

SCHEDULE 14A  
(RULE 14a-101)  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant   
Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  Definitive Proxy Statement  
 Definitive Additional Materials  Soliciting Material pursuant to  
Rule 14a-11(c) or Rule 14a-12

REVLON, INC.

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(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

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(NAME OF PERSON(S) FILING PROXY STATEMENT IF OTHER THAN THE REGISTRANT)

Payment of Filing Fee (Check the appropriate box):

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(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant  
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(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement Number:

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(3) Filing Party:

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(4) Date Filed:

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REVLON, INC.  
625 MADISON AVENUE  
NEW YORK, NEW YORK 10022

March 10, 1997

Dear Stockholder:

You are cordially invited to attend the 1997 Annual Meeting of Stockholders of Revlon, Inc., which will be held at 10:00 a.m., local time, on Tuesday, April 8, 1997, at Revlon's Research Center, 2121 Route 27, Edison, New Jersey 08818. The matters to be acted upon at the meeting are described in the attached Notice of Annual Meeting of Stockholders and Proxy Statement.

While stockholders may exercise their right to vote their shares in person, we recognize that many stockholders may not be able to attend the Annual Meeting. Accordingly, we have enclosed a proxy which will enable you to vote your shares on the issues to be considered at the Annual Meeting even if you are unable to attend. If you desire to vote in accordance with management's recommendations, you need only sign, date and return the proxy in the enclosed postage-paid envelope to record your vote. Otherwise, please mark the proxy to indicate your vote; date and sign the proxy; and return it in the enclosed postage-paid envelope. In either case, you should return the proxy as soon as conveniently possible. This will not limit your right to vote in person or to attend the Annual Meeting.

Sincerely yours,

Jerry W. Levin  
Chairman

REVLON, INC.  
625 MADISON AVENUE  
NEW YORK, NEW YORK 10022  
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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of  
Revlon, Inc.

Notice is hereby given that the Annual Meeting of Stockholders of Revlon, Inc., a Delaware corporation (the "Company"), will be held at 10:00 a.m., local time, on Tuesday, April 8, 1997, at the Company's Research Center, 2121 Route 27, Edison, New Jersey 08818, for the following purposes:

1. To elect all of the members of the Board of Directors of the Company to serve until the next Annual Meeting and until such directors' successors are elected and shall have qualified.
2. To ratify the selection of KPMG Peat Marwick LLP as the Company's independent auditors for 1997.
3. To transact such other business as may properly come before the Annual Meeting.

A proxy statement describing the matters to be considered at the Annual Meeting is attached to this notice. Only stockholders of record at the close of business on February 24, 1997 (the "Record Date") are entitled to notice of, and to vote at, the Annual Meeting and at any adjournments thereof. A list of stockholders entitled to vote at the Annual Meeting will be available for inspection during normal business hours at the offices of the Company's Secretary at 625 Madison Avenue, 16th Floor, New York, New York 10022 and at the Company's Research Center, 2121 Route 27, Edison, New Jersey 08818 at least ten days prior to the Annual Meeting and will also be available for inspection at the Annual Meeting.

To ensure that your vote will be counted, please complete, date, sign and return the enclosed proxy card promptly in the enclosed postage-paid envelope, whether or not you plan to attend the Annual Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

Robert K. Kretzman  
Vice President and Secretary

March 10, 1997

PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AND  
RETURN IT IN THE ENCLOSED POSTAGE-PAID ENVELOPE. THIS WILL ENSURE  
THAT YOUR SHARES ARE VOTED IN ACCORDANCE WITH YOUR WISHES.

REVLON, INC.

PROXY STATEMENT  
ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD APRIL 8, 1997  
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This proxy statement is being furnished by and on behalf of the Board of Directors of Revlon, Inc. (the "Company") in connection with the solicitation of proxies to be voted at the Annual Meeting of Stockholders to be held at 10 a.m., local time, on Tuesday, April 8, 1997, at the Company's Research Center, 2121 Route 27, Edison, New Jersey 08818, and at any adjournments thereof. This proxy statement and the enclosed proxy card are first being sent to stockholders on or about March 10, 1997.

At the Annual Meeting, stockholders will be asked to (1) elect the following persons as directors of the Company until the Company's next Annual Meeting and until such directors' successors are elected and shall have qualified: Ronald O. Perelman, Donald G. Drapkin, Meyer Feldberg, George Fellows, William J. Fox, Howard Gittis, Vernon E. Jordan, Henry A. Kissinger, Edward J. Landau, Jerry W. Levin, Linda Gosden Robinson, Terry Semel and Martha Stewart, (2) ratify the selection of KPMG Peat Marwick LLP as the Company's independent auditors for 1997 and (3) take such other action as may properly come before the Annual Meeting or any adjournments thereof.

The principal executive offices of the Company are located at 625 Madison Avenue, New York, New York 10022 and the telephone number is (212) 527-4000.

SOLICITATION AND VOTING OF PROXIES; REVOCATION

All proxies duly executed and received by the Company, unless such proxies have been previously revoked, will be voted on all matters presented at the Annual Meeting in accordance with the instructions given therein by the person executing such proxy or, in the absence of such instructions, will be voted FOR (1) the election to the Board of Directors of each of the thirteen nominees identified in this Proxy Statement and (2) the ratification of the selection of KPMG Peat Marwick LLP as the Company's independent auditors for 1997. The Company has no knowledge of any other matters to be brought before the meeting. However, if any other matters are properly presented before the Annual Meeting for action, in the absence of other instructions it is intended that the persons named on the proxy card and acting thereunder will vote in accordance with their best judgment on such matters.

The submission of a signed proxy will not affect a stockholder's right to attend, or to vote in person at, the Annual Meeting. Stockholders who execute a proxy may revoke it at any time before it is voted by filing a written revocation with the Secretary of the Company at 625 Madison Avenue, 16th Floor, New York, New York 10022 Attention: Secretary, by executing a proxy bearing a later date or by attending the Annual Meeting and voting in person.

The accompanying form of proxy is being solicited on behalf of the Board of Directors. Solicitation of proxies may be made by mail and also may be made by personal interview, telephone and facsimile transmission and by directors, officers and employees of the Company without special compensation

therefor. The Company expects to reimburse banks, brokers and other persons for their reasonable out-of-pocket expenses incurred in handling proxy materials for beneficial owners.

#### RECORD DATE; VOTING RIGHTS

Only holders of record of shares of the Company's Class A common stock, par value \$.01 per share ("Class A Common Stock"), and Class B common stock, par value \$.01 per share ("Class B Common Stock" and, together with the Class A Common Stock, the "Common Stock"), at the close of business on February 24, 1997 (the "Record Date") will be entitled to notice of and to vote at the Annual Meeting or any adjournments thereof. On the Record Date, there were issued and outstanding 19,875,000 shares of Class A Common Stock, each of which is entitled to one vote, and 31,250,000 shares of Class B Common Stock, each of which is entitled to ten votes. Of that total, 11,250,000 shares of Class A Common Stock (or approximately 56.6% of the outstanding shares of Class A Common Stock) and all of the shares of Class B Common Stock, which together represent 97.4% of the combined voting power of the outstanding shares of Common Stock, were beneficially owned through Revlon Worldwide Corporation ("Revlon Worldwide") by MacAndrews & Forbes Holdings Inc. ("MacAndrews Holdings"), a corporation wholly owned indirectly through Mafco Holdings Inc. ("Mafco" and, collectively with MacAndrews Holdings, "MacAndrews & Forbes") by Ronald O. Perelman, the Chairman of the Executive Committee of the Board of Directors of the Company. The presence in person or by duly executed proxy of the holders of a majority in total number of votes of the outstanding shares of Common Stock entitled to vote at the Annual Meeting is necessary to constitute a quorum in order to transact business. MacAndrews & Forbes has informed the Company that it will vote FOR (1) the election to the Board of Directors of each of the thirteen nominees identified in this Proxy Statement and (2) the ratification of the selection of KPMG Peat Marwick LLP as the Company's independent auditors for 1997. Accordingly, the affirmative vote of MacAndrews & Forbes is sufficient, without the concurring vote of any other stockholder of the Company, to approve and adopt each of the proposals to be considered at the Annual Meeting.

#### ELECTION OF DIRECTORS

The Board of Directors of the Company, pursuant to the By-laws of the Company, has fixed the number of directors at thirteen. All of the Company's thirteen directors will be elected at the Annual Meeting to serve until the next succeeding Annual Meeting of the Company and until their successors are elected and shall have qualified. All of the nominees are currently members of the Board of Directors. All nominees, if elected, are expected to serve until the next succeeding Annual Meeting. The proxies solicited hereby will be voted FOR the election of the nominees listed herein.

The Board of Directors has been informed that all of the nominees are willing to serve as directors, but if any of them should decline or be unable to act as a director, the individuals named in the proxies will vote for the election of such other person or persons as they, in their discretion, may choose. The Board of Directors has no reason to believe that any such nominees will be unable or unwilling to serve.

The election to the Board of Directors of each of the thirteen nominees identified in this Proxy Statement will require the affirmative vote of a plurality of the votes cast by the holders of shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote. In tabulating the vote, abstentions and broker non-votes will be disregarded and have no effect on the outcome of the vote.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE ELECTION TO THE BOARD OF DIRECTORS OF EACH OF THE THIRTEEN NOMINEES IDENTIFIED BELOW.

NOMINEES FOR ELECTION AS DIRECTORS

The name, age, principal occupation for the last five years, selected biographical information and period of service as a director of the Company of each of the nominees for election as a director are set forth below. Information regarding the nominees is as of February 24, 1997.

