

STATUTORY AUDITORS' REPORT ON THE SHARE CAPITAL REDUCTION BY CANCELLATION OF PURCHASED SHARES

(Ordinary and Extraordinary Annual General Meeting – Twelfth resolution)

L'ORÉAL

14, rue Royale
75008 Paris

In our capacity as Statutory Auditors of your Company and in accordance with article L.225-209 of the French Commercial Code (*Code de commerce*), which applies in the event of a share capital reduction by cancellation of shares purchased by a company, we hereby report to you on our assessment of the reasons for and terms and conditions of the planned share capital reduction.

The Board of Directors invites you to delegate, for a period of 26 months as from the date of this Annual General Meeting, the authority to cancel, on one or more occasions, up to a maximum limit of 10% of the share capital as of the date of the cancellation, and within a given period of 24 months, shares purchased pursuant to an authorization for the Company to purchase its own shares in accordance with the aforementioned article. The authorization to purchase shares is submitted for the approval of the Annual General Meeting under the eleventh resolution and would be granted for a period of 18 months.

We performed the procedures that we deemed necessary in accordance with the professional standards applicable in France to such engagements. Those standards require that we ensure that the reasons for and terms and conditions of the planned share capital reductions, which are not considered to affect shareholder equality, comply with the applicable legal provisions.

We have no matters to report on the reasons for and the terms and conditions of the proposed share capital reduction.

Neuilly-sur-Seine and Paris-La Défense, February 17, 2020

The Statutory Auditors

PricewaterhouseCoopers Audit
Anne-Claire Ferrié

Deloitte & Associés
Frédéric Moulin