

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 items of business relate to:

- The approval of the financial statements: you will be asked to vote to approve the parent company financial statements of Christian Dior SE (**Resolution 1**), as well as the Group's consolidated financial statements (**Resolution 2**);
- The appropriation of net profit (**Resolution 3**):
 - distribution of a total gross dividend of 13 euros per share – taking into account the interim dividend of 5.50 euros paid on December 4, 2024, the ex-dividend date will be April 24, 2025 and the balance of 7.50 euros will be paid on April 25, 2025;
 - allocation of the balance to “Retained earnings”.
- The Statutory Auditors' special report on related-party agreements (**Resolution 4**). Details of agreements entered into and authorized during previous fiscal years and remaining in force in fiscal year 2024 are set out in the Statutory Auditors' special report (included in the 2024 Annual Report).

2. Membership of the Board of Directors

You are asked to renew the terms of office as Director of Ségolène Gallienne, Nicolas Bazire and Christian de Labriffe (**Resolutions 5 to 7**) for three years ending at the close of the Ordinary Shareholders' Meeting to be convened in 2028 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 §1.1.4.1 of the *Board of Directors' report on corporate governance* (included in the 2024 Annual Report).

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

Renewals of terms of office as Director proposed at the Shareholders' Meeting

Ségolène Gallienne

Ségolène Gallienne holds a Bachelor of Arts in Business and Economics from Collège Vesalius in Brussels. She has worked as Public Relations Manager at Belgacom and as Director of Communications for Dior Fine Jewelry.

She currently serves on the Boards of Directors of various companies, in France and abroad, and is Chairman of the Board of Directors of Diane, a company specializing in the purchase, sale and rental of art objects.

Ségolène Gallienne brings to the Board of Directors a wealth of international experience in the corporate world, particularly with holding companies.

Nicolas Bazire

Nicolas Bazire became Chief of Staff of Prime Minister Edouard Balladur in 1993. He was Managing Partner at Rothschild & Cie Banque between 1995 and 1999.

Nicolas Bazire brings to the Company's Board of Directors extensive expertise in strategy, finance and economics.

Christian de Labriffe

Christian de Labriffe began his career with Lazard Frères & Cie, where he was Managing Partner from 1987 to 1994. He then served as Managing Partner of Rothschild & Cie Banque until September 2013, then Chairman and Chief Executive Officer of Salvepar SA until March 31, 2017. He has served as Chairman of the Supervisory Board of Tikehau Capital SCA since March 31, 2017.

Having long worked in banking as a managing partner at top-tier investment banks, Christian de Labriffe brings to the Board of Directors his very in-depth knowledge of the business world.

3. Statutory Auditors

Appointments of the Statutory Auditors

On the recommendation of the Performance Audit Committee, for the terms of office of the two Statutory Auditors expiring at the close of the Shareholders' Meeting of April 17, 2025, you are asked:

- to renew the term of office as Statutory Auditor of Deloitte & Associés (**Resolution 8**) for six fiscal years ending at the close of the Ordinary Shareholders' Meeting to be convened in 2031 to approve the financial statements for the previous fiscal year.
- not to reappoint Forvis Mazars as Statutory Auditor and to appoint BDO Paris, 43 Avenue de la Grande Armée, 75116 Paris (registered in the Paris Trade and Companies Register [RCS Paris] under number 480 307 131) for a period of six fiscal years, which will end at the close of the Ordinary Shareholders' Meeting convened in 2031 to approve the financial statements for the previous fiscal year (**Resolution 9**). Due to the regulations in force regarding the mandatory rotation of Statutory Auditors, it is not possible to propose the reappointment of Forvis Mazars as Statutory Auditor at the next Shareholders' Meeting.

Reappointment of the Statutory Auditor in charge of certifying sustainability information

At the Shareholders' Meeting of April 18, 2024, Deloitte & Associés was appointed as Statutory Auditor in charge of certifying sustainability information, pursuant to Directive (EU) 2022/2464 of December 14, 2022 (the Corporate Sustainability Reporting Directive [CSRD]), for one fiscal year, i.e. the remaining duration of its term of office as Statutory Auditor in charge of certifying the financial statements.

At this Shareholders' Meeting, you are asked to renew the term of office of Deloitte & Associés as the Statutory Auditor in charge of certifying sustainability information (**Resolution 10**) for six fiscal years ending at the close of the Shareholders' Meeting to be convened in 2031 to approve the financial statements for the previous fiscal year.