MR. PERELMAN (54) has been Chairman of the Executive Committee of the Board of the Company and of the Company's wholly owned subsidiary Revlon Consumer Products Corporation ("Products Corporation") since November 1995, and a Director of the Company and of Products Corporation since their respective formations in 1992. Mr. Perelman was Chairman of the Board of the Company and of Products Corporation from their respective formations in 1992 until November 1995. Mr. Perelman has been Chairman of the Board and Chief Executive Officer of MacAndrews Holdings and various of its affiliates for more than the past five years. Mr. Perelman also is Chairman of the Board of Andrews Group Incorporated ("Andrews Group"), Consolidated Cigar Holdings Inc. ("Cigar Holdings"), Mafco Consolidated Group Inc. ("Mafco Consolidated"), Meridian Sports Incorporated ("Meridian"), Power Control Technologies, Inc. ("PCT") and Toy Biz, Inc. ("Toy Biz") and Chairman of the Executive Committee of the Board of Marvel Entertainment Group, Inc. ("Marvel"). Mr. Perelman is a Director of the following corporations which file reports pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"): Andrews Group, California Federal Bank, a Federal Savings Bank ("Cal Fed"), The Coleman Company, Inc. ("Coleman"), Coleman Holdings Inc. ("Coleman Holdings"), Coleman Worldwide Corporation ("Coleman Worldwide"), Cigar Holdings, Consolidated Cigar Corporation ("Consolidated Cigar"), First Nationwide (Parent) Holdings Inc. ("First Nationwide Parent"), First Nationwide Holdings Inc. ("FN Holdings"), Mafco Consolidated, Marvel, Marvel Holdings Inc. ("Marvel Holdings"), Marvel (Parent) Holdings Inc. ("Marvel Parent"), Marvel III Holdings Inc. ("Marvel III"), Meridian, PCT, Pneumo Abex Corporation ("Pneumo Abex"), Products Corporation, Revlon Worldwide and Toy Biz. On December 27, 1996, Marvel Holdings, Marvel Parent, Marvel III, Marvel and several of its subsidiaries filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code.

MR. LEVIN (52) has been Chairman of the Board of the Company and of Products Corporation since November 1995 and a Director of the Company and of Products Corporation since their respective formations in 1992. Mr. Levin was Chief Executive Officer of the Company and of Products Corporation from their respective formations in 1992 until January 1997 and President of the Company and of Products Corporation from their respective formations in 1992 until November 1995. He has been the President and a Director of Revlon Holdings Inc. ("Holdings") since 1991 and Chief Executive Officer since March 1992. Mr. Levin has been Executive Vice President of MacAndrews Holdings since March 1989. Mr. Levin has been Chairman and Acting Chief Executive Officer of Coleman since February 1997. For 15 years prior to joining MacAndrews Holdings, he held various senior executive positions with The Pillsbury Company. Mr. Levin is a Director of the following corporations which file reports pursuant to the Exchange Act: Coleman, Coleman Holdings, Coleman Worldwide, Ecolab, Inc., First Bank System, Inc., Meridian, Products Corporation and Revlon Worldwide.

MR. FELLOWS (54) has been President and Chief Executive Officer of the Company and of Products Corporation since January 1997. He was President and Chief Operating Officer of the Company and Products Corporation from November 1995 until January 1997 and has been a Director of the Company since November 1995 and a Director of Products Corporation since 1994. Mr. Fellows was Senior Executive Vice President of the Company and of Products Corporation and President and Chief Operating Officer of the Company's Consumer Group from February 1993 until November 1995. From 1989 through January 1993, he was a senior executive officer of Mennen Corporation and then Colgate-Palmolive Company, which acquired Mennen Corporation in 1992. From 1986 to 1989 he was Senior Vice President of Holdings. Prior to 1986, he was President of Holdings' Domestic Beauty Group.

MR. FOX (40) has been Senior Executive Vice President and Chief Financial Officer of the Company and of Products Corporation since January 1997 and was Executive Vice President and Chief Financial Officer of the Company and of Products Corporation from their respective formations in 1992 until January 1997. Mr. Fox was elected as a Director of the Company in November 1995 and of Products Corporation in September 1994. He has been Executive Vice President and Chief Financial Officer of Holdings since November 1991 and prior to such time had been a Vice President of Holdings since 1987. He has been Senior Vice President of MacAndrews Holdings since August 1990. He was Vice President of MacAndrews Holdings from February 1987 to August 1990 and was Treasurer of MacAndrews Holdings from February 1987 to September 1992. Prior to February 1987, he was Vice President and Assistant Treasurer of MacAndrews Holdings. Mr. Fox joined MacAndrews & Forbes Group, Incorporated in 1983 as Assistant Controller, prior to which time he was a certified public accountant at the international auditing firm of Coopers & Lybrand. Mr. Fox is a Director of The Hain Food Group, Inc., which files reports pursuant to the Exchange Act.

MR. DRAPKIN (48) has been a Director of the Company and of Products Corporation since their respective formations in 1992 and of Holdings since January 1992. He has been Vice Chairman of MacAndrews Holdings and various of its affiliates since March 1987. Mr. Drapkin was a partner in the law firm of Skadden, Arps, Slate, Meagher & Flom for more than five years prior to March 1987. Mr. Drapkin is a Director of the following corporations which file reports pursuant to the Exchange Act: Algos Pharmaceutical Corporation, Andrews Group, Coleman, Coleman Holdings, Coleman Worldwide, Cigar Holdings, Consolidated Cigar, Marvel, Marvel Holdings, Marvel Parent, Marvel III, Products Corporation, Revlon Worldwide, Toy Biz, and VIMRx Pharmaceuticals Inc. On December 27, 1996, Marvel Holdings, Marvel Parent, Marvel III, Marvel and several of its subsidiaries filed voluntary petitions for reorganization under Chapter 11 of the United States Bankruptcy Code.

PROFESSOR FELDBERG (54) has been a Director of the Company since February 1997. Professor Feldberg has been the Dean of Columbia Business School for more than the past five years. Professor Feldberg is a Director of the following corporations which file reports pursuant to the Exchange Act: Federated Department Stores, Inc., Paine Webber Group, Inc. (certain funds) and KIII Communications Corporation.

MR. GITTIS (62) has been a Director of the Company and of Products Corporation since their respective formations in 1992 and of Holdings since 1985. He has been Vice Chairman of MacAndrews Holdings and various of its affiliates for more than five years. Mr. Gittis is a Director of the following corporations which file reports pursuant to the Exchange Act: Andrews Group, Cal Fed, Cigar Holdings, Consolidated Cigar, FN Holdings, First Nationwide Parent, Mafco Consolidated, PCT, Pneumo Abex, Products Corporation, Revlon Worldwide, Jones Apparel Group, Inc., Loral Space & Communications Ltd. and Rutherford-Moran Oil Corporation.

DR. KISSINGER (73) has been a Director of the Company since June 1996. Dr. Kissinger has been Chairman of the Board and Chief Executive Officer of Kissinger Associates, Inc., an international consulting firm, since 1982. Dr. Kissinger is an Advisor to the Board of Directors of American Express Company, serves as Counselor to the Chase Manhattan Bank and is a member of its International Advisory Committee. He is Chairman of the International Advisory Board of American International Group, Inc. and is a Director of Continental Grain Company, Hollinger International Inc. and Freeport-McMoran, Inc., all of which file reports pursuant to the Exchange Act.

MR. JORDAN (61) has been a Director of the Company since June 1996. Mr. Jordan is a Senior Partner in the Washington, D.C. law firm of Akin, Gump, Strauss, Hauer & Feld, LLP where he has practiced law since 1982. He is a Director of the following corporations which file reports pursuant to the Exchange Act: American Express Company, Bankers Trust Company, Bankers Trust New York Company, Corning Incorporated, Dow Jones & Company, Inc., J.C. Penney Company, Inc., Ryder System, Inc., Sara Lee Corporation, Union Carbide Corporation and Xerox Corporation. He is also trustee of the Ford Foundation and Howard University.

MR. LANDAU (67) has been a Director of the Company since June 1996. Mr. Landau has been a Senior Partner in the New York law firm of Lowenthal, Landau, Fischer & Bring, P.C. for more than the past five years. He has been a Director of Products Corporation since June 1992 and was a director of Offitbank Holdings from 1989 until April 1993. Mr. Landau is a director of Offitbank Investment Fund, Inc., which files reports pursuant to the Exchange Act.

MS. ROBINSON (44) has been a Director of the Company since June 1996. Ms. Robinson has been Chairman and Chief Executive Officer of Robinson Lerer & Montgomery, LLC, a strategic communications consulting firm, since May 1996. For more than five years prior to that she was Chairman and Chief Executive Officer of Robinson Lerer Sawyer Miller Group, or its predecessors. Ms. Robinson is a director of VIMRx Pharmaceuticals Inc., which files reports pursuant to the Exchange Act, and is a trustee of New York University Medical Center.

MR. SEMEL (53) has been a Director of the Company since June 1996. Mr. Semel has been Chairman and Co-Executive Officer of the Warner Bros. Division of Time Warner Entertainment LP ("Warner Brothers") since March 1994 and of Warner Music Group since November 1995. For more than ten years prior to that he was President of Warner Brothers or its predecessor Warner Bros. Inc.

MS. STEWART (55) has been a Director of the Company since June 1996. Ms. Stewart is the Chairman of Martha Stewart Living Omnimedia LLC. She has been an author, founder of the magazine Martha Stewart Living, creator of a syndicated television series, a syndicated newspaper column and a catalog company, and a lifestyle consultant and lecturer for more than the past five years.

#### BOARD OF DIRECTORS AND ITS COMMITTEES

The Board of Directors has an Executive Committee, an Audit Committee and a Compensation and Stock Plan Committee (the "Compensation Committee").

The Executive Committee consists of Messrs. Perelman, Gittis, Levin and, effective February 13, 1997, Mr. Fellows. The Executive Committee may exercise all of the powers and authority of the Board, except as otherwise provided under the Delaware General Corporation Law ("DGCL"). The Audit Committee, consisting of Mr. Landau, Ms. Robinson and, effective February 13, 1997, Professor Feldberg,

makes recommendations to the Board of Directors regarding the engagement of the Company's independent auditors, reviews the plan, scope and results of the audit, and reviews with the auditors and management the Company's policies and procedures with respect to internal accounting and financial controls, changes in accounting policy and the scope of the non-audit services which may be performed by the Company's independent auditors, among other things. The Audit Committee also monitors policies to prohibit unethical, questionable or illegal activities by the Company's employees. The Compensation Committee, consisting of Messrs. Gittis, Drapkin and, effective June 5, 1996, Mr. Semel, makes recommendations to the Board of Directors regarding compensation and incentive arrangements (including performance-based arrangements) for the Chief Executive Officer, other executive officers, and officers and other key managerial employees of the Company. The Compensation Committee also considers and recommends awards of stock options to purchase shares of Class A Common Stock pursuant to the Revlon, Inc. 1996 Stock Plan (the "Stock Plan") and administers the Stock Plan.

