

Compagnie Financière Richemont SA

**Organisational Regulations  
of the Board of Directors**

Section:	Page
1 INTRODUCTION.....	2
2 THE BOARD .....	2
2.1 Constitution .....	2
2.2 Powers and duties.....	3
2.2.1 General responsibility .....	3
2.2.2 Powers delegated by the Board .....	3
2.2.3 Powers not delegated by the Board .....	3
2.3 The Chairman.....	4
2.4 Lead Independent Director .....	4
2.5 The Board’s standing committees.....	4
2.6 Meetings, agenda .....	5
2.7 Resolutions.....	6
2.8 Minutes.....	6
2.9 Right of information and inspection .....	6
2.10 External advice .....	6
3 THE SENIOR EXECUTIVE COMMITTEE.....	6
3.1 Appointment .....	6
3.2 Powers and duties.....	7
3.3 Reporting .....	7
3.4 Meetings.....	7
4 INTERNAL AUDIT .....	7
4.1 Appointment .....	7
4.2 Powers and duties.....	8
4.3 Reporting .....	8
5 GENERAL PROVISIONS .....	8
5.1 Duty of care and loyalty .....	8
5.2 Conflicts of interests .....	8
5.3 Confidentiality .....	9
5.4 Share ownership.....	9
5.5 Board and management transactions.....	9
5.6 Education and training .....	9
5.7 Consequences of certain violations .....	9
6 EFFECTIVE DATE.....	10

## 1 INTRODUCTION

These organisational regulations (the '**Regulations**') are being adopted by the board of directors of Compagnie Financière Richemont SA (the '**Company**') pursuant to Articles 716b of the Swiss Code of Obligations and Article 30 of the Company's articles of association. These Regulations determine the organisation and govern the powers and duties of the following bodies of the Company:

- (a) the board of directors (the '**Board**');
- (b) the Board's standing committees;
- (c) the chairman of the Board (the '**Chairman**'), the Lead Independent Director and the Deputy Chair;
- (d) the executive management of the Company (the '**Senior Executive Committee**'); and
- (e) the internal audit function ('**Internal Audit**').

## 2 THE BOARD

### 2.1 *Constitution*

Subject to the mandatory provisions of Swiss law and the Company's articles of association, the Board is self-governed.

In compliance with applicable Swiss law, the Chairman shall be elected by shareholders at each annual general meeting.

If the office of the Chairman is vacant, the Board may appoint another Chairman for the remaining period of office.

The Board shall appoint one or more Deputy Chair. The term of office of the Deputy Chair shall match the term of office of his / her appointment as a member of the Board. The Deputy Chair can be indefinitely re-appointed in this capacity.

In addition, in the event that the Chairman is also a member of the Senior Executive Committee, the Board shall appoint from amongst its non-executive members a Lead Independent Director. 'Non- executive members' refers, in this context, to members of the Board who do not perform any line management function within the Group.

The Board shall also appoint a Secretary, who need not be a member of the Board, to act as secretary at its meetings. Unless the Board decides otherwise, the Secretary shall be the Company Secretary.

The Company Secretary is responsible for ensuring that Board procedures are followed and that applicable rules and regulations pertaining to the Board are complied with.

All Board members shall have access to the advice and services of the Company Secretary.

## 2.2 Powers and duties

### 2.2.1 General responsibility

The Board is responsible for the strategic direction of the Group. It determines the strategic goals of the Group and the means by which such goals are to be achieved, taking account of the financial position of the Group.

### 2.2.2 Powers delegated by the Board

Except where the law, the Company's articles of association or these Regulations provide otherwise, the Board delegates the entire management of the Company to the Senior Executive Committee.

### 2.2.3 Powers not delegated by the Board

Notwithstanding the delegation contemplated in Section 2.2.2 above, the Board shall retain all the powers and responsibilities that are deemed non-transferable under Swiss law. These powers and responsibilities include in particular:

- (a) establishing the ultimate strategic direction of the Company and the issuance of the necessary directives and guidelines to management;
- (b) the establishment of an appropriate corporate structure and the delegation of management and control procedures within that structure;
- (c) the establishment of the Company's accounting system and financial controls as well as financial planning systems;
- (d) the appointment and removal of the members of the Senior Executive Committee and of the other persons authorised to act on behalf of the Company;
- (e) the ultimate supervision of the members of the Senior Executive Committee to ensure that these persons comply with applicable law and the Company's articles of association, regulations and directives;
- (f) the preparation of the Company's annual report and general meeting of shareholders, as well as the implementation of the resolutions adopted by shareholders; and
- (g) the notification of the court in the event of technical insolvency.

