



# K E R I N G

French *Société Anonyme* with capital of €504,466,808  
Head office: 10, avenue Hoche – 75008 Paris  
Registered with the Paris Companies Registry under number 552 075 020 Paris

<b>DESCRIPTION OF THE SHARE BUY-BACK PROGRAMME</b>
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**TO BE AUTHORISED BY THE COMBINED GENERAL MEETING  
ON MAY 6, 2014**

*This Description is a free translation of the French original “Descriptif du programme de rachat”.*

*The original French version of this Description is available on our website at [www.ppr.com](http://www.ppr.com).*

**I. LEGAL FRAMEWORK – DATE OF THE GENERAL MEETING OF  
SHAREHOLDERS CALLED TO AUTHORISE THE SHARE BUY-BACK  
PROGRAMME**

Pursuant to articles 241-2 of the *Autorité des marchés financiers* (AMF – the French financial market authority) general regulations and the European Regulation No. 2273 of December 22, 2003, the purpose of this programme description is to describe the objectives and the terms of the Kering share buy-back programme subject to the authorization of the Combined General Meeting on May 6, 2014.

**II. BREAKDOWN BY OBJECTIVE OF SHARES HELD AS OF THE DATE OF  
PUBLICATION OF THIS SHARE BUY-BACK PROGRAMME DESCRIPTION**

The 21,407 own shares held as of May 5, 2014 are allocated as follows:

- 4,725 shares to be granted to employees under bonus shares plans,
- 65,707 shares to be granted under stock purchase options plans,
- 670,000 shares to be tendered in a transaction aimed at external growth,
- no shares to the objective of improving the liquidity of the PPR share and the regularity of its quotation by way of a liquidity agreement.

### **III. OPEN POSITIONS ON DERIVATIVES PRODUCTS**

	Open positions as of June 17, 2013 *			
	Open positions for purchase		Open positions for sale	
	Call options purchased	Forward purchases	Call options sold	Forward sales
Number of securities	none			
Maximum average maturity	n/a			
Average exercise price	n/a			

\*the open positions comprise the outstanding forward purchases and sales and the call options not exercised.

### **IV. OBJECTIVES OF THE SHARE BUY-BACK PROGRAMME AND ALLOCATION OF SHARES PURCHASED**

Kering intention is to make use of the possibility to acquire its own shares, with the following objectives:

- ensure liquidity or to maintain an active secondary share market, using an investment-services provider acting independently under the terms of a liquidity contract complying with the Ethics Charter recognised by the AMF; or
- use all or some of the shares acquired to cover stock purchase option plans or free share plans, to allot shares under the French statutory profit-sharing scheme and to set up company or Group savings plans for Group employees and corporate officers, and to transfer or allocate shares to them as defined in the legislation; or
- enable investment or financing by tendering shares either in a transaction aimed at external growth (a merger, demerger or contribution), or by issuing securities giving access to the Company's capital through redemption, conversion, exchange, presentation of a warrant or negotiation in any other way; or
- cancel the shares acquired pursuant to the authorization given by the Extraordinary Shareholders' Meeting held on June 18, 2013.

## V. PROPORTION OF SHARE CAPITAL, NUMBER OF SHARES AND PURCHASE PRICE

- **Maximum percentage of share capital that may be purchased**

Maximum percentage of the share capital and maximum number of shares of Kering that may be purchased: 10% of the share capital (i.e., 12,618,267 shares as of June 17, 2013). Considering that the Company holds 740,432 of its own shares, the maximum number of shares which may be purchased amounts to 11,877,835 shares, representing 9.4 % of the share capital.

- **Maximum purchase price**

Maximum purchase price: €220 per share. It should be noted that this price may be adjusted in case of transactions affecting the share capital, notably by way of capitalization of profits or reserves, allocation of shares without consideration to all shareholders, stock-split or reverse stock-split. Based on a €220 maximum purchase price, the amount to be invested for share buy-backs is set by the Ordinary General Meeting at €2,775,951,420.

- **Implementation of the programme**

Implementation of the programme: share purchases, sales and transfers may be carried out by any method allowed under the applicable laws and regulations, including through the use of derivative instruments and by means of a block purchase or transfer of shares. The share buybacks may be carried out at any time, including during public offers for Company shares, in accordance with applicable laws and regulations.

## VI. DURATION OF THE SHARE BUY-BACK PROGRAMME

Share buy-back programme duration and schedule: eighteen months as from the date of adoption of resolution by the Combined General Meeting, i.e., up to December 17, 2014.

The Ordinary General Meeting gives the Board of Directors full powers, with the possibility to sub-delegate such powers, to carry out these transactions, to determine their final terms and conditions, to enter into all agreements and to complete all formalities.