During 1996, the Board of Directors held six meetings (including two by unanimous written consent), and the Executive Committee acted twice by unanimous written consent. The Audit Committee held two meetings in 1996. During 1996, the Compensation Committee acted five times by unanimous written consent. During 1996, all Directors attended 75% or more of the meetings of the Board of Directors and of the Committees of which they were members.

#### COMPENSATION OF DIRECTORS

Directors who currently are not receiving compensation as officers or employees of the Company or any of its affiliates are paid an annual retainer fee of \$25,000, payable in monthly installments, and a fee of \$1,000 for each meeting of the Board of Directors or any committee thereof they attend.

#### RATIFICATION OF SELECTION OF AUDITORS

The Board of Directors has selected, subject to ratification by the stockholders, KPMG Peat Marwick LLP to audit the accounts of the Company for the fiscal year ending December 31, 1997.

KPMG Peat Marwick LLP has audited the consolidated financial statements of the Company and its predecessors for more than the past five years. Representatives of KPMG Peat Marwick LLP will be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

The ratification of the selection of KPMG Peat Marwick LLP as the Company's independent auditors for 1997 will require the affirmative vote of the majority of the total number of votes of outstanding shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote. In determining whether the proposal has received the requisite number of affirmative votes, abstentions and broker non-votes will be counted and will have the same effect as a vote against the proposal. THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE RATIFICATION OF THE SELECTION OF KPMG PEAT MARWICK LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 1997.

EXECUTIVE OFFICERS

The following table sets forth certain information concerning each of the executive officers of the Company as of February 24, 1997.

NAME	POSITION
Jerry W. Levin	Chairman of the Board
George Fellows	President and Chief Executive Officer
William J. Fox	Senior Executive Vice President and Chief Financial Officer
Carlos Colomer	Executive Vice President
Ronald H. Dunbar	Senior Vice President
M. Katherine Dwyer	Senior Vice President
Wade H. Nichols III	Senior Vice President and General Counsel

The following sets forth the age, positions held with the Company and selected biographical information for the executive officers of the Company who are not directors. Biographical information with respect to Messrs. Levin, Fellows and Fox is set forth above under the caption "Nominees for Election as Directors."

MR. COLOMER (52) has been Executive Vice President of the Company and of Products Corporation since August 1993. Prior to August 1993, he served as President and General Manager of various of the Company's and Holdings' international subsidiaries. Mr. Colomer joined Holdings in 1979 when Henry Colomer, S.A., the haircare and cosmetics company that was founded by his father, was acquired by Holdings, and has held positions of increasing responsibility since that date.

MR. DUNBAR (59) has been Senior Vice President, Human Resources of the Company and of Products Corporation since their respective formations in 1992. He was elected Senior Vice President, Human Resources of Holdings in July 1991. Mr. Dunbar was Vice President and General Manager of Arnold Menn and Associates, a career management consulting and executive outplacement firm, from 1989 to 1991 and Executive Vice President and Chief Human Resources Officer of Ryder System, a highway transportation firm, from 1978 to 1989. Prior to that, Mr. Dunbar served in senior executive human resources positions at Xerox Corporation and Ford Motor Company.

MS. DWYER (47) was elected as Senior Vice President of the Company and of Products Corporation in December 1996. Prior to that she served in various appointed officer positions for the Company and for Products Corporation, including President of Products Corporation's United States Cosmetics Unit from November 1995 to December 1996 and Executive Vice President and General Manager of Products Corporation's Mass Cosmetics Unit from June 1993 to November 1995. From 1991 to 1993, Ms. Dwyer was Executive Vice President and General Manager for Victoria Creations. Prior to 1991, she served in various senior positions for Avon Products Inc., Cosmair, Inc. and The Gillette Company.

MR. NICHOLS (54) has been Senior Vice President and General Counsel of the Company and of Products Corporation since their respective formations in 1992. He was elected Senior Vice President and General Counsel of Holdings in March 1992. He was Vice President and Secretary of Holdings from 1984 to 1992 and Secretary from 1981 to 1984. He joined Holdings in 1978. Mr. Nichols has been Vice President-Law of MacAndrews Holdings since 1988.

EXECUTIVE COMPENSATION

The following table sets forth information for the years indicated concerning the compensation awarded to, earned by or paid to the Chief Executive Officer of the Company and the four most highly paid executive officers, other than the Chief Executive Officer, who served as executive officers of the Company as of December 31, 1996 (collectively, the "Named Executive Officers"), for services rendered in all capacities to the Company and its subsidiaries during such periods.

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION (a)			LONG-TERM COMPENSATION AWARDS	ALL OTHER COMPENSATION (\$)
		SALARY (\$)	BONUS (\$)	OTHER ANNUAL COMPENSATION (\$)	SECURITIES UNDERLYING OPTIONS	
Jerry W. Levin	1996	1,500,000	1,500,000	93,801	170,000	307,213
Chairman of the Board (b)	1995	1,450,000	1,450,000	42,651	0	308,002
	1994	1,300,000	1,300,000	39,184	0	540,177
George Fellows	1996	1,025,000	870,000	15,242	120,000	4,500
President and Chief	1995	841,667	531,700	68,559	0	4,500
Executive Officer (c)	1994	745,833	449,200	11,625	0	104,500
William J. Fox	1996	750,000	598,600	50,143	50,000	56,290
Senior Executive Vice	1995	660,000	455,000	54,731	0	56,290
President and Chief	1994	601,333	329,900	59,143	0	56,290
Financial Officer (d)						
Carlos Colomer	1996	700,000	192,600	--	37,000	--
Executive Vice President	1995	600,000	135,200	--	0	--
	1994	550,000	280,200	--	0	--
M. Katherine Dwyer	1996	500,000	326,100	90,029	45,000	4,500
Senior Vice President (e)						

(a) The amounts shown in Annual Compensation for 1996, 1995 and 1994 reflect salary, bonus and other annual compensation awarded to, earned by or paid to the persons listed for services rendered to the Company and its subsidiaries. The Company has a bonus plan (the "Executive Bonus Plan") in which executives participate (including the Chief Executive Officer and the other Named Executive Officers). The Executive Bonus Plan provides for payment of cash compensation upon the achievement of predetermined individual and corporate performance goals during the calendar year.

(b) Mr. Levin was Chief Executive Officer of the Company during 1994, 1995 and 1996. The amount shown for Mr. Levin under Other Annual Compensation for 1996 includes \$26,400 in respect of personal use of a Company-provided automobile and payments in respect of gross ups for taxes on imputed income arising out of personal use of a Company-provided automobile and for taxes on imputed income arising out of premiums paid or reimbursed by the Company in respect of life insurance. The amount shown for Mr. Levin under All Other Compensation for 1996 reflects \$302,713 in respect of life insurance premiums and \$4,500 in respect of

matching contributions under the Revlon Employees' Savings and Investment Plan (the "401(k) Plan"). The amount shown for Mr. Levin under Other Annual Compensation for 1995 reflects payments in respect of gross ups for taxes on imputed income arising out of personal use of a Company-provided automobile and for taxes on imputed income arising out of premiums paid or reimbursed by the Company in respect of life insurance. The amount shown for Mr. Levin under All Other Compensation for 1995 reflects \$303,502 in respect of life insurance premiums and \$4,500 in respect of matching contributions under the 401(k) Plan. The amount shown for Mr. Levin under Other Annual Compensation for 1994 reflects payments in respect of gross ups for taxes on imputed income arising out of personal use of a Company-provided automobile and for taxes on imputed income arising out of premiums paid or reimbursed by the Company in respect of life insurance. The amounts shown for Mr. Levin under All Other Compensation for 1994 reflect payments in respect of life insurance premiums and certain relocation expenses and matching contributions under the 401(k) Plan. In connection with such relocation, the Company purchased for face value a \$525,000 purchase money note made by the purchaser of Mr. Levin's home secured by a mortgage on such home.

- (c) Mr. Fellows became Chief Executive Officer of the Company in January 1997. The amount shown for Mr. Fellows under Other Annual Compensation for 1996 reflects payments in respect of gross ups for taxes on imputed income arising out of personal use of a Company-provided automobile and for taxes on imputed income arising out of premiums paid or reimbursed by the Company in respect of life insurance. The amount shown for Mr. Fellows under All Other Compensation for 1996 reflects matching contributions under the 401(k) Plan. The amount shown for Mr. Fellows under Other Annual Compensation for 1995 includes \$43,251 in respect of membership fees and related expenses for personal use of a health and country club and \$9,458 in respect of gross ups for taxes on imputed income arising out of personal use of a Company-provided automobile. The amount shown for Mr. Fellows under All Other Compensation for 1995 reflects matching contributions under the 401(k) Plan. The amount shown for Mr. Fellows under Other Annual Compensation for 1994 reflects payments in respect of gross ups for taxes on imputed income arising out of personal use of a Company-provided automobile. The amounts shown for Mr. Fellows under All Other Compensation for 1994 reflect matching contributions under the 401(k) Plan and reimbursement for long-term compensation and other benefits under plans of his prior employer, which Mr. Fellows forfeited by accepting employment with the Company.
- (d) Mr. Fox became Senior Executive Vice President of the Company in January 1997. The amount shown for Mr. Fox under Other Annual Compensation for 1996 reflects payments in respect of gross ups for taxes on imputed income arising out of personal use of a Company-provided automobile and for taxes on imputed income arising out of premiums paid or reimbursed by the Company in respect of life insurance. The amount shown for Mr. Fox under All Other Compensation for 1996 reflects \$51,790 in respect of life insurance premiums and \$4,500 in respect of matching contributions under the 401(k) Plan. The amount shown for Mr. Fox under Other Annual Compensation for 1995 reflects payments in respect of gross ups for taxes on imputed income arising out of personal use of a Company-provided automobile and for taxes on imputed income arising out of premiums paid or reimbursed by the Company in respect of life insurance. The amount shown for Mr. Fox under All Other Compensation for 1995 reflects \$51,790 in respect of life insurance premiums and \$4,500 in respect of matching contributions under the 401(k) Plan. The amount shown for Mr. Fox under Other Annual Compensation for 1994 reflects payments in respect of gross ups for taxes on imputed income arising out of personal use of a Company-provided automobile and for taxes on imputed income arising out of premiums paid or reimbursed by the Company in respect of life insurance for Mr. Fox. The amounts shown for Mr. Fox under All Other Compensation for 1994 reflect payments in respect of life insurance premiums and matching contributions under the 401(k) Plan.
- (e) Ms. Dwyer became an executive officer of the Company on December 17, 1996. The amount shown for Ms. Dwyer under Other Annual Compensation for 1996 reflects \$57,264 in expense reimbursements and payments in respect of gross ups for taxes on imputed income arising out of personal use of a Company-provided automobile. The amount shown for Ms. Dwyer under All Other Compensation for 1996 reflects matching contributions under the 401(k) Plan.