In addition, the Board keeps the following powers and responsibilities:

- (a) establish committees of the Board (other than the standing committees contemplated in Section 3.5 of these Regulations) as may from time to time be required and determine their respective terms of reference;
- (b) monitor and evaluate the financial position and financial performance of the Company and of the Group;
- (c) establish policies and procedures for the systematic monitoring of risk within the

Company including, but not limited to, financial risk, operational risk and reputational risk;

- (d) establish a framework for monitoring compliance with applicable laws and the Company's articles of association, regulations and directives;
- (e) establish and implement procedures, including monitoring procedures, to limit the authority of executives and employees within the Group to enter into financial commitments of whatever nature in the name of any Group company and establish guidelines on commitment approval procedures;
- (f) establish policies in respect of and a framework for monitoring the Group's corporate and social responsibility vis-à-vis business partners, employees, the communities in which the Group operates and the environment generally; and
- (g) review each year its own performance, the performance of each of its members and the performance of the Board's standing committees.

### 2.3 *The Chairman*

The Chairman:

- (a) oversees the convening of meetings of the Board including, inter alia, by circulating the timetable for the meetings, sets the agenda and the preparation of financial and related information for distribution to directors in advance of the meeting; unless the Board of the general meeting of shareholders decides otherwise, he also chairs general meetings of shareholders;
- (b) ensures the liaison between the Board and the Senior Executive Committee;
- (c) acts as the principal point of contact between the Board and the Company's shareholders, government and regulatory agencies, the general public and the media; and
- (d) represents the Company in dealings with third parties, in accordance with such limits as the Board may from time to time or in each specific case determine.

### 2.4 *Lead Independent Director*

The Lead Independent Director:

- (a) is entitled to carry out an annual assessment of the work of the Board and of the Chairman and, if such assessment has been carried out, presents its results to the Board; and
- (b) is entitled to convene and chair meetings of the Board as he sees fit.

### 2.5 *The Board's standing committees*

Within its ranks, the Board shall maintain the following standing committees:

- (a) a Chairman's Committee;

- (b) an Audit Committee;
- (c) a Compensation Committee;
- (d) a Nomination Committee;
- (e) a Strategic Security Committee; and
- (f) a Governance and Sustainability Committee.

A majority of members of the Board's standing committees other than the Chairman's Committee must be non-executive Board members. The Audit Committee can only consist of non-executive Board members.

The members of the Compensation Committee are elected by the shareholders on the recommendation of the Board at each annual general meeting. If the Compensation Committee is not complete, the Board shall appoint the missing members for the remaining period of office. The other Board's standing committees are appointed by the Board. Other than for what regards the Chairman's Committee, the Board shall also appoint the chair of each of the committees, taking into account the recommendations of the Nomination Committee.

The Board shall further adopt terms of reference for each of the Board's standing committee, which shall specify the organisation, duties and powers of such committees. Except where contemplated otherwise in the terms of reference of the relevant committee, the recommendation of the Board's standing committees shall be submitted to the Board for approval. The chair of each of the standing committees shall report to the Board on the activities of the committee.

## 2.6 *Meetings, agenda*

The Board shall meet as often as circumstances call for, but at least five times per fiscal year.

Meetings of the Board shall be called by the Chairman. Meetings shall be held in person at a location determined by the Chairman, or by telephone or video conference. To determine whether the Board is quorate, members of the Board who take part to a meeting by means of electronic media that meet the requirements of Article 701e of the Swiss Code of Obligations shall be deemed present.

Each member of the Board has the right to request the Chairman to call a meeting. Such request must be made in writing (including by electronic means) and state the reasons for which a Board meeting is to be called.

The notice convening a Board meeting shall be made in writing (including by electronic means). It shall mention the day, the time and the place of the meeting, as well as the agenda. The relevant documentation relating to the forthcoming meeting shall be delivered in advance of each meeting. Members of the Board may request that specific items be placed on the agenda, provided such request is made in writing (including by electronic means) to the Chairman no later than five business days prior to the meeting.

