

# Christian Dior

Resolutions for the approval  
of the Combined Shareholders' Meeting  
of April 20, 2023

# 1. Ordinary resolutions

## First resolution

### Approval of the parent company financial statements for the fiscal year ended December 31, 2022

The Shareholders' Meeting, having examined the reports of the Board of Directors and the Statutory Auditors, approves the parent company financial statements for the fiscal year ended December 31, 2022, as presented, including the balance sheet, income statement and notes, as well as the transactions reflected in these statements and summarized in these reports, which show a net profit of 2,451,062,744.33 euros.

## Second resolution

### Approval of the consolidated financial statements for the fiscal year ended December 31, 2022

The Shareholders' Meeting, having examined the reports of the Board of Directors and the Statutory Auditors, approves the consolidated financial statements for the fiscal year ended December 31, 2022, as presented, including the balance sheet, income statement and notes, as well as the transactions reflected in these statements and summarized in these reports.

## Third resolution

### Appropriation of net profit – determination of dividend

The Shareholders' Meeting, having noted that the net profit for the fiscal year of 2,451,062,744.33 euros, plus retained earnings in an amount of 1,916,891,220.78 euros, form a distributable total of 4,367,953,965.11 euros, decides, on the recommendation of the Board of Directors, to allocate and distribute this amount for the fiscal year ended December 31, 2022 as follows:

<b>Amount available for distribution (EUR)</b>	
Net profit	2,451,062,744.33
Retained earnings	1,916,891,220.78
<b>Amount available for distribution</b>	<b>4,367,953,965.11</b>
<b>Proposed appropriation</b>	
Distribution of a gross dividend of 12.00 euros per share	2,166,090,192.00
Retained earnings	2,201,863,773.11
<b>TOTAL</b>	<b>4,367,953,965.11</b>

For information, as of December 31, 2022, the Company held 96,936 of its own shares, corresponding to an amount not available for distribution of 16.7 million euros, equivalent to the acquisition cost of these shares.

Accordingly, the Shareholders' Meeting sets the gross cash dividend for the fiscal year ended December 31, 2022 to 12.00 euros per share. Given the interim dividend of 5.00 euros per share, which was paid in cash on December 5, 2022, the balance dividend is 7.00 euros per share. The ex-dividend date will be April 25, 2023 and payment will be made on April 27, 2023.

Since January 1, 2019, based on the tax legislation applicable to securities income, these dividends carry an entitlement to a tax deduction of 40% for private individuals who are French tax residents and who have opted for their income on all eligible securities to be taxed at a progressive rate.

Should the Company hold, at the time of payment of this final dividend, any treasury shares under authorizations granted, the corresponding amount of unpaid dividends will be allocated to retained earnings.

## Distribution of dividends

As required by law, the Shareholders' Meeting notes that gross cash dividends per share paid out in respect of the past three fiscal years were as follows:

Fiscal year	Type	Payment date	Gross dividend (EUR)
December 31, 2021	Interim	December 2, 2021	3.00
	Final	April 28, 2021	7.00
	<b>TOTAL</b>		<b>10.00</b>
December 31, 2020	Interim	December 3, 2020	2.00
	Final	April 22, 2021	4.00
	<b>TOTAL</b>		<b>6.00</b>
December 31, 2019	Ordinary Interim	December 10, 2019	2.20
	Exceptional Interim	December 10, 2019	29.20
	Final	July 9, 2020	2.60
	<b>TOTAL</b>		<b>34.00</b>

### Fourth resolution

#### Approval of related-party agreements

The Shareholders' Meeting, having examined the Statutory Auditors' special report on the related-party agreements referred to in Article L. 225-38 of the French Commercial Code, approves the related-party agreements mentioned in the said report.

### Fifth resolution

#### Ratification of the co-option of Antoine Arnault as a Director

The Shareholders' Meeting, having examined the Board of Directors' Report on the draft resolutions, decides to ratify the co-option of Antoine Arnault as a Director to replace Sidney Toledano, for the remaining term of his predecessor's appointment until the end of the present Combined Shareholders' Meeting.

### Sixth resolution

#### Renewal of Bernard Arnault's term of office as a Director

The Shareholders' Meeting, having examined the Board of Directors' Report on the draft resolutions, decides to renew Bernard Arnault's term of office as Director for a three-year-period until the end of the Ordinary Shareholders' Meeting convened in 2026 to approve the financial statements of the previous fiscal year.