OPTION GRANTS IN THE LAST FISCAL YEAR

During 1996, the following grants of stock options were made pursuant to the Stock Plan to the executive officers named in the Summary Compensation Table:

NAME	INDIVIDUAL GRANTS (a)				GRANT DATE VALUE (b)
	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED (#)	PERCENT OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR	EXERCISE PRICE (\$/SH)	EXPIRATION DATE	GRANT DATE PRESENT VALUE \$
Jerry W. Levin ..... Chairman (c)	170,000	17%	24.00	2/28/06	1,885,079
George Fellows ..... President and Chief Executive Officer (c)	120,000	12%	24.00	2/28/06	1,330,644
William J. Fox ..... Senior Executive Vice President and Chief Financial Officer (c)	50,000	5%	24.00	2/28/06	554,435
Carlos Colomer ..... Executive Vice President	37,000	4%	24.00	2/28/06	410,282
M. Katherine Dwyer ..... Senior Vice President (c)	45,000	5%	24.00	2/28/06	498,992

(a) Prior to the consummation of the Company's initial public offering in March 1996 (the "Offering"), the Board of Directors made initial grants under the Stock Plan of non-qualified options having a term of 10 years to purchase shares of Class A Common Stock at an exercise price equal to the initial public offering price. The grants to Messrs. Levin, Fellows, Fox and Colomer and Ms. Dwyer will not vest as to any portion until the third anniversary of the grant date and will thereupon become 100% vested, except that upon termination of employment by the Company other than for "cause", death or "disability" under the applicable employment agreement, such options will vest with respect to 50% of the shares subject thereto (if the termination is between the second and third anniversaries of the grant).

(b) Present values were calculated using the Black-Scholes option pricing model. The model as applied used the grant date of February 29, 1996, and the exercise price per share specified in the table above was equal to the fair market value per share of Common Stock on the date of grant. The model also assumes (i) risk-free rate of return of 5.99%, which was the rate as of the grant date for the U.S. Treasury Zero Coupon Bond issues with a remaining term similar to the expected term of the options, (ii) stock price volatility of 31% based upon the peer group average, (iii) a constant dividend rate of zero percent and (iv) that the options normally would be exercised on the final day of their seventh year after grant. No discount from the theoretical value was taken to reflect the waiting period, if any, prior to vesting of the stock options, the restrictions on the transfer of the stock options and the likelihood that the stock options will be exercised in advance of the final day of their term.

(c) Mr. Levin served as Chief Executive Officer during 1996. Mr. Fellows was elected Chief Executive Officer in January 1997. Mr. Fox was elected Senior Executive Vice President in January 1997. Ms. Dwyer became an executive officer in December 1996.

AGGREGATED OPTION EXERCISES IN LAST  
FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

The following chart shows the number of stock options exercised during 1996 and the 1996 year-end value of the stock options held by the executive officers named in the Summary Compensation Table:

NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED (\$)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT FISCAL YEAR-END (#) EXERCISABLE/UNEXERCISABLE	VALUE OF UNEXERCISED IN-THE- MONEY OPTIONS AT FISCAL YEAR-END EXERCISABLE/ UNEXERCISABLE (a) (\$)
Jerry W. Levin .....	0	0	0/170,000	0/998,750
Chairman (b)				
George Fellows .....	0	0	0/120,000	0/705,000
President and Chief Executive Officer (b)				
William J. Fox .....	0	0	0/ 50,000	0/293,750
Senior Executive Vice President and Chief Financial Officer (b)				
Carlos Colomer .....	0	0	0/ 37,000	0/217,375
Executive Vice President				
M. Katherine Dwyer .....	0	0	0/ 45,000	0/264,375
Senior Vice President (b)				

(a) Amounts shown represent the market value of the underlying shares of Class A Common Stock at year-end calculated using the December 31, 1996 New York Stock Exchange (the "NYSE") closing price per share of Class A Common Stock of \$29.875 minus the exercise price of the stock option. The actual value, if any, an executive may realize is dependent upon the amount by which the market price of shares of Class A Common Stock exceeds the exercise price per share when the stock options are exercised. The actual value realized may be greater or less than the value shown in the table.

(b) Mr. Levin served as Chief Executive Officer during 1996. Mr. Fellows was elected Chief Executive Officer in January 1997. Mr. Fox was elected Senior Executive Vice President in January 1997. Ms. Dwyer became an executive officer in December 1996.

EMPLOYMENT AGREEMENTS AND TERMINATION OF EMPLOYMENT ARRANGEMENTS

Each of the Named Executive Officers has entered into an executive employment agreement with the Company's wholly owned subsidiary, Products Corporation (except in the case of Mr. Colomer, who has entered into an Executive Employment Agreement with a subsidiary of Products Corporation), which became effective upon consummation of the Offering, providing for their continued employment. Effective January 1, 1997, Mr. Fellows' Employment Agreement was amended to provide that he will serve as the President and Chief Executive Officer of the Company at a base salary of \$1,250,000 for 1997; \$1,350,000 for 1998; \$1,450,000 for 1999; \$1,550,000 for 2000 and \$1,700,000 for 2001. At any time after January 1, 2001, the Company may terminate the term of Mr. Fellows' agreement by 12 months prior

notice of non-renewal. The agreements for Messrs. Levin, Fox and Colomer and Ms. Dwyer provide for base salary of not less than \$1,500,000, \$1,650,000, and \$1,800,000 during 1996, 1997 and 1998 and thereafter, respectively, in the case of Mr. Levin, and \$750,000, \$700,000 and \$500,000 (or any greater amount to which such base salary amounts may be increased) in the case of Messrs. Fox and Colomer and Ms. Dwyer, respectively, and further provide that at any time on or after the second anniversary of the effective date of the relevant agreement, the Company may terminate the term by 12 months prior notice of non-renewal. All of the agreements provide for participation in the Executive Bonus Plan, continuation of life insurance and executive medical insurance coverage in the event of permanent disability, the provision of post-retirement life insurance coverage in the amount of two times base salary in certain circumstances, and participation in other executive benefit plans on a basis equivalent to senior executives of the Company generally. The agreements with Messrs. Fellows and Colomer and Ms. Dwyer provide for Company-paid supplemental term life insurance during employment in the amount of three times base salary, while the agreements with Messrs. Levin and Fox provide that, in lieu of any participation in Company-paid pre-retirement life insurance coverage, Products Corporation will pay premiums and gross ups for taxes thereon in respect of, in the case of Mr. Levin, whole life insurance policies on his life in the amount of \$14,100,000 under a split dollar arrangement pursuant to which Products Corporation would be repaid the amount of premiums it paid up to the cash surrender value of the policies from insurance proceeds payable under the policies and, in the case of Mr. Fox, a whole life insurance policy on his life in the amount of \$5,000,000 under an arrangement providing for all insurance proceeds to be paid to the designated beneficiary under such policy. The agreements also require that management recommend to the Compensation Committee that Messrs. Levin, Fellows, Fox and Colomer and Ms. Dwyer be granted options to purchase 170,000, 170,000, 50,000, 37,000, and 45,000 (in the first year and 30,000 thereafter) shares of Class A Common Stock, respectively, each year during the term of the relevant executive employment agreement. The agreements provide that in the event of termination of the term of the relevant executive employment agreement by Products Corporation otherwise than for "good reason" as defined in the Executive Severance Policy or failure of the Compensation Committee to adopt and implement the recommendations of management with respect to stock option grants, the executive would be entitled to severance pursuant to the Executive Severance Policy as in effect on January 1, 1996 (see "--Executive Severance Policy"). In addition, the employment agreement with Mr. Fellows provides that if he remains continuously employed by Products Corporation or its affiliates until age 60, then upon any subsequent retirement he will be entitled to a supplemental pension benefit in a sufficient amount so that his annual pension benefit from all qualified and non-qualified pension plans of Products Corporation and its affiliates (expressed as a straight life annuity) equals \$500,000. Upon any earlier retirement with Products Corporation's consent or any earlier termination of employment by Products Corporation otherwise than for "good reason" (as defined in the Executive Severance Policy), Mr. Fellows will be entitled to a reduced annual payment in an amount equal to the product of multiplying \$28,540 by the number of anniversaries, as of the date of retirement or termination, of Mr. Fellows' fifty-third birthday (but in no event more than would have been payable to Mr. Fellows under the foregoing provision had he retired at age 60). In each case, Products Corporation reserves the right to treat Mr. Fellows as having deferred payment of pension for purposes of computing such supplemental payments.

As of December 31, 1996, 1995, and 1994, Mr. Colomer had a loan outstanding from the Company's subsidiary in Spain in the amount of 25.0 million Spanish pesetas (approximately \$205,000 U.S. dollar equivalent as of December 31, 1996) dating from 1991 pursuant to a management retention program

grandfathered under a 1992 change in the Spanish tax law which currently covers certain executives of such subsidiary, including Mr. Colomer. Pursuant to this management retention program, outstanding loans do not bear interest but an amount equal to the one-year government bond interest rate in effect at the beginning of the year is deducted from the executives' annual compensation, and loans must be repaid in full upon termination of employment. The amount deducted from Mr. Colomer's compensation was 2.15 million Spanish pesetas (approximately \$16,988 U.S. dollar equivalent as of December 31, 1996) for 1996; 2.25 million Spanish pesetas (approximately \$18,097 U.S. dollar equivalent as of December 31, 1995) for 1995 and 2.25 million Spanish pesetas (approximately \$17,094 U.S. dollar equivalent as of December 31, 1994) for 1994.

