

Christian Dior

Board of Directors' report
on the draft resolutions

1. Approval of the parent company financial statements and of related-party agreements

The first few items of the agenda concern:

- approval of the financial statements: you are asked to approve the financial statements of the parent company Christian Dior SE (**first resolution**), and the consolidated financial statements of the Group (**second resolution**);
- allocation of net profit (**third resolution**): a total gross dividend of 13.00 euros per share will be distributed. Given the interim dividend of 5.50 euros per share which was paid in cash on December 6, 2023, the remaining amount of 7.50 euros per share will be paid on April 25, 2024;
- approval of related-party agreements (**fourth resolution**): details of these agreements are given in the Statutory Auditors' special report (included in the 2023 Annual Report).

2. Composition of the Board of Directors – Statutory auditors

2.1 Board of Directors

Based on the recommendations of the Nominations and Compensation Committee, you are asked to renew the terms of office as Director of Delphine Arnault and H el ene Desmarais (**fifth and sixth resolutions**) for a period of three years ending at the close of the Ordinary Shareholders' Meeting to be convened in 2027 to approve the financial statements for the previous fiscal year.

Detailed information on Directors whose terms of office are proposed for renewal can be found in §1.4.1 of the *Board of Directors' report on corporate governance* (see the 2023 Annual Report).

Their background and experience are presented below, as well as the reasoning behind your Board of Directors' decision to propose these renewals.

- **Delphine Arnault**

Delphine Arnault began her career at international strategy consultancy firm McKinsey. In 2000, she moved to designer John Galliano's company, which she helped develop, acquiring hands-on experience in the fashion industry. In 2001, she joined Christian Dior Couture, where she served as Deputy Managing Director from 2008 to 2013. From September 2013 to February 2023, she was Executive Vice-President of Louis Vuitton, in charge of supervising all of the Maison's product-related activities. Since January 2019, Delphine Arnault has been a member of the Executive Committee of the LVMH group. Since February 1, 2023, Delphine Arnault has served as Chairman and Chief Executive Officer of Christian Dior Couture.

Delphine Arnault contributes in-depth knowledge of the luxury goods industry, particularly in fashion and leather goods, which is particularly useful in defining the Group's strategy.

- **H el ene Desmarais**

H el ene Desmarais has been Chairman of the Board of Directors and Chief Executive Officer of *Centre d'Entreprises et d'Innovation* de Montr eal – the biggest technology enterprise incubator in Canada – since it was founded in 1996. She holds directorships at a large number of companies and organizations in both the public and private sectors and has led initiatives in the areas of economics, education and health care. Ms. Desmarais is Executive Chairman of IVADO Labs, Chairman of the Boards of Directors of Scale AI, the HEC Montreal business school, and the Montreal Economic Institute. She also serves on the Board of Directors of Garda World Security Corporation and is a member of the Board of Governors of the International Economic Forum of the Americas.

H el ene Desmarais will continue to contribute her experience in the corporate world, in both the public and private sectors. Her knowledge in the areas of economics, education and health are useful during the Board of Directors' discussion.

2.2 Advisory Board

Based on the recommendations of the Nominations and Compensation Committee, you are asked to renew the term of office as Advisory Board member of Jaime de Marichalar y Saenz de Tejada (**seventh resolution**) for a period of three years ending at the close of the Ordinary Shareholders' Meeting to be convened in 2027 to approve the financial statements for the previous fiscal year.

Detailed information on the Advisory Board member whose term of office is proposed for renewal can be found in §1.9 of the *Board of Directors' report on corporate governance* (see the 2023 Annual Report).

Their background and experience are presented below, as well as the reasoning behind your Board of Directors' decision to propose these renewals.

- **Jaime de Marichalar y Saenz de Tejada**

Jaime de Marichalar y Sáenz de Tejada began his career in 1986 in Paris where he worked for Banque Indosuez on the MATIF Futures Market. He then joined Credit Suisse, where he worked in investment banking and private banking. In January 1998, he was appointed Chief Executive Officer of Credit Suisse in Madrid.

