their investment, resident in Italy for the purposes of the tax laws of Italy and of the tax treaty concluded between France and Italy for the avoidance of double taxation dated October 5, 1989 (the "Treaty"), and (ii) have an employment contract with a company controlled by L'Oréal and are subject to the social security scheme of Italy, and (iii) are entitled to the benefits of the Treaty and do not carry out their professional activity in France, which may not apply in all specific cases.*

*The tax consequences listed below are described in accordance with Italian tax law and tax practice, as well as the Treaty, all of which are current in March 2026. These laws, practices and the Treaty may change over time even retrospectively.*

*The tax treatment that applies to employees may be different from the regime described in this summary depending on the employee's personal situation, and in particular if they are internationally mobile.*

*This summary is given for informational purposes only and should not be relied upon as being either complete or conclusive. For definitive advice, employees should consult their own tax advisors.*

### **Upon subscription**

#### **I. Will I be required to pay any tax or social security charges at the moment of subscription?**

##### **I.1 Taxation on the difference between the subscription price and the market value of the L'Oréal share at the time of subscription**

The positive difference (the "Difference") between (a) the arithmetic average of market prices of the Shares registered in the last month (i.e., in the period between the date of delivery of the Shares – which is when the Shares enter into the juridical disposal of the employee – and the same date of the preceding month) and (b) the price you have paid for the subscription of the Shares, constitutes, in principle, income from employment subject to tax and to social security contributions in Italy at the rates indicated below. Please note that the Difference may be different from the discount applied for the determination of the subscription price.

However, an exemption of up to €2,065.83 in each calendar year is applicable for the purposes of both income taxes and social security contributions, subject to the following conditions: (1) the Shares are offered to all the employees (in case of subsidiaries which are under a 50/50 ownership by L'Oréal and other partner, or which are held at less than 50% by L'Oréal, a separate analysis should be performed to ascertain whether the subsidiaries may in any case be considered as controlled by L'Oréal under Art. 2359, paragraph 1, number 1) to 3), of the Italian Civil Code); (2) the Shares are not repurchased by L'Oréal or by your employer, or according to a certain interpretation, by any entity controlling the issuer, and (3) in any event you do not sell the Shares for at least three years from the date of delivery of the Shares.

If the Difference exceeds €2,065.83 in a calendar year, the excess constitutes income from employment and is subject to income taxes and social security contributions according to the ordinary rules in the year of delivery of the Shares at the rates indicated below.

If the conditions under (2) and/or (3) above are not met (e.g. in cases of early exit), the exempted portion of the Difference will be subject to income taxes and social security contributions as income from employment according to ordinary rules applicable at the time you sell the Shares. In these cases, you are required to inform your employer that you have sold the Shares.

Any income taxes and social security contributions due are withheld at source by your employer from your salary relating to the pay period during which the taxable event takes place or, if your salary is not sufficient, you may be required to provide your employer with the funds necessary to pay taxes and social security contributions due.

Where due, personal income tax applies in Italy at progressive rates depending on the amount of comprehensive taxable income<sup>1</sup>. The progressive rates are currently as follows:

- for yearly taxable income up to Euro 28,000: 23 per cent;
- for yearly taxable income from Euro 28,000 to Euro 50,000: 33 per cent;
- for yearly taxable income above Euro 50,000: 43 per cent.

Personal income taxes must be increased by regional and municipal surtaxes applicable at different rates depending on your region and municipality of residence (up to approx. 4-5%).

Where due, social security contributions applicable in Italy may amount up to approximately 36% to 46% to be entirely applied by your employer, approximately 9-10% of which shall be borne by yourself. Employee enrolled under a social security system after 31.12.95 are subject to the social security cap at 122.295,00 (for year 2026).

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<sup>1</sup> Please consider that certain reductions of the amount of taxable income could be allowed upon satisfaction of specific conditions provided at law, where applicable, for those employees who transfer their tax residence from abroad to Italy and qualify for the special tax regime provided for repatriated workers under Article 16 Legislative Decree no. 147, 14 September 2015, as subsequently amended.

## **During the life of the Plan**

### **II. Will I be required to pay any tax or social security charges on dividends?**

Any dividends distributed by L'Oréal will be directly paid to you.

#### **(i) Taxation in France**

Under French domestic law, dividends paid by a French company to non-residents of France are generally subject to a 12.8% withholding tax in France, unless they are paid to a bank account opened in a Non-Cooperative State or Territory as defined under article 238-0 A 1, 2 and 2 bis-1° of the French Tax Code (NCST)<sup>2</sup> which would trigger a 75% withholding tax in France.

#### **(ii) Taxation in Italy**

The Treaty provides for a maximum withholding tax rate of 15%. Therefore, no reduction of the withholding tax levied at the rate of 12.8% may be claimed on the basis of the Treaty.

As the dividends are not collected through an Italian entity acting as withholding agent, you will be required to declare the dividends in your income tax return and to pay substitute tax at a rate of 26% thereon (if exceeding euro 12). In this case, the dividends shall be declared in your annual tax return to be filed in Italy for the year of receipt of dividends and the related tax shall be paid accordingly.

No social security contributions apply in Italy on the dividends.

It is possible to declare the dividends and pay the 26% substitute tax, directly through the form "730" (a simplified tax return), that you usually file, without filing an additional tax form.

### **III. Will I be required to pay any wealth tax on the Shares I own?**

Italian resident individuals are subject to a stamp duty in Italy on communications regarding financial assets (including the Shares) held through an Italian-based financial intermediary. According to Italian tax law, it is assumed that the communication is sent at least once a year.