#### EXECUTIVE SEVERANCE POLICY

Products Corporation's Executive Severance Policy, as amended effective January 1, 1996, provides that upon termination of employment of eligible executive employees, including the Named Executive Officers, other than voluntary resignation, retirement or termination by Products Corporation for good reason, in consideration for the execution of a release and confidentiality agreement and the Company's standard Employee Agreement as to Confidentiality and Non-Competition (the "Non-Competition Agreement"), the eligible executive will be entitled to receive, in lieu of severance under any employment agreement then in effect or under Products Corporation's basic severance plan, a number of months of severance pay in semi-monthly installments based upon such executive's grade level and years of service reduced by the amount of any compensation from subsequent employment, unemployment compensation or statutory termination payments received by such executive during the severance period, and, in certain circumstances, by the actuarial value of enhanced pension benefits received by the executive as well as continued participation in medical and certain other benefit plans for the severance period (or in lieu thereof, upon commencement of subsequent employment, a lump sum payment equal to the then present value of 50% of the amount of base salary then remaining payable through the balance of the severance period, not to exceed six months' base salary). Pursuant to the Executive Severance Policy, upon meeting the conditions set forth therein, Messrs. Levin, Fellows, Colomer and Fox and Ms. Dwyer would be entitled to severance pay equal to two years of base salary at the rate in effect on the date of employment termination plus continued participation in the medical and dental plans for two years on the same terms as active employees.

DEFINED BENEFIT PLANS

The following table shows the estimated annual retirement benefits payable (as of December 31, 1996) at normal retirement age (65) to a person retiring with the indicated average compensation and years of credited service, on a straight life annuity basis, after Social Security offset, under the Revlon Employees' Retirement Plan (the "Retirement Plan"), including amounts attributable to the Pension Equalization Plan, each as described below:

HIGHEST CONSECUTIVE FIVE-YEAR AVERAGE COMPENSATION DURING FINAL TEN YEARS	ESTIMATED ANNUAL STRAIGHT LIFE BENEFITS AT RETIREMENT WITH INDICATED YEARS OF CREDITED SERVICE (a)				
	15	20	25	30	35
600,000	\$152,022	\$202,696	\$253,370	\$304,044	\$304,044
700,000	178,022	237,363	296,703	356,044	356,044
800,000	204,022	272,029	340,037	408,044	408,044
900,000	230,022	306,696	383,370	460,044	460,044
1,000,000	256,022	341,363	426,703	500,000	500,000
1,100,000	282,022	376,029	470,037	500,000	500,000
1,200,000	308,022	410,696	500,000	500,000	500,000
1,300,000	334,022	445,363	500,000	500,000	500,000
1,400,000	360,022	480,029	500,000	500,000	500,000
1,500,000	386,022	500,000	500,000	500,000	500,000
2,000,000	500,000	500,000	500,000	500,000	500,000
2,500,000	500,000	500,000	500,000	500,000	500,000

(a) The normal form of benefit for the Retirement Plan and the Pension Equalization Plan is a life annuity.

The Retirement Plan is intended to be a tax qualified defined benefit plan. Retirement Plan benefits are a function of service and final average compensation. The Retirement Plan is designed to provide an employee having 30 years of credited service with an annuity generally equal to 52% of final average compensation, less 50% of estimated individual Social Security benefits. Final average compensation is defined as average annual base salary and bonus (but not any part of bonuses in excess of 50% of base salary) during the five consecutive calendar years in which base salary and bonus (but not any part of bonuses in excess of 50% of base salary) were highest out of the last 10 years prior to retirement or earlier termination. Except as otherwise indicated, credited service only includes all periods of employment with the Company or a subsidiary prior to retirement. The base salaries and bonuses of each of the Named Executive Officers are set forth in the Summary Compensation Table under columns entitled "Salary" and "Bonus," respectively.

The Employee Retirement Income Security Act of 1974, as amended, places certain maximum limitations upon the annual benefit payable under all qualified plans of an employer to any one individual. In addition, the Omnibus Budget Reconciliation Act of 1993 limits the annual amount of compensation that can be considered in determining the level of benefits under qualified plans. The Pension Equalization Plan, as amended effective January 1, 1996, is a non-qualified benefit arrangement designed to provide for the payment by the Company of the difference, if any, between the amount of such maximum limitations and the annual benefit that would be payable under the Retirement Plan but for

such limitations, up to a combined maximum annual straight life annuity benefit at age 65 under the Retirement Plan and the Pension Equalization Plan of \$500,000. Benefits provided under the Pension Equalization Plan are conditioned on the participant's compliance with his or her Non-Competition Agreement and, in any case, on the participant not competing with Products Corporation for one year after termination of employment.

The number of years of credited service under the Retirement Plan and the Pension Equalization Plan as of January 1, 1997 for Mr. Levin is seven years (which includes credit for service with MacAndrews Holdings), for Mr. Fellows is eight years (which includes credit for prior service with Holdings), for Mr. Fox is 13 years (which includes credit for service with MacAndrews Holdings) and for Ms. Dwyer is three years. Mr. Colomer does not participate in the Retirement Plan or the Pension Equalization Plan. Mr. Colomer participates in the Revlon Foreign Service Employees Pension Plan (the "Foreign Pension Plan"). The Foreign Pension Plan is a non-qualified defined benefit plan. The plan is designed to provide an employee with 2% of final average salary for each year of credited service, up to a maximum of 30 years, reduced by the sum of all other Company provided retirement benefits and social security or other government provided retirement benefits. Credited service includes all periods of employment with the Company or a subsidiary prior to retirement. Final average salary is defined as average annual base salary during the five consecutive calendar years in which base salary was highest out of the last 10 years prior to retirement. The normal form of payment under the Foreign Pension Plan is a life annuity. Mr. Colomer's credited service as of January 1, 1997 under the Foreign Pension Plan is 17 years (which includes credit for service with Holdings).

#### COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee (made up of Mr. Gittis and Mr. Drapkin and from and after June 6, 1996 Mr. Semel) determined compensation of Executive Officers of the Company from and after the Offering.

The Company has used an airplane which was owned by a corporation of which Messrs. Gittis, Drapkin and Levin were the sole stockholders. As of December 31, 1996, Mr. Levin no longer holds an ownership interest in the corporation that owns the airplane. See "Certain Relationships and Related Transactions--Other".

#### COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

This report is submitted by the Compensation Committee of the Company's Board of Directors, which consists of three members. Messrs. Gittis and Drapkin have been members of the Compensation Committee since February 22, 1996. Mr. Semel was elected to the Compensation Committee on June 6, 1996.

Pursuant to the rules promulgated under the Exchange Act, set forth below is the report of the Compensation Committee regarding its compensation policies for 1996 for the Company's executive officers, including the Chief Executive Officer. The key elements of compensation used by the Company are base salary and performance-based incentives, including annual cash bonuses and stock options. This report discusses the Company's practices regarding each of these elements as applied to the executive officers generally and concludes with a separate discussion of Mr. Levin's compensation in particular.

The Company's executive compensation practices are designed to support its business goals of fostering profitable growth and increasing stockholder value. The Company seeks to align the interests of executives and stockholders through the use of a performance-based cash bonus plan and a stock-based compensation plan. In addition, the Company's policy is to pay for performance; that is, the better the individual, team, business unit and/or global performance against established goals and objectives, the greater the compensation reward. Finally, the Company's compensation package is designed to be competitive with the compensation practices of other leading consumer products companies.

In addition to Company sources, the Committee retains the services of independent compensation consultants to help it assess the competitiveness and effectiveness of the Company's executive compensation practices in general and for the Chief Executive Officer in particular. In 1996, the Committee consulted with KPMG Peat Marwick LLP ("KPMG") in its review of, and in developing modifications to, existing executive officer compensation plans. In 1996, KPMG conducted a comprehensive review of the Company's long-term compensation program, including the appropriateness of the performance measures, payout levels relative to performance and the competitiveness of the plan design features.

#### BASE SALARY

The Company's practice is to pay salaries that reflect the executive's position in the Company and his or her contributions as determined by the Compensation Committee and that are competitive with a comparison group of other leading consumer products companies and certain other companies outside of the consumer products field (the "Comparison Group"). While the Comparison Group is comprised primarily of consumer products companies, companies outside of the consumer products field are also included because the Company believes, and the Compensation Committee concurs, that the market for executive talent is broader than simply other consumer products companies. The peer group used in the Performance Graph on page 16 is composed solely of companies with which the Company competes in its primary business.

The policy is to target the salary range for executive officers at a level which is competitive with the Comparison Group, with salaries above that level available to exceptional performers and key contributors to the success of the Company. The annual salaries of Messrs. Levin, Fellows, Fox and Colomer and of Ms. Dwyer, established in their respective employment agreements, are based upon this policy. Annual salary adjustments are based on individual performance, assumption of new responsibilities, competitive data from the Comparison Group and the Company's overall annual salary budget guidelines. If an executive officer is responsible for a particular business unit, such unit's financial results are taken into account. In the case of Messrs. Levin and Fellows, annual salary adjustments are specified in their respective employment agreements.

#### ANNUAL CASH BONUS

##### EXECUTIVE BONUS PLAN

The Company has a bonus plan (the "Executive Bonus Plan") in which executives participate (including the Chief Executive Officer and the other Named Executive Officers). The Executive Bonus Plan provides for payment of cash compensation upon the achievement of predetermined individual and corporate performance goals during the calendar year. Eligibility for awards under the Executive Bonus Plan is conditioned upon the executive having executed the Non-Competition Agreement. The awards

granted to the Chief Executive Officer and the other Named Executive Officers are based upon the achievement of pre-established performance goals established by the Compensation Committee based upon operating income, operating cash flow and, in certain cases, asset management. The maximum award payable to any participant with respect to any bonus year is \$2,000,000.

Bonuses for executive officers for 1996 were determined by a formula based on the financial performance of the Company as a whole in the case of Messrs. Levin and Mr. Fox; of the Company as a whole and the business units to which they were assigned in the case of Messrs. Fellows and Colomer and of the business units to which she was assigned in the case of Ms. Dwyer, in each case against specific pre-established performance goals. The Company-wide financial performance measures were operating income and cash flow. The business unit financial measures were operating income and asset management. During 1996, the Company achieved its operating income and cash flow targets, and the business units for which Mr. Fellows and Ms. Dwyer were responsible exceeded their targets.

