

K E R I N G



INTERNAL RULES OF THE BOARD OF DIRECTORS

UPDATED ON SEPTEMBER 15, 2025

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PREAMBLE

The Board of Directors (hereinafter the “**Board of Directors**” or the “**Board**”) operates in accordance with the corporate governance principles of the “Corporate Governance Code of Listed Corporations” published by the AFEP and MEDEF (hereinafter the “**AFEP-MEDEF Code**”), which Kering (hereinafter the “**Company**”) voluntarily applies.

These internal rules (hereinafter the “**Internal Rules**”) are intended to set forth the operating procedures of the Board of Directors and its committees in addition to the provisions of the Company’s articles of association as well as statutory and regulatory provisions in force.

ARTICLE 1 – COMPOSITION OF THE BOARD OF DIRECTORS

1.1. Independence

At least one third of the Board members must be independent members as defined by the criteria set out in the AFEP-MEDEF Code. The directors representing employees and, where applicable, directors representing employee shareholders, are not included in the calculation of this proportion.

Independent director status is reviewed by the Appointments and Governance Committee and ratified by the Board of Directors when a new director is appointed and, in any event, every year for all directors.

This review is based on the cumulative independence criteria set forth in the AFEP-MEDEF Code.

In reviewing independence with regard to the direct or indirect business relationship criterion, an additional quantitative and qualitative analysis is performed, if necessary, in order to determine the independence of individual Directors where any such business relationship exists.

On the recommendation of the Appointments and Governance Committee, the Board of Directors may nevertheless determine that a director, although deemed to meet the independence criteria set forth in the AFEP-MEDEF Code, shall not be considered independent, having regard to the specific circumstances of such director or of the Company. Conversely, the Board may determine that a director who does not meet the aforementioned criteria shall nevertheless be considered independent.

The findings of this review are reported to the shareholders in the Corporate Governance Report.

1.2. Diversity policy

The Board of Directors regularly reflects upon the desirable balance of its composition and that of its specialized Committees, particularly from a diversity perspective (representation of women and men, nationalities, age, qualifications and professional experience, etc.). The objectives set by the Board, the measures implemented, and the results of its diversity policy are made public in the Corporate Governance Report.

ARTICLE 2 – DUTIES AND POWERS OF THE BOARD OF DIRECTORS

The Board of Directors is a collegial body where decisions are made collectively.

The Board of Directors is mandated by all shareholders and acts in all circumstances in the corporate interest of Kering.

2.1. General prerogatives

The Board of Directors performs the duties and exercises the functions granted to it within the scope of the statutory powers ascribed to it and those conferred by the articles of association.

It determines and assesses the Company's strategy, objectives and performance, and ensures their implementation, in accordance with the Company's corporate interest, taking into account the social and environmental challenges of its business. It oversees the implementation of the strategic directions by the Executive Management.

Subject to the powers expressly granted to the shareholders' general meetings and within the limit of the Company's corporate purpose, the Board shall deal with all matters relating to the proper conduct of the Company's business and shall settle issues related thereto by virtue of its decisions.

The Board is kept informed of market developments, the competitive environment, and the principal challenges faced by the Company and, more broadly, by the Kering group (hereinafter the "**Group**"), including in the area of corporate social and environmental responsibility.

It regularly reviews, in connection with the strategy of the Company and, more broadly, that of the Group, the financial, legal, operational, social, and environmental opportunities and risks, as well as the measures taken in response. It ensures the implementation of systems for the prevention and detection of corruption and influence peddling.

It ensures that investors are provided with relevant information concerning the Company's strategy, business model, and long-term outlook.

The Board also ensures that the executive corporate officers implement a policy of non-discrimination and diversity, particularly with respect to balanced representation of women and men within the Company's governing bodies.

The Board carries out the controls and verifications it deems appropriate.

The Board may grant, with or without the right of substitution, all delegations of powers to its Chair or to any other representatives it may designate, subject to the limitations set forth by law.

2.2. Prior authorizations of the Board of Directors

In accordance with the articles of association, the following decisions of the Chief Executive Officer and, where applicable, the Deputy Chief Executive Officers (*Directeurs Généraux Délégués*), are subject to the prior approval of the Board of Directors:

- a) matters and transactions that have a significant impact on the strategy of the Company and, more generally, of the Group, its financial structure or its scope of business,
- b) unless the shareholders' general meeting decides otherwise, the issue of securities of any kind that may result in a change in the share capital,
- c) the following transactions by the Company or by any entity controlled by it, provided that they each exceed an amount set annually by the Board:
 - any investment or divestment, including the acquisition, or sale or exchange of shares in all existing or future businesses;
 - any acquisition or sale of real estate by the Company or by any entity controlled by it.

