

GESPARAL

SOCIÉTÉ ANONYME AU CAPITAL DE 205 766 864 €

Proposed Merger between Gesparal and L'Oréal

Paris, February 3rd, 2004, 11 p.m.

The two shareholders of Gesparal, Mrs. Liliane Bettencourt and her family, and Nestlé, have agreed to propose the absorption of Gesparal by L'Oréal. The Gesparal Holding Company owns 53.8% of the Capital and 71.7% of voting rights of L'Oréal. The Bettencourt family and Nestlé own respectively, 51% and 49% of Gesparal.

The extraordinary development of L'Oréal over the last 30 years during which Gesparal was its majority shareholder enabled it to become the world leader in its field. Today, it is possible and desirable to simplify the capital structure. In addition, the greater transparency and the further development of corporate governance, both of which are provided for in this agreement, will encourage the continuing development of L'Oréal.

The main points of the agreement are the following :

- The absorption of Gesparal by L'Oréal will be proposed at the next Annual Shareholders Meeting, planned for April 29, 2004. After completion, the Bettencourt family will hold 27.5% of L'Oréal's capital, and Nestlé 26.4%. The merger will have no effect, nor on its financial structure or on its results, as Gesparal's investment portfolio is composed exclusively of L'Oréal's shares and it has no debt.
- At the same annual shareholders meeting of L'Oréal, it will also be proposed to eliminate double voting rights.
- The Bettencourt family and Nestlé have agreed to keep all of their L'Oréal shares for a period of 5 years, beginning with the date of this shareholders meeting. However, should there be a public tender offer for L'Oréal shares by a third party, the Bettencourt family and Nestlé would have the right to tender their shares or to make a counter-offer.
- The Bettencourt family and Nestlé have agreed not to increase, either directly or indirectly, their respective shareholdings in L'Oréal, during the lifetime of Mrs. Liliane Bettencourt, and in any case during a period of at least 3 years, starting from the date of this shareholders meeting.
- The Bettencourt family and Nestlé have mutually agreed to mutual rights of pre-emption on their respective shareholdings in L'Oréal for a period of 10 years. The Bettencourt family has the option of substituting a third party, notably L'Oréal.

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- A shareholders meeting will be asked to approve the nomination of three board members designated by the Bettencourt family and three board members designated by Nestlé, as it is currently the case. At the board of directors of L'Oréal, the election of 2 Vice Chairmen, one nominated by the Bettencourt family and one nominated by Nestlé will also be proposed.
- The Board of Directors of L'Oréal will also be asked to create a Committee for Strategy and Implementation, made up of 6 members, including the CEO of L'Oréal who will be Chairman. 2 members of this committee will be proposed by the Bettencourt family, 2 by Nestlé and 1 independent board member will also be included. It will meet 6 times a year. As in the case of the other Board committees, it will have a role of advice and recommendation, with the Board retaining all of its responsibilities.
- This agreement is effective upon signature. It takes the place of any other agreement between the Bettencourt family and Nestlé.

The agreement will be submitted to the "Autorité des Marchés Financiers" (AMF), the French financial market regulatory authority. The merger provided for in the agreement is conditional upon the finding by the market authorities that there is no requirement for a public offer for L'Oréal shares in light of the planned merger.

This agreement will be published in its entirety following the decision of the AMF.

Mrs. Liliane Bettencourt and Mr. Rainer E. Gut, Chairman of the Board of Directors of Nestlé, stated: "Our objective is to continue with our excellent and mutual understanding and our balanced relationship, which, along with the quality and the extraordinary commitment of L'Oréal management and its employees, has contributed for so many years to making the company one of the best in the world."

Mr. Rainer E. Gut said : "We are convinced that the agreement represents a very solid base for continuing the impressive and very profitable growth of L'Oréal, to which the Bettencourt family and Nestlé have contributed since 1974, by the support through Gesparal."

Mrs. Liliane Bettencourt and her daughter Mrs. Françoise Bettencourt Meyers stated: "Through this new agreement, we are expressing our loyalty and attachment to the L'Oréal Company, and the confidence that, both of us have in L'Oréal, in its CEO Lindsay Owen-Jones and in all of its employees who are responsible for its long term success."