The Company currently has one Advisory Board member: Jaime de Marichalar y Sáenz de Tejada, whose extensive knowledge of the Group and the global luxury goods market represents a valuable asset during the Board of Directors' discussion.

3. Appointment of Deloitte & Associés in charge of certifying sustainability report

Under French Ordinance No. 2023-1142 of December 6, 2023 and decree No. 2023-1394 of December 30, 2023 transposing directive (EU) No.2022/2464 of December 14, 2022 (the "CSRD"), undertakings whose securities are admitted for trading on a regulated market are subject to new reporting obligations involving the publication and certification of sustainability matters (impacts on and risks for the environment, society, people, the entire ecosystem of the Company, etc.).

Pursuant to paragraph III of Article L. 233-28-4 of the French Commercial Code, this information may be certified by a Statutory Auditor or an independent third party body that must be specifically appointed by the Shareholders' Meeting as specified in the provisions of Title II, Book VIII of said Code.

In accordance with these provisions, you are asked to appoint Deloitte & Associés as Statutory Auditor in charge of certifying the Company's sustainability reporting for a fiscal year length, until the Ordinary Shareholders' Meeting convened in 2025 to approve the financial statements of the previous fiscal year, remainder of its term of office as the Statutory Auditor responsible for certifying the financial statements.

4. Compensation of executive officers

4.1 Information on the compensation of executive officers referred to in section I of Article L. 22-10-9 of the French Commercial Code

In accordance with section I of the Article L.22-10-34 of the French Commercial Code, you are asked to approve the information on the compensation of executive officers referred to in section I of Article L.22-10-9 of the aforementioned Code, as presented in point 2.2 of the *Board of Directors' report on corporate governance* (included in the 2023 Annual Report) (**ninth resolution**).

4.2 Compensation paid to senior executive officers during fiscal year 2023 or awarded in respect of said fiscal year

In accordance with sections I and II of Article L.22-10-34 of the French Commercial Code, you are asked to approve the information referred to section I of Article L. 22-10-9 of the aforementioned Code as well as the fixed, variable and exceptional components of the total compensation and any benefits in kind paid during the fiscal year ended December 31, 2023 or awarded in respect of said fiscal year to Bernard Arnault in his capacity of the company's Chairman of the Board of Directors and to Antoine Arnault in his capacity of the company's Chief Executive Officer (with the understanding that (i) no fixed, variable or exceptional compensation, other than that paid or awarded in respect of his duties, was paid or awarded to Bernard Arnault in his capacity of the company's Chairman of the Board of Directors during or in respect of fiscal year 2023 and (ii) no variable or exceptional compensation was paid or awarded to Antoine Arnault in his capacity of the company's Chief Executive Officer during or in respect of fiscal year 2023), as presented in point 2.2 of the *Board of Directors' report on corporate governance* (included in the 2023 Annual Report) (**tenth and eleventh resolutions**).

Summary of compensation paid to each senior executive officer

Bernard Arnault

Christian Dior SE did not pay any fixed or variable compensation to Bernard Arnault in respect of fiscal year 2023.

Items of compensation (EUR)	Gross amount awarded in respect of fiscal year 2023	Gross amount paid during fiscal year 2023	Remarks
Fixed compensation	-	-	None
Variable compensation	-	-	None
Medium-term incentive plan	-	-	None
Exceptional compensation	-	-	None
Bonus performance shares	-	-	None
Compensation for the office of Director	13,130	14,443 ^(a)	
Benefits in kind	-	-	None
Severance pay	-	-	None
Non-compete payment	-	-	None
Supplementary pension plan	-	-	None ^(b)

(a) Amount paid in respect of the prior fiscal year.

(b) Supplementary pension at LVMH, for serving as a member of the LVMH's Executive Committee.