The Board also makes decisions concerning:

- a) endorsements, suretyships and guarantees granted by the Company under Article L. 225-35 of the French Commercial Code if they each exceed an amount set annually by the Board;
- b) agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code.

ARTICLE 3 – DIRECTORS INFORMATION AND TRAINING

3.1. Information

Prior to each meeting of the Board and any Committee meeting, each director or Committee member shall receive within due course, with reasonable notice (except in cases of urgency) and subject to confidentiality requirements, a file containing all documents necessary for the assessment of questions or matters included on the agenda.

Between Board meetings, directors shall receive all useful information pertaining to the Company on a regular basis and are informed of any event or development with a material impact on its business activities, financial position, cash flow, commitments, or information previously reported to the Board.

Directors may meet with the Group's key executives, including without the presence of executive corporate officers, provided that the latter have been given prior notice.

Directors have the duty to request from the Chair, within an appropriate timeframe, any information they consider necessary for the performance of their duties. Requests for information from members of the Board shall be submitted to the Secretary of the Board of Directors, who is responsible for ensuring that such requests are fulfilled.

The obligation of the Board members to keep themselves dully informed is complemented by their right to obtain the information they have requested.

The Board of Directors may also call on any external advisors or consultants to obtain an independent expert opinion on any topics presented to it by the Company.

3.2. Training

Each director, upon appointment and throughout their term of office, may, if he/she deems it necessary, receive training on the specific features of the Company, its businesses, its business sector and its social and environmental responsibility aspects, in particular with regard to climate-related issues.

Directors representing employees, and where applicable, directors representing employee shareholders, shall be provided with suitable training enabling them to perform their duties.

These internal and external training sessions are arranged by the Company at its sole expense.

ARTICLE 4 – FUNCTIONING OF THE BOARD OF DIRECTORS

4.1. Chair of the Board of Directors

The Board of Directors elects, from among its members, a Chair appointed for a term not exceeding that of his or her term as a director. The Chair is eligible for re-election and may be removed at any time by the Board of Directors.

In addition to his/her duties provided for in the Articles of Association, the Chair of the Board has the following responsibilities:

4.1.1. General mission

The Chair of the Board is the guardian of the Group's values and culture, particularly regarding environmental, social, and governance (ESG) matters.

He/she shall ensure that the Group complies with the corporate governance standards and, with respect to the Company, with the AFEP-MEDEF Code.

He/she shall facilitate debate within the Board to define the Group's strategic directions, in close coordination with Executive Management, which alone is responsible for the operational management of the Group.

4.1.2. Board leadership responsibilities

The Chair of the Board of Directors organizes and directs the work of the Board of Directors (including convening meetings, setting the agenda and presiding over sessions) and reports thereon to the general meetings of shareholders. He/she is solely authorized to act and speak on behalf of the Board, subject to the specific responsibilities assigned to the Lead Independent Director.

The Chair of the Board of Directors shall ensure the proper functioning of the Company's governing bodies, in particular that directors are able to fulfill their duties and that the Board is structured to allow constructive debate and effective decision-making.

He/she shall ensure that directors receive, in a timely manner prior to each meeting, all relevant information and documents and verifies the quality of such information. He/she shall take into account directors' suggestions as

necessary to enable the Board to deliberate appropriately on all matters within its competence.

Each year, he/she shall organize a Board meeting dedicated to the evaluation of the performance of Executive Management (without the presence of executive directors).

Each year, he/she shall report to the Board on the execution of his/her duties.

4.1.3. Specific responsibilities

In coordination with Executive Management, the Chair engages in dialogue with shareholders and, together with the Lead Independent Director, communicates their views and concerns to the Board.

At the request of Executive Management, he may represent the Group to certain stakeholders (including institutions, public authorities, clients, and partners).

4.1.4. Resources available to the Chair of the Board

Executive Management shall ensure that the Chair has all necessary resources (including personnel) to carry out his/her duties.

The Chair shall receive from Executive Management any documents or information necessary for the Board to perform its functions.