#### LONG-TERM PERFORMANCE-BASED INCENTIVES

The Company's principal compensation vehicle for encouraging long-term growth and performance is the grant of stock options granted under the Stock Plan.

#### THE 1996 STOCK PLAN

Under the Stock Plan, stock options generally are granted annually to executive officers. Guidelines for the size of stock option awards are developed based on factors similar to those used to determine salary and bonus, including the executive's position in the Company and his or her contributions as determined by the Compensation Committee and a review of the practices of the Comparison Group. Since the Company, with the concurrence of the Compensation Committee, views the granting of stock options as a way to obtain competitive compensation advantage, it is the Company's policy to target award levels so that, when taken together with salary and cash bonus, total compensation would be competitive with the Comparison Group. Actual grants may vary from target levels based on individual performance, business unit performance or the assumption of increased responsibilities. In the event of poor corporate performance, the Compensation Committee may decide not to grant annual stock options.

In February 1996, the Compensation Committee made initial grants under the Stock Plan of non-qualified options having a term of 10 years to purchase shares of Class A Common Stock at an exercise price equal to the initial public offering price (\$24.00), of which options to purchase 170,000, 120,000, 50,000, 37,000 and 45,000 shares of Class A Common Stock were granted to Messrs. Levin, Fellows, Fox and Colomer and Ms. Dwyer, respectively. The grants to Messrs. Levin, Fellows, Fox and Colomer, Ms. Dwyer and one other grantee do not vest as to any portion until the third anniversary of the grant date and will thereupon become 100% vested, except that upon termination of employment by the Company other than for "cause", death or "disability" under the applicable employment agreement, such options will vest with respect to 50% of the shares subject thereto (if the termination is between the second and third anniversaries of the grant). All other initial grants to executive officers and employees will vest 25% each year beginning on the first anniversary of the date of grant and will become 100% vested on the fourth anniversary of the date of grant. This approach is designed to motivate the creation of stockholder value over the long term since the full benefit of the stock option grant cannot be realized unless stock price appreciation occurs over a number of years.

1996 CHIEF EXECUTIVE OFFICER COMPENSATION

The Compensation Committee reviewed and recommended the overall compensation of Jerry W. Levin, who is currently the Chairman and who during 1996 served as the Chief Executive Officer of the Company. In setting Mr. Levin's 1996 base salary in his employment agreement, the Compensation Committee considered the Company's success during Mr. Levin's tenure as Chief Executive Officer, the successful initial public offering, his individual performance and contributions to the continuing success and increased value of the Company and a comparison of base salaries of other chief executive officers in the Comparison Group.

As discussed above in the Annual Cash Bonus section, Mr. Levin's annual bonus for 1996 is payable based upon the successful attainment of specific performance measures established in advance by the Compensation Committee. During 1996, the pre-established performance measures were attained. Accordingly, Mr. Levin was awarded a cash bonus equal to the target amount established for the year.

The stock option grant for Mr. Levin was specified in his Employment Agreement and, as with base salary and bonus eligibility, was determined by the Compensation Committee with reference to Mr. Levin's position in the Company, his contribution to the Company's success, the Company's successful initial public offering, his individual performance, his contributions to the continuing success and increased value of the Company and the practices of the Comparison Group. The Compensation Committee's intent was to condition a meaningful portion of Mr. Levin's total compensation upon Company performance and stockholder value and to serve as a means to retain Mr. Levin.

Section 162(m) of the Internal Revenue Code of 1986 (as amended) (the "Code") generally disallows a publicly held corporation a deduction for compensation in excess of \$1 million per year paid to the chief executive officer (the "CEO") or any of the four most highly compensated executive officers of the Company (other than the CEO) (the "Covered Officers"). Based upon a special transition rule contained in the Treasury regulations for private corporations that complete an initial public offering, the Company intends, to the fullest extent possible under such regulations, to treat payments made to Covered Officers until the Annual Meeting of Stockholders of the Company held in the year 2000 as not subject to the deduction limitations of Section 162(m) of the Code. Nevertheless, the Compensation Committee will maintain the discretion to authorize payments that do not qualify for an exception to the deduction limitation if the Compensation Committee believes it is necessary or appropriate under the circumstances.

In summary, the Compensation Committee believes that executive performance significantly influences Company performance and, therefore, the Compensation Committee's approach to executive compensation has been guided by the principle that executives should have the potential for increased earnings when performance objectives are exceeded, provided there is appropriate downside risk if performance targets are not met.

Compensation and Stock Plan Committee

Howard Gittis (Chairman)  
Donald Drapkin  
Terry Semel

PERFORMANCE GRAPH

The following graph compares the cumulative total stockholder return on shares of Class A Common Stock with that of the S&P 500 Index, the S&P Health Care Index, the S&P Household Products Index and the S&P Cosmetics Index. The comparison for each of the periods presented assumes that \$100 was invested on February 29, 1996 (the date the Class A Common Stock was priced in connection with the Company's initial public offering), in shares of Class A Common Stock and the stocks included in the relevant index and that all dividends are reinvested. These indexes, which reflect formulas for dividend reinvestment and weighting of individual stocks, do not necessarily reflect returns that could be achieved by individual investors.

[GRAPHIC OMITTED - TABLE BELOW REPRESENTS GRAPH DATA]

	MARCH 5, 1996	DEC. 31, 1996
	-----	-----
Revlon, Inc. Class A Common Stock	\$100	\$124.48
S&P 500 Index .....	100	117.82
S&P Health Care Index .....	100	121.38
S&P Household Products Index .....	100	129.56
S&P Cosmetics Index .....	100	136.60

OWNERSHIP OF COMMON STOCK

The following table sets forth as of February 24, 1996, the number of shares of Common Stock beneficially owned, and the percent so owned, by (i) each person known to the Company to be the beneficial owner of more than 5% of the outstanding shares of Common Stock, (ii) each director and nominee for director of the Company, (iii) the chief executive officer during 1996 and each of the other Named Executive Officers during 1996 and (iv) all directors and executive officers of the Company as a group. The number of shares owned are those beneficially owned, as determined under the rules of the Securities and Exchange Commission (the "SEC"), and such information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares of Common Stock as to which a person has sole or shared voting power or investment power and any shares of Common Stock which the person has the right to acquire within 60 days through the exercise of any option, warrant or right, through conversion of any security or pursuant to the automatic termination of a power of attorney or revocation of a trust, discretionary account or similar arrangement.

NAME AND ADDRESS OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENT OF CLASS
Ronald O. Perelman .....	11,250,000 (Class A) (1)	56.6%
35 E. 62nd St.	31,250,000 (Class B) (1)	100%
New York, NY 10021		
Carlos Colomer .....	0	
Donald Drapkin .....	12,000 (Class A) (2)	*
M. Katherine Dwyer .....	3,000 (Class A)	*
Meyer Feldberg .....	0	
George Fellows .....	10,000 (Class A)	*
William J. Fox .....	10,000 (Class A) (3)	*
Howard Gittis .....	15,000 (Class A)	*
Vernon E. Jordan .....	0	
Henry A. Kissinger .....	0	*
Edward J. Landau .....	0	
Jerry W. Levin .....	26,000 (Class A) (4)	*
Linda Gosden Robinson .....	0	*
Terry Semel .....	5,000 (Class A) (5)	*
Martha Stewart .....	0	
Wellington Management Company, LLP .....	1,352,300 (Class A) (6)	6.8%
All Directors and Nominees and Executive Officers as a Group (18 Persons) (7) .....	11,352,250 (Class A) 31,250,000 (Class B)	57.1% 100%

\* Less than one percent

(1) Mr. Perelman through Mafco Holdings (which through Revlon Worldwide) beneficially owns 11,250,000 shares of Class A Common Stock (representing 56.6% of the outstanding shares of Class A Common Stock) and all of the outstanding 31,250,000 shares of Class B Common Stock, which together represent 83.1% of the outstanding shares of Common Stock and has approximately 97.4% of the combined voting power of the outstanding shares of Common Stock. All of the shares of Common Stock owned by Revlon Worldwide are

pledged by Revlon Worldwide to secure its obligations under certain indebtedness, and shares of intermediate holding companies are or may from time to time be pledged to secure obligations of Mafco Holdings or its affiliates.

- (2) All of such shares are held by trusts for Mr. Drapkin's children and beneficial ownership is disclaimed.
- (3) Includes 5,800 shares owned by Mr. Fox's wife and 4,200 shares owned by his children as to which beneficial ownership is disclaimed.
- (4) Includes 1,000 shares owned by Mr. Levin's daughter as to which beneficial ownership is disclaimed.
- (5) Includes 2,000 shares owned by Mr. Semel's children as to which beneficial ownership is disclaimed.
- (6) Based upon a Schedule 13G filed by Wellington Management Company, LLP and provided to the Company in February 1997, Wellington Management has shared voting power as to 912,000 shares and shared dispositive power as to all 1,352,300 shares.
- (7) Includes 16,500 shares owned by executive officers not listed in the table as to which beneficial ownership is disclaimed for 2,350 shares. Also includes 4,750 shares which may be acquired under options which vest on February 28, 1997.

#### CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Through Revlon Worldwide, MacAndrews & Forbes beneficially owns shares of Common Stock having approximately 97.4% of the combined voting power of the outstanding shares of Common Stock. As a result, MacAndrews & Forbes is able to elect the entire Board of Directors of the Company and control the vote on all matters submitted to a vote of the Company's stockholders. MacAndrews & Forbes is wholly owned by Ronald O. Perelman, who is Chairman of the Executive Committee of the Board and a Director of the Company.

#### TRANSFER AGREEMENTS

In June 1992, the Company and Products Corporation entered into an asset transfer agreement with Holdings and certain of its wholly owned subsidiaries (the "Asset Transfer Agreement"), and the Company and Products Corporation entered into a real property asset transfer agreement with Holdings (the "Real Property Transfer Agreement" and, together with the Asset Transfer Agreement, the "Transfer Agreements"), and pursuant to such agreements on June 24, 1992, Holdings transferred assets to Products Corporation and Products Corporation assumed all the liabilities of Holdings, other than certain specifically excluded assets and liabilities (the liabilities excluded are referred to as the "Excluded Liabilities"). Holdings retained certain small brands that historically had not been profitable ("Retained Brands"). Holdings agreed to indemnify the Company and Products Corporation against losses arising from the Excluded Liabilities, and the Company and Products Corporation agreed to indemnify Holdings against losses arising from the liabilities assumed by Products Corporation. The amounts reimbursed by Holdings to Products Corporation for the Excluded Liabilities for 1996 was \$1.4 million.