Antoine Arnault

Items of compensation (EUR)	Gross amount awarded in respect of fiscal year 2023	Gross amount paid during fiscal year 2023	Remarks
Fixed compensation	200,000	200,000	It has been decided to keep stable the fixed component.
Variable compensation	-	-	None
Medium-term incentive plan	-	-	None
Exceptional compensation	-	-	None
Bonus shares	-	-	None
Compensation of the office of Director	9,848	621 ^(a)	
Benefits in kind	-	-	None
Severance pay	-	-	None
Non-compete payment	-	-	None ^(b)
Supplementary pension plan	-	-	None

(a) Amount paid in respect of the prior fiscal year.

(b) Employment contract with LVMH SE as Chairman of its Fashion Group: non-compete clause providing for the payment, for a period of 12 months, of compensation equal to his monthly average gross salary over the 12 months preceding the effective termination of his employment contract.

4.3 Compensation policy

Pursuant to section II of Article L.22-10-8 of the French Commercial Code, you are asked to approve the compensation policy applicable to Directors (**twelfth resolution**) and that applicable to senior executive officers (**thirteenth and fourteenth resolutions**).

The compensation policy applicable to senior executive officers approved by the Board of Directors at its meeting of January 25, 2024, on the recommendation made by the Governance and Compensation Committee on the same date, is set out in point 2.1 of the *Board of Directors' report on corporate governance* (included in 2023 Annual Report). No compensation amount of any type may be determined, awarded or paid if it does not comply with the approved compensation policy or, where the latter does not exist, with the remuneration policies or practices referred to in section II of Article L.22-10-8 of the French Commercial Code.

In accordance with section III of Article L. 22-10-8 of the French Commercial Code, the Board of Directors may in exceptional circumstances, depart from the compensation policy, provided that such derogation is only temporary, in the corporate interest and necessary to safeguard the sustainability or viability of the Company, as presented in point 2 of the Board of Directors' report on corporate governance (included in 2023 Annual Report).

In any event, the Board of Directors may decide to adjust the compensation policy after consulting the Governance and Compensation Committee, and, where appropriate, an independent consulting firm.

5. Authorizations proposed at the shareholders' meeting of April 18, 2024

5.1 Share repurchase program (Articles L.22-10-62 et seq. of the French Commercial Code)

Type	Resolution	Expiry/Duration	Amount authorized
Share repurchase program Maximum purchase price: 1,200 euros	SM April 18, 2024 (15th resolution)	October 17, 2025 (18 months)	10% of the share capital ^(a)
Reduction of capital through the retirement of shares purchased under the share repurchase program	SM April 18, 2024 (16th resolution)	October 17, 2025 (18 months)	10% of the share capital per 24-month period ^(a)

(a) As a guide, this equates to 18,050,752 shares on the basis of the authorized share capital as of December 31, 2023

You are asked to authorize the Board of Directors to purchase the Company's shares for a period of 18 months starting from the date of this Shareholders' Meeting (**fifteenth resolution**). Such share purchases may be made for any purpose that is compatible with laws and regulations in force, and in particular (i) to provide market liquidity, (ii) to cover stock option plans, bonus share awards or any other share-based payment plans for employees, (iii) to cover securities conferring entitlement to the Company's shares, (iv) to be retired or (v) to be held for subsequent exchange or payment in connection with external growth transactions (see point 5.1 of the Management report of the Board of Directors – *La société Christian Dior* included in 2023 Annual Report).

The Board of Directors may not allow to use this authorization, without prior authorization from the Shareholders' Meeting, in the event that a third party has made a public offer on the Company's shares; until the end of that offer period.

The purchase price at which the Company may acquire its own shares may not exceed 1,200 euros per share, with the understanding that the Company may not purchase such shares at a price above the higher of the following two values: (i) the last quoted share price after the execution of a transaction in which the Company is not a stakeholder, and (ii) the highest independent purchase bid in progress offer on the trading platform on which such a purchase would be made.