He/she is regularly informed by the Chief Executive Officer of significant events or important situations affecting the Group's activities and is consulted on such matters. He/she is also regularly informed directly by the departments responsible for internal audit, compliance and business ethics.

He/she may freely meet with the statutory auditors in preparation for Board or Committee meetings and, after informing Executive Management, with any executive or manager within the Group.

4.2. Meetings of the Board of Directors

The Board of Directors shall meet at least four times a year and as often as the Company's interest requires, at the convening of its Chair or at the request of at least one third of the directors.

The meeting shall be held either at the registered office or at any other place indicated in the convening notice. The meeting may be convened by any means, even orally, by the Chair, the Secretary of the Board at the

request of the Chair or, in the event of unavailability of the Chair, by the Lead Independent Director or, failing that, by the oldest director.

The agenda of the meetings is set by the Chair.

Each director has the right and responsibility to request that the Chair of the Board of Directors include specific items on the draft agenda if he/she considers that such matters fall within the competence of the Board of Directors. The Chair shall inform the Board accordingly.

The Board of Directors may, during any of its meetings and in case of urgency, deliberate on matters not included in the agenda previously circulated.

Depending on the items on the agenda, the Chair may, in particular at the proposal of the Chief Executive Officer or a member of the Board, invite any person he deems appropriate, whether or not employed by the Group, to present a report or provide input for preparatory discussions. Such third parties may participate in Board meetings, including via telecommunication means.

When a third party who is not a member of the Board is invited to a Board meeting or to preparatory work for such a meeting, the Chair shall remind them of their confidentiality obligations with respect to information obtained during or prior to the Board meeting.

Pursuant to Articles L. 225-37 and L. 22-10-3-1 of the French Commercial Code, directors who participate in the Board meeting by means of remote communication technologies under the conditions authorized by the regulations applicable on the day of the meeting shall be deemed to be present for the purposes of calculating the quorum and majority. The means of remote communication used must allow the identification of directors participating in the Board meeting by said mean and guarantee their effective participation in the deliberations.

Decisions are made by a majority vote of the members present, deemed to be present or represented. In the event of a tied vote, the chair of the meeting shall have the casting vote.

Directors who, while present at a meeting, declare that they will not participate in a vote shall be counted in the quorum but not taken into account for the calculation of votes.

Pursuant to Article 13 of the Company's articles of association, the Board of Directors may also adopt resolutions by written consultation of its members, including by electronic means. This procedure is reserved

exclusively for decisions that may be adopted without requiring in-depth deliberation within the Board of Directors.

Pursuant to Article 13 of the Company's articles of association, any director may object to the use of written consultation within the timeframe specified for such consultation. The objection must be submitted by email to the Secretary of the Board of Directors, who shall promptly inform the other directors and convene a meeting of the Board of Directors.

Directors who fail to respond within the prescribed timeframe shall be deemed absent for the purposes of calculating quorum and majority.

The Board of Directors may only validly deliberate by way of written consultation if at least half of its members have cast a vote within the prescribed timeframe. Resolutions are adopted by a majority of the votes cast. In the event of a tied vote, the Chair shall have the casting vote.

Participation by a director in a written consultation shall neither be considered as effective attendance at a meeting of the Board of Directors nor give rise to any remuneration.

Resolutions adopted by written consultation shall be recorded in minutes, which shall be kept under the same conditions as other resolutions of the Board of Directors.

Such minutes shall be submitted for approval at the next meeting of the Board of Directors.

4.3. Lead Independent Director

The Board of Directors may appoint a Lead Independent Director.

Where the Chair of the Board is not considered independent within the meaning of the AFEP-MEDEF Code, the appointment of a Lead Independent Director is mandatory in order to provide an additional safeguard for the balance of power within the Board, ensure the proper functioning of the governance bodies, and prevent of conflicts of interest.

It is specified that the Lead Independent Director must be an independent member of the Board within the meaning of the AFEP-MEDEF Code, and that the loss of independent director status shall immediately terminate his/her role as Lead Independent Director.

4.3.1. Duties of the Lead Independent Director

The Lead Director is entrusted with the following duties:

4.3.1.1. Organization of the work of the Board of Directors and relations with directors

The Lead Independent Director acts as the spokesperson for independent directors within the Board of Directors.

In this capacity, he/she organizes and chairs, at least once a year, a meeting of the non-executive directors.

