

**LVMH**

**MOËT HENNESSY ♦ LOUIS VUITTON**

*Société Anonyme* (French public limited-liability company) with share capital of 152,300,959.50 euros  
Registered office: 22, avenue Montaigne - 75008 Paris, France  
775 670 417 RCS PARIS

**BONDHOLDERS' MEETINGS - SEPTEMBER 29, 2014  
SECOND NOTICE**

€500 million issued on April 7, 2011 (ISIN FR0011033281)  
€500 million issued on April 7, 2011 (ISIN FR0011033232)  
€500 million issued on April 30, 2013 (ISIN FR0011485051)  
€500 million issued on September 5, 2013 (ISIN FR0011560440)  
€600 million issued on November 13, 2013 (ISIN FR0011625441)

**DRAFT RESOLUTIONS**

**First resolution**

The Bondholders' Meeting, having examined:

- the draft terms of the Company's conversion into a *Societas Europaea* (SE), prepared by the Board of Directors, dated January 30, 2014 and filed with the Clerk of the Paris Commercial Court on February 27, 2014, which explain and substantiate the legal and business aspects of the Company's conversion, and indicate the consequences of adopting the legal form of an SE for the Company's shareholders and employees;
- the report of the Board of Directors;
- the report of Ms. Isabelle de Kerviler and Mr. Olivier Péronnet, Independent Conversion Auditors, appointed by order of the President of the Paris Commercial Court on February 19, 2014;

After having noted that the Company satisfies the conditions required by the provisions of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European Company (SE), notably those included in Articles 2§4 and 37 of said Regulation, and of Article L. 225-245-1 of the French Commercial Code on the conversion of a *Société Anonyme* (French public limited-liability company) into an SE;

After having noted that:

- the conversion of the Company into a *Societas Europaea* (SE) shall not result either in the dissolution of the Company or in the creation of a new legal entity;
- following the conversion, the Company's corporate name shall be followed by the words "*Societas Europaea*", "*Société Européenne*" or the initials "SE";
- the Company's term, corporate purpose and registered office shall not undergo any change;
- the Company's share capital shall remain of the same amount and the same number of shares, with a par value of 0.30 euros each;
- the length of the current fiscal year shall not undergo any change as a result of the adoption of *Societas Europaea* (SE) form, and the financial statements in respect of this fiscal year shall be prepared, presented and audited according to the conditions defined by the Company's Bylaws under its new legal form and the provisions of the French Commercial Code on SEs;
- all authorizations and delegations of authority and of powers granted to the Board of Directors of the Company under its current form as a *Société Anonyme* by any General Meetings of the

Company and in force on the date of the Company's registration as a Societas Europaea (SE), shall automatically apply to the Board of Directors of the Company under its new legal form as an SE;

- each of the Company's Directors, Advisory Board members and Statutory Auditors shall continue to serve the Company for the remaining duration of their terms of office under the same conditions as those applying before the Company's registration in the form of a Societas Europaea (SE);
- the draft terms of the Company's conversion into a Societas Europaea (SE) were approved by the Shareholders' Meeting held on April 10, 2014.

And after having noted that, in accordance with Article 12§2 of the aforementioned Regulation, the Company shall not be registered as a Societas Europaea (SE) unless the procedure relating to employee involvement, as provided for in Articles L. 2351-1 et seq. of the French Labor Code, has been successfully completed, with the related negotiations resulting in either (i) an agreement setting out the terms and conditions for employee involvement in the SE, (ii) a decision, taken by a qualified majority, not to enter into negotiations or to bring an end to negotiations, and to use as a basis the applicable regulations for informing and consulting employees in the Member States where the Company has employees, or (iii) a disagreement, in which case the secondary provisions relating to the works council of an SE provided for in Articles L. 2353-1 et seq. of the French Labor Code shall apply;

Decides to approve the conversion of the Company's legal form into a Societas Europaea (SE) with a Board of Directors, and to approve the draft terms and conditions of the conversion validated by the Board of Directors, and takes note that this conversion of the Company into an SE shall take effect upon the Company's registration as an SE with the Paris Commercial and Companies Registry (*Registre des Commerces et des Sociétés*), which shall take place once negotiations relating to employee involvement have been completed.

## **Second resolution**

The Bondholders' Meeting grants all powers to the representative of the Company to make any appropriate arrangements and enter into any agreements, if necessary, in order to implement these resolutions, and to the bearer of a copy or an extract of the minutes documenting its deliberations in order to carry out the necessary filings, declarations, disclosures and other formalities.

The Bondholders' Meeting also decides that the attendance sheet, the proxy voting forms of the bondholders represented and the minutes of this Bondholders' Meeting shall be filed at the Company's registered office.

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