#### BENEFIT PLANS ASSUMPTION AGREEMENT

Holdings, Products Corporation and the Company entered into a benefit plans assumption agreement dated as of July 1, 1992 pursuant to which Products Corporation assumed all rights, liabilities and obligations under all of Holdings' benefit plans, arrangements and agreements, including obligations under the Revlon Employees' Retirement Plan and the Revlon Employees' Savings and Investment Plan. Products Corporation was substituted for Holdings as sponsor of all such plans theretofore sponsored by Holdings.

## OPERATING SERVICES AGREEMENT

In June 1992, the Company, Products Corporation and Holdings entered into an operating services agreement (as amended and restated, and as subsequently amended, the "Operating Services Agreement") pursuant to which Products Corporation manufactures, markets, distributes, warehouses and administers, including the collection of accounts receivable, the Retained Brands for Holdings. Pursuant to the Operating Services Agreement, Products Corporation is reimbursed an amount equal to all of its and the Company's direct and indirect costs incurred in connection with furnishing such services, net of the amounts collected by Products Corporation with respect to the Retained Brands, payable quarterly. The net amount reimbursed by Holdings to the Company for such direct and indirect costs for 1996 was \$5.1 million. Holdings also pays Products Corporation a fee equal to 5% of the net sales of the Retained Brands, payable quarterly. The fees paid by Holdings to Products Corporation pursuant to the Operating Services Agreement for services with respect to the Retained Brands for 1996 was approximately \$.6 million.

## REIMBURSEMENT AGREEMENTS

The Company, Products Corporation and MacAndrews Holdings have entered into reimbursement agreements (the "Reimbursement Agreements") pursuant to which (i) MacAndrews Holdings is obligated to provide certain professional and administrative services, including employees, to the Company and its subsidiaries, including Products Corporation, and purchase services from third party providers, such as insurance and legal and accounting services, on behalf of the Company and its subsidiaries, including Products Corporation, to the extent requested by Products Corporation, and (ii) Products Corporation is obligated to provide certain professional and administrative services, including employees, to MacAndrews Holdings and purchase services from third party providers, such as insurance and legal and accounting services, on behalf of MacAndrews Holdings to the extent requested by MacAndrews Holdings, provided that in each case the performance of such services does not cause an unreasonable burden to MacAndrews Holdings or Products Corporation, as the case may be. The Company reimburses MacAndrews Holdings for the allocable costs of the services purchased for or provided to the Company and for reasonable out-of-pocket expenses incurred in connection with the provision of such services. MacAndrews Holdings reimburses the Company for the allocable costs of the services purchased for or provided to MacAndrews Holdings and for the reasonable out-of-pocket expenses incurred in connection with the purchase or provision of such services. In addition, in connection with certain insurance coverage provided by MacAndrews Holdings, Products Corporation obtained letters of credit under the standby letter of credit facility (which aggregated approximately \$26.4 million as of December 31, 1996) to support certain self-funded risks of MacAndrews Holdings and its affiliates, including the Company, associated with such insurance coverage. The costs of such letters of credit are allocated among, and paid by, the affiliates of MacAndrews Holdings, including the Company, which participate in the insurance coverage to which the letters of credit relate. The Company expects that these self-funded risks will be paid in the ordinary course and, therefore, it is unlikely that such letters of credit will be drawn upon. MacAndrews Holdings has agreed to indemnify the Company to the extent amounts are drawn under any of such letters of credit with respect to claims for which the Company is not responsible. The net amount reimbursed by MacAndrews Holdings to the Company for the services provided under the Reimbursement Agreements for 1996 was \$2.2 million. Each of the Company and Products Corporation, on the one hand, and MacAndrews Holdings, on the other, has agreed to

indemnify the other party for losses arising out of the provision of services by it under the Reimbursement Agreements other than losses resulting from its willful misconduct or gross negligence. The Reimbursement Agreements may be terminated by either party on 90 days' notice. The Company does not intend to request services under the Reimbursement Agreements unless their costs would be at least as favorable to the Company as could be obtained from unaffiliated third parties.

#### TAX SHARING AGREEMENT

The Company, for federal income tax purposes, is included in the affiliated group of which Mafco Holdings is the common parent, and the Company's federal taxable income and loss is included in such group's consolidated tax return filed by Mafco Holdings. The Company also may be included in certain state and local tax returns of Mafco Holdings or its subsidiaries. In June 1992, Holdings, the Company and certain of its subsidiaries, and Mafco Holdings entered into a tax sharing agreement (as subsequently amended, the "Tax Sharing Agreement"), pursuant to which Mafco Holdings has agreed to indemnify the Company against federal, state or local income tax liabilities of the consolidated or combined group of which Mafco Holdings (or a subsidiary of Mafco Holdings other than the Company or its subsidiaries) is the common parent for taxable periods beginning on or after January 1, 1992 during which the Company or a subsidiary of the Company is a member of such group. Pursuant to the Tax Sharing Agreement, for all taxable periods beginning on or after January 1, 1992, the Company will pay to Holdings amounts equal to the taxes that the Company would otherwise have to pay if it were to file separate federal, state or local income tax returns (including any amounts determined to be due as a result of a redetermination arising from an audit or otherwise of the consolidated or combined tax liability relating to any such period which is attributable to the Company), except that the Company will not be entitled to carry back any losses to taxable periods ending prior to January 1, 1992. No payments are required by the Company if and to the extent Products Corporation is prohibited under the Credit Agreement from making cash tax sharing payments to the Company. The Credit Agreement prohibits Products Corporation from making such cash tax sharing payments other than in respect of state and local income taxes. Since the payments to be made by the Company under the Tax Sharing Agreement will be determined by the amount of taxes that the Company would otherwise have to pay if it were to file separate federal, state or local income tax returns, the Tax Sharing Agreement will benefit Mafco Holdings to the extent Mafco Holdings can offset the taxable income generated by the Company against losses and tax credits generated by Mafco Holdings and its other subsidiaries. There were no cash payments by the Company pursuant to the Tax Sharing Agreement for 1996.

#### FINANCING REIMBURSEMENT AGREEMENT

Holdings and Products Corporation entered into a financing reimbursement agreement (the "Financing Reimbursement Agreement") in 1992 pursuant to which Holdings agreed to reimburse Products Corporation for Holdings' allocable portion of (i) the debt issuance cost and advisory fees related to the capital restructuring of Holdings, and (ii) interest expense attributable to the higher cost of funds paid by Products Corporation under the credit agreement in effect at that time as a result of additional borrowings for the benefit of Holdings in connection with the assumption of certain liabilities by Products Corporation under the Asset Transfer Agreement and the repurchase of Old Senior Subordinated Notes from affiliates. In February 1995, the Financing Reimbursement Agreement was amended and extended to provide that Holdings would reimburse Products Corporation for a portion of

the debt issuance costs and advisory fees related to a former credit agreement and 1 1/2% per annum of the average balance outstanding under the former credit agreement and the average balance outstanding under working capital borrowings from affiliates through June 30, 1996 and such amounts were evidenced by a noninterest-bearing promissory note payable on June 30, 1996. In June 1996, \$10.9 million in notes due to Products Corporation from Holdings, which included \$2.0 million of interest reimbursement in 1996, under the Financing Reimbursement Agreement was offset against a \$11.7 million demand note payable by Products Corporation to Holdings. The Financing Reimbursement Agreement expired on June 30, 1996.

#### REGISTRATION RIGHTS AGREEMENT

Prior to the consummation of the Offering, the Company and Revlon Worldwide, the direct parent of the Company, entered into the Registration Rights Agreement pursuant to which Revlon Worldwide and certain transferees of Common Stock held by Revlon Worldwide (the "Holders") have the right to require the Company to register all or part of the Class A Common Stock owned by such Holders and the Class A Common Stock issuable upon conversion of the Class B Common Stock owned by such Holders under the Securities Act (a "Demand Registration"); provided that the Company may postpone giving effect to a Demand Registration up to a period of 30 days if the Company believes such registration might have a material adverse effect on any plan or proposal by the Company with respect to any financing, acquisition, recapitalization, reorganization or other material transaction, or the Company is in possession of material non-public information that, if publicly disclosed, could result in a material disruption of a major corporate development or transaction then pending or in progress or in other material adverse consequences to the Company. In addition, the Holders have the right to participate in registrations by the Company of its Class A Common Stock (a "Piggyback Registration"). The Holders will pay all out-of-pocket expenses incurred in connection with any Demand Registration. The Company will pay any expenses incurred in connection with a Piggyback Registration, except for underwriting discounts, commissions and expenses attributable to the shares of Class A Common Stock sold by such Holders.

#### OTHER

Pursuant to a lease dated April 2, 1993 (the "Edison Lease"), Holdings leases to Products Corporation the Edison research and development facility for a term of up to 10 years with an annual rent of \$1.4 million and certain shared operating expenses payable by Products Corporation which, together with the annual rent are not to exceed \$2.0 million per year. Pursuant to an assumption agreement dated February 18, 1993, Holdings agreed to assume all costs and expenses of the ownership and operation of the Edison facility as of January 1, 1993, other than (i) the operating expenses for which Products Corporation is responsible under the Edison Lease and (ii) environmental claims and compliance costs relating to matters which occurred prior to January 1, 1993 up to an amount not to exceed \$8.0 million (the amount of such claims and costs for which Products Corporation is responsible, the "Environmental Limit"). In addition, pursuant to such assumption agreement, Products Corporation agreed to indemnify Holdings for environmental claims and compliance costs relating to matters which occurred prior to January 1, 1993 up to an amount not to exceed the Environmental Limit and Holdings agreed to indemnify Products Corporation for environmental claims and compliance costs relating to matters which occurred prior to January 1, 1993 in excess of the Environmental Limit and all such claims and costs

relating to matters occurring on or after January 1, 1993. Pursuant to an occupancy agreement, during 1996 Products Corporation rented a portion of the administration building located at the Edison facility and space for a retail store of the Company. Products Corporation provides certain administrative services, including accounting, for Holdings with respect to the Edison facility pursuant to which Products Corporation pays on behalf of Holdings costs associated with the Edison facility and is reimbursed by Holdings for such costs, less the amount owed by Products Corporation to Holdings pursuant to the Edison Lease and the occupancy agreement. The net amount reimbursed by Holdings to Products Corporation for such costs with respect to the Edison facility for 1996 was \$1.1 million.