The Lead Independent Director is consulted on the agenda and schedule of Board meetings and may propose to the Chair the inclusion of specific items on the Board's agenda.

The Lead Independent Director draws the attention of the Chair and the Board to any potential conflicts of interest that he/she has identified or that have been brought to his/her attention.

The Lead Independent Director chairs Board meetings in the absence of the Chair.

In coordination with the Chair and with the support of the Board Secretariat, the Lead Independent Director coordinates the annual assessment (internal or external) of the Board's work.

4.3.1.2. Relations of the Lead Independent Director with shareholders

In coordination with the Chair of the Board, the Lead Independent Director is involved in dialogue with shareholders on environmental, social, and governance (ESG) matters and takes part in roadshows organized annually by Executive Management, as well as in meetings held prior to the general meetings of shareholders. He/she reports to the Board on shareholders' concerns.

The Lead Independent Director reports to the Chair on his/her on a quarterly basis. Additionally, the Lead Independent Director may be invited by the Chair to report on his/her duties at general meetings of shareholders.

4.3.2. Resources available to the Lead Independent Director

The Lead Independent Director shall have access to all documents and information he/she deems necessary for the performance of his/her duties. In the exercise of his/her responsibilities, he/she may request external technical studies to be carried out at the Company's expense. He/she may also require the assistance of the Board Secretariat in the performance of his/her duties.

4.4. Climate Change Lead

The Board may appoint a Climate Change Lead from among its members to ensure that climate issues are fully integrated into the Board's thinking and decision-making processes.

The Climate Change Lead shall be appointed for a period that can be no longer than his/her term of office as a director. He/she is eligible for re-election. He/she may be removed from office by the Board of Directors at any time.

4.4.1. Duties of the Climate Change Lead

Working together with the chair of the Sustainability Committee and the Lead Independent Director, the main duties of the Climate Change Lead consist in:

- ensuring that the Board at large and each of the directors individually have a clear grasp and understanding of the climate change priorities and impacts, generally and specifically for Kering and the Luxury sector;
- proposing any actions deemed relevant to enhance the Board's overall expertise in this area (training, involvement of experts, etc.);
- ensuring that the Board of Directors identifies the impacts, risks and opportunities related to climate change and that the Board's work and the strategy it defines incorporate such climate change issues;
- ensuring that the Board of Directors monitors the existence of climate-related action plans and oversees their implementation.

4.4.2. Resources available to the Climate Change Lead

The Climate Change Lead:

- has access to all documents and other information he/she deems necessary for the performance of his/her duties. He/she may, in the exercise of his/her powers, request external technical studies to be carried out at the Company's expense;
- may put forward to the Chair of the Board of Directors additional items related to his/her role for inclusion in the agenda for Board of Directors' meetings;

- may also meet with the operational and functional executives, at his/her request, and after having informed the Chief Executive Officer;
- may also request the assistance of the Board Secretariat in the performance of his/her duties.

4.4.3. Reports

The Climate Change Lead reports to the Board of Directors on the performance of his/her duties once a year. At the end of each Climate Change Lead's term of office as a director, the Board shall conduct a review of the functioning of the position, as well as a reassessment of the associated powers of the Climate Change Lead to adapt them if necessary.

4.5. Assessment of the Board of Directors

The Board of Directors carries out an annual assessment of its composition, functioning and organization as well as that of its Committees. In this respect, it examines the way it hears reports, the quality of the information provided to it, the quality of the preparation of its decisions and discussions, as well as the effective contribution of each director to its work and that of its Committees.

At least every three years, the Board shall conduct a formal assessment, if need be with the support of a third-party expert.

The Lead Independent Director leads the Board's assessment process and gives a report of the assessment to the Board.

4.6. Secretary of the Board of Directors

In accordance with the Company's articles of association, the Board of Directors appoints a secretary (hereinafter the « **Secretary of the Board of Directors** ») who may be chosen from outside its ranks. If the Secretary is not a member of the Board, he/she shall nonetheless be subject to the confidentiality obligations set forth in Article 6.5. In the event of the Secretary's absence, the Board may appoint one of its members or a third party to act as a substitute.

The Secretary of the Board of Directors assists the Chair of the Board of Directors and the Lead Independent Director in the performance of their duties.

With the support of the Executive Management, he/she ensures the quality and production, sufficiently in advance, of the documents submitted to the Board of Directors.