4. Compensation of company officers

4.1 Disclosures on the compensation of company officers required under Article L. 22-10-9 I of the French Commercial Code

Pursuant to Article L. 22-10-34 I of the French Commercial Code, you are asked to approve the disclosures referred to in Article L. 22-10-9 I of said code on the compensation of company officers, as set out in §2.2 of the *Board of Directors' report on corporate governance* (included in the 2024 Annual Report) (**Resolution 11**).

4.2 Compensation paid to senior executive officers during fiscal year 2024 or awarded in respect of said fiscal year

Pursuant to Article L. 22-10-34 I and II of the French Commercial Code, you are asked to approve the disclosures required under Article L. 22-10-9 I of said code as well as the components of the total compensation and any benefits in kind paid during the fiscal year ended December 31, 2024 or awarded in respect of said fiscal year to Bernard Arnault, as Chairman of the Board of Directors; and to Antoine Arnault, as Chief Executive Officer (it being specified that (i) no fixed, variable or exceptional compensation, other than that paid or awarded in respect of his term of office, was paid or awarded to Bernard Arnault in his capacity as Chairman of the Board of Directors of Christian Dior SE during or in respect of fiscal year 2024; and (ii) no variable or exceptional compensation was paid or awarded to Antoine Arnault in his capacity as Chief Executive Officer of Christian Dior SE during or

in respect of fiscal year 2024) as presented in §2.2 of the *Board of Directors' report on corporate governance* (included in the 2024 Annual Report) (**Resolutions 12 and 13**).

Summary of compensation of each senior executive officer

Bernard Arnault

Christian Dior SE did not award or pay any fixed or variable compensation to Bernard Arnault during fiscal year 2024.

Items of compensation (EUR)	Gross amount awarded in respect of fiscal year 2024	Gross amount paid during fiscal year 2024	Remarks
Fixed compensation	-	-	None
Variable compensation	-	-	None
Medium-term incentive plan	-	-	None
Exceptional compensation	-	-	None
Bonus performance shares	-	-	None
Compensation for serving as a Director	13,130	13,130 ^(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.

Antoine Arnault

Items of compensation (EUR)	Gross amounts awarded in respect of fiscal year 2024	Gross amount paid during fiscal year 2024	Remarks
Fixed compensation	200,000	200,000	It was decided to maintain the amount of fixed compensation unchanged.
Variable compensation	-	-	None
Medium-term incentive plan	-	-	None
Exceptional compensation	-	-	None
Bonus shares	-	-	None
Compensation for serving as a Director	9,848	9,848 ^(a)	
Benefits in kind	-	-	None
Severance pay	-	-	None
Non-compete payment	-	-	None
Supplementary pension plan	-	-	None

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

4.3 Compensation policy

In accordance with Article L. 22-10-8 II of the French Commercial Code, you are asked to approve the compensation policy for Directors (**Resolution 14**), as well as that for each senior executive officer (**Resolutions 15 and 16**).

The compensation policy for senior executive officers approved by the Board of Directors at its meeting on January 28, 2025, on the recommendation of the Governance & Compensation Committee, is set out in §2 of the *Board of Directors' report on corporate governance* (included in the 2024 Annual Report). No compensation of any type whatsoever may be calculated, awarded or paid unless it complies with the compensation policy approved or, where there is no such policy, with the compensation or practices set forth in Article L. 22-10-8 II of the French Commercial Code.

In accordance with the second paragraph of Article L. 22-10-8 III of the French Commercial Code, the Board of Directors may in exceptional circumstances depart from the compensation policy. Items of compensation that may be exempted are referred to under §2 of the *Board of Directors' report on corporate governance* (included in the 2024 Annual Report).

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

5. Authorizations proposed at the Shareholders' Meeting of April 17, 2025

Share buyback program (L. 22-10-62 *et seq.* of the French Commercial Code)

Type	Resolution	Expiry/Duration	Amount authorized
Share buyback program Maximum purchase price: 1,200 euros	SM April 17, 2025 (Resolution 17)	October 16, 2026 (18 months)	10% of the share capital ^(a)
Reduction of capital through the retirement of shares purchased under the share buyback program	SM April 17, 2025 (Resolution 18)	October 16, 2026 (18 months)	10% of the share capital per 24-month period ^(a)

^(a) As a guide, this equates to 18,050,751 shares on the basis of the share capital under the Bylaws as of December 31, 2024.