The stamp duty is imposed at a rate of 0.2% per year. The taxable base is the market value of the assets (or, in the absence thereof, the nominal or the reimbursement value) at end of the reference period of each communication (in case of ownership for a fraction of the year, a pro rata calculation is made).

If the Shares are held abroad by Italian-resident individuals directly and no relationship of custody, administration or management is in place with an Italian intermediary, a wealth tax is imposed in Italy at a rate of 0.2% per year (increased to 0.4% for financial assets held in countries or territories included in the so-called "blacklist" provided by Italian Minister Decree of May 4, 1999, and amended or supplemented from time to time), that the employee will be required to pay (if exceeding euro 12) (in case of ownership for a fraction of the year, a pro rata calculation is made). The taxable base is the market value of the assets (or, in the absence thereof, the nominal or the reimbursement value) at end of every fiscal year, or, if the assets are no more held at the end of the year, at the end of the holding period. The potential double taxation is avoided by allowing Italian residents to credit net worth foreign taxes (if any) paid abroad against, and up to the amount of, the Italian wealth tax.

It will be to fulfil declaration obligations and pay wealth tax directly through the '730' form, which is usually submitted, without submitting an additional tax form.

At the end of the lock-up period / upon sale of my Shares

IV. Will I be required to pay any tax or social security charges when, at the end of the lock-up period (or in the event of an authorized early exit event), I ask to sell my Shares?

(i) Taxation in France

You will not be subject to income taxes in France on the gain, if any, realized on the redemption of your Shares.

(ii) Taxation in Italy

In case of disposal of the Shares, the capital gain you realize will be subject to substitute tax at the rate of 26%.

The taxable capital gain will be equal to (a) the difference between the sale price and the subscription price and (b) the sale price as to the Free Shares received as matching contribution (in case you have been subject to taxes on income from employment upon subscription/delivery of the Shares or upon disposal of the Shares in breach of conditions mentioned above under (2) or (3) in paragraph I.1 “*Taxation on the difference between the subscription price and the market value of the L’Oréal share at the time of subscription*”, (i) the Difference that has been subject to income taxes as income from employment is added to the subscription price and (ii) as to Free Shares, the amount that has been subject to income taxes as income from employment is deducted).

You will have to indicate the capital gains realized in your annual tax return and pay the 26% substitute tax (if exceeding euro 12).

However, if the Shares are deposited with a qualified Italian financial intermediary and you have opted for the so-called administered non-discretionary investment portfolio (“*risparmio amministrato*”) or discretionary investment portfolio (“*risparmio gestito*”) the substitute tax will be directly applied by such intermediary and you are not required to report the capital gains in your yearly tax return.

No social security contributions apply in Italy on the capital gains.

It is possible to declare capital gains and pay the 26% tax on capital gains, directly through the '730' (simplified tax return) form, which one usually file, without submitting an additional tax form.

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<sup>2</sup> The list of NCSTs can be modified each year. The states and territories qualifying as NCSTs are currently the following: Anguilla, Antigua and Barbuda, Turks and Caicos Islands and Vanuatu.

**Tax or social security charges that may be applicable, if I do not choose immediately to sell my Shares upon the expiration of the lock-up period.**

There is no automatic taxation in Italy on the gains accrued at the end of the lock-up period in case you choose not to sell the Shares (unless you opt for the discretionary investment portfolio (“risparmio gestito”) regime. If you do not sell your Shares at the end of the lock-up period, the tax regime described above will not apply until such time as you actually sell your Shares.

**FREE SHARES**

**V. Will I be required to pay any tax or social security charges at the Grant Date of the Free Shares?**

No taxation occurs at the date of grant of the right to Free Shares. Taxation in Italy will occur upon delivery of Free Shares (see paragraph I, below).

**VI. Will I be required to pay any tax or social security charges at the Delivery Date of the Free Shares?**

Yes, the fair market value of the Free Shares at the date the Shares enter into your juridical disposal (equal to the arithmetic average of market prices registered in the last month – i.e. in the period between the date of delivery of the Free Shares to you and the same date of the preceding month) constitutes in principle income from employment subject to personal income taxes and social security contributions in the same manner as described above at paragraph I.1 “Taxation on the difference between the subscription price and the market value of the L’Oréal share at the time of subscription” for the subscription price discount (including the exemption regime of a comprehensive amount up to €2,065.83 for each calendar year applicable based on the conditions indicated above, under paragraph I.1 “Taxation on the difference between the subscription price and the market value of the L’Oréal share at the time of subscription”).

**VII. Will I be required to pay any tax or social security charges at the date of sale of the Free Shares?**

In case of disposal of the Free Shares, the capital gain realized will be subject to substitute tax at the rate of 26% in the manner described above at paragraph IV “Will I be required to pay any tax or social security charges when, at the end of the lock-up period (or in the event of an authorized early exit event), I ask to sell my Shares”.

**VIII. What are my reporting obligations with respect to the subscription, holding and sale of my Shares as well as the payment of dividends, as applicable?**

For tax monitoring purposes, you should report on section RW of your annual income tax return to be filed in Italy (or in a specific form if you are exempted from the obligation of filing the income tax return), the amount of foreign investments, from which you may derive an income subject to tax in Italy, held during the relevant tax year. The Shares qualify as foreign investments for Italian tax reporting purposes. Such reporting obligations do not apply to you if the Shares are deposited with an Italian-based financial intermediary in charge of the collection of income deriving therefrom to the extent the income is subject to Italian withholding or substitute tax by the same intermediary.