He/she is at the disposal of the directors for any request for information concerning their rights and duties, the functioning of the Board of Directors and the everyday operations of the Company.

It organizes the induction of new directors and ensures the implementation of the integration program.

He/she prepares the draft minutes of the meetings of the Board of Directors and Committees.

He/she is authorized to issue and certify as true the copies and extracts of minutes.

ARTICLE 5 – COMMITTEES OF THE BOARD OF DIRECTORS

5.1. Common provisions

In order to fulfil its duties in the interests of good corporate governance and in accordance with legal provisions and the Company's Articles of Association, the Board of Directors has set forth four specialized committees, made up of members chosen from among its members: the Audit Committee, the Remuneration Committee, the Appointments and Governance Committee and the Sustainability Committee (each a "**Committee**" and collectively the "**Committees**").

In accordance with the law, these four Committees are not exclusive of other committees that the Board of Directors may decide to appoint on a temporary or ad hoc basis.

The Committees shall act within the remit granted to them by the Board of Directors and under its authority. They cannot interfere with the Company's management or reduce or limit the powers of the Chief Executive Officer or, where applicable, of the Deputy Chief Executive Officers, or those of the Board of Directors which exercises the final power of decision in accordance with the mandatory provisions of the French Commercial Code.

Their role is to prepare and provide information for the Board of Directors' work in the fields and areas assigned to them hereinafter.

Each Committee shall make proposals, give recommendations and issue opinions, as appropriate, in their area of expertise.

5.1.1. Composition of the Committees

The Committees are composed solely of directors and include at least three members.

The members of each Committee and their chairpersons are designated by the Board of Directors for the duration of their term as director or for any other term decided by the Board. They are renewable without time limit. They may be removed at any time by the Board of Directors.

The composition of the Committees is determined by the Board of Directors based on the expertise of its members and in compliance with the recommendations of the AFEP-MEDEF Code.

Committee members are appointed in a personal capacity and cannot be represented.

5.1.2. Notice and agenda of Committee meetings

The meetings of each Committee are convened (i) by the chair of the Committee, (ii) on its behalf by the Secretary of the Board of Directors, (iii) by half of its members or (iv) by the Chair of the Board of Directors.

The author of the notice of each Committee meeting sets the agenda.

5.1.3. Committee meetings

The Committees shall meet as many times as necessary in order to perform their task. Each Committee shall determine the schedule for its meetings.

Committee meetings may be held by means of remote communication technologies under the same conditions as Board meetings.

The Committee chair designates a meeting secretary who can be chosen from outside the members of the Committee. Deliberations shall be recorded in minutes signed by the chair of the Committee and another member of the Committee and shall be communicated to the members of the Committee by any means.

5.1.4. Information of the Committees

The Company provides the Committee members with all relevant information and documents in due course before each meeting. The Company shall take into account their suggestions, if applicable, to enable the Committee to have knowledge of the business of the meeting and

deliberate thereon under the most appropriate conditions on all matters within its competence.

5.1.5. Resources of the Committees

To fulfill their duties, the Committees may commission technical studies by outside experts at the Company's expense and consult all persons, including members of the Executive Management after notifying the Chief Executive Officer and any member of the personnel.

Any member of a Committee may, at any time, inform the Chair of the Board of Directors of any aspect of the Committee's work of which he/she considers it appropriate for the Board to be informed.

5.1.6. Reports of Committee meetings

The Committees provide regular reports to the Board of Directors on the exercise of their duties, their recommendations, conclusions and comments and promptly informs the Board of Directors of any difficulties encountered.

5.2. Audit Committee

5.2.1. Composition

At least two-thirds of the members of the Audit Committee shall be independent, as defined by the AFEP-MEDEF Code.

The members of the Audit Committee should be competent in finance or accounting.

The Committee shall not include any executive corporate officer of the Company.

5.2.2. Duties of the Audit Committee

In accordance with the law, the Audit Committee is responsible for monitoring issues relating to the preparation and control of accounting, financial and sustainability information.

Without prejudice to the areas of authority of the Board of Directors, the Audit Committee is responsible in particular for monitoring:

- the process of preparing financial and sustainability information, as well as the process implemented to determine the information to be disclosed in accordance with sustainability reporting standards (in particular, reporting under the European Directive (UE) 2022/2464 of

14 December 2022 as regards corporate sustainability reporting, known as the “CSRD” – Corporate Sustainability Reporting Directive);

- the effectiveness of internal control and risk management systems as well as, where appropriate, of internal audit as regards the procedures relating to the preparation and processing of accounting, financial and sustainability information;
- the statutory audit of the annual financial statements and the consolidated financial statements as well as the certification of sustainability information.

