

# Christian Dior

Combined Shareholders' Meeting of April 16, 2020  
Seventeenth to twenty-third and twenty-sixth resolutions

Statutory Auditors' report on the issue of shares and other securities with and/or without preferential subscription rights

To the Shareholders' Meeting of Christian Dior,

In our capacity as Statutory Auditors of your Company, and pursuant to the engagement provided for in Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed delegation to the Board of Directors of the authority to proceed with a number of issues of shares and/or securities, transactions on which you are asked to vote.

Your Board of Directors proposes, based on its report:

- that you delegate to it, for a period of 26 months, the authority to decide on the following transactions and to set the final terms and conditions of these issues and proposes, where applicable, that you waive your preferential subscription rights:
  - the issue of ordinary shares and/or equity securities giving access to other equity securities or that confer rights to the allocation of debt securities and/or other securities, which may or may not be composite securities, including subscription warrants issued on a standalone basis, giving either immediate or future access, at any time or on a predetermined date, to equity securities to be issued by the Company, with preferential subscription rights (seventeenth resolution);
  - the issue, by means of a public offering with the exception of those reserved for qualified investors or a restricted group of investors, of ordinary shares and/or equity securities giving access to other equity securities or that confer rights to the allocation of debt securities and/or other securities, which may or may not be composite securities, including subscription warrants issued on a standalone basis, giving either immediate or future access, at any time or on a predetermined date, to equity securities to be issued by the Company, without preferential subscription rights (eighteenth resolution);
  - the issue, by way of an offering covered by Article L.411-2, 1° of the French Monetary and Financial Code (*Code monétaire et financier*), of ordinary shares and/or equity securities giving access to other equity securities or that confer rights to the allocation of debt securities and/or other securities, which may or may not be composite securities, including subscription warrants issued on a standalone basis, giving either immediate or future access, at any time or on a predetermined date, to equity securities to be issued by the Company, without preferential subscription rights, and for up to a maximum of 20% of the share capital per year (nineteenth resolution);
  - the issue, in the event of a public exchange offer initiated by your Company, of shares or equity securities giving access to other equity securities or that confer rights to the allocation of debt securities (twenty-second resolution);
- that you authorize it, with the option of delegating this authority, pursuant to the twentieth resolution and as part of the implementation of the delegation of authority referred to in the eighteenth and nineteenth resolutions, provided these resolutions are approved by this Meeting, or under the terms of any similar and subsequent resolutions during the validity period of this delegation, to set the issue price in a total issue amount not to exceed the legal limit of 10% of the share capital per year;
- that you delegate to it, for a period of 26 months, the powers needed to issue shares or equity securities giving access to other equity securities of the Company or conferring entitlement to an allotment of debt securities in consideration of contributions in kind granted to the Company consisting of equity securities or

securities giving access to equity (twenty-third resolution), up to a maximum of 10% of the share capital.

The nominal amount of capital increases that may be undertaken immediately or over time may not exceed 120 million euros pursuant to the seventeenth, eighteenth, nineteenth, twenty-second and twenty-third resolutions, it being specified that:

- the total nominal amount of capital increases that may result, whether immediately or over time, from all the delegations of authority submitted for approval at this Meeting, may not exceed 120 million euros, as set forth in the twenty-sixth resolution;
- the total amount of capital increases that may result from the exercise of options under the twenty-fourth resolution as well as those that may result from issues reserved for employees of the Company who are members of a company savings plan under the twenty-sixth resolution and grants of bonus shares under the twenty-seventh resolution will count toward the overall amount of 120 million euros.

In accordance with the twenty-sixth resolution, the total nominal amount of the debt securities that may be issued pursuant to the seventeenth, eighteenth, nineteenth, twenty-second and twenty-third resolutions, or any similar and subsequent resolutions during the validity period of this delegation, may not exceed 10 billion euros.

The additional securities to be created in the event of a capital increase with or without preferential share subscription rights, as provided by Article L.225-135-1 of the French Commercial Code and should you adopt the twenty-first resolution, count towards the aforementioned limits. It is the responsibility of the Board of Directors to prepare a report in accordance with Articles R.225-113 *et seq.* of the French Commercial Code. Our role is to express an opinion on the fair presentation of the quantitative data extracted from the financial statements, on the proposed waiver of preferential subscription rights, and on certain additional information pertaining to these transactions, provided in this report.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. These procedures consisted in verifying the content of the Board of Directors' report in respect of these transactions and the procedures for determining the issue price of equity securities to be issued.

Subject to our subsequent review of the terms and conditions of the proposed issues, we have no matters to report regarding the procedures for determining the issue price of equity securities to be issued presented in the Board of Directors' report pursuant to the eighteenth resolution and pursuant to the nineteenth and twentieth resolutions.

Furthermore, as the report does not include information on the methods for determining the issue price of equity securities to be issued as part of the implementation of the seventeenth, twenty-second and twenty-third resolutions, we cannot express an opinion on the selection of elements used to calculate this issue price.

As the final terms and conditions under which the share issues will be carried out have not yet been set, we do not express an opinion on them or, consequently, on the proposed waiver of preferential subscription rights on which you are asked to vote in the eighteenth and nineteenth resolutions.

In accordance with Article R.225-116 of the French Commercial Code, we will issue an additional report, if necessary, on the use of these delegations by your Board of Directors in the event of issues of equity securities giving access to other equity securities or conferring entitlement to receive allocations of debt securities, issues of securities giving access to equity securities to be issued, and issues of shares, without preferential subscription rights.

The Statutory Auditors

French original signed by

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