Meetings of the Board are chaired by the Chairman or, as the case may be, the Lead

Independent Director. In the absence of both the Chairman and the Lead Independent Director, the meeting shall be chaired by the Deputy Chair or, if no Deputy Chair is present, by a member of the Board appointed by the members present.

The Chairman decides which persons other than members of the Board and the Secretary may attend a Board meeting.

## *2.7 Resolutions*

The Board may pass resolutions if the majority of its members are present at the meeting. Members attending a meeting by telephone or videoconference are deemed present. Voting by proxy is not permitted.

Resolutions are adopted by a majority of the members present. In the event of a tie, the chair shall have the casting vote.

Resolutions may also be passed in the form of a consent given in writing or by electronic means to a proposal, provided that no member of the Board requests a discussion. No signature is necessary if the approval is given by electronic means.

## *2.8 Minutes*

Minutes shall be kept of all deliberations of and resolutions adopted by the Board. The minutes shall record a summary of the deliberations, any specific points that a director may ask to be minuted together with resolutions proposed and the result of any vote thereon.

The minutes of the previous meeting shall be tabled for consideration by the Board at its next meeting. Round-robin resolutions adopted by written consent shall be recorded in the minutes of the meeting that follows their adoption.

The minutes shall be signed by the chair and secretary of the meeting.

## *2.9 Right of information and inspection*

Any director may at any time request information with regard to all areas of the Company's operations in accordance with Swiss company law and the Company's articles of association. Such requests may be made either at meetings of the Board or, in the interim, through the Chairman.

## *2.10 External advice*

When deemed necessary, the Board and its standing committees may obtain, at the Company's expense, independent advice from external experts on matters within the scope of their respective responsibilities.

# **3 THE SENIOR EXECUTIVE COMMITTEE**

## *3.1 Appointment*

The Board establishes a Senior Executive Committee comprising executive members of

the Board and of other executives of the Group.

The Board shall appoint each member of the Senior Executive Committee, as well as the chair of such committee.

The Senior Executive Committee shall meet regularly.

### *3.2 Powers and duties*

The Senior Executive Committee shall have all the duties and powers that are not reserved to the Board under Swiss law, the Company's articles of association or these Regulations. The Senior Executive Committee is empowered to conduct the day-to-day strategic and operational administration of the Group including, inter alia, its financial management. The Senior Executive Committee is ultimately responsible for the management of the Group's underlying businesses and investments, subject at all times to an obligation to provide adequate information on the development of those businesses to the Board. The Senior Executive Committee shall, at all times, operate in compliance with the regulations, guidelines, codes of conduct and instructions as may from time to time be laid down by the Board.

The Senior Executive Committee may delegate its powers and duties to bodies or persons within the Group that possess the necessary knowledge and expertise to assume such powers and perform such duties. It may establish a Group Management Committee comprising the executive directors of the Board and certain other heads of key businesses and functions within the Group.

In addition, the management will provide the Board with such support as the Board may require to consider and evaluate strategic alternatives.

### *3.3 Reporting*

The Senior Executive Committee shall report on its activities to the Board and its Chairman's Committee on a regular basis.

### *3.4 Meetings*

The Senior Executive Committee shall meet regularly, as determined by its chair.

The chair of the Senior Executive Committee may invite senior officers of the Group to attend meetings of the committee on an ad-hoc basis.

## **4 INTERNAL AUDIT**

### *4.1 Appointment*

The Board shall establish an Internal Audit to monitor risk within the Group and to provide them with an appraisal of the quality of internal control across the Group. The Board shall appoint the head of Internal Audit, after having consulted with the chair of the Audit Committee.

## 4.2 *Powers and duties*

Internal Audit is responsible for monitoring risk within the Group and ensuring that appropriate internal controls are put in place throughout the Group. Internal Audit shall report on the controls and audits it performs to the Audit Committee and the relevant Senior Executive Committee members.

The head of Internal Audit has the authority to inform the chair of the Audit Committee of any significant matter where, in his or her opinion, management's response is inappropriate or inadequate.

## 4.3 *Reporting*

The head of Internal Audit shall report to the chair of the Audit Committee, with a functional reporting line to the Chief Financial Officer.