### Seventh resolution

#### Renewal of Antoine Arnault's term of office as a Director

The Shareholders' Meeting, having examined the Board of Directors' Report on the draft resolutions, decides to renew Antoine Arnault's term of office as Director for a three-year-period until the end of the Ordinary Shareholders' Meeting convened in 2026 to approve the financial statements of the previous fiscal year.

### Eighth resolution

#### Renewal of Maria Luisa Loro Piana's term of office as a Director

The Shareholders' Meeting, having examined the Board of Directors' Report on the draft resolutions, decides to renew Maria Luisa Loro Piana's term of office as Director for a three-year-period until the end of the Ordinary Shareholders' Meeting convened in 2026 to approve the financial statements of the previous fiscal year.

### Ninth resolution

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

The Shareholders' Meeting, having examined the Board of Directors' Report on Corporate Governance as referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to section I of Article L. 22-10-34 of the said Code, the information on the compensation of executive officers referred to in section I of Article L. 22-10-9 of the French Commercial Code as presented in point 2.2 of the Board of Directors' Report on corporate governance (included in the 2022 Annual Report).

#### **Tenth resolution**

##### **Approval of the items of compensation paid during fiscal year 2022 and awarded in respect of that year to the Chairman of the Board of Directors, Bernard Arnault**

The Shareholders' Meeting, pursuant to sections I and II of Article L. 22-10-34 I of the French Commercial Code approves the information referred to in section I of Article L. 22-10-9 of said Code as well as all items making up the total compensation and benefits in kind paid during and awarded in respect of the fiscal year ended December 31, 2022 to Bernard Arnault as Chairman of the Board of Directors (with the understanding that no fixed, variable or exceptional compensation, other than that paid or awarded to him for his term of Chairman of the Board of Directors of Christian Dior SE, was either paid or due to Bernard Arnault as Chairman of the Board of Directors of Christian Dior SE during or in respect of fiscal year 2022), as presented in point 2.2 of the Board of Directors' Report on corporate governance (included in the 2022 Annual Report) and in point 3.2 of the Board of Directors' Report on the draft resolutions, which are contained in the convening brochure for the Shareholders' Meeting.

#### **Eleventh resolution**

##### **Approval of the items of compensation paid during fiscal year 2022 and awarded in respect of that year to the Chief Executive Officer, Sidney Toledano**

The Shareholders' Meeting, pursuant to sections I and II of Article L. 22-10-34 of the French Commercial Code, approves the information referred to in section I of Article L. 22-10-9 of the said Code as well as all items making up the total compensation and benefits in kind paid during and awarded in respect of the fiscal year ended December 31, 2022 to Sidney Toledano as Chief Executive Officer until the end of his office in December 8, 2022 (with the understanding that no variable or exceptional compensation, other than that paid or due to him for his term of Chief Executive Officer, was either paid or due to Sidney Toledano as Chief Executive Officer of Christian Dior SE during or in respect of fiscal year 2022), as presented in point 2.2 of the Board of Directors' Report on corporate governance (included in the 2022 Annual Report) and in point 3.2 of the Board of Directors' Report on the Draft Resolutions, which are contained in the convening brochure for the Shareholders' Meeting.

#### **Twelfth resolution**

##### **Approval of the items of compensation paid during fiscal year 2022 and awarded in respect of that year to the Chief Executive Officer, Antoine Arnault**

The Shareholders' Meeting, pursuant to sections I and II of Article L. 22-10-34 of the French Commercial Code, approves the information referred to in section I of Article L. 22-10-9 of the said Code as well as all items making up the total compensation and benefits in kind paid during and awarded in respect of the fiscal year ended December 31, 2022 to Antoine Arnault as Chief Executive Officer, effective December 8, 2022 (with the understanding that no variable or exceptional compensation, other than that paid or due to him for his term of Chief Executive Officer, was either paid or due to Antoine Arnault as Chief Executive Officer of Christian Dior SE during or in respect of fiscal year 2022), as presented in point 2.2 of the Board of Directors' Report on corporate governance (included in the 2022 Annual Report) and in point 3.2 of the Board of Directors' Report on the Draft Resolutions, which are contained in the convening brochure for the Shareholders' Meeting.