You are asked to authorize the Board of Directors to purchase the Company's shares for a period of 18 months from the date of this Shareholders' Meeting (**Resolution 17**). Such share purchases may be made for any purpose that is compatible with the laws and regulations in force, in particular (i) to provide market liquidity, (ii) to cover stock option plans, awards of bonus shares or any other share-based payment plans for employees, (iii) to cover securities giving access to the Company's shares, (iv) to be retired, or (v) to be held and later presented for consideration as an exchange or payment in connection with external growth operations (see the 2024 Annual Report, §2.4 in the "Information about the issuer" section for further details on transactions carried out under the previous program).

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

The maximum price at which the Company may buy back its own shares is set at 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 offer in progress on the trading platform on which such a purchase would be made.

This authorization renders ineffective, for the portion not yet used, the authorization granted at the Shareholders' Meeting of April 18, 2024 pursuant to Resolution 15.

Share capital reduction by retiring shares acquired by the Company under Article L. 22-10-62 of the French Commercial Code

You are also asked to authorize the Board of Directors, for a period of 18 months from the date of this Shareholders' Meeting, to reduce the Company's share capital through the retirement of some or all of the shares bought back or to be bought back by the Company, up to a maximum of 10% of the share capital per 24-month period (**Resolution 18**). This authorization renders ineffective, for the portion not yet used, the authorization granted at the Shareholders' Meeting of April 18, 2024 pursuant to Resolution 16.

6. Amendments to the Bylaws

AMENDMENTS TO ARTICLES 11 AND 15 OF THE BYLAWS

You are asked to amend the second paragraph of Article 11 and the first paragraph of Article 15-II 2 of the Bylaws to set the same age limit for both the Chairman of the Board of Directors and the Chief Executive Officer to eighty-five (**Resolution 19**).

Article 11, second paragraph

"The Chairman of the Board of Directors cannot be more than eighty-five years old. Should the Chairman reach this age limit during his/her term of office, his/her appointment shall be deemed to have expired at the close of the Ordinary Shareholders' Meeting convened to approve the financial statements for the fiscal year during which the limit was reached. Subject to this provision, the Chairman of the Board may always be reelected."

Article 15-II 2, first paragraph

"The Chief Executive Officer may or may not be chosen from among the Directors. The Board sets his/her term of office and compensation. The age limit for serving as Chief Executive Officer is eighty-five. If the Chief Executive Officer reaches this age limit while in office, he/she will automatically be considered to have resigned at the close of the Ordinary Shareholders' Meeting convened to approve the financial statements of the fiscal year during which the limit was reached."

AMENDMENT OF THE BYLAWS TO BRING THEM INTO COMPLIANCE WITH VARIOUS LEGAL AND REGULATORY PROVISIONS OF THE FRENCH LAW OF JUNE 13, 2024, KNOWN AS THE *LOI ATTRACTIVITÉ*

Lastly, you are asked to bring the Bylaws into compliance with various legal and regulatory provisions of the French Law of June 13, 2024, known as the *Loi Attractivité*, in order to facilitate the deliberations of the Board of Directors and to amend Articles 12.2, 13 and 21 of the Bylaws (**Resolution 20**) to read as follows:

Article 12.2, second paragraph

"Directors who participate in Board meetings by means of telecommunication under the conditions defined by the Charter of the Board of Directors shall be deemed to be present for the purposes of calculating the quorum and majority."

Last paragraph of Article 12.2:

"The Board of Directors may vote in writing or electronically on all matters, it being specified that any Director may object to the use of this option. The terms, conditions and deadlines for casting votes in writing or electronically, and the conditions under which Directors may exercise their right to object to

the use of this option, are set out in the Charter of the Board of Directors.”

Article 13, final paragraph

“The Board of Directors may amend the Bylaws to bring them into compliance with legal and regulatory requirements, subject to ratification at the next Extraordinary Shareholders’ Meeting.”

Article 21, second paragraph

In light of the authority given to the Board of Directors to amend the Bylaws to bring them into compliance with legal and regulatory requirements, subject to ratification at the next Extraordinary Shareholders’ Meeting, the second paragraph of Article 21 of the Bylaws, which stipulated that the Board of Directors could only make these amendments under a delegation of authority from an Extraordinary Shareholders’ Meeting, has been removed.

The Board of Directors