This authorization invalidates the authorization granted by the Shareholders' Meeting of April 20, 2023 in its sixteenth resolution.

You are also asked to authorize the Board of Directors, for a period of 18 months starting from the date of this Shareholders' Meeting, to reduce the Company's share capital by cancelling some or all of the shares repurchased or to be repurchased by the Company, up to a maximum of 10% of the share capital per 24-month period (**sixteenth resolution**). The authorization to reduce the share capital through the retirement of shares acquired under the share

repurchase program may be used in particular to offset the dilution resulting from the issuance of new shares to be awarded as bonus shares and/or the exercise of stock options. This authorization invalidates the authorization granted by the Shareholders' Meeting of April 20, 2023 in its seventeenth resolution.

5.2 Share capital increase (Articles L. 225-129, L. 225-129-2, L. 228-92 and L. 22-10-49 to L. 22-10-54 of the French Commercial Code)

Type	Authorization date	Expiry/ Duration	Amount authorized	Issue price determination method
Capitalization of profit, reserves, additional paid-in capital or other items	SM of April 18, 2024 (17 th resolution)	June 17, 2026 (26 months)	120 million euros ^(a)	Not applicable
With maintenance of preferential subscription rights: Ordinary shares and securities giving access to the share capital	SM of April 18, 2024 (18 th resolution)	June 17, 2026 (26 months)	120 million euros ^{(a) (b)}	Freely determined
Without preferential subscription rights: Ordinary shares and securities giving access to the share capital				
- public offering	SM of April 18, 2024 (19 th resolution)	June 17, 2026 (26 months)	120 million euros ^{(a) (b)}	At least equal to the minimum price required by regulations ^(c)
- for eligible investors or a restricted group of investors	SM of April 18, 2024 (20 th resolution)	June 17, 2026 (26 months)	120 million euros ^{(a) (b)} Issue of shares capped at 20% of the share capital per year, determined as of the issue date	At least equal to the minimum price required by regulations ^(c)
Increase in the number of shares to be issued in the event of the oversubscription of capital increases, with or without preferential subscription rights, carried out pursuant to the 18 th , 19 th and 20 th resolutions of the Shareholders' Meeting of April 18, 2024	SM of April 18, 2024 (21 st resolution)	June 17, 2026 (26 months)	Up to a maximum of 15% of the initial issue and up to a maximum of 120 million euros ^(a)	Same price as the initial issue
In connection with a public exchange offer	SM of April 18, 2024 (22 nd resolution)	June 17, 2026 (26 months)	120 million euros ^(a)	Freely determined
In connection with in-kind contributions	SM of April 18, 2024 (23 rd resolution)	June 17, 2026 (26 months)	10% of the share capital at the issue date ^{(a) (d)}	Freely determined

(a) Maximum nominal amount (i.e. 60,000,000 shares based on a nominal value of 2 euros per share). This is an overall cap set at the Shareholders' Meeting of April 18, 2024 for any issues decided upon pursuant to the 18th, 19th, 20th, 21st, 22nd, 23rd, 24th, 25th and 26th resolutions.

(b) The amount of the capital increase decided by the Board of Directors may be increased up to a maximum of 15% of the initial issue in the event that the issue is oversubscribed (Shareholders' Meeting of April 18, 2024, 27th resolution) and up to the overall cap of 120 million euros stated in (a).

(c) Up to a maximum of 10% of the share capital, the Board of Directors may freely determine the issue price, provided that this price is equal to at least 90% of the weighted average share price over the three trading days preceding the date on which the subscription price is determined

(d) As a guide, this equates to 18,050,751 shares on the basis of the share capital under the Bylaws as of December 31, 2023.