#### **Thirteenth resolution**

##### **Approval of the compensation policy for Directors**

The Shareholders' Meeting, having examined the Board of Directors' Report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code and describing the items of the compensation policy applicable to non-senior executive officers, approves, pursuant to section II of Article L. 22-10-8 of the French Commercial Code, the compensation policy applicable to the Directors, as set out in point 2.1.1 of the Board of Directors' Report on corporate governance (included in the 2022 Annual Report).

#### **Fourteenth resolution**

##### **Approval of the compensation policy for the Chairman of the Board of Directors**

The Shareholders' Meeting, having examined the Board of Directors' Report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code and describing the items of the compensation policy applicable to senior executive officers, approves, pursuant to section II of Article L. 22-10-8 of the French Commercial Code, the compensation policy applicable to the Chairman of the Board of Directors as presented in point 2.1.2 of the Board of Directors' Report on corporate governance (included in the 2022 Annual Report).

**Fifteenth resolution****Approval of the compensation policy for the Chief Executive Officer**

The Shareholders' Meeting, having examined the Board of Directors' Report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code and describing the items of the compensation policy applicable to senior executive officers, approves, pursuant to section II of Article L. 22-10-8 of the French Commercial Code, the compensation policy applicable to the Chief Executive Officer as presented in point 2.1.2 of the Board of Directors' Report on corporate governance (included in the 2022 Annual Report).

**Sixteenth resolution****Authorization to be granted to the Board of Directors, for a period of eighteen months, to trade in the Company's shares for a maximum purchase price of 1,200 euros per share, thus a maximum cumulative amount of 21.7 billion euros**

The Shareholders' Meeting, having examined the Board of Directors' Report on the Draft Resolutions, authorizes this body, which may delegate its powers in this regard, to purchase the Company's own shares, in accordance with the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code and of European Regulation (EU) No. 596/2014 of April 16, 2014.

Shares may be acquired to meet any objective compatible with provisions in force at the time, and in particular to:

- (i) provide market liquidity or share liquidity services (purchases/sales) via an investment service provider acting independently as part of a liquidity contract set up by the Company in compliance with the AMF-approved AMAFI Ethics Charter;
- (ii) cover stock option plans, awards of bonus share or of any other shares, or share-based payment plans for employees or executive officers of the Company or of any related undertaking under the conditions provided by the French Commercial Code, in particular its Articles L. 225-180 and L. 225-197-2;
- (iii) cover debt securities that may be exchanged for Company's shares and, more generally, securities giving access to the Company's shares, notably by way of conversion, tendering of a coupon, redemption or exchange;
- (iv) be retired subject to the approval of the seventeenth resolution by this Shareholders' Meeting; or
- (v) be held and later presented for consideration as an exchange or payment in connection with external growth operations, up to a maximum of 5% of the share capital;
- (vi) more generally, carry out any permitted transactions or any transaction that would be authorized in future under regulations in force at that time, or that would involve an already accepted market practice or one that would come to be accepted by the French Financial Market Authority (*Autorité des marchés financiers*).

The purchase price at which the Company may acquire its own shares is set at 1,200 euros per share, with the understanding that the Company may not purchase shares at a price that exceeds the higher of the following two values: the last quoted share price after the execution of a transaction in which the Company was not a stakeholder or the highest independent purchase offer in progress on the trading platform on which the purchase would be made.

In the event of a capital increase through the capitalization of reserves and bonus share awards as well as in cases of a stock split or reverse stock split, the purchase price indicated above will be adjusted by a multiplying coefficient equal to the ratio of the number of shares making up the Company's share capital before and after the transaction.

The maximum number of shares that may be purchased during the share repurchase program may not exceed 10% of the share capital, adjusted to reflect transactions affecting the share capital occurring after this Shareholders' Meeting, it being specified that (i) if this authorization is used in the specific case of shares repurchased under the liquidity contract in accordance with Article L. 22-10-62, par. 2 of the French Commercial Code, the number of shares taken into account to calculate the 10% limit corresponds to the number of shares purchased after deduction of the number of shares that may be resold throughout the authorization period and (ii) the number of treasury shares to be used for payment or exchange in the context of a merger, spin-off or tender may not exceed 5% of the capital as of the date of the operation.

