

# Christian Dior

## Rules of Procedure of the Governance and Compensation Committee

AS OF JANUARY 25, 2024

THIS IS A FREE TRANSLATION PROVIDED FOR CONVENIENCE PURPOSES ONLY

The Board of Directors has formed a specialized committee responsible for governance and compensation, acting under the Board of Directors' responsibility and whose present rules of procedure have been approved by the Board of Directors.

## 1. Membership of the Committee

The Governance and Compensation Committee shall be made up of at least three Directors and/or Advisory Board members. The majority of its members shall be independent. Its members shall be appointed by the Board of Directors.

The Board of Directors shall appoint a Chairman of the Committee from among the Committee's members.

Neither the Chairman of the Board of Directors, nor any Director serving as Chief Executive Officer or Group Managing Director of Christian Dior, or who is compensated by any Christian Dior subsidiary, may be a member of the Committee.

A Director may not be appointed to the Committee if he/she comes from a company within which a Director of Christian Dior serves on a committee comparable in function.

## 2. Role of the Committee

After undertaking its own review, the Committee is tasked with issuing opinions on applications and reappointments to the positions of Director and Advisory Board member, making certain that the Company's Board of Directors includes prominent independent persons from outside the Company. In particular, it discusses whether members of the Board of Directors may be deemed Independent Directors with regard to applicable criteria.

The selection procedure for Independent Directors followed by the Governance and Compensation Committee is based on the following principles:

It aims to achieve a balance among the membership of the Board of Directors with regard to the skills and diversity (professional experience and qualifications, gender balance, nationality, age) of its members.

It works to identify, on the basis of defined profiles, the skills and expertise, particularly financial and non-financial, expected of potential Directors and considered key priorities for the Company, with the assistance, if it deems necessary, of a specialized recruitment firm. The Committee may hold interviews with each candidate for the position of Director and may also set up interviews between prospective candidates and any other member of the Board of Directors. After consulting with its members, it issues a substantiated opinion to the Board of Directors.

The Committee maintains strict confidentiality in its dealings with all potential candidates.

The Committee reports on the practical application of the selection procedure for Directors in the Company's report on corporate governance.

Pursuant to Article L. 225-53 of the French Commercial Code, the Committee ensures that, whenever a Group Managing Director is appointed, there are candidates of both genders present up until the final decision is made in designating said Group Managing Director.

It also makes proposals on the appointment or reappointment of the Chairman of the Performance Audit Committee.

As part of the preparation of the Board of Directors' report on corporate governance, the Committee gives its opinion on the diversity policy applicable to members of the Board of Directors.

The Committee's opinion may also be sought by the Chairman of the Board of Directors, or by any Director serving as Chief Executive Officer or Group Managing Director, on candidates for executive management positions at the Company. The Committee is the consultative body responsible for defining the steps to be taken if such an office should unexpectedly fall vacant.

The Committee issues an opinion on the compensation policy for company officers and senior executive officers, as well as, after seeking the opinion of an independent consulting firm, where applicable, on any exception to the application of said compensation policy.

After review, the Committee makes proposals on the apportionment of the maximum overall annual amount set at the Shareholders' Meeting that may be allocated to Directors (and Advisory Board members, where applicable) as compensation for their work, and prepares a summary table of the payments made to each Director and Advisory Board member.

It makes proposals to the Board on the fixed, variable, exceptional, immediate and deferred compensation, benefits in kind, options and bonus shares to be awarded to (i) the Chairman of the Company's Board of Directors, its Chief

Executive Officer and its Group Managing Director(s) and (ii) Directors and Advisory Board members who are employees of the Company or any of its subsidiaries by virtue of an employment contract; where applicable, it also issues an opinion on any consulting agreements entered into, either directly or indirectly, with these same individuals. The Committee issues recommendations regarding the qualitative and quantifiable criteria including several criteria relating to social and environmental responsibility, including at least one criterion linked to the company's climate objectives, used to determine the variable portion of compensation for senior executive officers, as well as the performance conditions applicable to the exercise of options and the vesting of bonus shares.

The Committee expresses its opinion on the general policy for the allocation of options and bonus shares by the Company, also making proposals on the granting of options and bonus shares to senior executive officers and to Directors and Advisory Board members who are employees of the Company or any of its subsidiaries by virtue of an employment contract.

It adopts positions on any supplementary pension plans set up by the Company for its senior executive officers, and issues recommendations on any retirement bonuses they may be paid upon leaving the Company.

The Committee issues an opinion on the fixed, variable, exceptional, immediate and deferred compensation, benefits in kind, options and bonus shares to be awarded by the Company to its Directors and senior executive officers. To this end, the Committee may request copies of any agreements entered into with those individuals and of any accounting information pertaining to payments made.

The Committee also monitors procedures relating to the payment of external contractors' fees and reimbursement of their expenses, and makes any recommendations deemed necessary on this subject.

The Committee shall prepare a draft report every year for the Shareholders' Meeting, which it shall submit to the Board of Directors, on the compensation of company officers, any bonus shares granted to them during the fiscal year, and any options granted to them or exercised in the same period. This report also provides information on the top ten awards of bonus shares and options to – and the top ten exercises of options by – Company employees other than company officers.

### 3. Operating Procedures of the Committee

A Director's agreement to serve on the Committee implies that he/she will devote the necessary time and energy to his/her duties on the Committee.

The Committee shall meet whenever necessary, at the initiative of either its Chairman, the Chairman of the Board of Directors, the Director serving as Chief Executive Officer, or two Committee members.

The Chief Executive Officer and the Group Managing Director(s) may participate in the Committee's work relating to appointments and reappointments.

The Chairman of the Board of Directors, the Chief Executive Officer and the Group Managing Director(s) shall not participate in the Committee's work relating to their compensation.

The proceedings of the Committee are confidential and shall not be discussed outside the Board of Directors.

Decisions of the Committee shall be made by simple majority vote and shall be deemed to have been reached as a board.

Meetings or joint working sessions may be organized between the Board's various Committees on cross-cutting issues, particularly with regard to social and environmental responsibility and climate issues.

### 4. Prerogatives of the Committee

The Committee shall report on its work to the Board of Directors. It shall submit its findings, recommendations and suggestions to the Board.

Members of the Committee may request any and all available information that they deem necessary for the purposes of performing their duties.

The Committee may commission outside technical studies, the results of which it is responsible for reporting to the Board, on matters falling within its area of expertise if it considers this necessary or beneficial to the performance of its duties, after having notified the Chairman of the Board of Directors or the Board of the Directors itself.

Unfavorable opinions issued by the Committee on any proposal must be substantiated.

## 5. Compensation of Committee Members

The members and the Chairman of the Committee may receive specific compensation, determined by the Board of Directors and offset against the maximum overall annual amount allocated at the Shareholders' Meeting to Directors as compensation for their work.