In connection with its duties, the Audit Committee’s role is, inter alia, to:

a) with regards to the monitoring of the financial and sustainability information preparation process

- examine the draft annual and interim parent company and consolidated financial statements before they are submitted to the Board of Directors;
- examine the assumptions used in the context of the financial statements and corresponding annexes,
- ensure the relevance, permanence and reliability of the accounting methods used by the Company and the Group, and examine the modifications to such methods as the case may be,
- deliberate on the diligences conducted prior to the establishment of the parent company and consolidated annual and interim financial statements as well as those of its principal subsidiaries,
- examine the perimeter of the consolidated companies, and as the case may be, the reasons for which certain companies are excluded therefrom,
- examine the off-balance sheets commitments of the Company and its main subsidiaries,
- assessing the reliability of the systems and procedures used to prepare the sustainability information,
- examine the double materiality assessment process conducted to identify the information to be reported in accordance with the applicable sustainability reporting standards,
- review the sustainability information disclosed in the management report before they are submitted to the Board of Directors,
- make recommendations, if necessary, to ensure the integrity of the financial and sustainability reporting processes.

b) with regards to the monitoring of the efficiency of the internal control and risk management systems, and, where appropriate, internal audit in relation to the procedures for the preparation and processing of accounting, financial and sustainability information

- regularly review the mapping of the Group's main risks, including sustainability-related risks,
- ensure the relevance and effective application of the internal control and risk management procedures within the Group and ensure that the main risks are identified and managed,
- examine the organization and resources used for internal audit, as well as its annual work program and the results of its work,
- ensure the implementation and efficiency of the Group's main policies, in particular the compliance policy and the measures implemented to ensure that this policy is circulated and applied.

c) with regards to the monitoring of statutory audit of the annual parent company and consolidated financial statements as well as the certification of sustainability information

- oversee the statutory auditors selection procedure and issue a recommendation on the statutory auditors to be put forward for appointment or renewal by shareholders at the shareholders' general meeting. With a view to appointment, the Committee shall submit a justified recommendation to the Board of Directors, containing at least two choices and the Committee's duly reasoned preference. The Audit Committee also issue a recommendation on the auditor or independent third-party in charge of sustainability information certification,
- monitor the completion of the statutory auditors' missions and of the sustainability information certification. In this capacity, the Audit Committee may interview, question and request reports from the statutory auditors of the Company and consolidated entities and, where applicable, from the independent third-party, responsible for certifying sustainability information,
- ensure the independence of the statutory auditors responsible for certifying the financial statements and of the statutory auditor or independent third-party responsible for certifying sustainability information, by assessing the risks that might impair their independence and the safeguard measures taken to mitigate those risks,
- approve the provision of non-audit services and services other than the certification of sustainability information by the statutory auditors or the independent third-party, as the case may be, or the members of their network in accordance with applicable regulations,

- examine, on an annual basis, the fees paid by the Company, its controlled entities and its controlling entity to the network of the statutory auditors and, where applicable, of the independent third-party for non-audit services and services other than the certification of sustainability information.

The Audit Committee may address any significant question of a financial or accounting nature or having an organizational interest for the Group.

It is kept informed of significant financial projects and/or decisions.

The company's statutory auditors shall be convened to the Committee's meetings, as necessary.

The Audit Committee shall immediately inform the Board of any difficulties encountered in performing its duties.

5.2.3. Joint meeting with the Sustainability Committee

At least once a year, the members of the Audit Committee and of the Sustainability Committee shall hold a joint meeting. At this meeting, the members of both Committees shall jointly review, in particular, the Group's main sustainability-related risks and opportunities and related control procedures, the processes used to prepare sustainability information, including the double materiality assessment, and the information to be disclosed by the Company in its sustainability reporting.

5.3. Remuneration Committee

5.3.1. Composition

A majority of the members of the Remuneration Committee members shall be independent, as defined by the AFEP-MEDEF Code, and the Committee shall be chaired by an independent director. The Committee shall not include any executive corporate officer of the Company. It must include one director representing employees.