Effective January 1, 1996, Products Corporation acquired from Holdings substantially all of the assets of the Tarlow Division in consideration for the assumption of substantially all of the liabilities and obligations of the Tarlow Division. Net liabilities assumed were approximately \$3.4 million. Products Corporation paid \$4.1 million to Holdings, which was accounted for as an increase in capital deficiency. A nationally recognized investment banking firm rendered its written opinion that the terms of the purchase were fair from a financial standpoint to Products Corporation.

During 1996, Products Corporation leased certain facilities to MacAndrews & Forbes or its affiliates pursuant to occupancy agreements and leases including space at Products Corporation's New York headquarters and at Products Corporation's offices in London and Tokyo. The rent paid by MacAndrews & Forbes or its affiliates to Products Corporation for 1996 was \$4.6 million.

Products Corporation's Credit Agreement is supported by, among other things, guarantees from Holdings and certain of its subsidiaries. The obligations under such guarantees are secured by, among other things, (i) the capital stock and certain assets of certain subsidiaries of Holdings and (ii) a mortgage on Holdings' Edison, New Jersey facility.

Products Corporation borrows funds from its affiliates from time to time to supplement its working capital borrowings. No such borrowings were outstanding as of December 31, 1996. The interest rates for such borrowings are more favorable to Products Corporation than interest rates under the Credit Agreement and, for borrowings occurring prior to the execution of the Credit Agreement, the credit facility in effect at the time of such borrowing. The amount of interest paid by Products Corporation for such borrowings for 1996 was \$0.5 million.

In November 1993, Products Corporation assigned to Holdings a lease for warehouse space in New Jersey (the "N.J. Warehouse") between Products Corporation and a trust established for the benefit of certain family members of the Chairman of the Executive Committee. The warehouse had become vacant as a result of divestitures and restructuring of Products Corporation. The lease has annual lease payments of approximately \$2.3 million and terminates on June 30, 2005. In consideration for Holdings assuming all liabilities and obligations under the lease, Products Corporation paid Holdings \$7.5 million (for which a liability was previously recorded) in three installments of \$2.5 million each in January 1994, January 1995 and January 1996. A nationally recognized investment banking firm rendered its written opinion that the terms of the lease transfer were fair from a financial standpoint to Products Corporation. During 1996, Products Corporation paid \$0.2 million associated with the N.J. Warehouse on behalf of Holdings and was reimbursed by Holdings for such amount.

During 1996, the Company used an airplane which was owned by a corporation of which Messrs. Gittis, Drapkin and Levin were the sole stockholders. In 1996, the Company paid approximately \$0.2 million for the usage of the airplane. As of December 31, 1996, Mr. Levin no longer held an ownership interest in the corporation that owned the airplane.

Consolidated Cigar, an affiliate of the Company, assembles lipstick cases for Products Corporation. Products Corporation paid approximately \$1.0 million for such services in 1996.

In the fourth quarter of 1996, Products Corporation and certain of its subsidiaries purchased an inactive subsidiary from an affiliate for net cash consideration of approximately \$3.0 million in a series of transactions in which the Company expects to realize certain tax benefits in future years.

The law firm of which Mr. Jordan is a senior partner provided legal services to the Company and its subsidiaries during 1996 and it is anticipated that it will provide legal services to the Company and its subsidiaries during 1997.

The Company believes that the terms of the foregoing transactions are at least as favorable to the Company or Products Corporation, as applicable, as those that could be obtained from unaffiliated third parties.

#### ADDITIONAL INFORMATION

THE COMPANY WILL MAKE AVAILABLE A COPY OF ITS ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 1996, AND ANY QUARTERLY REPORTS ON FORM 10-Q FILED THEREAFTER, WITHOUT CHARGE, UPON WRITTEN REQUEST TO THE SECRETARY, REVLON, INC., 625 MADISON AVENUE, NEW YORK, NEW YORK 10022. EACH SUCH REQUEST MUST SET FORTH A GOOD FAITH REPRESENTATION THAT, AS OF THE RECORD DATE, FEBRUARY 24, 1996, THE PERSON MAKING THE REQUEST WAS A BENEFICIAL OWNER OF SHARES OF COMMON STOCK ENTITLED TO VOTE.

In order to ensure timely delivery of such documents prior to the Annual Meeting, any request should be received by the Company promptly.

Stockholders who are not stockholders of record who wish to attend the Annual Meeting should bring evidence of beneficial ownership of the Common Stock to the Annual Meeting.

#### COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

The Company's executive officers, directors and 10% stockholders are required under the Exchange Act to file reports of ownership and changes in ownership with the SEC and the NYSE. Copies of these reports also must be furnished to the Company.

Based solely upon a review of copies of such reports furnished to the Company through the date hereof, or written representations that no reports were required, the Company believes that all filing requirements applicable to its executive officers, directors and 10% holders were complied with during 1996.

#### STOCKHOLDER PROPOSALS

Under the rules and regulations of the SEC as currently in effect, any holder of at least one percent or \$1,000 in market value of shares of Common Stock held for at least one year who desires to have a proposal presented in the Company's proxy material for use in connection with the Annual Meeting of Stockholders to be held in 1998 must transmit that proposal (along with his or her name, address, the number of shares of Common Stock that he or she holds of record or beneficially, the dates on which the securities were acquired and documentary support for a claim of beneficial ownership) in writing by

certified mail-return receipt requested to the Secretary of the Company at Revlon, Inc., 625 Madison Avenue, New York, New York 10022. Proposals of stockholders intended to be presented at the next Annual Meeting must be received by the Secretary of the Company not later than November 10, 1997.

Holders of shares of Common Stock desiring to have proposals submitted for consideration at future meetings of the stockholders should consult the applicable rules and regulations of the SEC with respect to such proposals, including the permissible number and length of proposals and other matters governed by such rules and regulations.

#### OTHER BUSINESS

The Board of Directors is not aware of any matters other than those set forth in this proxy statement that will be presented for action at the Annual Meeting. If any other matters properly come before the Annual Meeting, the persons named as proxies intend to vote the shares of Common Stock they represent in accordance with their best judgment.

New York, New York  
March 10, 1997

By Order of the Board of Directors

Robert K. Kretzman  
Vice President and Secretary

REVLON, INC.

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS APRIL 8, 1997

The undersigned hereby appoints Wade H. Nichols and Robert K. Kretzman, as proxies, each with the full power to appoint his substitute, and hereby authorizes them to represent and vote, as designated on the reverse side of this card, all shares of Class A Common Stock of Revlon, Inc. (the "Company") held of record by the undersigned at the close of business on February 24, 1997, at the Annual Meeting of Stockholders to be held on April 8, 1997 or any adjournment thereof.

(TO BE SIGNED ON REVERSE SIDE)

A [X] Please mark your votes as in this example.

1. ELECTION OF DIRECTORS FOR [ ] WITHHOLD AUTHORITY to vote for all nominees listed at right [ ]

- Nominees: Ronald O. Perelman, Jerry W. Levin, Donald G. Drapkin, Meyer Feldberg, George Fellows, William J. Fox, Howard Gittis, Vernon E. Jordan, Henry A. Kissinger, Edward J. Landau, Linda Gosden Robinson, Terry Semel, Martha Stewart

FOR all nominees listed (except as marked to the contrary below):

2. Proposal to ratify the selection of KPMG Peat Marwick LLP to serve as the Company's independent accountants for fiscal 1997. FOR [ ] AGAINST [ ] ABSTAIN [ ]

3. In their discretion, upon such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS. THIS PROXY WILL BE VOTED AS DIRECTED. IN THE ABSENCE OF DIRECTION, THIS PROXY WILL BE VOTED FOR THE THIRTEEN NOMINEES FOR ELECTION AND FOR PROPOSAL 2.

STOCKHOLDERS ARE URGED TO DATE, MARK, SIGN AND RETURN THIS PROXY PROMPTLY IN THE ENVELOPE PROVIDED, WHICH REQUIRES NO POSTAGE IF MAILED WITHIN THE UNITED STATES.

SIGNATURES: \_\_\_\_\_ Date: \_\_\_\_\_, 1997

Note: Please sign exactly as name or names appear on stock certificate (as indicated hereon.)

REVLON, INC.

PROXY FOR ANNUAL MEETING OF STOCKHOLDERS APRIL 8, 1997

The undersigned hereby appoints Wade H. Nichols and Robert K. Kretzman, as proxies, each with the full power to appoint his substitute, and hereby authorizes them to represent and vote, as designated on the reverse side of this card, all shares of Class B Common Stock of Revlon, Inc. (the "Company") held of record by the undersigned at the close of business on February 24, 1997, at the Annual Meeting of Stockholders to be held on April 8, 1997 or any adjournment thereof.

(TO BE SIGNED ON REVERSE SIDE)

A [X] Please mark your votes as in this example.

1. ELECTION OF DIRECTORS FOR [ ] WITHHOLD AUTHORITY to vote for all nominees listed at right [ ]

- Nominees: Ronald O. Perelman, Jerry W. Levin, Donald G. Drapkin, Meyer Feldberg, George Fellows, William J. Fox, Howard Gittis, Vernon E. Jordan, Henry A. Kissinger, Edward J. Landau, Linda Gosden Robinson, Terry Semel, Martha Stewart

FOR all nominees listed (except as marked to the contrary below):

2. Proposal to ratify the selection of KPMG Peat Marwick LLP to serve as the Company's independent accountants for fiscal 1997. FOR [ ] AGAINST [ ] ABSTAIN [ ]

3. In their discretion, upon such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

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STOCKHOLDERS ARE URGED TO DATE, MARK, SIGN AND RETURN THIS PROXY PROMPTLY IN THE ENVELOPE PROVIDED, WHICH REQUIRES NO POSTAGE IF MAILED WITHIN THE UNITED STATES.

SIGNATURES: \_\_\_\_\_ Date: \_\_\_\_\_, 1997

Note: Please sign exactly as name or names appear on stock certificate (as indicated hereon.)