# 5 GENERAL PROVISIONS

## 5.1 *Duty of care and loyalty*

Each member of the Board, of any Board's standing committee and of the Senior Executive Committee is under the duty to safeguard and further the interests of the Company and its shareholders.

## 5.2 *Conflicts of interests*

Each member of the Board, of any Board's standing committee and of the Senior Executive Committee shall arrange his personal and business affairs so as to avoid, as far as possible, any conflict of interest with the Company and its subsidiaries (the '**Group**'). Where any such conflict of interest may arise, the member concerned shall make a full declaration of the potential conflict to the body to which he or she belongs (i.e. the Board, the relevant Board standing committee or the Senior Executive Committee) or, between meetings of the relevant body, to the chair of such body, who shall ensure that the matter is raised with the relevant body no later than at the next meeting.

The body to which the potential conflict of interest has been reported shall consider the matter. The person who is potentially conflicted shall not take part in any discussion of the situation.

Depending on the nature of the potential conflict, the relevant member may be asked by the body to which he or she belongs to resign from his or her position, to withdraw from one or more meetings of the relevant body or to recuse himself or herself from discussions on a particular topic.

Transactions between the companies of the Group, on the one hand, and members of the Board or Senior Executive Committee (including any persons or entities with whom such members of the Board or Senior Executive Committee are related), on the other hand, shall at all times be carried out on an arms' length basis and shall be approved by the Board without the participation of the person concerned. All material related party transactions shall be reported to the Company's independent auditors and disclosed, as appropriate and as required by law or applicable accounting standards, in the Company's financial

statements.

### *5.3 Confidentiality*

Each member of the Board and of the Senior Executive Committee shall at all times keep strictly confidential all information – except information which is already in the public domain – relating to the Group, which he or she received in connection with the exercise of his or her duties. This obligation and duty shall continue even after the term of office of the relevant member has expired. Business documents of the Group shall, upon request of the Company, be returned to the Company or to its relevant subsidiary.

### *5.4 Share ownership*

As a general rule, members of the Board and Senior Executive Committee are encouraged to become shareholders in the Company. The Board may adopt share ownership guidelines and require members of the Board and Senior Executive Committee to comply with the share ownership targets contemplated therein.

### *5.5 Board and management transactions*

It may be inappropriate or unlawful for members of the Board or Senior Executive Committee to trade shares of the Company or financial instruments having such shares as main underlying asset (each a ‘**Richemont financial instrument**’) at certain times or under certain circumstances. Trades in Richemont financial instruments may also have to be reported under applicable laws or stock exchange regulations.

The Board may adopt regulations, guidelines, codes of conduct or instructions regarding the trading in Richemont financial instruments, in which case compliance with such regulations, guidelines, codes of conduct or instructions shall be mandatory for all members of the Board and Senior Executive Committee, as applicable.

### *5.6 Education and training*

Each member of the Board and Senior Executive Committee is under a duty to keep himself or herself informed of the rules and regulations that apply to them in their capacity as directors or officers of the Company (including, without limitations, with the terms of these Regulations), and to follow the training sessions or programs that the Company may organise for them. In case of doubt or uncertainty about the scope or contents of applicable laws, rules or regulations, the members of the Board or Senior Executive Committee should consult with the company secretary.

### *5.7 Consequences of certain violations*

In the event that a member of the Board violates any provision of this Section 5, the Board shall be entitled to take any such lawful action as it deems appropriate to prevent potential future violations by such person, including, without limitation, (a) reprimanding the relevant person, (b) refusing to take over the relevant person’s expenses, (c), imposing a financial penalty on the relevant person, (d) excluding such person from meetings of the Board or any of the Board’s standing committees (or portions thereof), and/or (e) withholding from such person materials provided to members of the Board in connection with any Board or Board committee meeting.

Violation of the provisions of this Section 5 by a member of the Senior Executive Committee may, in addition, give rise to disciplinary proceedings or – in case of serious breaches – to termination of the employment relationship.

## 6 EFFECTIVEDATE

These Regulations were first adopted by the Board on 26 March 2003, with revisions adopted on 7 June 2006, 8 September 2010, 21 March 2013, 21 May 2015, 7 February 2019, 18 March 2021 and 16 May 2024.