5.3.2. Duties

The role of the Remuneration Committee is to make proposals to the Board of Directors regarding:

- the remuneration policy for executive corporate officers;
- the remuneration policy for directors by determining the method for allocating the remuneration budget granted to the Board of Directors by the shareholders' meeting;

- the remuneration received by the members of the Company's Executive Committee, including retirement benefits and benefits in kind, as well as the grant of free shares, including performance shares, and/or assimilated benefits;
- the general remuneration policies within the Group.

The Remuneration Committee may address any significant issues related thereof.

5.4. Appointments and Governance Committee

5.4.1. Composition

A majority of the members of the Appointments and Governance Committee shall be independent, as defined by the AFEP-MEDEF Code. The Committee shall not include any executive corporate officer of the Company.

5.4.2. Duties

The role of the Appointments and Governance Committee is:

- to examine and propose to the Board of Directors the candidates for the position of director, taking into account the Board of Directors' diversity policy and the situation of the candidates situation with respect to the recommendations of the AFEP-MEDEF Code. The Committee may consider any potential candidate for election as a director of the Company,
- to organize a procedure for selecting future independent directors,
- periodically to review any matter related to the composition, structure, organization and functioning of the Board of Directors and the Committees and to propose any changes,
- to review (i) prior to any appointment, (ii) annually and (iii) at any time the Committee deems appropriate, the situation of the directors with respect to the independence criteria set forth in the AFEP-MEDEF Code,
- to consider and propose to the Board of Directors the appointment of deputy chief executive officers,
- to prepare and periodically review a succession plan for the corporate officers and members of the Company's Executive Committee.

The Appointments and Governance Committee is also responsible for reviewing the Group's human resources policies, notably concerning diversity and inclusion, recruitment, development and retention of employees, labor relations, and employee shareholding.

The Appointments and Governance Committee may address any significant issues related thereof.

5.5. Sustainability Committee

5.5.1. Duties

The role of the Sustainability Committee's is to assist the Board of Directors in overseeing sustainability matters. In this capacity, the Sustainability Committee:

- reviews the Group's sustainability strategy and commitments with respect to sustainable development, including decarbonization and climate change, as well as biodiversity, and makes recommendations in this respect,
- monitors the Group's sustainability actions, in particular with respect to the environment, the social impact of the supply chain and the activities of the Kering Foundation,
- ensures that the sustainability-related issues, risks and opportunities are taken into account in defining and implementing the Group's strategy,
- annually reviews the main non-financial ratings carried out on the Company.

The Sustainability Committee may address any significant issues related thereof.

5.5.2. Joint meeting with the Audit Committee

The Sustainability Committee collaborates with the Audit Committee to review the sustainability information disclosed by the Company. In this regard, the members of the Sustainability Committee and of the Audit Committee shall hold a joint meeting at least once a year to discuss the topics described in paragraph 5.2.3 hereinabove.

ARTICLE 6 – ETHICS

6.1. Knowledge of rights and duties

Upon taking office, each director is required to be aware of the general and specific duties incumbent upon him/her, in particular the legal and regulatory provisions relating to his/her function, the Company's articles of association, the recommendations of the AFEP-MEDEF Code and these Internal Rules.

6.2. Availability

Each director must devote the necessary time and attention to his/her duties.

He/she must be diligent and take part in all meetings of the Board of Directors and of the Committees of which he/she is a member, as well as shareholders' general meetings.

Directors shall ensure to limit the number of their directorships in other companies, including their participation in these other companies' committees, so as to remain sufficiently available. In particular, they need to ensure not to exceed the maximum number of directorships in companies outside the group, as provided in the AFEP-MEDEF Code.

Each director shall inform the Chair of the Board and the Lead Independent Director of his/her intention to accept a new directorship in a listed company, whether French or foreign, to allow the Board of Directors to determine whether this appointment is compatible with the Kering directorship such director holds.

Additionally, each director commits to inform the Chairman of the Board and/or the Lead Independent Director and/or the Secretary of the Board of any change in his/her directorships (resignation, no renewal).

6.3. Conflict of interest

Directors must at all times act in the corporate interest of Kering and, regardless of the manner of their appointment, consider themselves as representing all the shareholders.