As of December 31, 2022, the limit of 10% of the share capital corresponded to 18,050,751 shares. The total amount dedicated to these purchases may not exceed 21.7 billion euros.

The share purchase transactions described above, as well as any sale or transfer of these shares, may be carried out by any method in compliance with applicable law and regulations, including through negotiated transactions.

All necessary powers are granted to the Board of Directors with a view to ensuring the execution of this authorization. The Board of Directors may delegate said powers to the Chief Executive Officer or, where applicable and with the latter's consent, to a Group Managing Director, both of whom may sub-delegate the execution of share purchase transactions implemented under the conditions provided for by law, in order to:

- decide on the implementation of this authorization;
- adjust the aforementioned maximum purchase price to reflect, in the event of a change in the share's nominal value, an increase in the share capital through the capitalization of reserves and bonus share awards, a stock split or reverse

- stock split, the distribution of reserves or of any other assets, the redemption of share capital or any other transaction affecting equity, the impact of such transactions on the share's value;
- set the terms and conditions under which will be protected, if applicable, the rights of the holders of securities giving access to the share capital or of share subscription or share purchase options, or the rights of those eligible to receive bonus shares, in accordance with legal, regulatory or contractual provisions;
  - place any stock market orders, enter into any contracts, sign any documents, or enter into any agreements, particularly for keeping records of share purchases and sales, in accordance with the regulations in force;
  - file any declarations, carry out any formalities, and generally take any necessary action.

Unless it obtains prior authorization from the Shareholders' Meeting, the Board of Directors may not take the decision to use this delegation of authority as from the date on which a third party files a proposal for a tender offer for the shares of the Company and until the end of the offer period.

This authorization shall take effect from the close of this Shareholders' Meeting for a period of eighteen months and invalidates the authorization of the same nature, or any remaining unused portion thereof, granted to the Board of Directors by the Shareholders' Meeting of April 21, 2022 pursuant to its sixteenth resolution.

## 2. Extraordinary resolutions

### **Seventeenth resolution**

#### **Authorization to be granted to the Board of Directors, for a period of eighteen months, to reduce the share capital by retiring shares held by the Company subsequent to a repurchase of its own shares**

The Shareholders' Meeting, having examined the Board of Directors' Report on the Draft Resolutions and the Statutory Auditors' report, and in accordance with the provisions of Article L.22-10-62 of the French Commercial Code,

1. authorizes the Board of Directors to reduce the Company's share capital on one or more occasions, in the proportions and at the times it shall decide, through the cancellation of some or all of the shares acquired or to be acquired by the Company itself, up to a maximum of 10% of the share capital per 24-month period, it being specified that this limit shall apply to an amount of the Company's share capital that will be adjusted, as appropriate, to take into account transactions affecting the share capital occurring after this Shareholders' Meeting;
2. sets at eighteen months the period of validity of this authorization and notes that this delegation of authority renders null and void the unused portion of the authorization granted by the Shareholders' Meeting of April 21, 2022 in its seventeenth resolution;
3. grants all powers to the Board of Directors to perform and record the share cancellation and capital reduction transactions allowed under this authorization, carry out all required acts and formalities to this end (in particular filing any declarations with the *Autorité des marchés financiers*), deduct the difference between the purchase value of the canceled shares and their par value from additional paid-in capital or other distributable reserves, reallocate the portion of the legal reserve having become available as a result of the capital reduction, amend the Bylaws accordingly, and generally take any necessary action.

### **Eighteenth resolution**

#### **Amendment to Article 11 of the Bylaws to set the age limit for the Chairman of the Board of Directors to eighty**

The Shareholders' Meeting, having examined the Board of Directors' Report on the Draft Resolutions, amends the item 2 of Article 11 of the Bylaws of the Company (Organization of the Board of Directors) to set the age limit for the Chairman of the Board of Directors to eighty.

Therefore, the item 2 of Article 11 of the Bylaws will read as follow:

#### **« Article 11 – ORGANIZATION OF THE BOARD OF DIRECTORS**

.../...

*« The Chairman of the Board of Directors may not be over the age of eighty. 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 of the fiscal year during which the age limit was reached. Subject to this provision, the Chairman of the Board may always be re-elected. »*

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