You are asked to authorize the Board of Directors, for a period of twenty-six months starting from this Shareholders' Meeting, to carry out:

- capital increases through the capitalization of profits, reserves, additional paid – in capital or other items and award new shares to shareholders or increase the nominal value of existing shares (**seventeenth resolution**);
- share issues, either with preferential subscription rights for shareholders (**eighteenth resolution**) or without preferential subscription rights but potentially granting a priority right to shareholders if the issues take place on the French market (**nineteenth resolution**), or for the benefit of eligible investors or a restricted group of investors (**twentieth resolution**).

In the event of a capital increase issued without preferential share subscription rights, the issue price of the shares must be at least equal to the minimum price required by the laws and regulations in force at the time of the issuance.

In the event that the issue is oversubscribed in connection with a capital increase, the number of shares to be issued may be increased by the Board of Directors as provided by law (**twenty-first resolution**).

You are also asked to authorize the Board of Directors, for a period of 26 months starting from the date of this Shareholders' Meeting, to increase the share capital by issuing shares in consideration for either securities tendered as part of a public exchange offer (**twenty-second resolution**) or, within the limit of 10% of the share capital, contributions in kind of equity securities or other securities giving access to the share capital granted to the Company (**twenty-third resolution**).

These authorizations will allow your Board of Directors greater flexibility to seize market opportunities or finance the Group's growth. These authorizations invalidate, from the date of this Shareholders' Meeting, the authorizations granted by the Shareholders' Meeting of April 21, 2022, which have not been used.

5.3 Employee shareholder structure (Articles L. 225-177, Line 1 of L.225-129-6, L.225-197-1 *et seq.* and Articles L. 22-10-56 to L. 22-10-60 of the French Commercial Code))

Type	Authorization date	Expiry/ Duration	Amount authorized	Issue price determination method
Award of stock subscription or stock purchase options	SM of April 18, 2024 (24 th resolution)	June 17, 2026 (26 months)	1% of the share capital ^(a) ^(b)	Average share price over the 20 trading days preceding the award date ^(c) No discount
Capital increase reserved for employees who are members of a company savings plan	SM of April 18, 2024 (25 th resolution)	June 17, 2026 (26 months)	1% of the share capital ^(a) ^(b)	Average share price over the 20 trading days preceding the award date Maximum discount: 30%
Bonus share awards	SM of April 18, 2024 (26 th resolution)	June 17, 2026 (26 months)	1% of the share capital ^(a) ^(b)	Not applicable

(a) Up to the overall maximum of 120 million euros set at the Shareholders' Meeting of April 18, 2024, (27th resolution) against which this amount is offset.

(b) As a guide, this equates to 1,805,075 shares on the basis of the share capital under the Bylaws as of December 31, 2023.

(c) For stock purchase options, the price may not be less than the average purchase price of the shares.

The authorization to award (i) stock subscription or stock purchase options, (ii) bonus share to the Group's employees and/or senior executive officers (**twenty-fourth and twenty-sixth resolutions**) gives the Board of Directors a mechanism for retaining Group employees and executives who contribute more directly to its results by allowing them to participate in its future results.

The various authorizations to carry out a capital increase proposed to the shareholders entail an obligation to also submit for their approval a resolution authorizing the Board of Directors to increase the share capital for the benefit of Group employees who are members of a company savings plan (**twenty-fifth resolution**).

These delegations of authority would be granted for a period of 26 months dating from the Shareholders' Meeting of April 18, 2024 and would supersede the delegation granted by the Shareholders' Meeting of April 21, 2022 in its twenty-fifth, twenty-sixth and twenty-eighth resolutions.

The maximum nominal amount of the capital increases carried out pursuant to these authorizations (eighteenth to twenty-sixth resolutions) may not exceed the overall limit of one hundred twenty (120) million euros or, where relevant, the overall limit that may be set under resolutions on the same subjects that might supersede these resolutions during the validity period of this delegation (**twenty-seventh resolution**).

The Board of Directors