Directors undertake to inform the Chair of the Board of Directors and the Lead Independent Director of any situation of conflict of interest, including potential conflicts, between their duties to the Company and their private interests and/or other obligations. A director facing a conflict of interest situation shall abstain from participating in Board (or relevant Committee) discussions and from voting on any resolution directly or indirectly affecting him/her.

If the director concerned is the Chair of the Board, the Lead Independent Director shall preside over the meeting for the duration of the Chair's absence.

The Chair of the Board of Directors may, at any time, require directors to provide a written statement confirming that they are not in a situation of conflicts of interest.

6.4. Ownership of Company shares

Directors hold shares in their personal capacity and must own in a registered form at least 50 shares of the Company, in accordance with Article 10 of the Company's articles of association. If they do not hold such shares upon assuming office, they shall acquire them within six months following their appointment. This shareholding requirement does not apply to directors representing employees, and where applicable, to directors representing employee shareholders, in accordance with applicable legal provisions.

6.5. Confidentiality obligation

Directors, as well as all persons taking part in the work of the Board or the Committees, are bound by an absolute duty of confidentiality – which exceeds the mere duty of discretion stipulated by Article L. 225-37 of the French Commercial Code – with respect to the content of debates and deliberations of the Board of Directors and its Committees and to all information and documents presented or communicated to him/her or, more generally, of which he/she has knowledge, in any form whatsoever, whether or not they have been presented as confidential.

Except for the Chair, and in accordance with the principle of collegiality set forth in Article L. 225-37 of the French Commercial Code, directors shall not express themselves individually outside of the internal deliberations of the Board or its Committees, except at the invitation of, or with the consent of, the Chair or the Board itself.

6.6. Markets ethics rules

As a general rule, the directors, as well as all persons taking part in the work of the Board or the Committees, must observe a duty of caution and vigilance and pay particular attention to all transactions involving, directly or indirectly, Kering shares or any financial instruments linked to these shares.

All directors must comply with stock markets rules applicable to the prohibition of insider dealing, in particular the provisions related to the use and communication of inside information.

All directors, whether or not they possess inside information about Kering, shall refrain from trading directly or indirectly in the Company's shares and related financial instruments:

- during the 30 calendar days preceding the publication of the Company's press release in the annual and half-year results up to and including the day after such publication;

- during the 15 calendar days preceding the publication of the Company's press release on quarterly sales up to and including the day after such publication.

Directors, as well as persons closely associated with them within the meaning of the applicable regulations, shall electronically report to the French Financial Markets Authority (*Autorité des Marchés Financiers*) and to the Company each transaction they carry out involving the Company's shares or related financial instruments, within three business days following the date of the transaction. A copy this report must be sent to the Secretary of the Board of Directors.

Transactions carried out by directors and/or persons closely associated with them shall be disclosed to the public by the French Financial Markets Authority in accordance with applicable regulations and shall be summarized annually in the Company's management report.

In case of doubt regarding their obligations, the directors should inform the Secretary of the Board of Directors in due course.

ARTICLE 7 – DIRECTORS REMUNERATION

The directors' remuneration, allocated within the annual budget decided by the shareholders' general meeting, comprises a fixed portion granted to all directors and a predominant variable portion granted on the basis of their participation to the meetings of the Board and its Committees. In addition, the members of the Audit Committee, the Remuneration Committee, the Appointments and Governance Committee and the Sustainability Committee receive a fixed half portion and a variable half portion set according to the same procedures.

Additionally, the Board of Directors may decide to grant to one or more Committee chairs a special portion deducted from the overall fixed amount, prior to the allocation set forth above.

Specific remuneration, subject to objectives predefined by the Board of Directors, may be granted to the Lead Independent Director and the Climate Change Lead.

In the event of commencement or termination of a term of office during the year, the fixed portion shall be pro rata temporis, and the variable portion shall be determined based on the number of meetings held during the period.

Furthermore, each member of the Board of Directors is entitled to reimbursement of travel expenses incurred in the performance of their duties upon presentation of supporting documentation.

ARTICLE 8 – HONORARY CHAIRMAN

The Board of Directors may appoint an Honorary Chairman who may attend the meetings of the Board and its Committees on a consultative basis.

ARTICLE 9 – APPROVAL AND AMENDMENT OF THE INTERNAL RULES

The Internal Rules were approved by the Board of Directors pursuant to a decision dated June 16, 2025, with effect from September 15, 2025.

The Internal Rules may be amended at any time by a simple decision of the Board of Directors.

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